

Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy) :
 30 April 2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Code Agriculture (Holdings) Limited
Date Submitted	6 May 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	ption :	I/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 :	e: <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	^		,		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		F · 1	C 11 1	T 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	(/ /)				
	-				
(/ /)			<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:	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 Agreentent"), 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. On 22	-	
April 2016 (after trading hours), the Company entered into	-	
the Placing Agreement with Win Wind Securities Limited	-	
("Placing Agent"), pursuant to which the Placing Agent agreed	-	
amongst other things to procure not less than six Placees, or failing	-	
which itself as principal on a fully underwritten basis, to subscribe	-	
for HK\$120 million of the Convertible Bonds by one or more	-	
tranches of not less than HK\$1 million each. Assuming the	-	
Convertible Bonds are fully subscribed, upon full conversion of	-	
the Convertible Bonds at the Conversion Price, a total of	-	
2,400,000,000 Shares will be issued. 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, 5 November 2015 and 22 April 2016.	_	
(14/10/2015)	-	
Ordinary shares (Note 1)	_	
2. On 22 April 2016 (after trading hours), with regard to the Placing		
Agreement between the Company and the Placing Agent,	_	
assuming no part of the Convertible Bonds are converted prior to	_	
the Maturity Date, maximum amount of interest of the Convertible		
Bonds will be approximately HK\$21,600,000. Based on the	-	
Conversion Price of HK\$0.05 and assuming there is no adjustment	-	
to the Conversion Price, a maximum of 432,000,000 Additional	1	
Shares will be issued. The Placing is conditional upon the	-	
convening of the SGM for Shareholders to consider and passing	-	
the resolutions to approve the entering into of the Placing	-	
Agreement and the transactions contemplated thereunder including	-	
the allotment and issue of the Additional Shares under the Specific		
Mandate. For details, please refer to the Company's announcement		
dated 22 April 2016.		
	1	
shares (Note 1)	1	
Total D. (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)

1)point Exact Class of shares issuable	011		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 month
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						monui
1. Night issue At price : currency date : (dd/mm/yyyy) N/A N/A EGM approval date: $(///)$ N/A N/A EGM approval date: $(///)$ N/A N/A Z. Open offer At price : State Issue and allotment $(///)$ N/A N/A Z. Open offer At price : State Issue and allotment $(///)$ N/A N/A 3. Placing At price : State Issue and allotment $(///)$ N/A N/A 3. Placing At price : State Issue and allotment $(///)$ N/A N/A 4. Bonus issue Class of shares issuable (////) N/A N/A 5. Serip dividend At price : State Issue and allotment (///) N/A N/A 5. Serip dividend At price : State Issue and allotment (///) N/A N/A 5. Serip dividend At price : State Issue and allotment (///) N/A N/A EGM approval date: (////) Issue and allotment (///) N/A N/A Serip dividend At price : State Issue and allotme								
$\frac{(dd'mm'yyyy)}{(dd'mm'yyyy)} = \frac{(dd'mm'yyyy)}{(dd'mm'yyyy)}$ 2. Open offer At price : State currency — Issue and allotment $(1/7)$ N/A N/A SGM approval date: $((1/7))$ N/A N/A M/A GM approval date: $((1/7))$ N/A N/A M/A M/A M/A Bonus issue $\frac{Class of shares issuable}{(Note 1)}$ State $\frac{Class of shares issuable}{(dd'mm'yyyy)}$ $\frac{(1/7)}{(1/7)}$ N/A N/A M/A GM approval date: $((1/7))$ N/A N/A M/A M/A $\frac{Class of shares issuable}{(dd'mm'yyyy)}$ $\frac{Class of shares issuable}{(1/7)}$ N/A N/A M/A $\frac{Class of shares issuable}{(1/7)}$ $\frac{Class of shares}{(1/7)}$ $\frac{Class of shares}{(1/7)$	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 $date : (dd/mm/yyyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) 3. Placing At price : State currency $(//)$ At price : State currency $(//)(dd/mm/yyyy)SGM$ approval date: $(//)(dd/mm/yyyy)SGM$ approval date: $(//)(//)(dd/mm/yyyy)(//)N/A$ N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A At price : State currency $(//)State currency (//)SC lass of shares issuable (//) (dd/mm/yyyy)(//)Class of shares issuable (//) (dd/mm/yyyy)(//)N/A N/AN/A N/AN/A$ N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A M/A N/A								
(dd'mm'yyyy) $(dd'mm'yyyy)$ $(dd'mm'yyyyy)$ $(dd'm$	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. Flacing At price : currency Image: currencurency								
4. Bonus issue $ \begin{array}{c} Class of shares issuable \\ (Note 1) \\ EGM approval date: (///) \\ (d/mm/yyyy) \\ \hline \\ N/A N/A \\ N/A N/A \\ \hline \\ N/A N/A \\ N/A N/A \\ \hline \\ N/A N/A \\ \hline \\ State \\ Class of shares issuable \\ (Note 1) \\ \hline \\ State \\ (Note 1) \\ \hline \\ \\ Sue and allotment \\ date : (d/mm/yyyy) \\ \hline \\ \\ EGM approval date: (//) \\ \hline \\ N/A N/A \\ \hline \\ N/A N/A \\ \hline \\ \\ EGM approval date: (//) \\ \hline \\ \\ EGM approval date: (//) \\ \hline \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\$	3.	Placing	At price : State		(/ /)	N / A	N/A
4. Bonus issue				SGM approval date: (dd/mm/yyyy)	(/ /)		
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 EGM approval date: $(//)$ N/A N/A								
5. Scrip dividend At price : $\begin{array}{c} \text{State} \\ \text{currency} \end{array}$ $\begin{array}{c} \text{Class of shares issuable} \\ \text{(Note 1)} \end{array}$ $\begin{array}{c} \text{State} \\ \text{date : (dd/mm/yyyy)} \end{array}$ $\begin{array}{c} \text{N/A} \\ \text{N/A} \end{array}$	4.	Bonus issue			(/ /)	N / A	N / A
5. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) N / A N / A EGM approval date: (/ /)) N / A N / A					(/ /)		
5. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) N / A N / A EGM approval date: (/ /)) N / A N / A				Class of shares issuable				
5. Scrip dividend At price : currency date : (dd/mm/yyyy) EGM approval date: (//)	_		State	(Note 1)	(/ /)		
Doin uppio fui dute.	5.	Scrip dividend	At price : State	date : (dd/mm/yyyy)			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.