

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31 May 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Code Agriculture (Holdings) Limited
Date Submitted	5 June 2019

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	ption : 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 :	Stock code : <u>N / A</u> Description		: <u>N/A</u>				
		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 :	<u>N/A</u> 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 ordinary 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	882,804,380	N/A	N/A	N / A
Balance at close of the month	3,563,279,602	N/A	N / A	N / A

III. Details of Movements in Issued Share Capital

Particulars of share option scheme including EGM					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 dur	ing the month		thereto	thereto as at close of
(dd/mm/yyyy) and -		wovement du	ing the month			the month
class of shares						
issuable	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)		-		1 \		
			Fotal A. (Ordi		N / A	
				ence shares)	N / A	
			(Other class)	N / A	
Total funds raised dur 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	

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 issued pursuant thereto as at close of the month
		80,000,000	9,000,000	71,000,000	180,000,000	1 420 000 000
Stock code (if listed)	<u> </u>	80,000,000	9,000,000	/1,000,000	180,000,000	1,420,000,000
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.05					
SGM approval date	(14/10/2015) au	nd				
(if applicable) (dd/mm/yyyy))	(5/12/2018)	liu				
2. Convertible Bonds	(3/12/2010)					
	HK\$	83,000,000	33,000,000	50,000,000	660,000,000	1,000,000,000
Stock code (if listed)	N/A					
Class of shares	Ordinary					
issuable (<i>Note 1</i>) Subscription price	Ordinary HK\$0.05					
SGM approval date (if applicable) (dd/mm/yyyy)	(03/06/2016) an (5/12/2018)	nd				
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)	<i>,</i> , , , , , , , , , , , , , , , , , ,					
(dd/mm/yyyy)	(/ /)		$T_{otol} C = (O_{otol})$	rdinary charge) 840.000	000
				rdinary shares		
			(Pre)	ference shares (Other class		
				(Other class	$N = \frac{N}{A}$	

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
 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)	7,307,397	64,736,438
 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) 	35,496,986	55,561,643
3		
Total D. (Ordinary shares) (Preference shares) (Other class)	N / A N / A 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)

		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
	Type of Issue						monui
			Class of shares issuable (<i>Note 1</i>)				
1.	Rights 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 (<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 (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 (Note 1)				
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 (<i>Note 1</i>)				
8.	Consideration issue At price : State		(/ /)	N / A	N/A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (<i>Note 1</i>)				
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	I/A I/A I/A

Total increase in ordinary shares during the month (i.e. Total of A to E):	882,804,380		
	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").)		

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 accordance with the terms of issue;

- (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

 Title:
 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.