

*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)**

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO  
THE RE-ELECTION OF RETIRING DIRECTORS AT  
THE ANNUAL GENERAL MEETING**

Reference is made to the circular of Code Agriculture (Holdings) Limited (the “**Company**”) dated 29 August 2019 (the “**Circular**”) in relation to, among other things, re-election of retiring directors. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Circular.

The Company would like to provide more information on the directors proposed for re-election at the AGM as herein below:–

**Mr. HU Chao**

*Executive Director*

Mr. HU Chao, aged 35, joined the Group and was appointed as an executive Director on 22 July 2016. Mr. Hu obtained a Bachelor Degree in Law from Hunan University of Technology (formerly known as Zhuzhou Institute of Technology). Mr. Hu has extensive experience in legal consultation and had been providing consultancy services for various businesses in the PRC. Mr. Hu currently serves as independent non-executive director of GT Group Holdings Limited (Stock Code: 263), the company listed on the Main Board. Mr. Hu is also a director of certain subsidiaries of the Company. He also acts as the chairman of the nomination committee.

Save as disclosed herein, Mr. Hu did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Hu has entered into a service contract with the Company for a term of two years. He is entitled to monthly salary of HK\$35,000.00 and also entitled to a discretionary bonus which is determined 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.

Mr. Hu does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Hu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**Mr. WANG Rongqian**

*Executive Director*

Mr. WANG Rongqian, aged 38, joined the Group on 1 April 2016 as a general manager and was appointed as an executive Director on 8 June 2016. Mr. Wang holds a Master degree in corporate and financial laws from the University of Hong Kong. Mr. Wang has extensive experience in the areas of project management, corporate finance, commercial trade, and legal practice in the PRC. He currently serves as an independent non-executive director of CL Group (Holdings) Limited (Stock Code: 8098) and Kirin Group Holdings Limited (Stock Code: 8109), both being companies whose shares are listed on the GEM. Mr. Wang is also a director of certain subsidiaries of the Company.

Save as disclosed herein, Mr. Wang did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Wang has entered into a service contract with the Company for a term of two years. He is entitled to monthly salary of HK\$38,000.00 and also entitled to a discretionary bonus which is determined 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.

Mr. Wang does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Wang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**Mr. CHOW Chi Wah Vincent**

*Executive Director*

Mr. CHOW Chi Wah Vincent, aged 50, joined the Group and was appointed as an executive Director and managing Director on 25 June 2019. Mr. Chow 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.

Save as disclosed herein, Mr. Chow did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Chow has entered into a service contract with the Company for a term of two years. He is entitled to monthly salary of HK\$100,000.00 and also entitled to a discretionary bonus which is determined 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.

Mr. Chow does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Chow is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**Mr. TSANG King Sun**

*Executive Director*

Mr. TSANG, ages 35, is a member of the Hong Kong Institute of Certified Public Accountants. He holds a Degree on Juris Doctor from The Chinese University of Hong Kong and a Bachelor of Business Administration (Hons) degree in Accounting from The Hong Kong Polytechnic University. Mr. Tsang has worked in several international audit firms and gained extensive experience in accounting, auditing practices and financial management. Mr. Tsang worked as an executive director (from July 2011 to November 2013) and the company secretary (from July 2011 to March 2014) of China Household Holdings Limited (Stock Code: 692), and an executive director and the company secretary (from December 2014 to August 2017) and the chief financial officer (from April 2015 to August 2017) of China Finance Investment Holdings Limited (Stock Code: 875). Mr. Tsang worked as the chief financial officer (from November 2017 to December 2018) and Company Secretary and authorized representative (from November 2017 to Present) of Asia Investment Finance Group Limited (Stock Code: 33). Mr. Tsang also worked as the Chief Financial Officer of the Company since 1st January 2019.

Save as disclosed herein, Mr. Tsang did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Tsang has entered into a service contract with the Company for a term of two years. He is entitled to monthly salary of HK\$100,000.00 and also entitled to a discretionary bonus which is determined 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.

Mr. Tsang does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Tsang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**Mr. WANG Dequn**

*Non-Executive Director*

Mr. WANG Dequn, aged 57, was appointed as an executive Director and chairman on 1 November 2018, was re-designated as a non-executive Director and ceased to be the chairman of the Board and the chairman of the nomination committee of the Company with effect from 17 April 2019. He is the chairman of the board of China Veterans Capital Technology Company Limited (中軍金控科技有限公司). Mr. Wang has over 20 years of business experience in e-commerce and information technology. He has devoted himself to research and development of new energy, mobile communications, mobile internet, new mobile e-commerce, etc., and obtained various national technology patents. Mr. Wang has founded a number of knowledge-intensive and resource intensive entities driven by information technology innovation. Such entities cover the business of cultural industry, health industry, new energy automobile industry, new e-commerce platform, film and television media, computer software development, and research and development, production and sales of mobile smart terminal products. Mr. Wang was an executive director and the chairman of Celebrate International Holdings Limited (Stock Code: 8212) for the period from 19 September 2017 to 25 January 2018. Mr. Wang graduated from Party School of the Central Committee of the Communist Party of China with a major in economic management.

Save as disclosed herein, Mr. Wang did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Wang has entered into a service contract with the Company for a term of two years. He is entitled to monthly salary of HK\$30,000.00 and also entitled to a discretionary bonus which is determined 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.

Mr. Wang does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Wang is the beneficial owner of 220,000,000 shares in the Company, representing approximately 5.87% interest in the issued share capital of the Company as at the date of the Latest Practicable Date.

Save as disclosed above, Mr. Wang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**Mr. QIAN Gang**

*Non-Executive Director*

Mr. QIAN Gang, aged 40, was appointed as a non-executive Director and chairman on 22 May 2019. Mr. Qian has been the chief partner of Quan Yu Zi Ben since the foundation in 2004. He was the founder of Quan Yu Zi Ben. Since then, Mr. Qian has held several substantial positions in a number of well-known international and domestic companies, including financial, securities and fund companies. Mr. Qian has served as a senior consultant in several listed companies. He has established Zhongtai Integrity Investment (Shenzhen) Limited (“Zhongtai Integrity Investment”) in 2016, currently be a chairman of Zhong Tai Integrity Investment, and a founder partner of Zhongtai Integrity Investment Fund. Mr. Qian has made an investment acquisition on Chongyang 1886 Wine Group Holdings Limited in 2017, he is currently the beneficial shareholder of the group and a chairman. Mr. Qian has more than 10 years of management experience in the financial industry. Mr. Qian obtained a master’s degree in management science from Renmin University of China.

Save as disclosed herein, Mr. Qian did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Qian has entered into a service contract with the Company for a term of two years. He is entitled to monthly salary of HK\$30,000.00 and also entitled to a discretionary bonus which is determined 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.

Mr. Qian does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Qian is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**Ms. NG Yin Ling Elaine**

*Independent Non-Executive Director*

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.

Save as disclosed herein, Ms. Ng did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Ms. Ng has not entered into any service contract with the Company and has no fixed term of service with the Company. She is entitled to a director's fee of HK\$10,000.00 per month, which reference to her qualification, duties and responsibilities with the Company and the prevailing market conditions.

Ms. Ng does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, Ms. Ng is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

**Dr. SANTOS Antonio Maria**

*Independent Non-Executive Director*

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.

Save as disclosed herein, Dr. Santos did not hold any other directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Dr. Santos has not entered into any service contract with the Company and has no fixed term of service with the Company. He is entitled to a director's fee of HK\$10,000.00 per month, which reference to his qualification, duties and responsibilities with the Company and the prevailing market conditions.

Dr. Santos does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, Dr. Santos is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

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

Hong Kong, 19 September 2019

*As of the date of this announcement, the executive directors are Mr. Chow Chi Wah Vincent, Mr. Tsang King Sun, 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. Lee Chi Hwa Joshua, Mr. Wong Ching Keung, Ms. Ng Yin Ling Elaine 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>.*