



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

July 28, 2014

Via E-mail

Chin Hon Siang Alex
Chief Financial Officer
Asia Green Agriculture Corporation
Shuinan Industrial Area
Songxi County, Fujian Province 353500
China

**Re: Asia Green Agriculture Corporation
Amendment No. 2 to Schedule 13E-3 filed by Asia Green Food Enterprise
Limited, AGF Industrial Limited, Mr. Youdai Zhan et al.
Filed July 24, 2014
File No. 005-84824**

Dear Mr. Chin:

We have reviewed your amended filing and have the following comments.

Management Projections, page 29

1. We note your response to prior comment 6; however, page 13 of exhibit 99.3 still appears to contain projections that are not included in your going private disclosure document, namely the EBITDA and free cash flow measures specifically used in the financial analysis. Please revise your disclosure accordingly.

You may contact me at (202) 551-3503 if you have any questions regarding our comments.

Sincerely,

/s/ David L. Orlic

David L. Orlic
Special Counsel
Office of Mergers and Acquisitions

Chin Hon Siang Alex
Asia Green Agriculture Corporation
July 28, 2014
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cc: Via E-mail
James A. Mercer III, Esq.
Sheppard, Mullin, Richter & Hampton LLP

Joseph W.K. Chan, Esq.
Sidley Austin LLP