

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

For the month ended (dd/mm/yyyy	y): <u>30/11/2010</u>		
To: Hong Kong Exchanges and Clea	aring Limited		
	NA AGROTECH HOL	DINGS LIMITE	ED
Date Submitted 1 De	ecember, 2010		
I. Movements in Authorised Share C	Capital		
1. Ordinary Shares			
(1) Stock code : <u>01073</u> Des	scription:	Ordinary	Shares
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	3,000,000,000	0.10	300,000,000
Increase/(decrease)	Nil	-	Nil
Balance at close of the month	3,000,000,000	0.10	300,000,000
(2) Stock code : N/A Des	scription :		
	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			

Stock code :	N/A	Descrip	otion :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pr	receding r	nonth			
Increase/(decrease)					
Balance at close of th	e month				
3. Other Classes of Sl	hares				
3. Other Classes of Sl Stock code :	hares N/A	Descrip	otion :		
		Descrip	No. of other classes of shares	Par value (State currency)	
	N/A	_ ^	No. of other	Par value (State	Authorised share capital
Stock code :	N/A	_ ^	No. of other	Par value (State	Authorised share capital

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	642.765.216	NI/A	NI/A	NI/A
preceding monui	642,765,216	N/A	N/A	N/A
Increase/ <del>(decrease)</del> during the month	30,000,000	N/A	N/A	N/A
Balance at close of the month	672,765,216	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					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date	Movement during the month		thereto	as at close of the month		
(dd/mm/yyyy) and —			8		•	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Adopted on						
(31/12/2001)						
at EGM						
Exercise						
price -						
HK\$0.55	3.711	3.711	3.771	3.711	271	400.000
Ordinary shares	Nil	Nil	Nil	Nil	Nil	400,000
(Note 1)						
2. Adopted on						
(31/12/2001)						
at EGM						
Exercise						
price -						
HK\$0.72						
	NT'1	NT'1	NT'1	31'1	NT'1	40.270.000
Ordinary shares	Nil	Nil	Nil	<u>Nil</u>	Nil	48,270,000
(Note 1)						
3.						
_ ( / / )						
shares						
(Note 1)						
		To	otal A. (Ordin	ary shares)	Nil	
			,	nce shares)	N/A	
			,	Other class)	N/A	
Total funds raised dur	ing the month	from evercise o	`			
options (State currenc		i itolii excicise u	<b>,1</b>	Nil		
options (state carrene	<i>3)</i>			1 111		

Description of warrants (Date of expiry - dd/mm/yyyy)	suer which are to be Listed  Currency of Nominal value a  nominal close of  value preceding month	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.					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date		- - -			
(if applicable)					
(dd/mm/yyyy)	( / / )	_			
	·		· ———		
Stock code (if listed) Class of shares issuable (Note 1)		-			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  3.	( / / )	-			
<u>3.</u>					
			·		
Stock code (if listed) Class of shares issuable (Note 1)		_			
Subscription price EGM approval date (if applicable)		_			
(dd/mm/yyyy) 4.	( / / )	_			
	·		·		
( / / ) Stock code (if listed)					
Class of shares issuable (Note 1)					
Subscription price		<del>-</del> -			
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	_			
	Tot	(Prefer	nary shares) ence shares) Other class)	N/A N/A N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant thereto as at pursuant Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. 3% per annum convertible bonds due 2011 29,880,000 Nil 29,880,000 Nil 33,200,000 HK\$ Stock code (if listed) Class of shares issuable (Note 1) Ordinary Subscription price HK\$0.90 EGM approval date (if applicable) (dd/mm/yyyy)) (-/-/-)2. Convertible bonds due 2015 (Remark 1) (Remark 2) 30,000,000 770,000,000 30,000,000 770,000,000 HK\$ Stock code (if listed) Class of shares issuable (Note 1) Ordinary Subscription price HK\$1.00 EGM approval date (if applicable) (dd/mm/yyyy) (15/10/2010)Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) 30,000,000 (Preference shares) N/A (Other class) N/A

For Main Board and GEM listed issuers
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. Remark 3		
Ordinary shares (Note 1)  2. <b>Remark 4</b>	Nil	Remark 3
Ordinary shares (Note 1)	Nil	Remark 4
3.	IVII	Kemurk 4
( / / ) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares)	Nil N/A	
(Other class)	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
Type of issue			<u>N/A</u>			the month
		Class of shares issuable (Note 1)	<u>1\( / A \) </u>			
1. Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares issuable (Note 1)	N/A			
2. Open offer	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
					-	
		Class of shares issuable (Note 1)	<u>N/A</u>			
3. Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares issuable (Note 1)	N/A			
4. Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		

For Main Board and GEM listed issuers

				roi main i	Doa.	id and GEM listed	
						No. of new shares of issuer issued during the month pursuant thereto	pursuant thereto as at close of
	Type of Issue						the month
		At price . State	Class of shares issuable (Note 1)	<u>N/A</u>	)		
5.	Scrip dividend	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	( , ,	,		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares repurchased (Note 1)	N/A			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares redeemed (Note 1)	N/A			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)	N/A			
8.	Consideration issue	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		

For Main Board and GEM listed issuers

N/A

N/A

N/A

(2)

	Type of Issue		No. of new shares of issuer issued during the month pursuant thereto a at close of the month which may be issued the month thereto a at close of the month the
			Class of shares issuable $N/A$ (Note 1)
9.	Capital reorganisation		Issue and allotment date: (dd/mm/yyyy)
			EGM approval date: ( / / ) (dd/mm/yyyy)
			Class of shares issuable $N/A$ (Note 1)
10.	Other (Please specify)	At price : State currency	— Issue and allotment ( / / ) date : (dd/mm/yyyy)
			EGM approval date: ( / / ) (dd/mm/yyyy)
			Total E. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A
To	otal increase / <del>(decre</del>	<del>ease)</del> in ordinary shares durin	g the month (i.e. Total of A to E): (1) 30,000,000

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

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

Remarks (if any):

1.	The unlisted convertible bonds due 2015 in the principal amount of HK\$800,000,000
	with conversion price of HK\$1.00 per share (subject to adjustment) were issued by the Company
	on 1 November 2010
2.	30,000,000 ordinary shares were issued on 12 November 2010 pursuant to exercise of conversion
	rights attached to the unlisted convertible bonds due 2015
3.	Pursuant to the Sale and Purchase Agreement dated 29 October 2010 (the "Agreement"),
	68,000,000 consideration shares (subject to adjustment) at an issue price of
	HK\$1.00 per share, as partial settlement of the relevant acquisition under the Agreement,
	will be issued by the Company in accordance with the terms and conditions as set out in the
	Agreement.
	(For more details, please refer to the announcement of the Company dated 29 October 2010)
4.	Subject to the shareholders' approval at an Extraordinary General Meeting to be convened
	and the fulfilment of the conditions precedent to the relevant subscription agreements,
	the Company will issue (1) unlisted zero coupon unsecured convertible bonds
	with a principal amount of RMB70,000,000 (equivalent to approximately HK\$81,680,280)
	with initial conversion price of HK\$1.00 per conversion share (subject to adjustments
	and resets in accordance with the terms of the convertible bonds) pursuant to the
	Convertible Bond Subscription Agreement dated 26 November 2010; and
	(2) 30 unlisted warrants at the warrant issue price of HK\$0.03 per subscription
	right for 1 warrant subscription share attached to the warrant, each with rights
	to subscribe for 2,000,000 warrant subscription shares of the Company at the
	initial subscription price of HK\$1.20 per warrant subscription share (subject to adjustments)
	pursuant to the Warrant Subscription Agreement dated 26 November 2010.
	(For more details, please refer to the announcement of the Company dated 26 November 2010)

Submitted by: TONG Hing Wah

Title: Company 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.