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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 Ms. Lai Wai Ha (“**Ms. Lai**”) of Akron Advisory Limited has tendered her resignation as the company secretary of the Company (the “**Company Secretary**”) with effect from 6 April 2017 and will cease to act as the authorised 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 her resignation.

Ms. Lai confirms that she has no disagreement with the Board and there are no other matters relating to her resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board announces that Mr. Ngan Kam Biu Stanford (“**Mr. Ngan**”) has been appointed as the Company Secretary, the Authorised Representative and the Process Agent in replacement of Ms. Lai with effect from 6 April 2017. Mr. Ngan holds a Master degree of Arts in Quantitative Analysis for Business and a degree of Bachelor of Accounting and Finance with Honours. He is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

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

By order of the Board
Code Agriculture (Holdings) Limited
Hu Chao
Executive Director

Hong Kong, 6 April 2017

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

This announcement, for which the directors of the Company 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 of the Company, 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 at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at <http://www.code-hk.com>.