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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of China Agrotech Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 15 October 2010, at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (i) the sale and purchase agreement dated 22 June 2010 as amended by a supplemental agreement dated 27 July 2010 entered into amongst the Company, Mr. Wu Shaoning (the “**First Vendor**”), Mr. Xue Zhixin (the “**Second Vendor**”), Ms. Liu Shufeng (the “**Third Vendor**”), Bigtime Success Limited (the “**Fourth Vendor**”), Apex Gain Holdings Limited (the “**Fifth Vendor**”), Metro Party Limited (the “**Sixth Vendor**”), Perfect Silver Limited (the “**Seventh Vendor**”), Charter Basic Limited (the “**Eighth Vendor**”) and Quality Sino Limited (the “**Ninth Vendor**”, together with the First Vendor, the Second Vendor, the Third Vendor, the Fourth Vendor, the Fifth Vendor, the Sixth Vendor, the Seventh Vendor and the Eighth Vendor, collectively, the “**Vendors**”) as vendors and Mr. Tse Wai Wang, Mr. Tong Hing Wah, Mr. So Chi Yuk, Mr. Suen Siu Kwan, Mr. Wu Zhen Geng, Mr. Qiu Baoyu and Mr. Zhang Yande respectively as additional warrantors (the “**S&P Agreement**”), a copy of which has been produced to the Meeting and marked “A”, and initialled by the chairman of the Meeting for the purpose of identification, in relation to the acquisition by the Company of 100,000 ordinary shares in the capital of Present Sino Limited (the “**Target Company**”), representing all the issued shares of the Target Company at an aggregate consideration of HK\$1,000,000,000 to be satisfied by (a) the issue of the convertible bonds by the Company in the aggregate principal amount of HK\$800,000,000 (the “**Convertible Bonds**”) to each of the Vendors and/or their respective nominees, in each case on the terms set out in the S&P Agreement; and (b) the issue of two zero coupon promissory notes by the Company in the principal amounts of HK\$132,000,000 and HK\$68,000,000 (the “**Promissory Notes**”) respectively to the

* *For identification purpose only*

First Vendor and the Second Vendor and/or their respective nominees, in each case on the terms set out in the S&P Agreement, be and are hereby approved, confirmed and ratified;

- (ii) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the conversion shares subject to the exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”), the issue and allotment by the Company of 800,000,000 Conversion Shares to be allotted and issued to the holders of the Convertible Bonds upon exercise of the conversion rights attaching to the Convertible Bonds at HK\$1.00 per Conversion Share (subject to adjustment) be and are hereby approved;
- (iii) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the S&P Agreement and the transactions contemplated thereunder, including without limitation, the issue of the Convertible Bonds and Promissory Notes, the issue and allotment of the Conversion Shares from time to time upon exercise of the conversion rights under the Convertible Bonds, and, where required, any amendment of the terms of the S&P Agreement, the Convertible Bonds and/or the Promissory Notes.”

Yours faithfully
For and on behalf of the Board
China Agrotech Holdings Limited
Wu Shaoning
Chairman

Hong Kong, 25 September 2010

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 to the principal office of the Company 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. Completion and 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. A form of proxy for use at the Meeting is enclosed. Whether or not you are able to attend the Meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
4. Where there are joint registered holders of any share(s) of the Company, any one of such joint holders may attend and vote at the meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
5. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.

As at the date of this notice, the executive directors of the Company are Mr. Wu Shaoning and Mr. Yang Zhuoya; the independent non-executive directors of the Company are Mr. Lam Ming Yung, Mr. Zhang Shaosheng and Mr. Wong Kin Tak.