

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Agrotech Holdings Limited (the "Company") will be held at the Boardroom II, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 17 December 2002 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Accounts, Directors' Report and Auditors' Report for the year ended 30 June 2002;
2. To re-elect a retiring Director and 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 business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

4. **"THAT** the sum of HK\$8,113,043 (being part of the amount standing to the credit of share premium account of the Company) be capitalised in accordance with Article 147 of the Company's Articles of Association AND **THAT** the Directors of the Company be authorised to allot and shares to apply the capitalised amount in making payment in full at par of up to 81,130,434 shares of HK\$0.10 each in the share capital of the Company, such shares to be distributed as fully paid-up among the shareholders whose names appear on the Register of Members of the Company on 17 December 2002 (the "Shareholders"), as far as practicable, in the proportion of three shares for every ten shares held by the Shareholders, such fully paid-up shares shall rank pari passu in all respects with the existing shares of the Company, AND **THAT** no fractional shares be issued but such fractional shares be aggregated and sold for the benefit of the Company."
- 5A. **"THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period 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 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 as enlarged by the issue of shares pursuant to the capitalisation issue referred to in Resolution 4 above, and the said authority shall be limited accordingly;

(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.”

5B. **“THAT:**

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period 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; or (ii) the exercise of any option under the share option scheme of the Company adopted for the grant or issue to the eligible participants of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire shares; or (iii) 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 as enlarged by the issue of shares pursuant to the capitalisation issue referred to in Resolution 4 above, 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 5A(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).”

5C. **“THAT:**

conditional upon the passing of the resolutions set out in paragraphs 5A and 5B 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 5B 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 5A 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 as enlarged by the issue of shares pursuant to the capitalisation issue referred to in Resolution 4 above.”

6. To transact any other business.

On behalf of the Board

Wu Shaoning

Chairman

Hong Kong, 28 October 2002

Notes:

1. The Register of Members of the Company will be closed from 11 December 2002 (Wednesday) to 17 December 2002 (Tuesday), both days inclusive, during which period no transfer of shares in the Company can be registered. In order to qualify for the bonus shares, all completed transfer forms together with the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 10 December 2002 (Tuesday).
2. Any shareholder 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 shareholder of the Company.
3. 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.
4. With reference to Resolution 4 above, an application for listing of and permission to deal in the newly issued shares will be made to the Listing Committee of The Stock Exchange of Hong Kong Limited. Subject to the Resolution 4 being passed at the Annual General Meeting, it is expected that the newly issued shares will be admitted to listing on 17 December 2002, that definitive share certificates will be posted at the risk of those entitled thereto on or about 20 December 2002 and that dealing in the newly issued shares will commence on 23 December 2002. The Company's shares have been admitted to Central Clearing and Settlement System (CCASS) and dealing in such shares may be settled through CCASS.
5. With respect to the resolution set out in paragraph 5A of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the Directors to repurchase shares of the Company in compliance with the Listing Rules.
6. With respect to the resolutions set out in paragraphs 5B and 5C of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with the Listing Rules.
7. An explanatory statement containing the information with respect to the resolutions set out in paragraphs 5A to 5C of the notice will be sent to the shareholders of the Company together with the Company's 2002 Annual Report.