

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearin	g Limited		
	AGROTECH HOLD	DINGS LIMITE	ED
I. Movements in Authorised Share Capi	tal		
1. Ordinary Shares			
(1) Stock code : 01073 Descrip	ption:	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 Descrip	ption :		
	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			

30/11/2011

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 ordina	ary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	807,765,216	N/A	N/A	N/A		
	007,703,210	11/11	11//11	17/71		
Increase/ (decrease) during the month	Nil	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 Is	ssuer)			
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 durin	g the month		thereto	as at close of the month
(dd/mm/yyyy) and —			<u> </u>			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Adopted on						
(31/12/2001)						
at EGM						
Exercise						
price -						
HK\$0.55	3.711	27.1	3.711	3.771	3.7'1	400.000
Ordinary shares	Nil	Nil	Nil	<u>Nil</u>	Nil	400,000
(Note 1)						
2. Adopted on						
(31/12/2001)						
at EGM						
Exercise						
price -						
HK\$0.72						
	NI:1	NI:1	NT:1	NI:1	NT:1	40.270.000
Ordinary shares	Nil	Nil	Nil	Nil	Nil	48,270,000
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)						
		Tot	al A. (Ordin	ary shares)	Nil	
			(Prefere	nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur	ing the month	from exercise of	`	,		
options (State currenc				Nil		
1	<i>3</i> /					

Warrants to Issue Shares of the Issuer which are to be Listed

(Date of expiry - dd/mm/yyyy) value preceding month month month 1. Unlisted warrants			Nominal value at	Exercised	Nominal value	1	issued pursuant thereto as at close of the
1. Unlisted warrants	Description of warrants (Date of expiry - dd/mm/yyyy)	nominal value	close of preceding month	during the month	at close of the month	thereto	month
Casto of shares Stock code (if listed) Class of shares Stock code (if listed) Ordinary		, 6166	preveumg monum	111011111			
Casto of shares Stock code (if listed) Class of shares Stock code (if listed) Ordinary							
Stock code (if listed)		HK\$	72,000,000	Nil	72,000,000	Nil	60,000,000
Class of shares Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (29/12/2010) (27/5 / 2013) Stock code (if listed) Class of shares issuable (Note 1) Stock code (if listed) (dd/mm/yyyy) (-/-/-) 3. (7/-/-) 3. (7/-/-) 3. (7/-/-) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/) (1/)	,						
issuable (Note 1)							
Subscription price		Ordi	narv				
EGM approval date (if applicable) (dd/mm/yyyy) (29/12/2010) 2. Unlisted warrants HKS N/A Nil 40,000,000 Nil 100,000,000							
Claim Commons Common	EGM approval date						
A		(20/12	(2010)				
HKS N/A Nil 40,000,000 Nil 100,000,000		(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) 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) 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) Nil (Preference shares) Nil	2. Unlisted warrants						
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) 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) 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) Nil (Preference shares) Nil		HK\$	N/A	Nil	40 000 000	Nil	100 000 000
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) Stock code (if listed) Class of shares issuable (Note 1) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. Total B. (Ordinary shares) Nil (Preference shares) N/A	(27/5/2013)			1,11			100,000,000
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) 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) Nil (Preference shares)		_					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. (
EGM approval date (if applicable) (dd/mm/yyyy) 3. (·		·				
(if applicable) (dd/mm/yyyy) 3. (HK\$	0.40				
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							
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	(dd/mm/yyyy)	(- / -	/-)				
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) Nil (Preference shares) N/A	3.	,					
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) Nil (Preference shares) N/A		,					
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) Nil (Preference shares) N/A							
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) Nil (Preference shares) N/A	Stock code (if listed)						
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	Class of shares						
EGM approval date (if applicable) (dd/mm/yyyy) 4. (
(if applicable) (dd/mm/yyyy) 4. (
(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) Nil (Preference shares) N/A		(/ /	/)				
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 Nil (Preference shares) N/A	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 Nil (Preference shares) N/A							
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					<u> </u>		
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) N/A	, , ,						
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) Nil (Preference shares) N/A							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) Nil (Preference shares) N/A							
(if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) Nil (Preference shares) N/A	Subscription price						
(dd/mm/yyyy) (/ /) Total B. (Ordinary shares) Nil (Preference shares) N/A							
Total B. (Ordinary shares) Nil (Preference shares) N/A		(/	/)				
(Preference shares) N/A	(dd/111111/yyyy))				
			Total			Nil	
(Other class) N/A							
				(Other class)	N/A	

Convertibles (i.e. Convertible in 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. Convertible bonds due 201.	5_					
Stock code (if listed)	HK\$	663,000,000	Nil	663,000,000	Nil	663,000,000
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HK\$1.00					
EGM approval date (if applicable) (dd/mm/yyyy))	(15/10/2010)					
2. Convertible bonds due 201	<u>6</u>					
	— RMB	70,000,000	Nil	70,000,000	Nil	122,555,585#*
Stock code (if listed)	-	70,000,000	1111	, 0,000,000		122,333,30311
Class of shares				nts and resets in		th
issuable (Note 1)	Ordinary			nvertible Bonds		2.607
Subscription price	Reset Conversion I HK\$0.70 *	Price annu 30 N	m upon convertovember 2011		ne RMB73,521,	096 as at
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(29/12/2010)			ted exchange rat n price of HK\$0		1B0.857
	_ _ 					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
4.	<u> </u>					
Stock code (if listed)						_
Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
(dd/111111/yyyy)	(/ /)		Total C. (Ordin	nary shares)	Nil	
			(Prefere	ence shares) Other class)	N/A 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. Remark 1 (/ /) Ordinary shares (Note 1)	Nil	Remark 1
2		
3		
shares (Note 1) Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A 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

				sh is	No. of new nares of issuer ssued during the month irsuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue					the monu
		Class of shares issuable (Note 1)	N/A			
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /			
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (Note 1)	N/A			
10.	Other (Please specify) At price: State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
			Ordinary si eference si (Other	hares)	N/A N/A N/A	
То	otal increase / (decrease) in ordinary shares during the	e month (i.e. Total of A to I	E):	(1)	Ni	
To	otal increase / (decrease) in preference shares during	the month (i.e. Total of A to	o E):	(2)	N/2	
То	otal increase / (decrease) in other classes of shares du	uring the month (i.e. Total o	of A to E):		N/.	A

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

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)
On 12 October 2011, 28,000,000 consideration shares were issued.

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

2. If there is insufficient space, please append the prescribed continuation sheet.