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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 (the “**Meeting**”) of China Agrotech Holdings Limited (the “**Company**”) will be held at Concord Room III, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Hong Kong on Wednesday, 29 December 2010 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional convertible bonds subscription agreement (the “**CB Subscription Agreement**”) dated 26 November 2010 and entered into between the Company as issuer and Concept Capital Management Ltd. as subscriber (the “**Subscriber**”) in relation to the subscription of the convertible bonds (the “**Convertible Bonds**”) with aggregate principal amount of RMB70,000,000 by the Subscriber, which entitles the holder(s) thereof to convert the Convertible Bonds into conversion shares (the “**Conversion Shares**”) of HK\$0.10 each in the share capital of the Company at the initial conversion price of HK\$1.00 (subject to adjustments and resets in accordance with the terms of the Convertible Bonds) per Conversion Share (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Bonds in accordance with the terms and conditions of the CB Subscription Agreement and the transactions contemplated thereunder be and is hereby approved;

* *For identification purpose only*

- (c) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares which may fall to be allotted and issued upon the conversion of the Convertible Bonds, the allotment and issue of the Conversion Shares to the relevant holder(s) of the Convertible Bonds be and is hereby approved; and
- (d) any one director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the CB Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his opinion to implement and/or give effect to the issue of the Convertible Bonds, and the allotment and issue of Conversion Share(s) of which may fall to be issued upon exercise of the subscription rights attaching to the Convertible Bonds.”

2. **“THAT**

- (a) the conditional warrant subscription agreement (the **“Warrant Subscription Agreement”**) dated 26 November 2010 and entered into between the Company as issuer and the Subscriber as subscriber in relation to the subscription of the thirty (30) unlisted warrants (the **“Warrants”**) by the Subscriber, at the warrant issue price of HK\$0.03 per subscription right for one (1) Warrant Subscription Share (as defined below), which each Warrant with rights entitles the holder(s) thereof to subscribe for 2,000,000 shares of HK\$0.10 each in the share capital of the Company (the **“Warrant Subscription Shares”**) at the initial warrant subscription price of HK\$1.20 (subject to adjustments in accordance with the terms of the Warrants) per Warrant Subscription Share (a copy of which is produced to the Meeting marked “B” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Warrants in accordance with the terms and conditions of the Warrant Subscription Agreement and the transactions contemplated thereunder be and is hereby approved;
- (c) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrant Subscription Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants, the allotment and issue of the Warrant Subscription Shares to the relevant holder(s) of the Warrant(s) be and is hereby approved; and
- (d) any one director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Warrant Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his opinion to implement and/or give

effect to the issue of the Warrants, and the allotment and issue of Warrant Subscription Share(s) of which may fall to be issued upon exercise of the subscription rights attaching to the Warrants.”

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

Hong Kong, 9 December 2010

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's principal office in Hong Kong, at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. 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.

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