



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

For the month ended (dd/mm/yyyy) : 31/10/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer CHINA AGROTECH HOLDINGS LIMITED

Date Submitted 4 November, 2010

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|  |                           |                                  |   |
|--|---------------------------|----------------------------------|---|
| (1) Stock code : <u>01073</u> Description : <u>Ordinary Shares</u> |                           |                                  |   |
|  | No. of ordinary<br>shares | Par value<br>(HK\$)              | Authorised share<br>capital<br>(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>                                      |
| 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<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month                                | _____                     | _____                            | _____   |
| Increase/(decrease)  | _____                     |                                  | _____   |
| Balance at close of the month                                      | _____                     | _____                            | _____   |

## 2. Preference Shares

|   |                             |  |  |
|---|-----------------------------|--|--|
| Stock code : <u>      N/A      </u> Description : _____ |                             |  |  |
|   | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                     | _____                       | _____                                      | _____  |
| Increase/(decrease)                                     | _____                       | _____                                      | _____  |
| Balance at close of the month                           | _____                       | _____                                      | _____  |

## 3. Other Classes of Shares

|   |                                   |  |  |
|---|-----------------------------------|--|--|
| Stock code : <u>      N/A      </u> Description : _____ |                                   |  |  |
|   | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                     | _____                             | _____                                      | _____  |
| Increase/(decrease)                                     | _____                             | _____                                      | _____  |
| Balance at close of the month                           | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*HK\$*) :           300,000,000

## 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   | 642,765,216            | N/A | N/A                     | N/A                            |
| Increase/ (decrease) during the month | Nil                    | N/A | N/A                     | N/A                            |
| Balance at close of the month         | 642,765,216            | 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. Adopted on (31/12/2001) at EGM Exercise price - HK\$0.55  |                           |           |                            |        |  |   |
| Ordinary shares (Note 1)   | Nil                       | Nil       | Nil                        | Nil    | Nil  | 400,000   |
| 2. Adopted on (31/12/2001) at EGM Exercise price - HK\$0.72  |                           |           |                            |        |  |   |
| Ordinary shares (Note 1)   | Nil                       | Nil       | Nil                        | Nil    | Nil  | 48,270,000  |
| 3. ( / / ) shares (Note 1)   |                           |           |                            |        |  |   |
|  |                           |           | 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.<br>_____<br>_____<br>_____<br>(   /   /   )  | _____                           | _____   | _____                            | _____                                     | _____  | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |   |                                  |   |  |   |
| 2.<br>_____<br>_____<br>_____<br>(   /   /   )  | _____                           | _____   | _____                            | _____                                     | _____  | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |   |                                  |   |  |   |
| 3.<br>_____<br>_____<br>_____<br>(   /   /   )  | _____                           | _____   | _____                            | _____                                     | _____  | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |   |                                  |   |  |   |
| 4.<br>_____<br>_____<br>_____<br>(   /   /   )  | _____                           | _____   | _____                            | _____                                     | _____  | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(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 | 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. 3% per annum convertible bonds due 2011     | HK\$                           | 29,880,000                         | Nil                        | 29,880,000                   | Nil  | 33,200,000  |
| Stock code (if listed)                         | -                              |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary                       |                                    |                            |                              |  |   |
| Subscription price                             | HK\$0.90                       |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (- / - / -)                    |                                    |                            |                              |  |   |
| 2.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 3.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |  |   |
| 4.   |                                |                                    |                            |                              |  |   |
| 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 |
|--|--|---|
| <b>1. Remarks: No. 1</b><br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> ) |  | <b>Remarks: No. 1</b>   |
| <b>2. Remarks: No. 2</b><br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> ) |  | <b>Remarks: No. 2</b>   |
| <b>3.</b><br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> )                |  |   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)   |  |   |

## 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<br><i>(Note 1)</i> <u>N/A</u><br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / ) (dd/mm/yyyy) | _____  | _____   |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable<br><i>(Note 1)</i> <u>N/A</u><br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / ) (dd/mm/yyyy) | _____  | _____   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable<br><i>(Note 1)</i> <u>N/A</u><br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / ) (dd/mm/yyyy) | _____  | _____   |
| 4.            | Bonus issue  |                                 | Class of shares issuable<br><i>(Note 1)</i> <u>N/A</u><br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><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 |
|---------------|--|---|---|
| 5.            | Scrip dividend<br>At price : State currency _____      | <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> | _____   |
| 6.            | Repurchase of shares                                   | <p>Class of shares repurchased (Note 1) <u>N/A</u></p> <p>Cancellation date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>     | _____   |
| 7.            | Redemption of shares                                   | <p>Class of shares redeemed (Note 1) <u>N/A</u></p> <p>Redemption date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>          | _____   |
| 8.            | Consideration issue<br>At price : State currency _____ | <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> | _____   |



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  | 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) ( / / )                                    |  |   |
| 10. Other (Please specify) | At price : State currency _____<br>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) ( / / ) |  |   |
|                            |   | 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").)

Remarks (if any):

1. By the Extraordinary General Meeting of the Company held on 15 October 2010, the independent shareholders have approved the Company's very substantial acquisition and connected transaction involving, inter alia, issue of convertible bonds as partial settlement of the consideration of the said acquisition.

Accordingly the Company will issue convertible bonds in the principal amount of HK\$800,000,000 with initial conversion price of HK\$1.00 per share, subject to adjustment. (For more details, please refer to the circular of the Company dated 25 September 2010.)

2. On 29 October 2010, the Company has entered into a Sale and Purchase Agreement under which the Company is required to issue 68,000,000 consideration shares (subject to adjustment) at an issue price of HK\$1.00 per share, as partial settlement of the consideration, upon completion. (For more details, please refer to the announcement of the Company dated 29 October 2010.)

Submitted by: TONG Hing Wah

Title: Company 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.