

### Monthly Return of Equity Issuer on Movements in Securities

#### For the month ended (dd/mm/yyyy) : \_\_\_\_31 July 2013

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Code Agriculture (Holdings) Limited |
|----------------|-------------------------------------|
| Date Submitted | 5 August 2013                       |

#### I. Movements in Authorised Share Capital

| 1. Ordinary Shares                   |                        |                                  |   |  |  |  |
|--------------------------------------|------------------------|----------------------------------|---|--|--|--|
| (1) Stock code : <u>8153</u> Descri  | ption :                | tion : Code Agri                 |   |  |  |  |
|                                      | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |  |
| Balance at close of preceding month  | 10,000,000,000         | HK\$0.01                         | HK\$100,000,000.00                        |  |  |  |
| Increase/(decrease)                  | N/A                    | -                                | N/A                                       |  |  |  |
| Balance at close of the month        | 10,000,000,000         | HK\$0.01                         | HK\$100,000,000.00                        |  |  |  |
| (2) Stock code : <u>N / A</u> Descri | ption :                | N / A                            |   |  |  |  |
|                                      | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |  |
| Balance at close of preceding month  |                        |                                  |   |  |  |  |
| Increase/(decrease)                  |                        | -                                |   |  |  |  |
| Balance at close of the month        |                        |                                  |   |  |  |  |

# 2. Preference Shares

| Stock code :           | N / A     | Descripti | on :                           | 1                                | N / A                                     |  |  |
|------------------------|-----------|-----------|--------------------------------|----------------------------------|---|--|--|
|                        |           | ]         | No. of preference shares       | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |
| Balance at close of pr | eceding r | month     |                                |                                  |   |  |  |
| Increase/(decrease)    |           | _         |                                | -                                |   |  |  |
| Balance at close of th | e month   | _         |                                |                                  |   |  |  |
| 3. Other Classes of Sl | nares     |           |                                |                                  |   |  |  |
| Stock code :           | N / A     | Descripti | on :                           | N/A                              |   |  |  |
|                        |           |           | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |
| Balance at close of pr | eceding r | month     |                                |                                  |   |  |  |
| Increase/(decrease)    |           | _         |                                | -                                |   |  |  |
| Balance at close of th | e month   |           |                                |                                  |   |  |  |

Total authorised share capital at the end of the month *(State currency)* :

HK\$100,000,000.00

## II. Movements in Issued Share Capital

|  | No. of ordina | No. of ordinary shares |                         |                                |
|--|---------------|------------------------|-------------------------|--------------------------------|
|  | (1)           | (2)                    | No of preference shares | No. of other classes of shares |
| Balance at close of preceding month      | 2,713,798,244 | N / A                  | N / A                   | <u> </u>                       |
| Increase/ (decrease)<br>during the month | NIL           | N / A                  | N / A                   | N / A                          |
| Balance at close of the month            | 2,713,798,244 | N / A                  | N / A                   | N / A                          |

III. Details of Movements in Issued Share Capital

| Particulars of share<br>option scheme<br>including EGM |         |              |                     |              | No. of new shares of<br>issuer issued during<br>the month pursuant | No. of new shares of<br>issuer which may be<br>issued pursuant thereto |
|--|---------|--------------|---------------------|--------------|--|--|
|  |         |              | ng the month        |              | thereto  | as at close of the month   |
| (dd/mm/yyyy) and -                                     |         | Wovement dur | nt during the month |              |  |  |
| class of shares  |         |              |                     |              |  |  |
| issuable   | Granted | Exercised    | Cancelled           | Lapsed       |  |  |
| 1. Share Option  |         |              |                     |              |  |  |
| Scheme   |         |              |                     |              |  |  |
| Exercise price:  |         |              |                     |              |  |  |
| HK\$0.163  |         |              |                     |              |  |  |
| (02/02/2009)   |         |              |                     |              |  |  |
| Ordinary shares  | NIL     | NIL          | NIL                 | NIL          | NIL  | 202,000,000  |
| (Note 1)   |         |              |                     |              |  |  |
| 2. Share Option  |         |              |                     |              |  |  |
| Scheme   |         |              |                     |              |  |  |
| Exercise price:  |         |              |                     |              |  |  |
|  | NIII    | NII          | NU                  |              | NIII   | NUL  |
| Ordinary shares (Note 1)                               | NIL     | NIL          | NIL                 | NIL          | NIL  | NIL  |
| (Note 1)   |         |              |                     |              |  |  |
| 3. Share Option  |         |              |                     |              |  |  |
| Scheme   |         |              |                     |              |  |  |
| Exercise price:  |         |              |                     |              |  |  |
|  |         |              |                     |              |  |  |
| Ordinary shares  | NIL     | NIL          | NIL                 | NIL          | NIL  | NIL  |
| (Note 1)   |         | Та           | otal A. (Ordin      | arv shares)  | N / A  |  |
|  |         | I.           |                     | nce shares)  | N / A  |  |
|  |         |              |                     | Other class) | N/A<br>N/A   |  |
| Total funds raised dur<br>exercise of options (S       |         |              |                     | N /          | A  |  |

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)<br>1. N / A  | Currency of Nominal value at<br>nominal close of<br>value preceding month | during the      | Nominal value<br>at close of the<br>month       | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---|-----------------|---|--|--|
| 1. N/A  |   |                 |   |  |  |
| ( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date         (if applicable)         (dd/mm/yyyy)         2.       N / A | ( / / )   | <br>-<br>-<br>- |   |  |  |
| ( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date         (if applicable)         (dd/mm/yyyy)         3       N / A  | ( / / )   |                 |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)   |   |                 |   |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>4. N / A  | ( / / )   |                 |   |  |  |
| ( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date         (if applicable)         (dd/mm/yyyy)                        | ( / / )   |                 |   |  |  |
|   | To  | (Prefe          | inary shares)<br>rence shares)<br>(Other class) | N / A  |  |

| Convertibles (i.e. | Convertible into | Shares of the | Issuer which are | to be Listed) |
|--------------------|------------------|---------------|------------------|---------------|
|--------------------|------------------|---------------|------------------|---------------|

| Convertibles (i.e. Convertible i           | nto Shares of the I                  | ssuer which are to                       | be Listed)                                  |                                    |   |   |
|--|--------------------------------------|--|---|------------------------------------|---|---|
| Class and description 1. Convertible Bonds | Currency of<br>amount<br>outstanding | Amount at close<br>of preceding<br>month | Issued/<br>Converted<br>during the<br>month | Amount at<br>close of the<br>month | No. of<br>new<br>shares<br>of issuer<br>issued<br>during<br>the<br>month<br>pursuant<br>thereto | No. of new<br>shares of issue<br>which may be<br>issued pursuar<br>thereto as at<br>close of the<br>month |
|  |                                      |  |   |                                    |   |   |
|  | _                                    |  |   | 000 400 500                        | <b>NT / A</b>   |   |
| Stock code (if listed)                     | HKD                                  | 902,400,500                              | -   | 902,400,500                        | N/A   | 2,098,605,81  |
| Class of shares                            |                                      |  |   |                                    |   |   |
| issuable (Note 1)                          | <b>**</b> • • • •                    |  |   |                                    |   |   |
| Subscription price                         | \$0.43                               |  |   |                                    |   |   |
| (if applicable)                            |                                      |  |   |                                    |   |   |
| (dd/mm/yyyy))                              | (15/01/2010)                         |  |   |                                    |   |   |
| 2. N / A                                   |                                      |  |   |                                    |   |   |
|  |                                      |  |   |                                    |   |   |
|  |                                      |  |   |                                    |   |   |
| Stock code (if listed)                     |                                      |  |   |                                    |   |   |
| Class of shares issuable ( <i>Note 1</i> ) |                                      |  |   |                                    |   |   |
| Subscription price                         |                                      |  |   |                                    |   |   |
| EGM approval date                          |                                      |  |   |                                    |   |   |
| (if applicable)<br>(dd/mm/yyyy)            |                                      |  |   |                                    |   |   |
| $\frac{(dd/mm/yyyy)}{3. N/A}$              | ( / / )                              |  |   |                                    |   |   |
|  |                                      |  |   |                                    |   |   |
|  |                                      |  |   |                                    |   |   |
| Stock code (if listed)                     | <u> </u>                             |  |   |                                    |   |   |
| Class of shares                            |                                      |  |   |                                    |   |   |
| issuable (Note 1)                          |                                      |  |   |                                    |   |   |
| Subscription price                         |                                      |  |   |                                    |   |   |
| (if applicable)                            |                                      |  |   |                                    |   |   |
| (dd/mm/yyyy)                               | ( / / )                              |  |   |                                    |   |   |
| 4. N / A                                   |                                      |  |   |                                    |   |   |
|  |                                      |  |   |                                    |   |   |
|  |                                      |  |   |                                    |   |   |
| Stock code (if listed)                     |                                      |  |   |                                    |   |   |
| issuable ( <i>Note 1</i> )                 |                                      |  |   |                                    |   |   |
| Subscription price                         |                                      |  |   |                                    |   |   |
| EGM approval date (if applicable)          |                                      |  |   |                                    |   |   |
| (il applicable)<br>(dd/mm/yyyy)            | ( / / )                              |  |   |                                    |   |   |
|  |                                      |  |   | rdinary shares)                    |   |   |
|  |                                      |  | (Pre  | ference shares)                    |   |   |
|  |                                      |  |   | (Other class)                      | N /   | A   |

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|---|---|--|
| 1. <u>N/A</u>   | -   |  |
|   | -   |  |
| ( / / )   |   |  |
| shares (Note 1)   |   |  |
|   |   |  |
| 2. <u>N/A</u>   | -   |  |
|   |   |  |
| ( / / _)  | -   |  |
| shares (Note 1)   |   |  |
| 3. <u>N/A</u>   |   |  |
|   |   |  |
|   |   |  |
|   | -   |  |
| shares (Note 1)   |   |  |
| Total D. (Ordinary shares)  | N / A   |  |
| (Preference shares)   | N / A   |  |
| (Other class)   | N / A   |  |
|   |   |  |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Other Movements in Issued Share Capital

|    | Type of Issue  | ssued Share Capital          |  |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------|------------------------------|--|-------|---|--|---|
|    |                |                              | Class of shares issuable                   |       |   |  |   |
|    |                | <u> </u>                     | (Note 1)                                   |       | ) |  |   |
| 1. | Rights issue   | At price : State<br>currency | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N / A   |
|    |                |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 2. | Open offer     | At price : State             | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N / A   |
|    |                |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable (Note 1)          |       |   |  |   |
| 3. | Placing        | At price : State             | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N / A   |
|    |                |                              | SGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 4. | Bonus issue    |                              | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N / A   |
|    |                |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable                   |       |   |  |   |
|    |                |                              | (Note 1)                                   |       |   |  |   |
| 5. | Scrip dividend | At price : State<br>currency | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N / A   |
|    |                |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |

|    | Type of Issue                        |  |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|--------------------------------------|--|-------|---|--|---|
|    |                                      | Class of shares  |       |   |  |   |
| 6. | Repurchase of shares                 | repurchased ( <i>Note 1</i> )<br>Cancellation date :<br>(dd/mm/yyyy) | ( / / | ) | N / A  | N / A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)                                   | ( / / | ) |  |   |
|    |                                      | Class of shares<br>redeemed ( <i>Note 1</i> )                        |       |   |  |   |
| 7. | Redemption of shares                 | Redemption date :<br>(dd/mm/yyyy)                                    | ( / / | ) | N / A  | N / A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)                                   | ( / / | ) |  |   |
|    |                                      | Class of shares issuable (Note 1)                                    |       |   |  |   |
| 8. | Consideration issue At price : State | - Issue and allotment<br>date : (dd/mm/yyyy)                         | ( / / | ) | N / A  | N / A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)                                   | ( / / | ) |  |   |
|    |                                      | Class of shares issuable ( <i>Note 1</i> )                           |       |   |  |   |
| 9. | Capital reorganisation               | Issue and allotment<br>date : (dd/mm/yyyy)                           | ( / / | ) | N / A  | N / A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)                                   | ( / / | ) |  |   |
|    |                                      |  |       |   |  |   |

|     |                           |                  | F  | or Main Board and  |  |   |
|-----|---------------------------|------------------|--|--------------------|--|---|
|     | Type of Issue             |                  |  |                    | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|     |                           |                  | Class of shares issua (Note 1)             | ble                |  |   |
| 10. | Other<br>(Please specify) | At price : State | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )            | N / A  | N / A   |
|     |                           |                  | EGM approval date:<br>(dd/mm/yyyy)         | ( / / )            |  |   |
|     |                           |                  |  | -                  |  |   |
|     |                           |                  | Total E.                                   | (Ordinary shares   | s) N   | I/A   |
|     |                           |                  |  | (Preference shares | s) N   | I/A   |
|     |                           |                  |  | (Other class       | s) N   | I/A   |

| Total increase in ordinary shares during the month (i.e. Total of A to E):                      | (1)     | N / A           |
|---|---------|-----------------|
|   | (2)     | N / A           |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):       | _       | N / A           |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | _       | N/A             |
| (These figures should be the same as the relevant figures under II above ("Movements in Iss     | ued Sha | are Capital").) |

Remarks (if any):

| Submitted by: | Mr. Li Kwok Fat  |
|---------------|--|
| Title:        | Secretary  |
|               | (Director, Secretary or other duly authorised officer) |

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. *If there is insufficient space, please append the prescribed continuation sheet.*