



## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 August 2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Code Agriculture (Holdings) Limited

Date Submitted 4 September 2017

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

| (1) Stock code : <u>8153</u> Description : <u>Code Agri</u> |                           |  |   |
|---|---------------------------|--|---|
|   | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <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<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <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<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <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<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share capital<br>( <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   | 1,143,370,568          | N / A | N / A                   | N / A                          |
| Increase/ (decrease) during the month | NIL                    | 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<br>(Date of expiry - dd/mm/yyyy)           | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | 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   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )                      |                                 |   |                                  |   |  |  |
| Subscription price   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)               |                                 | ( / / )   |                                  |   |  |  |
| 2. N / A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )                      |                                 |   |                                  |   |  |  |
| Subscription price   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)               |                                 | ( / / )   |                                  |   |  |  |
| 3 N / A  |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )                      |                                 |   |                                  |   |  |  |
| Subscription price   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)               |                                 | ( / / )   |                                  |   |  |  |
| 4. N / A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )                      |                                 |   |                                  |   |  |  |
| Subscription price   |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)               |                                 | ( / / )   |                                  |   |  |  |
| Total B. (Ordinary shares)<br>(Preference shares)<br>(Other class) |                                 |   |                                  |   | N / A  | N / A  |
|  |                                 |   |                                  |   | N / A  | 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\$                           | 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) | (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)                     |                                |                                    |                                    |                              | 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)

| 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> | 0  | 218,958,904   |
| <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  | 141,369,863   |
| <p>3.</p> <p>( / / )</p> <p>shares (Note 1)</p>  |  |   |
| Total D. (Ordinary shares)   | N / A  |   |
| (Preference shares)  | N / A  |   |
| (Other class)  | N / A  |   |

## 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) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____ | N / A  | N / A   |
| 2. Open offer     | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____ | N / A  | N / A   |
| 3. Placing        | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>SGM approval date: (dd/mm/yyyy) ( / / ) | _____ | N / A  | N / A   |
| 4. Bonus issue    |                                 | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____ | N / A  | N / A   |
| 5. Scrip dividend | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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                                | <p>Class of shares repurchased (<i>Note 1</i>) _____</p> <p>Cancellation date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p>     | N / A  | N / A   |
| 7. Redemption of shares                                | <p>Class of shares redeemed (<i>Note 1</i>) _____</p> <p>Redemption date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p>          | N / A  | N / A   |
| 8. Consideration issue At price : State currency _____ | <p>Class of shares issuable (<i>Note 1</i>) _____</p> <p>Issue and allotment date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p> | N / A  | N / A   |
| 9. Capital reorganisation                              | <p>Class of shares issuable (<i>Note 1</i>) _____</p> <p>Issue and allotment date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p> | 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 |
|-------------------------------|---------------------------|-------|--|--|---|
| 10. Other<br>(Please specify) | At price : State currency | _____ | Class of shares issuable _____<br>(Note 1) |  |   |
|                               |                           |       | Issue and allotment date : (dd/mm/yyyy)    | ( / / )<br>N / A   | 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):                                       | N / A |
|  | 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: **Mr. Ngan Kam Biu Stanford**

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.*