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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)

CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The board of directors (the “**Board**”) of Code Agriculture (Holdings) Limited (the “**Company**”) hereby announces that Mr. Tam Chun Wa (“**Mr. Tam**”) has tendered his resignation as the company secretary of the Company (the “**Company Secretary**”) with effect from 6 February 2017 and will cease to act as the authorized representative of the Company (the “**Authorised Representative**”) under the Rules Governing the Listing of Securities on Growth Enterprise Market (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong (the “**Process Agent**”) as required under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) upon his resignation.

Mr. Tam confirms that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board announces that Ms. Lai Wai Ha (“**Ms. Lai**”) has been appointed as the Company Secretary, the Authorised Representative and Process Agent in replacement of Mr. Tam with effect from 6 February 2017. Ms. Lai is an assistant director of Akron Advisory Limited, a professional firm providing corporate secretarial and advisory services. Ms. Lai holds a degree of Bachelor of Laws with Honours and has over 15 years professional and in-house experience in company secretarial field. Ms. Lai is an associate member of both The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom.

The Board would like to take this opportunity to express its gratitude to Mr. Tam for his valuable efforts, and contribution to the Company during his tenure of service and welcome Ms. Lai on her new appointment.

By Order of the Board of
CODE AGRICULTURE (HOLDINGS) LIMITED
Jingquan Yingzi
Chairman

Hong Kong, 6 February 2017

As of the date of this announcement, the Board comprises executive directors namely Ms. Jingquan Yingzi (Chairman), Mr. Chin Wai Keung Richard, Mr. Wang Anyuan, Mr. Wang Rongqian, Mr. Hu Chao and Ms. Lin Yan Jenny; and independent non-executive directors namely Mr. Hau Chi Kit, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng.

This announcement, for which the directors of the Company jointly and individually accept full responsibility, including the particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information 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 for 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.