



CHINA AGROTECH HOLDINGS LIMITED

浩倫農業科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of China Agrotech Holdings Limited (the “Company”) will be held at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 1st March, 2006 at 11:00 a.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions:–

SPECIAL RESOLUTION

1. “**THAT** the authorised share capital of the Company be increased from HK\$50,000,000 to HK\$300,000,000 by the creation of 2,500,000,000 shares of HK\$0.10 each and that such new shares, upon issue, shall rank pari passu in all respects with the existing shares of the Company.”

ORDINARY RESOLUTION

2. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the shares of the Company (representing a maximum of 10% of the shares of the Company in issue as at the date of passing of this resolution) to be issued pursuant to the exercise of the options granted under the share option scheme adopted by the Company on 31st December, 2001 (the “Share Option Scheme”) and any other share option schemes, the refreshment of the General Scheme Limit (as defined in the Share Option Scheme) up to 10% of the shares of the Company in issue as at the date of passing of this resolution (the “Refreshed Limit”) be and is hereby approved and **THAT** the Directors of the Company be and are hereby authorized to grant options under the Share Option Scheme and any other share option schemes up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the shares pursuant to the exercise of such options.”

On behalf of the Board
Wu Shaoning
Chairman

Hong Kong, 6th February, 2006

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more separate proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the principal office of the Company in Hong Kong at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. A circular setting out further information regarding the above resolutions will be despatched to the shareholders of the Company on 6th February, 2006.

The Board as of the date of this announcement comprises Mr. Wu Shaoning and Mr. Yang Zhuoya, who are the executive directors of the Company, and Mr. Lam Ming Yung, Mr. Zhang Shaosheng and Mr. Wong Chi Wai, who are the independent non-executive directors of the Company.

* For identification purposes only