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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Agrotech Holdings Limited (the “Company”) will be held at Boardroom 8, Lower Lobby Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Hong Kong on Friday, 7 December 2012 at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements, Report of the Directors and Auditor’s Report for the year ended 30 June 2012;
2. (i) To re-elect Ms. Chen Xiao Fang as a Director;
(ii) To re-elect Mr. Zhang Shaosheng as a Director;
(iii) To re-elect Mr. Li Yik Sang as a Director; and
(iv) 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 of the Company:

4A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) 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

* *for identification purpose only*

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;
- (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 (as hereinafter defined) 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 (as hereinafter defined); or (ii) the exercise of any option under any share option scheme of the Company adopted for

the grant or issue to the eligible participants options to subscribe for or rights to acquire shares of the Company; or (iii) the exercise of the rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying rights to subscribe for or purchase shares of the Company; and/or (iv) 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
China Agrotech Holdings Limited
Wu Shaoning
Chairman

Hong Kong, 30 October 2012

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 Ms. Chen Xiao Fang, Mr. Zhang Shaosheng and Mr. Li Yik Sang, the Directors who offer themselves for re-election, are provided in Appendix II to the circular dated 30 October 2012.
4. A circular setting out further information regarding resolutions numbered 4A, 4B and 4C as set out in this notice has been sent to the members of the Company.

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