


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

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Code Agriculture (Holdings) Limited

 Date Submitted 7 September 2015
I. Movements in Authorised Share Capital
1. Ordinary Shares

(1) Stock code : <u>8153</u> Description : <u>Code Agri</u>			
	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>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>1,000,000,000,000</u>	<u>HK\$0.0001</u>	<u>HK\$100,000,000.00</u>
(2) Stock code : <u>N / A</u> Description : <u>N / A</u>			
	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	_____	_____	_____

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	4,324,938,941	N / A	N / A	N / A
Increase/ (decrease) during the month	(3,892,445,047) <i>(See Remark)</i>	N / A	N / A	N / A
Balance at close of the month	432,493,894	N / A	N / A	N / A

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 <i>(Note 1)</i>						
2. Share Option Scheme						
Exercise price:						
Ordinary shares <i>(Note 1)</i>						
3. Share Option Scheme						
Exercise price:						
Ordinary shares <i>(Note 1)</i>						
			Total A. (Ordinary shares)		N / A	
			(Preference shares)		N / A	
			(Other class)		N / A	
Total funds raised during the month from exercise of options (State currency)					N / A	

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. 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 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. On 28 August 2015 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with Pico Zeman Securities (HK) Limited (“Placing Agent”), pursuant to which the Placing Agent agreed amongst other things to procure not less than six Placées to subscribe for up to HK\$250 million of the Convertible Bonds on a best effort basis by one or more tranches of not less than HK\$10 million each. Assuming the Convertible Bonds are fully placed, upon full conversion of the Convertible Bonds at the Conversion Price, a total of 2,500,000,000 Shares will be issued. For details, please refer to the Company’s Announcement dated 28 August 2015. (to be confirmed) Ordinary shares (Note 1)		
2. N/A (/ /) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A 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
6. Repurchase of shares	Class of shares repurchased (<i>Note 1</i>) _____ Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
7. Redemption of shares	Class of shares redeemed (<i>Note 1</i>) _____ Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
8. Consideration 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
9. Capital reorganisation	Class of shares issuable <u>Ordinary</u> (<i>Note 1</i>) Issue and allotment date : (/ /) (dd/mm/yyyy) SGM approval date: (21/08/2015) (dd/mm/yyyy)	(3,892,445,047)	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
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)				(3,892,445,047)	
(Preference shares)					N / A
(Other class)					N / A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(3,892,445,047)
	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):

Capital Reorganisation which involves share consolidation whereby every ten (10) shares of nominal value of HK\$0.01 each be consolidated into one (1) consolidated share of nominal value of HK\$0.10 each (“Consolidated Share(s)”), number of shares in issue was thereby reduced by 3,892,445,047 shares; and capital reduction whereby the nominal value of all the issued Consolidated Shares be reduced from HK\$0.10 each to HK\$0.0001 each by cancelling paid-up capital to the extent of HK\$0.0999 on each Consolidated Share became effective on 24 August 2015. For details, please refer to the Company’s Announcement and Circular dated 17 July 2015 and 29 July 2015 respectively.

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.*