

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

For the month ended (dd/mm/yy	yyy): <u>31/12/2011</u>		
To: Hong Kong Exchanges and C	learing Limited		
Name of Issuer CF	HINA AGROTECH HOL	DINGS LIMITI	ED
Date Submitted 5 J	January, 2012		
I. Movements in Authorised Share	Capital		
1. Ordinary Shares			
(1) Stock code : <u>01073</u> D	Description :	Ordinary	Shares
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding mon	th <u>3,000,000,000</u>	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 D	Description :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th		
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	807,765,216	N/A	N/A	<u>N/A</u>	
Increase/ (decrease) during the month	40,000,000	N/A	N/A	N/A	
Balance at close of the month	847,765,216	N/A	N/A	N/A	
	017,703,210	1 1/11	11/11		

## 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 as at close of the month approval date thereto Movement during 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 400,000 Nil Nil (*Note 1*) 2. Adopted on (31/12/2001) at EGM Exercise price -HK\$0.72 Ordinary shares Nil Nil Nil 48,270,000 Nil Nil (*Note 1*) shares (Note 1) Total A. (Ordinary shares) (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency)

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)  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) (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)  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) (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.  (	(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.	i					
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	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)  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 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 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. Convertible bonds due 2015 40,000,000 623,000,000 HK\$ 663,000,000 40,000,000 623,000,000 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)2. Convertible bonds due 2016 70,000,000 70,000,000 **RMB** Nil Nil 123,150,205#\* Stock code (if listed) Class of shares subject to adjustments and resets in accordance with the terms of the Convertible Bonds issuable (Note 1) Ordinary (i) the principal amount will be accreted by a yield of 6% per annum upon conversion and become RMB73,877,808 as at Reset Conversion Price Subscription price HK\$0.70 \* 31 December 2011; EGM approval date (ii) calculated using fixed exchange rate of HK\$1=RMB0.857 (if applicable) and reset conversion price of HK\$0.70 per share (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) Total C. (Ordinary shares) 40,000,000 (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		
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

No. of new No. of new

N/A

N/A

N/A

(2)

	Type of Issue			shares of issuer shares of issued during the month pursuant thereto as at close of the month
			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 $\frac{N/A}{(Note \ 1)}$	
10.	Other (Please specify)	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	)
			EGM approval date: ( / / (dd/mm/yyyy)	)
			Total E. (Ordinary s (Preference s (Other	
То	otal increase / (decre	<del>vase)</del> in ordinary shares during	the month (i.e. Total of A to E):	(1) 40,000,000

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").)

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.