

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 29 February 2016							
To: Hong Kong Exchanges and	To: Hong Kong Exchanges and Clearing Limited						
Name of Issuer	Code Agriculture (Holdings)	Limited					
Date Submitted 3	3 March 2016						
I. Movements in Authorised Sha	re Capital						
1. Ordinary Shares							
(1) Stock code : 8153	Description :	Co	ode Agri				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding mo	onth <u>250,000,000,000</u>	HK\$0.0004	HK\$100,000,000.00				
Increase/(decrease)	NIL		NIL				
Balance at close of the month	250,000,000,000	HK\$0.0004	HK\$100,000,000.00				
(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 mo	onth						
Increase/(decrease)							
Balance at close of the month							

ck code : N/A Description :		N/A
No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
	-	
ription:	N	N/A
No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	-	
	No. of preference shares ription: No. of other	Par value (State currency) ription: Par value (State currency) Par value (State currency)

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	
	(1)	(2)	shares	No. of other classes of shares
Balance at close of preceding month	108,123,473	N/A	N / A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	108,123,473	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	Share Option 5	chemes of the	155001)		No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant
approval date	-	Movement dur	ing the month		thereto	thereto as at close of
(dd/mm/yyyy) and -			8			the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
Exercise price:						
Ordinary shares						
(Note 1)	. ,					
2. Share Option						
Scheme						
Exercise price:						
Ordinary shares						
(Note 1)			-	-		
(11010 1)						
3. Share Option						
Scheme						
Exercise price:						
Exercise price.						
Ordinary shares						
(Note 1)						
(11016 1)		-	Гotal A. (Ord	inary shares)	N/A	
		-		rence shares)	N/A	
			*	(Other class)	N/A N/A	
Total form do maior 1 de-			,			
Total funds raised dur exercise of options (S		TOIII		N / A	A	
exercise of options (5	tute currency)		-			

Warrants to Issue Shares of the Is	suer which are	to be Listed					
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N / A	Currency of nominal value	Nominal val close of preceding m	f dur	ercised ing the conth	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
(/ /)							
Stock code (if listed) Class of shares							
issuable (Note 1)							
Subscription price EGM approval date							
(if applicable)		/					
(dd/mm/yyyy) 2. N / A	(/ ,	/)					
	- -						
(/ /)	<u> </u>	-					<u> </u>
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 (<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 (Note 1)							
Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy)	(/ /	/)					
			Total B.		inary shares)		
					rence shares) (Other class)	N/A N/A	
						11 / A	

Convertibles (i.e. Convertible i	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						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price SGM approval date (if applicable) (dd/mm/yyyy)) 2. N / A	HK\$ N/A Ordinary HK\$0.05	130,000,000.00	<u>-</u>	130,000,000.00		2,600,000,000
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)	(/ /)			rdinary shares ference shares (Other class	s) N/A	1

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

tnan u	nder Share Option Schemes)		
		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	particulars including SGM approval date (dd/mm/yyyy), plicable, and class of shares issuable:	thereto	
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 Placees 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 at the initial conversion		
	price of HK\$0.05 per Conversion Share. All conditions of the		
	Placing have been fulfilled, and the ultimate successful placing of		
	Convertible Bonds in the aggregate principal amount of HK\$130		
	million took place on 5 November 2015, which are convertible		
	into 2,600,000,000 Conversion Shares, and are placed by the		
	Placing Agent to not less than six independent Placees.		
	For details, please refer to the Company's circular dated		
	24 September 2015 and the Company's announcements dated		
	28 August 2015, 22 September 2015, 14 October 2015		
	and 5 November 2015.		
	(14/10/2015)		
	Ordinary shares (Note 1)		
2.	N/A		
	(/ /)		
	shares (Note 1)		<u> </u>
3.	N/A		
	(/ /)		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	_
	(Preference shares)	N/A	_
	(Other class)	N/A	_

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable ____ (*Note 1*) (/ /) At price : State currency Issue and allotment N/A1. Rights issue N/Adate: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable _ (*Note 1*) At price : State currency Issue and allotment N/AN/A2. Open offer date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable ___ (*Note 1*) (/ /) At price : State currency Issue and allotment N/AN/A3. Placing date: (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) Class of shares issuable _____ (*Note 1*) (/ /) Issue and allotment N/A4. Bonus issue N/Adate: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable ___ (*Note 1*) (/ /) At price : State currency Issue and allotment N/AN/A5. Scrip dividend date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

	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
		Class of shares					
		repurchased (Note 1)	,	, ,	`		
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)		/ /		N/A	N/A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares redeemed (Note 1)					
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /)	N/A	N/A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (Note 1)					
8.	Consideration issue At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N/A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (Note 1)	_				
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N/A
		EGM approval date: (dd/mm/yyyy)	()	/ /)		

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 ———————————————————————————————————	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	e	N/A	N/A
		Total E.	(Ordinary shares	s) N	J / A
		(I	Preference shares	s) N	N/A
			(Other class	s) N	N / A

Total increase in ordinary shares during the month (i.e. Total of A to E):	N/A
_	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 Issue	d Share Capital").)

Remarks (if an	y):	
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.