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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Agritrade Resources Limited (the “**Company**”), you should at once hand this circular and accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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鴻寶資源有限公司
AGRITRADE RESOURCES LIMITED
(incorporated in Bermuda with limited liability)
(Stock Code: 1131)

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (the “AGM”) to be held at Empire Room I, Level 1, Empire Hotel Hong Kong – Wanchai, 33 Hennessy Road, Wanchai, Hong Kong on 30 August 2011 at 3:00 p.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

28 July 2011

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“AGM”	the annual general meeting of the Company to be convened and held on 30 August 2011 or any adjournment thereof, the notice of which is set out on pages 13 to 16 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, and “Bye-Law” shall mean a bye-law of the Bye-Laws
“Company”	AgriTrade Resources Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 July 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Future Ordinance (Chapter 571 of Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers and Share Repurchase, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



鴻寶資源有限公司
AGRITRADE RESOURCES LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1131)

Directors:

Mr. Rashid Bin Maidin
Mr. Ng Xinwei
Ms. Lim Beng Kim, Lulu
Mr. Shiu Shu Ming
Ms. Elly Ong
Mr. Li Man Ching
Ms. Li Mei Lin
Mrs. Chen Chou Mei Mei*
Mr. Chong Lee Chang**
Mr. Chan Cheong Yee**
Mr. Siu Kin Wai**

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 1705, 17th Floor
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

* *Non-executive Director*

** *Independent non-executive Directors*

28 July 2011

*To the Shareholders, and for information only,
the holders of share options*

Dear Sir or Madam,

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM relating to (i) the granting to the Directors the new general mandates to allot, issue and deal with Shares and to repurchase Shares; (ii) the granting to the Directors the

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mandate to increase the number of Shares to be allotted and issued under the general mandate by an addition number representing such number of Shares repurchased by the Company; and (iii) re-election of Directors of the Company.

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

Pursuant to the ordinary resolutions of the Company passed at the annual general meeting held on 24 August 2010, which granted general mandates to the Directors: (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the then existing share capital of the Company at the date of resolution; and (ii) to repurchase Shares with an aggregate nominal value of up to 10% of the aggregate nominal value of the then share capital of the Company at the date of resolution. In addition, a further ordinary resolution was passed to extend the general mandate to issue Shares by the addition of any Shares repurchased by the Company under the authority to repurchase Shares.

No Shares have been repurchased pursuant to the general mandate to repurchase Shares.

These general mandates will lapse at the conclusion of the forthcoming AGM of the Company. The Directors believe that renewal of the general mandates is in the interests of the Company and the Shareholders. Ordinary resolutions will therefore be proposed at the AGM of the Company to be held on Friday, 19 August 2011 to approve new general mandates to allot, issue and deal with Shares and to repurchase Shares.

The ordinary resolution no. 4B would grant the Repurchase Mandate to the Directors. In accordance with the Listing Rules, the authority conferred on the Directors by the ordinary resolution no. 4B would continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (c) of such resolution.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate is set out in Appendix I to this circular.

The ordinary resolution no. 4A would grant a general mandate to the Directors to allot, issue and deal with the Shares up to a limit of 20% of the issued ordinary share capital of the Company as at the date of resolution. Furthermore, the ordinary resolution no. 4C would authorise the Directors to issue, under the general mandate contained in the ordinary resolution no. 4A, an additional number of Shares representing that number of Shares repurchased under the Repurchase Mandate. In accordance with the Listing Rules, the authority conferred on the Directors by the ordinary resolution no. 4A would continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (d) of such resolution.

The Company has in issue an aggregate of 583,705,600 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the general mandates and in accordance with the terms therein, the Company would be allowed (i) to allot and issue up to a maximum of 116,741,120 Shares, representing 20% of the aggregate nominal amount of the issued

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Shares; and (ii) to repurchase a maximum of 58,370,560 Shares, representing 10% of the aggregate nominal amount of the issued Share at the time of the passing of the resolution approving the general mandates on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-Laws 101 and 110(A) of the Bye-Laws, Mr. Rashid Bin Maidin, Mr. Ng Xinwei, Mr. Shiu Shu Ming, Ms. Elly Ong, Mr. Li Man Ching, Ms Li Mei Lin and Mr. Siu Kin Wai shall retire from office by rotation at the AGM. Being eligible, Mr. Rashid Bin Maidin, Mr. Ng Xinwei, Mr. Shiu Shu Ming, Mr. Li Man Ching, Ms Li Mei Lin and Mr. Siu Kin Wai shall offer themselves for re-election at the AGM. Ms. Elly Ong decided not to offer herself for re-election.

Details of Mr. Rashid Bin Maidin, Mr. Ng Xinwei, Mr. Shiu Shu Ming, Mr. Li Man Ching, Ms Li Mei Lin and Mr. Siu Kin Wai are set out in Appendix II to this circular.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Bye-Law 78 of the Bye-Laws of the Company.

The results of the poll will be published after the conclusion of the AGM on the websites of the Stock Exchange and of the Company.

ACTION TO BE TAKEN

Notice of AGM dated 28 July 2011 is set out on pages 13 to 16 of this circular, and a form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received not less than 48 hours before the time appointed for holding the AGM. The return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof.

RECOMMENDATION

The Directors believe that the above mentioned resolutions to be proposed at the AGM are fair and reasonable and are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

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 herein or this circular misleading.

Yours faithfully,
Shiu Shu Ming
Director

1. SHARE CAPITAL

As at Latest Practicable Date, the issued share capital of the Company are HK\$82,370,560 composed of 583,705,600 Shares and 240,000,000 convertible preference shares. Subject to the passing of the necessary ordinary resolutions and on the basis that no further Shares are issued or repurchased prior to the AGM, an exercise in full of the Repurchase Mandate could accordingly result in up to 58,370,560 Shares being repurchased by the Company during the course of the period prior to the next annual general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for the purchase in accordance with the memorandum of association and the bye-laws of the Company and the applicable laws of Bermuda.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. No material adverse effect on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the annual financial statements for the year ended 31 March 2011) is anticipated in the event that the Repurchase Mandate is exercised in full at any time.

4. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved by the Shareholders at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

As at the Latest Practicable Date, Agritrade International Pte Limited, the substantial Shareholder of the Company owned as to 80% by Mr. Ng Say Pek, held 174,000,000 Shares, representing approximately 29.81% of the issued Shares. The shareholding of Agritrade International Pte Limited will be 33.12% of the issued Shares if the Repurchase Mandate is fully exercised.

Should the Directors exercise in full the power to repurchase Shares, Agritrade International Pte Limited would be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors do not have the intention to exercise the power to repurchase Shares to an extent which would make Agritrade International Pte Limited or any Shareholder or group of Shareholders to be obliged to make a mandatory offer under Rule 26 of the Takeovers Code in this respect.

No connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
July	1.31	1.10
August	1.24	1.05
September	1.08	0.88
October	1.33	0.76
November	1.30	1.03
December	1.10	0.87
2011		
January	1.17	0.97
February	1.12	0.93
March	1.40	1.03
April	1.35	1.07
May	1.21	1.02
June	1.15	0.89
July (up to the Latest Practicable Date)	1.08	0.90

6. SHARE PURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

Details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. Rashid Bin Maidin, aged 38, Singaporean, is the Chief Executive Officer of the Company. He is the founder and the Group Executive Chairman of the WSJ International Group (the “**WSJ Group**”), a Malaysia base group mainly focus in the trading of commodities and logistics support since 1991. For the past 20 years, he actively oversee and manage the operations of the WSJ Group and gain intensive professional experience and hands-on knowledge on coal mine and other commodities operation in Singapore, Malaysia and Indonesia. Mr. Rashid is a commissioner of PT Rimau Indonesia (“**PTRI**”), an indirect non-wholly owned subsidiary of the Company and an Executive Chairman of WSJ International Sdn Bhd (“**WSJ**”) which holds convertible bond of the Company (“**CB**”) amounted to HK\$269.7 million and 96,000,000 shares of convertible preference shares of the Company (“**CPS**”).

Mr. Rashid has not entered into a service contract with the Company. Mr. Rashid is not appointed for a specific term and he shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the bye-laws of the Company. The total amount of director’s emoluments received by Mr. Rashid for the year ended 31 March 2011 was approximately HK\$54,000. The Director’s fee for Mr. Rashid will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed, Mr. Rashid does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save for the directorship in PTRI and WSJ, Mr. Rashid does not have any relationship with any existing Directors, senior management, substantial Shareholders or the controlling Shareholders (as defined in the Listing Rules).

Mr. Ng Xinwei, aged 25, Singaporean, is the Chief Operating Officer of the Company. He has studied in the National University of Singapore. He is the son of Mr. Ng Say Pek, founder and managing director of Agritrade International Pte Limited (“**AIPL**”), a substantial Shareholder of the Company, and a global trading house provides supply chain solutions in international markets for the last 30 years. He joined AIPL in 2004 and focuses in the trading operation of palm oil and coal, shipping logistic management and commodities related investments. He is a director of Rimau Shipping Pte Limited (“**Rimau Shipping**”), a wholly-owned subsidiary of the Company, and a commissioner of PTRI. AIPL is a substantial Shareholder of the Company which currently holds 174,000,000 issued Shares of the Company, CB amounted HK\$98.6 million and 128,000,000 shares of CPS. Mr. Ng is also the director of four subsidiaries of the Company, which are Newton Management Limited, Fair Cypress Limited, Tiger Courage Limited and Agritrade Resources Global Limited.

Mr. Ng has not entered into a service contract with the Company. Mr. Ng is not appointed for a specific term and he shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the bye-laws of the Company. The total amount of director's emoluments received by Mr. Ng for the year ended 31 March 2011 was approximately HK\$1,199,000. The Director's fee for Mr. Ng will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Ng has been granted and is interested in share options to subscribe for 2,750,000 Shares exercisable at HK\$1.12 per Share.

Save as disclosed, Mr. Ng does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed, Mr. Ng does not have any relationship with any existing Directors, senior management, substantial Shareholders or the controlling Shareholders (as defined in the Listing Rules).

Mr. Shiu Shu Ming, aged 41, is the Chief Financial Officer of the Company. He holds a Bachelor Degree in Accountancy and is a fellow member of the Association of Chartered Certified Accountants. He has more than 15 years' experience in corporate finance, mergers & acquisitions, investment, Initial Public Offer ("IPO") and fund raising exercise in various ventures and projects with a deal portfolio covered private entities, China state owned enterprises ("SOE") and public listed companies in Hong Kong, PRC, Malaysia, Singapore and Indonesia. Mr. Shiu is a licensed person registered under the SFO to carry on regulated activities on corporate finance advisory and he is the responsible officer of Grand Vinco Capital Limited, a wholly owned subsidiary of Vinco Financial Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. From 2008 to August 2010, he was also the head of corporate finance and the responsible officer of South China Financial Holdings Limited, a company listed on the Stock Exchange.

Mr. Shiu has not entered into a service contract with the Company. Mr. Shiu is not appointed for a specific term and he shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the bye-laws of the Company. The total amount of director's emoluments received by Mr. Shiu for the year ended 31 March 2011 was approximately HK\$791,000. Mr. Shiu's remuneration will be reviewed annually by the Board with reference to his duties and responsibilities, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Shiu is the director of four subsidiaries of the Company, which are Newtowne Management Limited, Fair Cypress Limited, Tiger Courage Limited and Agritrade Resources Global Limited, and Mr. Shiu has been granted and is interested in share options to subscribe for 2,750,000 ordinary shares of the Company exercisable at HK\$1.12 per Share.

Save as disclosed, Mr. Shiu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed, Mr. Shiu does not have any relationship with any existing Directors, senior management, substantial or the controlling Shareholders of the Company as defined in the Listing Rules.

Mr. Li Man Ching, aged 52, a co-founder of the Group. He is responsible for the business development and policy making of textile division of the Group, with primary focus on overseas marketing and sales and promotion. He has over 20 years' experience in the textile industry in the areas of sales and production. Mr. Li also held directorship in a number of subsidiaries of the Company. He is the brother of Ms. Li Mei Lin, the executive Director.

There is a service agreement entered into between the Company and Mr. Li Man Ching without fixed term and it can be terminated by giving at least three months' prior notice in writing by either party. Mr. Li's appointment is subject to retirement by rotation and re-elect at the Company's annual general meetings in accordance with the Bye-laws of the Company. The total amount of director's emoluments received by Mr. Li for the year ended 31 March 2011 was approximately HK\$4,587,000. Mr. Li's remuneration will be reviewed annually by the Board with reference to his duties and responsibilities, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Li is interested in a total of 3,830,000 Shares of the Company. Save as disclosed above, Mr. Li does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed, Mr. Li does not have any relationship with any existing Directors, senior management, substantial Shareholders or the controlling Shareholders (as defined in the Listing Rules).

Ms. Li Mei Lin, aged 51, a co-founder of the Group. She is responsible for the administration and management of textile division of the Group. She has over ten years' experience in the textile industry. Ms. Li also held directorship in a number of subsidiaries of the Company. She is the younger sister of Mr. Li Man Ching, the executive Director.

There is a service agreement entered into between the Company and Ms. Li Mei Lin without fixed term and it can be terminated by giving at least three months' prior notice in writing by either party. Ms. Li's appointment is subject to retirement by rotation and re-elect at the Company's annual general meetings in accordance with the Bye-laws of the Company. The total amount of director's emoluments received by Ms. Li for the year ended 31 March 2011 was approximately HK\$4,548,000. Ms. Li's remuneration will be reviewed annually by the Board with reference to her duties and responsibilities, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Ms. Li is interested in a total of 3,100,000 Shares of the Company. Save as disclosed above, Ms. Li does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed, Ms. Li does not have any relationship with any existing Directors, senior management, substantial Shareholders or the controlling Shareholders (as defined in the Listing Rules).

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Siu Kin Wai, aged 42, graduated from the City University of Hong Kong with a Bachelor's Degree in Accountancy and is a fellow member of the Association of Chartered Certified Accountants and member of the Hong Kong Institute of Certified Public Accountants and Institute of Chartered Accountants in England and Wales. Mr. Siu has extensive experience in financial management and corporate advisory and assurance. Mr. Siu is an executive director of Beijing Properties (Holdings) Limited, a company listed on the Stock Exchange and was previously an executive director, chief financial officer and company secretary of China Technology Development Group Corporation, a company listed on the NASDAQ.

Mr. Siu has entered into a service contract with the Company. The appointment of Mr. Siu is for a fixed term of 3 years and it can be early terminated by giving not less than one month's notice in writing served by either Mr. Siu or the Company. In accordance with the Bye-laws, Mr. Siu is subject to retirement by rotation and re-election at the Company's general meetings. The total amount of director's emoluments received by Mr. Siu for the year ended 31 March 2011 was approximately HK\$54,000. The Director's fee for Mr. Siu will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Siu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Siu does not have any relationship with any existing Directors, senior management, substantial Shareholders or the controlling Shareholders (as defined in the Listing Rules).

Save as disclosed, Mr. Rashid Bin Maidin, Mr. Ng Xinwei, Mr. Shiu Shu Ming, Mr. Li Man Ching, Ms. Li Mei Lin and Mr. Siu Kin Wai do not hold any other position in the Group or any subsidiaries of the Company nor any other directorship in listed public companies in the last three years.

There is no information relating to Mr. Rashid Bin Maidin, Mr. Ng Xinwei, Mr. Shiu Shu Ming, Mr. Li Man Ching, Ms. Li Mei Lin and Mr. Siu Kin Wai that are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of them that need to be brought to the attention of the Shareholders as at the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



鴻寶資源有限公司
AGRITRADE RESOURCES LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1131)

NOTICE IS HEREBY GIVEN that the annual general meeting of Agritrade Resources Limited (the “**Company**”) will be held at Empire Room I, Level 1, Empire Hotel Hong Kong – Wanchai, 33 Hennessy Road, Wanchai, Hong Kong on 30 August 2011 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of directors (the “Directors”) and auditors for the year ended 31 March 2011;
2. To re-elect Directors and authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
3. To re-appoint the auditors and authorise the Board to fix their remuneration;
4. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) 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 and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

NOTICE OF ANNUAL GENERAL MEETING

(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 in paragraph (a) of this resolution otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) 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 the bye-laws of the Company, or (iii) the exercise of rights of conversion or subscription under the terms of any securities which are convertible into shares of the Company or the share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to directors and/or employees of the Company and/or any its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed the aggregate of: (aa) 20 per cent of the aggregate nominal amount of the issued ordinary share capital of the Company in issue at the date of passing of this resolution and (bb) if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company, the nominal amount of share capital of the Company purchased by the Company subsequent to the passing of this resolution up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue 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” means the period from the 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 to be held by Bermuda law or the Company’s bye-laws to be held; and
- (iii) the revocation or variation of the approval given under this resolution by an ordinary resolution of the shareholders of the Company in general 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

B. **“THAT:**

- (a) Subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) The aggregate nominal amount of the shares of the Company which the Company is authorised to purchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate nominal amount of the issued ordinary share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the 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 to be held by Bermuda law or the Company’s By-laws to be held; and
- (iii) the revocation or variation of the approval given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. **“THAT** conditional upon the passing of resolution no. 4B set out in the notice of this meeting, the aggregate nominal amount of shares which are purchased by the Company pursuant to and in accordance with the said resolution no. 4B shall be added to the aggregate nominal amount of the shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with resolution no. 4A set out in the notice of this meeting.”

By order of the Board
Agritrade Resources Limited
Chan Chi Fai, David
Company Secretary

Hong Kong, 28 July 2011

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member entitled to attend and vote at this meeting is entitled to appoint a proxy or 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, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding this meeting or adjourned meeting (as the case may be).