

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clear	ring Limited		
	A AGROTECH HOLE	DINGS LIMITI	ED
Date Submitted 7 Apr	il, 2011		
I. Movements in Authorised Share Ca	pital		
1. Ordinary Shares			
(1) Stock code : <u>01073</u> Desc	cription:	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 Desc	cription :		
	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			

31/03/2011

Stock code : N/A Descr	iption:		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
3. Other Classes of Shares Stock code : N/A Descr	intion		
	intion		Authorised share capital
	iption: No. of other	Par value (State	Authorised share
Stock code : N/A Descr	iption: No. of other	Par value (State	Authorised share capital

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of				
preceding month	690,765,216	N/A	N/A	<u>N/A</u>
Increase/ (decrease)				
during the month	34,000,000	N/A	N/A	<u>N/A</u>
Balance at close of the				
month	724,765,216	N/A	N/A	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
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 thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -					•	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Adopted on						
(31/12/2001)						
at EGM						
Exercise						
price -						
HK\$0.55						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	400,000
(Note 1)	_					
,						
2. Adopted on						
(31/12/2001)						
at EGM						
Exercise						
price -						
HK\$0.72						
	NE:1	Nil	NI:1	Nil	NI:1	49 270 000
Ordinary shares	Nil	1111	Nil		Nil	48,270,000
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)						
		To	otal A. (Ordin	•	Nil	
				nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur	ring the month	from exercise of	of			
options (State current				Nil		
					_	

For Main Board and GEM listed issuers Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of issuer shares of issuer issued which may be during the issued pursuant month thereto as at Currency of Nominal value at Exercised Nominal value pursuant close of the Description of warrants nominal close of during the at close of the thereto month (Date of expiry - dd/mm/yyyy) value preceding month month month 1. Unlisted warrants 60,000,000 HK\$ 72,000,000 Nil 72,000,000 Nil (28/1/2016) Stock code (if listed) Class of shares issuable (Note 1) Ordinary Subscription price HK\$1.20 EGM approval date (if applicable) (dd/mm/yyyy) (29/12/2010) 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) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) (Preference shares) N/A (Other class) 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 which issuer issued during the may be issued month pursuant pursuant thereto as at 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 33,200,000 HK\$ Nil 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 HK\$ 752,000,000 34,000,000 718,000,000 34,000,000 718,000,000 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) 3. Convertible bonds due 2016 70,000,000 **RMB** 70,000,000 Nil Nil 82,512,747#* Stock code (if listed) Class of shares subject to adjustments and resets in accordance with issuable (Note 1) Ordinary the terms of the Convertible Bonds # (i) the principal amount will be accreted by a yield of 6% per annum upon conversion and become RMB70,713,424 as at 31 **Initial Conversion Price** Subscription price HK\$1.00 * March 2011; EGM approval date (ii) calculated using fixed exchange rate of HK\$1=RMB0.857 (if applicable) (dd/mm/yyyy) (29/12/2010) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Total C. (Ordinary shares) 34,000,000 (Preference shares) N/A N/A (Other class)

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 1 (/ /) Ordinary shares (Note 1)	Nil	Remark 1
2		
3		
Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

Other Movements in Issued Share Capital No. of new No. of new shares of issuer shares of issued during issuer the month which may pursuant thereto be issued pursuant thereto as at close of the month Type of Issue N/A Class of shares issuable (*Note 1*) (/ /) At price : State currency Issue and allotment 1. Rights issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares issuable (*Note 1*) At price : State currency (/ / Issue and allotment Open offer date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares issuable (*Note 1*) (/ /) At price : State currency Issue and allotment 3. Placing date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/AClass of shares issuable (*Note 1*) (/ / Issue and allotment Bonus issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

For Main Board and GEM listed issuers No. of new No. of new shares of issuer shares of issued during issuer which may the month pursuant thereto be issued pursuant thereto as at close of the month Type of Issue N/A Class of shares issuable (*Note 1*) At price : State (/ /) Issue and allotment Scrip dividend currency date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares repurchased (Note 1) (/ / Repurchase of Cancellation date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares redeemed (Note 1) (/ / Redemption of Redemption date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

8. Consideration issue At price: State currency — State currency — Issue and allotment (/ /) date: (dd/mm/yyyy)

EGM approval date: (/ / /) date: (dd/mm/yyyy)

EGM approval date: (/ / /) (dd/mm/yyyy)

For Main Board and GEM listed issuers No. of new No. of new shares of issuer shares of issued during issuer the month which may pursuant thereto be issued pursuant thereto as at close of the month Type of Issue N/A Class of shares issuable (*Note 1*) (/ /) 9. Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares issuable (*Note 1*) At price : State currency 10. Other (/ / Issue and allotment (Please specify) date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Total E. (Ordinary shares) N/A (Preference shares) N/A

Total increase /-(decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	34,000,000
	(2)	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 Is	sued Sha	re Capital").)

(Other class)

N/A

	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)
Submit	ted by: TONG Hing Wah
Γitle:	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.