

## Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy) :
 31 March 2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Code Agriculture (Holdings) Limited
Date Submitted	5 April 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares						
(1) Stock code : <u>8153</u> Descrip	ption :	tion : Code Agri				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding month	250,000,000,000	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 : <u>N / A</u> Descrip	otion :	tion : N/A				
	No. of ordinary shares	Par value (State 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	Description :	1	N / A		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close o	f preceding mo	onth				
Increase/(decrease	e)		-			
Balance at close o	f the month					

## 3. Other Classes of Shares

Stock code :	k code : <u>N / A</u> Description :		N / A			
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of	of preceding n	onth				
Increase/(decrease	e)		_			
Balance at close of	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	
	(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	<u>N/A</u>	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 Particulars of share	<b>^</b>		,		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 du	ring the month		thereto	thereto as at close of
(dd/mm/yyyy) and -			-			the month
class of shares		<b>F</b> · 1	<b>C</b> 11 1	<b>T</b> 1		
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)						
3. Share Option						
Scheme						
Exercise price:						
Ordinary shares						
(Note 1)						
			Total A. (Ordi		N / A	
			· · ·	ence shares)	N / A	
			(	Other class)	N / A	
Total funds raised dur exercise of options (S				N / 2	A	

Warrants to Issue Shares of the Is Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal v nominal close value preceding	value at Exercised of during the	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 (Note 1)					
Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy) 2. N / A	( / / )				
	<b>-</b>				
( / / )			<u> </u>		
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price					
(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)	( / / )				
4. N/A					
	_				
( / / )					
Stock code (if listed) Class of shares					
issuable (Note 1)					
Subscription price					
(if applicable)	( / / )				
		Total B. (Ord	dinary shares)	N / A	
			erence shares)	N / A	
			(Other class)	N / A	

Convertibles (i.e. Convertible in	to Shares of the	Issuer which	are to be Listed)			
Class and description 1. Convertible Bonds	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)	- <u>HK\$</u> N/A Ordinary HK\$0.05 (14/10/2015)	130,000,000.00		130,000,000.00		2,600,000,000
Stock code (if listed)		)				
Stock code (if listed)	 ( / /) 	)				
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	)		rdinary shares ference shares (Other class	s) N / A	1

Full particulars including SGM approval date (dd/mm/yyyy),         if applicable, and class of shares issuable:         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	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
into 2,600,000,000 Conversion Shares, and are placed by thePlacing Agent to not less than six independent Placees.For details, please refer to the Company's circular dated24 September 2015 and the Company's announcements dated28 August 2015, 22 September 2015, 14 October 2015and 5 November 2015.		
(14/10/2015) Ordinary shares ( <i>Note 1</i> )		
2. <u>N/A</u>		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	-
(Preference shares) (Other class)	N/A 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)

Type of Issue       nonin         1. Rights issue       At price : State currency       Class of shares issuable ( $(Note 1)$ )       N/A       N/A         1. Rights issue       At price : State currency       EGM approval date: ( $(/ / / )$ )       N/A       N/A         2. Open offer       At price : State currency       Class of shares issuable ( $(/ / / )$ )       N/A       N/A         2. Open offer       At price : State currency       EGM approval date: ( $(/ / / )$ )       N/A       N/A         3. Placing       At price : State currency       Class of shares issuable ( $(/ / / )$ )       N/A       N/A         4. Bonus issue       At price : State (dd/mu/yyy)       Class of shares issuable ( $(/ / / )$ )       N/A       N/A         5. Scrip dividend       At price : State (urrency)       Class of shares issuable ( $(/ / / )$ )       N/A       N/A         5. Scrip dividend       At price : State (urrency)       Class of shares issuable ( $(/ / / )$ )       N/A       N/A         5. Scrip dividend       At price : State (urrency)       Ecsua and allotment ( $/ / / )$ )       N/A       N/A			ssued Share Capital			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
1. Rights issue       At price : $\frac{State}{currency}$ Issue and allotment       ( / / )       N/A       N/A         2. Open offer       At price : $\frac{State}{currency}$ Class of shares issuable		Type of Issue					month
EGM approval date: $(/ / )$ EGM approval date: $(/ / )$ Class of shares issuable							
$\frac{(dd'mm'yyyy)}{(dd'mm'yyyy)} = \frac{(dd'mm'yyyy)}{(dd'mm'yyyy)}$ 2. Open offer At price : State currency — $\frac{(Lass of shares issuable}{(Note 1)} = \frac{(lass of shares issuable}{(dd'mm'yyyy)}$ EGM approval date: $((l'/l'))$ N/A N/A N/A SGM approval date: $((l'/l'))$ N/A N/A N/A SGM approval date: $((l'/l'))$ N/A N/A N/A SGM approval date: $((l'/l'))$ SGM approval date: $((l'/l'))$ N/A N/A SGM approval date: $((l'/l'))$ SGM approval date: $((l'/l'))$ N/A N/A SGM approval date: $((l'/l'))$ SGM approval date: $((l'/l'))$ N/A N/A SGM approval date: $((l'/l'))$	1.	Rights issue	At price : State	( / /	)	N / A	N/A
2. Open offer       At price : $\frac{State}{currency}$ Issue and allotment $(///)$ N/A       N/A         3. Placing       At price : $\frac{State}{currency}$ Class of shares issuable				( / /	)		
2. Open other At price : currency $date : (dd/mm/yyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) 3. Placing At price : State currency $(//)$ At price : State currency $(//)$ (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (dd/mm/yyyy) (//) (/							
3. Placing       At price : State currency       Class of shares issuable (Note 1)       N/A       N/A         3. Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy)       (///)       N/A       N/A         4. Bonus issue       Class of shares issuable (Note 1)	2.	Open offer	At price : State	( / /	)	N / A	N / A
3. Placing       At price : $\frac{State}{currency}$ Issue and allotment date : $(dd/mm/yyyy)$ $(//)$ N/A       N/A         3. Placing       At price : $\frac{State}{currency}$ Issue and allotment (dd/mm/yyyy) $(//)$ N/A       N/A         4. Bonus issue       Class of shares issuable (Note 1)				( / /	)		
3. Fracing       At price : currency       Image: currencurency							
4. Bonus issue $ \begin{array}{c} Class of shares issuable \\ (dd/mm/yyyy) \end{array} $ $ \begin{array}{c} Class of shares issuable \\ (Note 1) \end{array} $ $ \begin{array}{c} N/A \\ N/A \end{array} $ $ \begin{array}{c} N/A \\ N/A \end{array} $ $ \begin{array}{c} Class of shares issuable \\ (dd/mm/yyyy) \end{array} $ $ \begin{array}{c} Class of shares issuable \\ (dd/mm/yyyy) \end{array} $ $ \begin{array}{c} Class of shares issuable \\ (dd/mm/yyyy) \end{array} $ $ \begin{array}{c} Class of shares issuable \\ C$	3.	Placing	At price : State	( / /	)	N / A	N/A
4. Bonus issue       (Note 1)         Issue and allotment       ( / / )         Issue and allotment       ( / / )         EGM approval date:       ( / / )         (dd/mm/yyyy)       ( / / )         Class of shares issuable				( / /	)		
4. Bonus issue $N/A = N/A$ date : (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) 5. Scrip dividend At price : $\frac{State}{currency}$ Issue and allotment $(//)$ N/A N/A EGM approval date: $(//)$ N/A N/A							
5. Scrip dividend At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $\begin{pmatrix} / / / \end{pmatrix}$ N/A N/A EGM approval date: $\begin{pmatrix} / / / \end{pmatrix}$	4.	Bonus issue		( / /	)	N / A	N/A
5. Scrip dividend At price : State Issue and allotment ( / / ) N/A N/A date : (dd/mm/yyyy) N/A N/A EGM approval date: ( / / )				( / /	)		
5. Scrip dividend At price : State Issue and allotment ( / / ) N/A N/A date : (dd/mm/yyyy) N/A N/A EGM approval date: ( / / )							
5. Scrip dividend At price : currency date : (dd/mm/yyyy) EGM approval date: ( / / )							
Elsin upprovar date:	5.	Scrip dividend	At price : State currency			N / A	N / A
				( / /	)		

	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 ( <i>Note 1</i> )				
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	( / /	)	N / A	N / A
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	( / /	)	N / A	N / A
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares issuable ( <i>Note 1</i> )				
8.	Consideration issue At price : State		( / /	)	N / A	N/A
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares issuable ( <i>Note 1</i> )				
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 s	specify) At prid	e: State	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
				Ordinary shares reference shares (Other class	s) N	V/A V/A V/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 any):

Submitted by: Mr. Li Kwok Fat

 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.