



## 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 : 8153 Description : Code Agri

	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 : N / A Description : N / A

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

## 2. Preference Shares

Stock code :	<u>N / A</u>	Description :	<u>N / A</u>
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>                    </u>	<u>                    </u>	<u>                    </u>
Increase/(decrease)	<u>                    </u>		<u>                    </u>
Balance at close of the month	<u>                    </u>	<u>                    </u>	<u>                    </u>

## 3. Other Classes of Shares

Stock code :	<u>N / A</u>	Description :	<u>N / A</u>
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>                    </u>	<u>                    </u>	<u>                    </u>
Increase/(decrease)	<u>                    </u>		<u>                    </u>
Balance at close of the month	<u>                    </u>	<u>                    </u>	<u>                    </u>

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 shares	No. of other classes of shares
	(1)	(2)		
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	N / A
Balance at close of the month	1,143,370,568	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
1. Convertible Bonds						
	HK\$	101,000,000.00	1,000,000.00	100,000,000.00	20,000,000	2,000,000,000
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)	(14/10/2015)					
2. Convertible Bonds						
	HK\$	100,000,000.00	-	100,000,000.00	-	2,000,000,000
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)					
3. N / A						
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)	( / / )					
Total C. (Ordinary shares)					20,000,000	
(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 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.</p> <p>(14/10/2015)</p> <p>shares (Note 1)</p>	1,469,589	158,465,753
<p>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.</p> <p>(3/6/2016)</p> <p>shares (Note 1)</p>	0	80,876,712
<p>3. N / A</p> <p>( / / )</p> <p>shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>1,469,589</p> <p>N / A</p> <p>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
6. Repurchase of shares	Class of shares repurchased ( <i>Note 1</i> ) _____ Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N / A	N / A
7. Redemption of shares	Class of shares redeemed ( <i>Note 1</i> ) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N / A	N / A
8. Consideration issue At price : State currency _____	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
9. Capital reorganisation	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

				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
Type of Issue					
10. Other (Please specify)	At price : State currency	_____	Class of shares issuable _____ (Note 1)	(   /   /   )	N / A
			Issue and allotment date : (dd/mm/yyyy)		N / A
			EGM approval date: (dd/mm/yyyy)	(   /   /   )	
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):	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):

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Submitted by: **Ms. Lai Wai Ha**\_\_\_\_\_

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.*