



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) : 31 January 2015**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Code Agriculture (Holdings) LimitedDate Submitted 5 February 2015**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 8153 Description : Code Agri

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

2. Preference Shares

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

3. Other Classes of Shares

| | | | |
|-------------------------------------|-----------------------------------|-----------------------------------|---|
| Stock code : | <u> N / A </u> | Description : | <u> N / A </u> |
| | | 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 | <u> </u> | <u> </u> | <u> </u> |
| Increase/(decrease) | <u> </u> | <u> </u> | <u> </u> |
| Balance at close of the month | <u> </u> | <u> </u> | <u> </u> |

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 | | |
| 1. Share Option Scheme | | | | | | |
| Exercise price: | | | | | | |
| Ordinary shares (Note 1) | | | | | | |
| 2. Share Option Scheme | | | | | | |
| Exercise price: | | | | | | |
| Ordinary shares (Note 1) | | | | | | |
| 3. Share Option Scheme | | | | | | |
| Exercise price: | | | | | | |
| Ordinary shares (Note 1) | | | | | | |
| | | | 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 | 652,400,500 | NIL | 652,400,500 | NIL | 1,517,210,465 |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (<i>Note 1</i>) | _____ | | | | | |
| 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 (<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 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 (<i>Note 1</i>) | | |
| 2. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>) | | |
| 3. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | 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 (Note 1) _____ | 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 (Note 1) _____ | 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 (Note 1) _____ | Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (/ /) | N / A | N / A |
| 4. Bonus issue | | Class of shares issuable (Note 1) _____ | 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 (Note 1) _____ | 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 : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</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 : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</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: (/ /) (dd/mm/yyyy)</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: (/ /) (dd/mm/yyyy)</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.*