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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Agrotech Holdings Limited, you should at once hand this circular to the purchaser or other transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS**

A letter from the Board of China Agrotech Holdings Limited is set out on pages 3 to 6 of this circular. A notice convening the annual general meeting of China Agrotech Holdings Limited to be held at Concord Room 3, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Hong Kong on Friday, 15 December 2006 at 10:00 a.m. is set out on pages 10 to 13 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the said meeting or any adjourned meeting should you so desire.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:—

“2005 Annual General Meeting”	the annual general meeting of the Company held on Friday, 2 December 2005 at 10:00 a.m.;
“Annual General Meeting”	the annual general meeting of the Company to be held at Concord Room 3, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Hong Kong on Friday, 15 December 2006 at 10:00 a.m., notice of which is set out in this circular;
“Annual Report”	the annual report of the Company for the year ended 30 June 2006;
“Articles of Association”	the articles of association of the Company;
“associates”	has the meaning ascribed to it under rule 1.01 of the Listing Rules in relation to any director, chief executive or substantial shareholder of any member of the Group;
“Company”	China Agrotech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Stock Exchange;
“connected person”	has the meaning ascribed to it under rule 1.01 of the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	24 October 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Member(s)” or “Shareholder(s)”	holder(s) of Shares;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the notice of the Annual General Meeting;

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with new Shares in the manner as set out in the notice of the Annual General Meeting;
“Shares”	ordinary shares of HK\$0.10 each in the issued share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Wu Shaoning (*Chairman*)

Yang Zhuoya

Independent Non-Executive Directors:

Lam Ming Yung

Zhang Shaosheng

Wong Chi Wai

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Office in Hong Kong:

Room 2706, 27th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

31 October 2006

To the Shareholders

Dear Sirs or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

By the resolutions passed at the 2005 Annual General Meeting, the Directors were granted a general mandate to repurchase the Shares and a general mandate to allot, issue and deal with the Shares and the extension of the Share Issue Mandate. These mandates will expire at the conclusion of the forthcoming Annual General Meeting. Ordinary resolutions will be proposed at the Annual General Meeting to seek Shareholders' approval for the renewal of these general mandates.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the Repurchase Mandate, the Share Issue Mandate, the extension of Share Issue Mandate and the re-election of Directors to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting.

2. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the Annual General Meeting which, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution up to maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution. Assuming no further Shares are issued and repurchased prior to the Annual General Meeting and based on the issued share capital of the Company of 421,565,216 Shares as at the Latest Practicable Date, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 42,156,521 Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the Annual General Meeting which, if passed, will give the Directors a general mandate to allot, issue and deal with new Shares at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution representing up to 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution. Assuming no further Shares are issued and repurchased prior to the Annual General Meeting and based on the issued share capital of the Company of 421,565,216 Shares as at the Latest Practicable Date, the Company would be allowed under the Share Issue Mandate to allot and issue a maximum of 84,313,043 Shares.

In addition, if the Repurchase Mandate is granted, an ordinary resolution will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate (up to maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the granting of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

4. RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, Mr. Wu Shaoning and Mr. Yang Zhuoya will retire from office by rotation and be eligible for re-election at the Annual General Meeting. Biographical details in respect of Mr. Wu Shaoning and Mr. Yang Zhuoya who are required to be disclosed by the Listing Rules are set out in the section headed "Biographical Details of Directors and Senior Management" in the Annual Report. The Annual Report will be despatched to the Shareholders together with this circular on or around 31 October 2006.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice of Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Repurchase Mandate, Share Issue Mandate and the extension of the Share Issue Mandate is set out in this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting should you so desire.

6. PROCEDURE TO DEMAND A POLL BY MEMBERS

Pursuant to Article 66 of the Articles of Association, a resolution put to the vote of general meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the Chairman of the meeting; or
- (b) by at least 3 Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at such meeting.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors are in the best interests of the Company and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Wu Shaoning
Chairman

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 421,565,216 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 42,156,521 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period from the date on which such resolution is passed until the date of (i) conclusion of the next Annual General Meeting; (ii) expiration of period within which the next Annual General Meeting is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with its memorandum and articles of association and the laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its articles of association and subject to the provisions of the laws of Cayman Islands, out of capital. Any premium payable on redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its articles of association and subject to the provisions of the laws of Cayman Islands, out of capital.

On the basis of the consolidated financial position of the Company as at 30 June 2006 (being the date to which the latest published audited accounts of the Company, which will be published and despatched together with this circular, have been made up) and in particular the working capital position of the Company at that time and the number of issued Shares now in issue, the Directors consider that there might be an adverse impact on the working capital position but that there would not be any material adverse impact on the gearing position of the Company in the event that repurchases of all the Shares, the subject of the Repurchase Mandate were to be carried out in full during the period of the Repurchase Mandate. No repurchase would be made in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as at 30 June 2006 which will be published and despatched together with this circular).

4. PRICES OF SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest traded price HK\$	Lowest traded price HK\$
October 2005	0.415	0.280
November 2005	0.285	0.250
December 2005	0.345	0.230
January 2006	0.410	0.310
February 2006	0.480	0.360
March 2006	0.710	0.410
April 2006	0.660	0.485
May 2006	0.550	0.410
June 2006	0.520	0.440
July 2006	0.520	0.430
August 2006	0.480	0.430
September 2006	0.570	0.435
October 2006 (up to the Latest Practicable Date)	0.910	0.540

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Wu Shaoning and Atlantis Investment Management Ltd who held approximately 43.17% and 5.99% of the issued share capital of the Company respectively, were the only two Shareholders holding more than 5% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares, if so approved by the Shareholders at the Annual General Meeting, and assuming that no further shares will be issued and repurchased between the Latest Practicable Date and the Annual General Meeting, the shareholdings of Mr. Wu Shaoning and Atlantis Investment Management Ltd in the Company would be increased to approximately 47.97% and 6.66% of the issued share capital of the Company respectively. Accordingly, the exercise of the Repurchase Mandate, depending on the timing and the extent of the repurchases, may give rise to an obligation on Mr. Wu Shaoning to make a mandatory offer pursuant to Rule 26 of the Takeovers Code. At present, the Company has no intention to exercise the Repurchase Mandate in such way and to such an extent that would cause an obligation for a mandatory offer of Mr. Wu Shaoning to arise. The Company may not purchase Shares on the Stock Exchange if that purchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares during the six months preceding the date of this circular.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Agrotech Holdings Limited (the “Company”) will be held at Concord Room 3, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Hong Kong on Friday, 15 December 2006 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Accounts, Directors’ Report and Auditors’ Report for the year ended 30 June 2006;
2. To re-elect the retiring Directors and to authorise the Board of Directors (the “Board”) to fix the remuneration of the Directors;
3. To re-appoint Auditors and to authorise the Board to fix the remuneration of the Auditors; and

As special businesses, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

4A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said authority shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or its Articles of Association to be held; or

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

4B. **“THAT:**

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above, shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any option under the share option scheme of the Company adopted for the grant or issue to the eligible participants of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire

NOTICE OF ANNUAL GENERAL MEETING

shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with its Articles of Association, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under resolution set out in paragraph 4A(d) of the notice convening this Meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

4C. **“THAT:**

conditional upon the passing of the resolutions set out in paragraphs 4A and 4B of the notice convening this Meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4B of the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4A of the notice convening this Meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

On behalf of the Board

Wu Shaoning

Chairman

Hong Kong, 31 October 2006

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and vote instead of him. A proxy need not be a member 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 Company's principal office 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 fixed for holding the Meeting or any adjourned Meeting. Delivery of the form of proxy shall not preclude a member 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. Further information regarding the above resolution no. 2 in respect of the biographical details of Mr. Wu Shaoning and Mr. Yang Zhuoya, the Directors who offer themselves for re-election, are provided in the section headed "Biographical Details of Directors and Senior Management" in the Company's Annual Report 2006.