



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 October 2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Code Agriculture (Holdings) Limited

Date Submitted 6 November 2013

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8153 Description : Code Agri

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|---|
| Balance at close of preceding month | <u>10,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$100,000,000.00</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>10,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$100,000,000.00</u> |

(2) Stock code : N / A Description : N / A

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|---|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|-------------------------------------|--------------------------|--|---|
| Stock code : | N / A | Description : | N / A |
| | | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

| | | | |
|-------------------------------------|--------------------------------|--|---|
| Stock code : | N / A | Description : | N / A |
| | | | |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the 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 ordinary shares | | No of preference | No. of other classes of shares |
|---------------------------------------|------------------------|--------------|------------------|--------------------------------|
| | (1) | (2) | shares | |
| Balance at close of preceding month | <u>2,713,798,244</u> | <u>N / A</u> | <u>N / A</u> | <u>N / A</u> |
| Increase/ (decrease) during the month | <u>NIL</u> | <u>N / A</u> | <u>N / A</u> | <u>N / A</u> |
| Balance at close of the month | <u>2,713,798,244</u> | <u>N / A</u> | <u>N / A</u> | <u>N / A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|----------------------------|------------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| <u>1. Share Option Scheme</u> | | | | | | |
| <u>Exercise price:</u> | | | | | | |
| <u>HK\$0.163</u> | | | | | | |
| <u>(02/02/2009)</u> | | | | | | |
| <u>Ordinary shares</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>202,000,000</u> |
| <i>(Note 1)</i> | | | | | | |
| <u>2. Share Option Scheme</u> | | | | | | |
| <u>Exercise price:</u> | | | | | | |
| <u>Ordinary shares</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> |
| <i>(Note 1)</i> | | | | | | |
| <u>3. Share Option Scheme</u> | | | | | | |
| <u>Exercise price:</u> | | | | | | |
| <u>Ordinary shares</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> | <u>NIL</u> |
| <i>(Note 1)</i> | | | | | | |
| | | | Total A. (Ordinary shares) | | <u>N / A</u> | |
| | | | (Preference shares) | | <u>N / A</u> | |
| | | | (Other class) | | <u>N / A</u> | |
| Total funds raised during the month from exercise of options (State currency) | | | | | <u>N / A</u> | |

Warrants to Issue Shares of the Issuer which are to be Listed

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

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

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Issued/ Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--------------------------------|------------------------------------|---------------------------------------|------------------------------|--|---|
| 1. Convertible Bonds | | | | | | |
| _____ _____ _____ | HKD | 852,400,500 | - | 852,400,500 | - | 1,982,326,744 |
| Stock code (if listed) | _____ | | | | | |
| Class of shares | _____ | | | | | |
| issuable (Note 1) | _____ | | | | | |
| Subscription price | \$0.43 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) | (15/01/2010) | | | | | |
| 2. N/A | | | | | | |
| _____ _____ _____ | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares | _____ | | | | | |
| issuable (Note 1) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | | | | | | |
| _____ _____ _____ | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares | _____ | | | | | |
| issuable (Note 1) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| _____ _____ _____ | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares | _____ | | | | | |
| issuable (Note 1) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (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)

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

Other Movements in Issued Share Capital

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

For Main Board and GEM listed issuers

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

For Main Board and GEM listed issuers

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------------|------------------|----------------------|--|--|---|
| 10. Other (Please specify) | At price : _____ | State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) N/A | N/A |
| Total E. (Ordinary shares) | | | | | N/A |
| (Preference shares) | | | | | N/A |
| (Other class) | | | | | N/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 |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

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.*