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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)

VOLUNTARY ANNOUNCEMENT

WAIVER OF CONDITION TO PROPOSED CANCELLATION OF WARRANTS

Reference is made to the announcement (the “**Announcement**”) of the Company dated 17 July 2014 of which the Board announced that, among others, on 8 July 2014 (after trading hours) the Company and the Subscriber entered into the Termination Deed, pursuant to which the unexercised Warrants would be cancelled. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

As disclosed in the Announcement, pursuant to the terms and conditions of the Termination Deed, the Termination should be subject to the conditions of (a) the passing of an ordinary resolution by the Shareholders at the EGM approving the Termination Deed and the transactions contemplated thereunder, if necessary; and (b) the approval of the Stock Exchange on the Termination having been obtained being fulfilled or waived by 5:00 p.m. on 30 September 2014.

The Board is pleased to announce that, on 22 August 2014, the Subscriber and the Company executed a letter of consent pursuant to which the Subscriber and the Company agreed to unconditionally waive the condition of obtaining approval from the Stock Exchange in relation to the Termination.

Save and except for this condition, another condition of passing of an ordinary resolution by the Shareholders at the EGM approving the Termination Deed and the transactions contemplated thereunder has not been satisfied as at the date of this announcement.

* *For identification purposes only*

Holders of securities of the Company and potential investors of the Company should note that the Termination remains subject to the approval of the Shareholder on the Termination Deed and the transactions contemplated thereunder at the EGM. Accordingly, the Termination may or may not occur. Holders of securities of the Company and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 22 August 2014

As at the date of this announcement, the Board comprises Mr. Wu Shaoning and Ms. Chen Xiao Fang, who are the executive Directors, and Mr. Wong Kin Tak, Mr. Zhang Shaosheng and Mr. Cheung Ka Yue, who are the independent non-executive Directors.