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CODE AGRICULTURE (HOLDINGS) LIMITED

科地農業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8153)

APPOINTMENT OF EXECUTIVE DIRECTOR AND MANAGING DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Code Agriculture (Holdings) Limited (the “**Company**”) announces that Mr. Chow Chi Wah Vincent (“**Mr. Chow**”) has been appointed as an executive director and managing director of the Board with effect from 25 June 2019.

The biographical details of Mr. Chow are as follows:–

Mr. Chow, aged 50, is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He obtained a Master’s degree in Professional Accounting from the Hong Kong Polytechnic University. Mr. Chow has over 20 years’ experience in the finance and accounting fields in Hong Kong. Mr. Chow is the executive director of Oshidori International Holdings Limited (Stock Code: 622) (“**Oshidori**”) since 1 June 2016 and company secretary of Oshidori since 12 July 2016. He was appointed as the managing director of the Company with effect from 5 April 2017. He was appointed as an independent non-executive director of Celebrate International Holdings Limited (Stock Code: 8212) since 31 August 2018. Mr. Chow was an independent non-executive director of Imagi International Holdings Limited (Stock Code: 585), a company listed on the Stock Exchange for the period from 28 January 2016 to 10 April 2017. Mr. Chow was an executive director of Mascotte Holdings Limited, now renamed HengTen Networks Group Limited (Stock Code: 136), a company listed on the Stock Exchange, for the period from 3 November 2014 to 26 October 2015.

The Company has entered into a service contract as an executive director and managing director of the Board with Mr. Chow in respect of his appointment for a term of two years commencing on date of appointment and could be terminated by either party giving one-month prior notice. Mr. Chow is entitled to a remuneration of HK\$100,000 per month which will be subject to review by the Board based on the recommendation from the remuneration committee of the Company with reference to his qualification, duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. He shall be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company in accordance with the articles of association of the Company and the Rules Governing the listing of Securities on the Growth Enterprise Market of the Stock Exchange ("**GEM Listing Rules**").

As at the date of this announcement and save as disclosed above, Mr. Chow does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement and save as disclosed above,

- (i) Mr. Chow does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years;
- (ii) Mr. Chow does not hold any other position in the Group;
- (iii) Mr. Chow does not have any relationship with other directors, senior management, substantial or controlling shareholders; and
- (iv) there are no other matters concerning him that need to be brought to the attention of the Shareholders nor is there any information relating to him that is required to be disclosed pursuant to Rules 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules.

The Company would like to express its welcome to Mr. Chow for joining the Board.

By Order of the Board
Code Agriculture (Holdings) Limited
Au Yeung Yiu Chung
Company Secretary

Hong Kong, 25 June 2019

As at the date of this announcement, the executive directors of the Company are Mr. Chow Chi Wah, Ms. Lin Yan Jenny, Mr. Wang Rongqian, Mr. Hu Chao; the non-executive directors of the Company are Mr. Qian Gang, Mr. Wang Dequn; and the independent non-executive directors of the Company are Mr. Hau Chi Kit, Mr. Lee Chi Hwa Joshua and Mr. Wong Ching Keung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website <http://www.hkgem.com> for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at <http://www.code-hk.com>.