

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : ____28 February 2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Code Agriculture (Holdings) Limited
Date Submitted	6 March 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares						
(1) Stock code : <u>8153</u> Descrip	otion :	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 :	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 ordina	No. of ordinary shares		
	(1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	1,121,900,979	N / A	N / A	N / A
Increase/ (decrease) during the month	21,469,589	N/A	N/A	<u> </u>
Balance at close of the month	1,143,370,568	N / A	N / A	N / A

III. Details of Movements in Issued Share Capital

Particulars of share option scheme including EGM		Schemes of the	i		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
approval date		Movement du	ing the month		thereto	thereto as at close of
(dd/mm/yyyy) and -			-			the month
class of shares	Constant	El	Concelled	Tanad		
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
Exercise price:						
Outline and 1						
Ordinary shares						
(Note 1)						
2. Share Option						
Scheme						
Exercise price:						
Exercise price.						
Ordinary shares						
(Note 1)						
(INDIE I)						
3. Share Option						
Scheme						
Exercise price:						
<u></u>						
Ordinary shares						
(Note 1)						
(r	Fotal A. (Ordi	nary shares)	N / A	
				ence shares)	N/A	
			· ·	Other class)	N / A	
Fotal funds raised dur	ing the month	from				
exercise of options (S		-		N / 2	4	

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	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 Donds						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price SGM approval date (if applicable) (dd/mm/yyyy))	<u>HK\$</u> <u>N/A</u> <u>Ordinary</u> <u>HK\$0.05</u> (14/10/2015)	101,000,000.00	1,000,000.00	100,000,000.00	20,000,000	2,000,000,000
2. Convertible Bonds		<u> </u>				
Stock code (if listed)	<u>HK\$</u> <u>N/A</u> Ordinary <u>HK\$0.05</u> (03/06/2016)	100,000,000.	00	_100,000,000.00)	2,000,000,000
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 4. N / A	(/ / _))				
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
				rdinary shares		
			(Pre	ference shares		
1				(Other class	s) N/A	L

No. 01 new shares of issued which may be issued uring the input applicable, and class of shares issuable: No. 01 new shares of issued uring the month pursuant thereto No. 01 new shares of issued uring the pursuant thereto 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's or announcement dated 25 September 2015 and the Company's announcement dated 25 November 2015. 1,469,589 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. 0 3. N/A (/ / /) shares (Note 1) 0 3. N/A N/A (/ / /) shares (Note 1) 1,469,589	than under Share Option Schemes)		N. 6	
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 (<i>Note 1</i>) 1,469,589 158,465,753 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 1</i>) 0 80,876,712 3. N/A (///) shares (<i>Note 1</i>) Total D. (Ordinary shares) 1,469,589 (Preference shares) N/A	Full particulars including SGM approva if applicable, and class of shares issuab	l date (dd/mm/yyyy), e:	issuer issued during the month pursuant	pursuant thereto as at close of
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) 1,469,589 158,465,753	1. On 5 November 2015, the Compa	iny issued the convertible bonds		
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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 1</i>) 0 80,876,712 3. N/A (///) shares (<i>Note 1</i>) Total D. (Ordinary shares) 1,469,589 (Preference shares) N/A				
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Total D. (Ordinary shares) 1,469,589 (Preference shares) N / A				
Total D. (Ordinary shares) 1,469,589 (Preference shares) N / A		(/ /)		
(Preference shares) N/A		shares (Note 1)		
(Preference shares) N/A				
		Total D. (Ordinary shares)	1,469,589	
(Other class) 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)

	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				
7.	Redemption of shares	redeemed (<i>Note 1</i>) Redemption date :	(/ /)	N / A	N / A
		(dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (<i>Note 1</i>)				
8.	Consideration issue At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N / A	N/A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable				
0		(Note 1)	())			
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):	21,469,589
	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 Issued	Share Capital").)

Remarks (if any):

Submitted by: Ms. Lai Wai Ha

 Title:
 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.