

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Code Agriculture (Holdings) Limited (the “**Company**”) announces that Ms. Ng Yin Ling (“**Ms. Ng**”) and Dr. Antonio Maria Santos (“**Dr. Santos**”) have been appointed as the independent non-executive Director of the Board, the members of the Audit Committee, the members of the Remuneration Committee and the members of the Nomination Committee with effect from 9 July 2019.

The biographical details of Ms. Ng are as follows:–

Ms. Ng, aged 45, received her Bachelor of Arts in Business Administration from the University of Ottawa in 2002, and a Master of Law (International Business Law) from the City University of Hong Kong in 2003. A Juris Doctor degree at the City University of Hong Kong 2016. Ms. Ng currently working with Imagi International Holdings Limited (stock code 585) as Senior Vice President of Legal and Corporate Develop. Her work experience includes a teaching post at the City University of Hong Kong for the Diploma in Facility Management of Business Management from 2005 to 2007. From 2004 to 2005 she was a Senior Manager at the Hong Kong Productivity Council where she was in charge of business collaboration and partnership development. From 2002 to 2004, she held a position as an Executive Officer and External Relations Officer at the City University of Hong Kong where she was also in charge of business collaboration and partnership development. Previously she held senior managerial sales roles at GE ECXpress (HK) Limited, Parametric Technology Corporation (HK) Limited, Unigraphics Solutions (HK) Limited and System-Pro Computers Limited during the period from 1992 to 2002.

Ms. Ng will not enter into a service contract as an independent non-executive Director with the Company and has no fixed term of service with the Company. She is entitled to a director fee of HKD10,000 per month which is determined by reference to her qualification, duties and responsibilities with the Company, and the prevailing market conditions. She will be subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the bye-laws of the Company.

As at the date of this announcement and save as disclosed above, Ms. Ng 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) Ms. Ng 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) Ms. Ng does not hold any other position in the Group;
- (iii) Ms. Ng does not have any relationship with other directors, senior management, substantial or controlling shareholders; and
- (iv) there are no other matters concerning her that need to be brought to the attention of the Shareholders nor is there any information relating to her 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 biographical details of Dr. Santos are as follows:–

Dr. Santos, aged 62, was retired from Hong Kong Police Force in January 2012 after more than 30 years of service. His last position was an Assistant Commander of a Police District. He is the Chief Operations Officer of the Advance Tactics Service Limited since July 2013, a consultancy specialized in corporate and personal risk management. Apart from volunteering for community services, Dr. Santos is also a part time lecturer in the faculty of Crime and Investigation for associate degrees and degrees. Dr. Santos holds a Ph.d. in business administration from the Nueva Ecija University of Science and Technology in the Republic of Philippines, a master degree in management studies from the University of Northumbria at Newcastle in the United Kingdom and a master degree in criminal justice from the Tarlac State University in the Republic of Philippines. He is a Fellow of the Chartered Management Institute, the United Kingdom. Dr. Santos is an independent non-executive director of Auto Italia Holdings Limited (Stock Code: 720), as well as Imagi International Holdings Limited (Stock Code: 585), both shares of which are listed on the mainboard of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Dr. Santos will not enter into a service contract as an independent non-executive Director with the Company and has no fixed term of service with the Company. He is entitled to a director fee of HKD10,000 per month which is determined by reference to his qualification, duties and responsibilities with the Company, and the prevailing market conditions. He will be subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the bye-laws of the Company.

As at the date of this announcement and save as disclosed above, Dr. Santos 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) Dr. Santos 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) Dr. Santos does not hold any other position in the Group;
- (iii) Dr. Santos 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 Ms. Ng and Dr. Santos for joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 9 July 2019,

- (i) Ms. Ng and Dr. Santos have been appointed as the members of the audit committee, remuneration committee and nomination committee of the Company.

By Order of the Board
Code Agriculture (Holdings) Limited
Tsang King Sun
Executive Director

Hong Kong, 9 July 2019

As at the date of this announcement, the executive directors of the Company are Mr. Chow Chi Wah Vincent, Mr. Tsang King Sun, 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, Mr. Wong Ching Keung, Ms. Ng Yin Ling and Dr. Antonio Maria Santos.

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>.