

## Monthly Return of Equity Issuer on Movements in Securities

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

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Code Agriculture (Holdings) Limited |
|----------------|-------------------------------------|
| Date Submitted | 6 October 2016                      |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares                    |                        |                                  |   |  |  |  |
|---------------------------------------|------------------------|----------------------------------|---|--|--|--|
| (1) Stock code : <u>8153</u> Descrip  | otion :                | on : Code Agri                   |   |  |  |  |
|                                       | No. of ordinary shares | Par value<br>(State<br>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 :                | tion : N/A                       |   |  |  |  |
|                                       | No. of ordinary shares | Par value<br>(State<br>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 :       | ode : <u>N / A</u> Description : |                          | 1                                | N / A                                     |
|--------------------|----------------------------------|--------------------------|----------------------------------|---|
|                    |                                  | No. of preference shares | Par value<br>(State<br>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<br>(State<br>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 ordina | ary shares | No of preference |                                |
|--|---------------|------------|------------------|--------------------------------|
|  | (1)           | (2)        | shares           | No. of other classes of shares |
| Balance at close of preceding month      | 435,471,409   | N/A        | N / A            | N / A                          |
| Increase/ (decrease)<br>during the month | 246,637,790   | N / A      | N / A            | N / A                          |
| Balance at close of the month            | 682,109,199   | 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<br>Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of Nominal v<br>nominal close<br>value preceding | value at Exercised<br>of during the | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---|-------------------------------------|---|--|--|
| 1. N / A   | -   |                                     |   |  |  |
|  | _   |                                     |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)                      |   |                                     |   |  |  |
| Subscription price   |   |                                     |   |  |  |
| EGM approval date (if applicable)  |   |                                     |   |  |  |
| (dd/mm/yyyy)<br>2. N / A   | ( / / )   |                                     |   |  |  |
|  | <b>-</b>  |                                     |   |  |  |
| ( / / )  |   |                                     | <u> </u>                                  |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )                        |   |                                     |   |  |  |
| Subscription price   |   |                                     |   |  |  |
| (if applicable)  |   |                                     |   |  |  |
| (dd/mm/yyyy)<br>3 N / A  | ( / / )   |                                     |   |  |  |
|  | -   |                                     |   |  |  |
| ( / / )  |   |                                     |   |  |  |
| Stock code (if listed)<br>Class of shares  |   |                                     |   |  |  |
| issuable (Note 1)  |   |                                     |   |  |  |
| Subscription price<br>EGM approval date  |   |                                     |   |  |  |
| (if applicable)  | ( / / )   |                                     |   |  |  |
| 4. N/A   |   |                                     |   |  |  |
|  | _   |                                     |   |  |  |
| ( / / )  |   |                                     |   |  |  |
| Stock code (if listed)<br>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 the convertible is convertible in the convertible in the convertible in the convertible is convertible in the convertible in the convertible in the convertible is convertible in the convertible | into Shares of the<br>Currency of<br>amount<br>outstanding | Amount at<br>close of<br>preceding<br>month | Issued/<br>Converted during<br>the month | Amount at      | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|--|---|--|----------------|--|--|
|  | HK\$   | 120,000,000.00                              | 5,000,000.00                             | 115,000,000.00 | 100,000,000  | 2,300,000,000  |
| Stock code (if listed)   | $\frac{1100}{N/A}$   | 120,000,000.00                              |  | 112,000,000.00 | 100,000,000  | 2,500,000,000  |
| Class of shares issuable ( <i>Note 1</i> )   | Ordinary   |   |  |                |  |  |
| Subscription price   | Ordinary<br>HK\$0.05                                       |   |  |                |  |  |
| SGM approval date  | ·  |   |  |                |  |  |
| (if applicable)<br>(dd/mm/yyyy))   | (14/10/2015)   | )   |  |                |  |  |
| 2. Convertible Bonds   | (14/10/2013)   | )   |  |                |  |  |
|  |  |   |  |                |  |  |
|  |  |   |  |                |  |  |
| Stock code (if listed)   | <u> </u>   | 114,000,000.                                | 00 7,000,000.00                          | 107,000,000.00 | 140,000,000  | 2,140,000,000  |
| Class of shares  | 10/11  |   |  |                |  |  |
| issuable (Note 1)  | Ordinary   |   |  |                |  |  |
| Subscription price   | HK\$0.05   |   |  |                |  |  |
| (if applicable)  |  |   |  |                |  |  |
| (dd/mm/yyyy)   | (03/06/2016)   | )   |  |                |  |  |
| <u>3. N/A</u>  |  |   |  |                |  |  |
|  |  |   |  |                |  |  |
|  |  |   |  |                |  |  |
| Stock code (if listed)<br>Class of shares  |  |   |  |                |  |  |
| issuable (Note 1)  |  |   |  |                |  |  |
| Subscription price   |  |   |  |                |  |  |
| EGM approval date (if applicable)  |  |   |  |                |  |  |
| (dd/mm/yyyy)   | ( / / )  | )   |  |                |  |  |
| <u>4. N / A</u>  |  |   |  |                |  |  |
|  |  |   |  |                |  |  |
|  |  |   |  |                |  |  |
| Stock code (if listed)   |  |   |  |                |  |  |
| Class of shares issuable ( <i>Note 1</i> )   |  |   |  |                |  |  |
| Subscription price   |  |   |  |                |  |  |
| EGM approval date  |  |   |  |                |  |  |
| (if applicable)<br>(dd/mm/yyyy)  | ( / / )  | )   |  |                |  |  |
|  |  |   | Total C. (O                              | rdinary shares | ) 240,000  | ,000   |
|  |  |   | (Pre                                     | ference shares |  |  |
|  |  |   |  | (Other class   | ) N/A  | <u> </u>   |

| ulall u | nder Share Option Schemes)   | N. 6   |  |
|---------|--|--|--|
| Full j  | particulars including SGM approval date (dd/mm/yyyy),<br>plicable, and class of shares issuable: | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new shares of issuer<br>which may be issued<br>pursuant thereto as at close of<br>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)  | 5.095.890  | 125,145,205  |
|         |  | - , ,  | - , - ,  |
| 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 ( <i>Note</i> 1)  | 1,541,900  | 33,419,178   |
|         | shares (Note 1)  | 1,5 11,5 00  |  |
| 3.      | N/A  |  |  |
| 5.      |  |  |  |
|         |  |  |  |
|         |  |  |  |
|         | shares (Note 1)  |  |  |
|         | shares ( <i>ivole 1</i> )  |  | <u> </u>   |
|         | Total D. (Ordinary shares)   | 6,637,790  |  |
|         | (Preference shares)  | 0,037,790<br>N/A   | -  |
|         | (Other class)  | N/A<br>N/A   | -  |
|         | (Other class)  | IN / 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  | sued Share Capital           |  |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------|------------------------------|--|-------|---|--|---|
|    |                |                              | Class of shares issuable                   |       |   |  |   |
|    |                |                              | (Note 1)                                   |       |   |  |   |
| 1. | Rights issue   | At price : State<br>currency | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / |   | N / A  | N / A   |
|    |                |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 2. | Open offer     | At price : State             | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N/A   |
|    |                |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 3. | Placing        | At price : State             | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N/A  | N / A   |
|    |                |                              | SGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 4. | Bonus issue    |                              | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N/A   |
|    |                |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|    |                |                              | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 5. | Scrip dividend | At price : State             | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) | N / A  | N / A   |
|    |                |                              | EGM approval date: (dd/mm/yyyy)            | ( / / | ) |  |   |

|    | Type of Issue                        |   |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|--------------------------------------|---|-------|---|--|---|
|    |                                      | Class of shares repurchased ( <i>Note 1</i> ) |       |   |  |   |
| 6. | Repurchase of shares                 | Cancellation date :<br>(dd/mm/yyyy)           | ( / / | ) | N / A  | N / A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)            | ( / / | ) |  |   |
|    |                                      |   |       |   |  |   |
|    |                                      | Class of shares redeemed ( <i>Note 1</i> )    |       |   |  |   |
| 7. | Redemption of shares                 | Redemption date :<br>(dd/mm/yyyy)             | ( / / | ) | N / A  | N / A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)            | ( / / | ) |  |   |
|    |                                      | Class of shares issuable ( <i>Note 1</i> )    |       |   |  |   |
| 8. | Consideration issue At price : State |   | ( / / | ) | N / A  | N/A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)            | ( / / | ) |  |   |
|    |                                      |   |       |   |  |   |
|    |                                      | Class of shares issuable ( <i>Note 1</i> )    |       |   |  |   |
| 9. | Capital reorganisation               | Issue and allotment<br>date : (dd/mm/yyyy)    | ( / / | ) | N / A  | N/A   |
|    |                                      | EGM approval date:<br>(dd/mm/yyyy)            | ( / / | ) |  |   |
|    |                                      |   |       |   |  |   |
|    |                                      |   |       |   |  |   |

| Type of Issue               | ,                    |                     | :  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----------------------------|----------------------|---------------------|--|--|---|
| 10. Other<br>(Please specif | Ty) At price : State | date : (dd/mm/yyyy) | ( / /   )<br>( / /   )                           | N / A  | N/A   |
|                             |                      |                     | rdinary shares<br>ference shares<br>(Other class | ) N  | V/A<br>V/A<br>V/A   |

| Total increase in ordinary shares during the month (i.e. Total of A to E):                      | 246,637,790         |
|---|---------------------|
|   | 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.

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