

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :31/05/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	CHINA AGROTECH HOLDINGS LIMITED
Date Submitted	2 June, 2011

I. Movements in Authorised Share Capital

(1) Stock code : <u>01073</u> Descri	ption :	n : 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 : <u>N/A</u> Descri	ption :			
(2) Stock code : <u>N/A</u> Descri	ption : No. of ordinary shares	Par value (State currency)		
(2) Stock code : <u>N/A</u> Descri Balance at close of preceding month	No. of ordinary	Par value (State	Authorised share capital	
	No. of ordinary	Par value (State	Authorised share capital	

2. Preference Shares

Stock code : <u>N/A</u> 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

Stock code : <u>N/A</u> De	escription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mont	h		
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 ordir	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	735,765,216	N/A	N/A	N/A
Increase/ (decrease) during the month	20,000,000	N/A	N/A	N/A
Balance at close of the month	755,765,216	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					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	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0			
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)		·	- <u> </u>			
· · · ·						
2. Adopted on						
(31/12/2001)						
at EGM						
Exercise						
price -						
HK\$0.72						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	48,270,000
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)						
		To	otal A. (Ordin		Nil	
			(Prefere	nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised du	ing the month	from exercise of	of			
options (State currenc				Nil		
* ``	•					

Share Options (under Share Option Schemes of the Issuer)

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) 2. (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 3. / / () 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 EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Total B. (Ordinary shares) N/A(Preference shares) N/A (Other class) N/A

Convertibles (i.e. Convertible int	o Shares of the I	ssuer which ar	e to be Listed)	r or Mulli Dourd		u 155uer5
Class and description	Currency of amount outstanding	Amount at clo of preceding 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	_					
Stock code (if listed)	HK\$	29,880,000	Nil	29,880,000	Nil	33,200,000
Class of shares	Ordinary					
issuable (<i>Note 1</i>) Subscription price	Ordinary HK\$0.90					
EGM approval date (if applicable) (dd/mm/yyyy))	(-/-/-)					
2. Convertible bonds due 2015	-					
	HK\$	707,000,00	0 20,000,000	687,000,000	20,000,000	687,000,000
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date	Ordinary HK\$1.00				20,000,222	
(if applicable) (dd/mm/yyyy) 3. Convertible bonds due 2016	(15/10/2010)					
	-					
	RMB	70,000,000	Nil	70,000,000	Nil	83,331,788#*
Stock code (if listed)				· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	
Class of shares issuable (<i>Note 1</i>)	Ordinary		subject to adjustn the terms of the C the principal amo	Convertible Bond	ds	
Ini Subscription price EGM approval date	tial Conversion I HK\$1.00 *	Price	annum upon conv 31 May 2011;) calculated using	version and beco	ome RMB71,41	5,342 as at
(if applicable) (dd/mm/yyyy) <u>4.</u>	(29/12/2010)		, carearan a asing	inter energy		
Stock code (if listed)	- - 					
Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
(dd/mil/9999)				nary shares) ence shares) (Other class)	20,000,000 N/A N/A	-

A	Any other Agreements or Arrangements to Issue Shares of the Issuer which a	are to be Listed, includi	ng Options (other
t	han under Share Option Schemes)		
		No. of new shares	No of new shares o

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

	Type of Issue	ssued 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
			Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>			
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>			
2.	Open offer	At price : State	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	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
				NT / A			
			Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

	Turne of Lease		F	<u>For</u>	Main E	<u>3oar</u>	d and GEM listed No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may
	Type of Issue							the month
			Class of shares issuable (Note 1)		<u>N/A</u>			
5.	Scrip dividend At pr	ice : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares repurchased (Note 1)		<u>N/A</u>			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares redeemed (Note 1)		<u>N/A</u>			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)		<u>N/A</u>			
8.	Consideration issue At pr	ice : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

				d GEM listed issuers
				No. of new No. of new
				res of issuer shares of
				sued during issuer
				the month which may
			pur	suant thereto be issued
				pursuant
				thereto as at close of
	TT CT			the month
	Type of Issue			the month
			Class of shares issuable $\underline{N/A}$ (<i>Note 1</i>)	
9.	Capital reorganisation		Issue and allotment (/ /) date : (dd/mm/yyyy)	
			EGM approval date: (/ /) (dd/mm/yyyy)	
			Class of shares issuable $\underline{N/A}$ (<i>Note 1</i>)	
10.	Other (Please specify)	At price : State	· Issue and allotment (/ /) date : (dd/mm/yyyy)	
			EGM approval date: (/ /) (dd/mm/yyyy)	
				2.7/1
			Total E. (Ordinary shares)	N/A
			(Preference shares) (Other class)	N/A N/A

Total increase /-(decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	20,000,000
	(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 Issued Share Capital").)		

Remarks (if any):

1. 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)

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.