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If you have sold or transferred all your shares in China Agrotech Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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)

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board of China Agrotech Holdings Limited is set out on pages 2 to 4 of this circular. A notice convening the extraordinary general meeting (the “EGM”) of China Agrotech Holdings Limited to be held at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 15 June 2012 at 3:00 p.m. is set out on page 5 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy enclosed with this circular in accordance with the instructions printed thereon and return it to the Company’s principal office in Hong Kong, at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting should you so desire.

* *For identification purpose only*

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“Change of Auditor”	the resignation of CCIF CPA Limited as auditor of the Group and the proposed appointment of Elite Partners CPA Limited as auditor of the Group upon the approval of the Shareholders by an ordinary resolution at the EGM and to hold office until the conclusion of the next annual general meeting of the Company
“Company”	China Agrotech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 15 June 2012 at 3:00 p.m. or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wu Shaoning (*Chairman*)

Ms. Chen Xiao Fang

Independent non-executive Directors:

Mr. Zhang Shaosheng

Mr. Wong Kin Tak

Mr. Li Yik Sang

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Office in Hong Kong:

Room 2706, 27th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

30 May 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 25 May 2012 in relation to the proposed Change of Auditor. The purpose of this circular is to provide you with information regarding (i) the details of the proposed Change of Auditor; and (ii) the notice of EGM.

2. PROPOSED CHANGE OF AUDITOR

The Board announced on 25 May 2012 that CCIF CPA Limited has resigned as the auditor of the Group with effect from 25 May 2012. The Board proposed to appoint Elite Partners CPA Limited as the new auditor of the Group to fill the vacancy arising from the resignation of CCIF CPA Limited and to

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LETTER FROM THE BOARD

hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the articles of association of the Company, the appointment of new auditors is subject to approval by the Shareholders at the EGM.

3. REASON FOR THE PROPOSED CHANGE OF AUDITOR

The reason for the change of the Group's auditor is due to the fact that the Company could not reach consensus with CCIF CPA Limited on the audit fee for the year ending 30 June 2012 and a lower audit fee is proposed by Elite Partners CPA Limited which the Board considers it be in the interest of the Company and the Shareholders as a whole.

CCIF CPA Limited has confirmed in its letter of resignation dated 25 May 2012 that there were no matters connected with its resignation that needed to be brought to the attention of holders of securities of the Company. The Board also confirmed that it was not aware of any matters that should be brought to the attention of holders of securities of the Company and creditors of the Group in relation to the resignation of CCIF CPA Limited. No audit work has been commenced by CCIF CPA Limited in respect of the audit of the Group's financial statements for the year ending 30 June 2012.

4. EGM

A notice convening the EGM to be held at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 15 June 2012 at 3:00 p.m. is set out on page 5 of this circular. An ordinary resolution will be proposed at the EGM to approve the appointment of Elite Partners CPA Limited as the new auditor of the Group and to authorise the Board to fix its remuneration.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's principal office in Hong Kong, at Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM should you so desire.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board is of the opinion that the proposed Change of Auditor is in the best interest of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the proposed ordinary resolution set out in the notice of EGM to approve the proposed Change of Auditor.

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

NOTICE OF EGM



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 Room 2706, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 15 June 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Elite Partners CPA Limited be and is hereby appointed as auditor of the Company and its subsidiaries to fill the vacancy arising from the resignation of CCIF CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix its remuneration.”

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

Hong Kong, 30 May 2012

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.

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