



**Monthly Return of Equity Issuer on Movements in Securities**

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

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Code Agriculture (Holdings) Limited  
 Date Submitted 6 June 2016

**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>250,000,000,000</u>	<u>HK\$0.0004</u>	<u>HK\$100,000,000.00</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>250,000,000,000</u>	<u>HK\$0.0004</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	108,123,473	N / A	N / A	N / A
Increase/ (decrease) during the month	41,203,286	N / A	N / A	N / A
Balance at close of the month	149,326,759	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 (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)		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 (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
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)		( / / )				
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
<b>1. Convertible Bonds</b>						
	HK\$	130,000,000.00	2,060,164.30	127,939,835.70	41,203,286	2,558,796,714
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$0.05					
SGM approval date (if applicable) (dd/mm/yyyy)	(14/10/2015)					
<b>2. N/A</b>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>3. N/A</b>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>4. N/A</b>						
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)	41,203,286
					(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 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
<p>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. 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.</p> <p style="text-align: right;">(14/10/2015)</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>		
<p>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 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.</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">shares (<i>Note 1</i>)</p>		
<p style="text-align: right;">Total D. (Ordinary shares)</p> <p style="text-align: right;">(Preference shares)</p> <p style="text-align: right;">(Other class)</p>	<p style="text-align: center;">N / A</p> <p style="text-align: center;">N / A</p> <p style="text-align: center;">N / A</p>	

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

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>



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):	41,203,286
	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):

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Submitted by: **Mr. Li Kwok Fat** \_\_\_\_\_

Title: **Secretary** \_\_\_\_\_  
(Director, Secretary or other duly authorised officer)

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*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.*