



Monthly Return of Equity Issuer on Movements in Securities

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

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Code Agriculture (Holdings) Limited

Date Submitted 3 November 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 | 1,673,902,073 | N / A | N / A | N / A |
| Increase/ (decrease) during the month | 105,572,602 | N / A | N / A | N / A |
| Balance at close of the month | 1,779,474,675 | 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 (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N / A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 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 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\$ | 85,000,000.00 | 5,000,000.00 | 80,000,000.00 | 100,000,000 | 1,600,000,000 |
| 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) | | | | | 100,000,000 | |
| (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> | 5,572,602 | 120,147,945 |
| <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 | 41,424,657 |
| <p>3.</p> <p>(/ /)</p> <p>shares (Note 1)</p> | | |
| <p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p> | <p>5,572,602</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): | 105,572,602 |
| | 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: **Mr. Ngan Kam Biu Stanford**

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.*