

**This is a consolidated version of the Memorandum of Association  
of China Agrotech Holdings Limited  
not formally adopted by members at a general meeting.**

**(Updated with amendments pursuant to  
Directors' Resolution passed on 28 September 2001 and  
Special Resolutions passed on 11 November 1999 and 1 March 2006)**

THE COMPANIES LAW (REVISED)  
COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**

**OF**

**CHINA AGROTECH HOLDINGS LIMITED**

1. The name of the Company is **China Agrotech Holdings Limited**.
- \*2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited at Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies.  
*(\*Amended by Directors' Resolution passed on 28 September 2001 and took effect from 22 October 2001)*
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted and shall include, but without limitation:
  - (a) to act and to perform all the functions of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company;
  - (b) to act as an investment company and for that purpose to acquire and hold upon any terms and, either in the name of the Company or that of any nominee, shares, stock, debentures, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated or carrying on business, or by any government, sovereign, ruler, commissioners, public body or authority, supreme,

municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same, whether conditionally or absolutely, and to hold the same with a view to investment, but with the power to vary any investments, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may be from time to time determined.

4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The Companies Law (Revised).
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. If the Company is exempted, it shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
- \*8. The share capital of the Company is HK\$300,000,000 divided into shares of a nominal or par value of HK\$0.10 each, with power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.

*(\* Amended by Special Resolutions passed on 11 November 1999 and 1 March 2006)*

We, the undersigned, are desirous of being formed into a company pursuant to this Memorandum of Association and the Companies Law (Revised), and we hereby agree to take the numbers of shares set opposite our respective names below.

Dated this 9th day of September, 1999

SIGNATURE, NAME, OCCUPATION,  
AND ADDRESS OF SUBSCRIBER

NUMBER OF SHARES  
TAKEN BY SUBSCRIBER

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CODAN TRUST COMPANY (CAYMAN) LIMITED, a Cayman Islands Company of: Zephyr House George Town Grand Cayman British West Indies	one
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by :

(Sd.) Neil T.Cox

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Neil T.Cox

and :

(Sd.) Theresa L. Pearson

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Theresa L. Pearson

(Sd.) Sarah Scott

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Sarah Scott

Witness to the above signatures:

Address: Zephyr House, George Town, Grand Cayman, British West Indies

Occupation: Secretary

I, RONNIE WILLIAM ANGLIN Asst. Registrar of Companies in and for the Cayman Islands  
DO HEREBY CERTIFY that this is a true copy of the Memorandum of Association of this  
Company duly registered on the 9th day of September, 1999

(Sd.) Ronnie William Anglin

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Asst. Registrar of Companies