



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer CHINA AGROTECH HOLDINGS LIMITED

Date Submitted 5 January 2015

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|                                     |                      |               |                        |                            |   |
|-------------------------------------|----------------------|---------------|------------------------|----------------------------|---|
| (1) Stock code :                    | <u>01073</u>         | Description : | <u>Ordinary Shares</u> |                            |   |
|                                     |                      |               | No. of ordinary shares | Par value (HK\$)           | Authorised share capital (HK\$)           |
| Balance at close of preceding month | <u>3,000,000,000</u> |               | <u>0.10</u>            | <u>300,000,000</u>         |   |
| Increase/(decrease)                 | <u>Nil</u>           |               | <u>Nil</u>             | <u>Nil</u>                 |   |
| Balance at close of the month       | <u>3,000,000,000</u> |               | <u>0.10</u>            | <u>300,000,000</u>         |   |
| (2) Stock code :                    | <u>N/A</u>           | Description : |                        |                            |   |
|                                     |                      |               | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | <u></u>              |               | <u></u>                | <u></u>                    | <u></u>                                   |
| Increase/(decrease)                 | <u></u>              |               | <u></u>                | <u></u>                    | <u></u>                                   |
| Balance at close of the month       | <u></u>              |               | <u></u>                | <u></u>                    | <u></u>                                   |



## 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   | 1,001,765,216          | N/A | N/A                     | N/A                            |
| Increase/ (decrease) during the month | Nil                    | N/A | N/A                     | N/A                            |
| Balance at close of the month         | 1,001,765,216          | 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. Nil   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| <i>(Note 1)</i>  |                           |           |           |        |  |   |
| 2.   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| <i>(Note 1)</i>  |                           |           |           |        |  |   |
| 3.   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| <i>(Note 1)</i>  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| Total A. (Ordinary shares)   |                           |           |           |        | Nil  |   |
| (Preference shares)  |                           |           |           |        | N/A  |   |
| (Other class)  |                           |           |           |        | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           |        | Nil  |   |

## 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 issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|---|
| 1. Unlisted warrants                                     |                                 |   |                                  |   |  |   |
|  | HK\$                            | 22,500,000                                      | Nil                              | 22,500,000                                | Nil  | 50,000,000  |
| ( 6/2/2017 )   |                                 |   |                                  |   |  |   |
| Stock code (if listed)                                   |                                 | -   |                                  |   |  |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 | Ordinary  |                                  |   |  |   |
| Subscription price                                       |                                 | HK\$0.45  |                                  |   |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( - / - / - )                                   |                                  |   |  |   |
| 2.   |                                 |   |                                  |   |  |   |
| ( / / )  |                                 |   |                                  |   |  |   |
| 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.   |                                 |   |                                  |   |  |   |
| ( / / )  |                                 |   |                                  |   |  |   |
| 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.   |                                 |   |                                  |   |  |   |
| ( / / )  |                                 |   |                                  |   |  |   |
| 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)                         | Nil  |   |
|  |                                 |   |                                  | (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 | 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 |
|--|---|------------------------------------|----------------------------|------------------------------|--|---|
| <u>1. Convertible bonds due 2015</u>           |   |                                    |                            |                              |  |   |
|  | HK\$  | 609,000,000                        | Nil                        | 609,000,000                  | Nil  | 609,000,000   |
| Stock code (if listed)                         | -   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary  |                                    |                            |                              |  |   |
| Subscription price                             | HK\$1.00  |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (15/10/2010)  |                                    |                            |                              |  |   |
| <u>2. Convertible bonds due 2016</u>           |   |                                    |                            |                              |  |   |
|  | RMB   | 70,000,000                         | Nil                        | 70,000,000                   | Nil  | 146,673,865#*   |
| Stock code (if listed)                         | -   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary  |                                    |                            |                              |  |   |
| Subscription price                             | Reset Conversion Price HK\$0.70 *   |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (29/12/2010)  |                                    |                            |                              |  |   |
|  | * subject to adjustments and resets in accordance with the terms of the Convertible Bonds   |                                    |                            |                              |  |   |
|  | # (i) the principal amount will be accreted by a yield of 6% per annum on a compound basis upon conversion and become RMB87,989,652 as at 31 December 2014; |                                    |                            |                              |  |   |
|  | (ii) calculated using fixed exchange rate of HK\$1=RMB0.857 and reset conversion price of HK\$0.70 per share  |                                    |                            |                              |  |   |
| <u>3.</u>                                      |   |                                    |                            |                              |  |   |
| Stock code (if listed)                         |   |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |   |                                    |                            |                              |  |   |
| Subscription price                             |   |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |   |                                    |                            |                              |  |   |
| <u>4.</u>                                      |   |                                    |                            |                              |  |   |
| 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)  |                                    |                            |                              | Nil  |   |
|  | (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 EGM 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 |
|---|--|---|
| 1. N/A<br>_____<br>_____<br>_____<br>_____<br>_____<br>( / / )<br>Ordinary shares (Note 1)              |  |   |
| 2. _____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                                       |  |   |
| 3. _____<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)                                       |  |   |
| 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) <u>N/A</u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4.            | Bonus issue  |                                 | Class of shares issuable (Note 1) <u>N/A</u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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 |
|---------------|--|--|---|
| 5.            | Scrip dividend<br>At price : State currency _____      | Class of shares issuable (Note 1) <u>N/A</u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   |
| 6.            | Repurchase of shares                                   | Class of shares repurchased (Note 1) <u>N/A</u><br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | _____   |
| 7.            | Redemption of shares                                   | Class of shares redeemed (Note 1) <u>N/A</u><br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | _____   |
| 8.            | Consideration issue<br>At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   |



For Main Board and GEM listed issuers

| 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 |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | <p>Class of shares issuable (Note 1) <u>N/A</u></p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>  |  |   |
| 10. Other (Please specify) | <p>At price : State currency _____</p> <p>Class of shares issuable (Note 1) <u>N/A</u></p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> |  |   |
|                            |  | Total E. (Ordinary shares)   | <u>N/A</u>  |
|                            |  | (Preference shares)  | <u>N/A</u>  |
|                            |  | (Other class)  | <u>N/A</u>  |

|   |     |            |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):         | (1) | <u>N/A</u> |
|   | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):       |     | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): |     | <u>N/A</u> |

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

