



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

For the month ended (dd/mm/yyyy) : 31/10/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer CHINA AGROTECH HOLDINGS LIMITED

Date Submitted 1 November, 2011

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 01073 Description : Ordinary Shares

	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>
Balance at close of the month	<u>3,000,000,000</u>	<u>0.10</u>	<u>300,000,000</u>

(2) Stock code : N/A Description : \_\_\_\_\_

	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	_____	_____	_____



## 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	779,765,216	N/A	N/A	N/A
Increase/ (decrease) during the month	28,000,000	N/A	N/A	N/A
Balance at close of the month	807,765,216	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		



## 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\$	663,000,000	Nil	663,000,000	Nil	663,000,000
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	121,980,147#*
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 upon conversion and become RMB73,175,890 as at 31 October 2011;
						(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. Pursuant to the Sale and Purchase Agreement dated 29 October 2010, 28,000,000 consideration shares were issued on 12 October 2011 ( - / - / - ) Ordinary shares ( <i>Note 1</i> )	28,000,000	<b><i>Remark 1</i></b>
2. _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. _____ _____ ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares) (Preference shares) (Other class)	28,000,000 N/A 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 <i>(Note 1)</i> <u>N/A</u>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable <i>(Note 1)</i> <u>N/A</u>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable <i>(Note 1)</i> <u>N/A</u>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable <i>(Note 1)</i> <u>N/A</u>  Issue and allotment date : (dd/mm/yyyy) ( / / )  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 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 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	<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>28,000,000</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):

- 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. On 12 October 2011, 28,000,000 Consideration shares were issued. (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 :

- State the class of shares (e.g. ordinary, preference or other).*
- If there is insufficient space, please append the prescribed continuation sheet.*