日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28 February 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Code Agriculture (Holdings) Limited
Date Submitted	6 March 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 81	153 Descri	ption :	Code Agri			
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of prece	ding month	250,000,000,000	HK\$0.0004	HK\$100,000,000.00		
Increase/(decrease)		NIL	-	NIL		
Balance at close of the m	onth	250,000,000,000	HK\$0.0004	HK\$100,000,000.00		
(2) Stock code : <u>N</u>	/ A Descri	ption :	Ň	[/A		
(2) Stock code : <u>N</u>	/A_Descri	ption : No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
(2) Stock code : <u>N</u> Balance at close of prece		No. of ordinary	Par value (State	Authorised share capital		
		No. of ordinary	Par value (State	Authorised share capital		

2. Preference Shares

Stock code :	N / A	Description :	1	N / A
		No. of preferen shares	Par value ce (State currency)	Authorised share capital (State currency)
Balance at close of p	preceding r	nonth		
Increase/(decrease)				
Balance at close of the	he month			

3. Other Classes of Shares

Stock code :	N / A	_Description :		N / A
		No. of other classes of share	Par value (State s currency)	Authorised share capital (State currency)
Balance at close c	of preceding n	nonth		
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	ry shares	No of preference	
	(1)	(2)	shares	No. of other classes of shares
Balance at close of preceding month	2,680,475,222	N / A	N/A	N / A
Increase/ (decrease) during the month	NIL	N / A	N / A	N / A
Balance at close of the month	2,680,475,222	N / A	N/A	N / A

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option S	chemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme including EGM					issuer issued during the month pursuant	issuer which may be issued pursuant
approval date					thereto	thereto as at close of
(dd/mm/yyyy) and ⁻		Movement du	ring the month		-	the month
class of shares						ule monui
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option				-		
Scheme						
Exercise price:						
Ordinary shares						
(Note 1)						
2. Share Option						
Scheme						
Exercise price:						
<u>Enerence price</u> .						
Ordinary shares						
(Note 1)						
3. Share Option						
Scheme						
Exercise price:						
Ordinary shares						
(Note 1)		F			NT / 4	
		-	Fotal A. (Ordi		<u>N/A</u>	
			· · · · · · · · · · · · · · · · · · ·	ence shares)	<u>N / A</u>	
			(Other class)	N / A	
Total funds raised dua exercise of options (S		rom		N / .	A	

Warrants	to I	ssue	Shares	s of	the	Issuer	which	are to	be	Listed
			-							

Description of warrants (Date of expiry - dd/mm/y		Currency of nominal value	Nominal value a close of preceding mont	duri	rcised ng the onth	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
<u>1. N / A</u>								
(/ /) Stock code (if listed Class of shares issuable (<i>Note 1</i>) Subscription price	l)							
EGM approval date								
(if applicable) (dd/mm/yyyy)		(/ /						
<u>2. N/A</u>		<u> </u>						
(/ /) Stock code (if listed)							
Class of shares issuable (<i>Note 1</i>)								
Subscription price				_				
EGM approval date (if applicable)		7 1 1	`					
(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)								
<u>4. N/A</u>		(/ /)	_				
(/ /)								
Stock code (if listed Class of shares issuable (<i>Note 1</i>)				_				
Subscription price				_				
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)					
		× , , ,	,	_				
]	Fotal B.		nary shares)		
						ence shares) (Other class)		
							IN / A	

Class and description 1. Convertible Bonds	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 issue pursuant thereto as at close of the month
Stock code (if listed)	HK\$ N/A	80,000,000	<u> </u>	80,000,000		1,600,000,00
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price SGM approval date	HK\$0.05					
(if applicable) (dd/mm/yyyy))	(14/10/2015) at (5/12/2018)	nd				
2. Convertible Bonds						
	HK\$	83,000,000)	83,000,000		1,660,000,00
Stock code (if listed) Class of shares	N/A					
issuable (<i>Note 1</i>) Subscription price	Ordinary HK\$0.05					
SGM approval date (if applicable) (dd/mm/yyyy)	(03/06/2016) at (5/12/2018)	nd				
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	,					
Stool and (Plint)						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)			rdinary shares		

than u	nder Share Option Schemes)		
		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	particulars including SGM approval date (dd/mm/yyyy), plicable, and class of shares issuable:	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 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. On 25 October 2018,		
	the Company agreed with the bondholders to extend the maturity		
	date to 31 December 2020 and to change the interest payment		
	terms. For details, please refer to the Company's circular dated		
	19 November 2018 and the Company's announcement dated		
	25 October 2018.		
	(14/10/2015) and (5/12/2018)		
	shares (Note 1)	0	40,679,452
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. On 25 October 2018, the		
	Company agreed with the bondholders to extend the maturity date		
	to 31 December 2020 and to change the interest payment terms.		
	For details, please refer to the Company's circular dated		
	19 November 2018 and the Company's announcement dated		
	25 October 2018.		
	(3/6/2016) and (5/12/2018)		
	shares (Note 1)	0	67,127,671
3.			
	shares (Note 1)		
		NI / A	
	Total D. (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)

						No. of new shares of issuer issued during the month pursuant thereto	may be issued pursuant thereto as at close of the
	Type of Issue						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 (Note 1)				
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 (Note 1)				
3.	Placing	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>)				
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 redeemed (<i>Note 1</i>)				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /)	N / A	N / A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (Note 1)				
8.	Consideration issue At price : State		(/ /)	N / A	N / A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of charge issuable				
_		Class of shares issuable (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	At price : State	Class of shares issuable (<i>Note 1</i>) — Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	(dd/mm/yyy y) (dd/mm/yyy y)	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):	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	l Share Capital").)

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

 $(Note \ 2)$

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (*Note 3*);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be

delivered in accordan	ce with the terms of issue;
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- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Mr. Au Yeung Yiu Chung

 Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.