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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: 01073)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an 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 19 June 2013 at 4:30 p.m. or any adjournment thereof (if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted on 19 June 2013, the provisions contained in Note 5 below shall be applicable) for the purpose of considering as special business and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, the shares of HK\$0.10 each in the capital of the Company (the “Shares”) (not exceeding 10% of the Company’s issued share capital on the date of this resolution) which may fall to be allotted and issued pursuant to the share option scheme of the Company (the “New Share Option Scheme”), the terms of which are contained in the document marked “A” produced to the meeting and signed by the chairman of the meeting for identification purposes), the New Share Option Scheme be and is hereby approved and adopted and the board of directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:
 - (a) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
 - (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;

* *for identification purpose only*

- (c) to allot and issue from time to time such number of Shares in the capital of the Company which may fall to be allotted and issued pursuant to the exercise of the options granted under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
- (d) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and for permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme, and where any such application has been made prior to the date of passing of this resolution, the same be approved, confirmed and ratified; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

By Order of the Board
China Agrotech Holdings Limited
Wu Shaoning
Chairman

Hong Kong, 31 May 2013

Notes:

- (1) Please refer to the circular for the extraordinary general meeting of the Company for details of New Share Option Scheme.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or at any adjournment thereof.
- (4) Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 11:30 a.m. on 19 June 2013 and/or the Hong Kong Observatory has announced at or before 11:30 a.m. on 19 June 2013 that either of the above mentioned warnings is to be issued within the next two hours, the meeting shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 11:30 a.m. to 1:30 p.m. and in such case the meeting shall be held at 1:30 p.m. on that Business Day at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. “Business Day”, in this context, shall mean a day (not being a Saturday) on which banks are open for general banking business in Hong Kong.

As at the date of this announcement, Mr. Wu Shaoning and Ms. Chen Xiao Fang are the executive directors of the Company and Mr. Zhang Shaosheng, Mr. Wong Kin Tak and Mr. Li Yik Sang are the independent non-executive directors of the Company.