

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31</u>	July 2016
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Code Agriculture (Holdings) Limited
Date Submitted	4 August 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8153</u> Descrip	otion :	Cod	le 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 :	Ν	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 :	N / A 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	294,120,177	N / A	N / A	N / A
Increase/ (decrease) during the month	120,453,698	N / A	N / A	N / A
Balance at close of the month	414,573,875	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 No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM issued pursuant the month pursuant approval date thereto thereto as at close of Movement during the month (dd/mm/yyyy) and 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) 3. Share Option Scheme Exercise price: Ordinary shares (Note 1) Total A. (Ordinary shares) N/A(Preference shares) N/A(Other class) N / ATotal funds raised during the month from N / Aexercise of options (State currency)

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	nto 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
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price SGM approval date	HK\$ N/A Ordinary HK\$0.05	121,000,000.00		121,000,000.00		2,420,000,000
(if applicable)						
(dd/mm/yyyy)) 2. Convertible Bonds	(14/10/2015)					
	HK\$	120,000,000.	00 6,000,000.00	114,000,000.00) 120,000,000	2,280,000,000
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)	(03/06/2016)					
<u>3. N/A</u>						
Stock code (if listed)	 					
Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	1				
<u>4. N/A</u>	—					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /))				
(Total C. (O	rdinary shares	s) 120,000,	000
				ference shares		
				(Other class	s) N/A	<u> </u>

unun u	nder Share Option Schemes)		
Full j	particulars including SGM approval date (dd/mm/yyyy), plicable, 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 5 November 2015, the Company issued the convertible bonds		
	in the aggregate principal amount of HK\$130,000,000. The		
	bondholders shall have the option to request the Company to pay		
	the interest by the additional shares at the conversion price of		
	HK\$0.05 instead of cash. For details, please refer to the		
	Company's circular dated 25 September 2015 and the Company's		
	announcement dated 5 November 2015.		
	(14/10/2015)		
	shares (Note 1)		107,408,219
2.	On 28 June 2016, the Company issued the convertible bonds		
	in the aggregate principal amount of HK\$120,000,000. The		
	bondholders shall have the option to request the Company to pay		
	the interest by the additional shares at the conversion price of		
	HK\$0.05 instead of cash. For details, please refer to the		
	Company's circular dated 18 May 2016 and the Company's		
	announcement dated 28 June 2016.		
· ·	(3/6/2016)		
	shares (Note 1)	453,698	12,743,013
3.	N / A		
	(/ /)		
· ·	shares (Note 1)		
	Total D. (Ordinary shares)	453,698	
	(Preference shares)	N/A	-
· ·	(Other class)	N/A	-
	(2		-
		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)

	Type of Issue	sued 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
			Class of shares issuable				
			(Note 1)				
1.	Rights 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 (<i>Note 1</i>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N / A	N/A
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N / A
			SGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)	N / A	N/A
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
5.	Scrip dividend	At price : State	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
		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):	120,453,698
	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. Tam Chun Wa

 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.
