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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China Agrotech Holdings Limited (the “**Company**”) to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on 19 September 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the conditional subscription agreement (the “**Subscription Agreement**”) dated 8 July 2014 and entered into between the Company as issuer and Concept Capital Management Limited as subscriber (the “**Subscriber**”) in relation to, among others, the subscription by the Subscriber of the 18% coupon unlisted convertible bonds (the “**Convertible Bonds**”) with principal amount of HK\$109,000,000 to be issued by the Company which entitles the holder(s) thereof to convert the Convertible Bonds into conversion shares (the “**Conversion Shares**”) of HK\$0.10 each in the share capital of the Company at the initial conversion price of HK\$0.22 per Conversion Share (subject to adjustments and reset) (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Convertible Bonds in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

\* *For identification purposes only*

- (c) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares which may fall to be allotted and issued upon the conversion of the Convertible Bonds, the allotment and issue of the Conversion Shares to the relevant holder(s) of the Convertible Bonds be and is hereby approved; and
- (d) any one director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his opinion to implement and/or give effect to the issue of the Convertible Bonds, and the allotment and issue of Conversion Share(s) of which may fall to be issued upon exercise of the subscription rights attaching to the Convertible Bonds.”

2. **“THAT:**

- (a) the proposed set off of the money for redemption of the outstanding accreted principal amount of the five-year zero coupon convertible bonds issued by the Company to the Subscriber pursuant to the subscription agreement dated 26 November 2010 (the **“Existing Bonds”**) together with additional interest accrued thereon with the subscription price payable by the Subscriber for the issue of the Convertible Bonds under the Subscription Agreement (the **“Proposed Set Off”**) be and hereby approved, confirmed and ratified; and
- (b) any Director(s) be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Proposed Set Off, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Proposed Set Off.”

3. **“THAT:**

- (a) the deed (the **“Termination Deed”**) dated 8 July 2014 and entered into between the Company and the Subscriber (a copy of which is produced to the EGM marked **“B”** and signed by the Chairman of the EGM for the purpose of identification) in relation to the proposed termination (the **“Termination”**) of the unlisted warrants issued by the Company entitling the Subscriber to subscribe for an aggregate of 60,000,000 new Shares at the initial subscription price of HK\$1.20 per Share (subject to adjustments) be and hereby approved, confirmed and ratified; and

- (b) any Director(s) be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Termination Deed and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his opinion to implement and/or give effect to the Termination.”

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

Hong Kong, 3 September 2014

*Registered office:*

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Cayman Islands

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Wanchai, Hong Kong

*Notes:*

1. A form of proxy for use at the EGM is enclosed. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an office, attorney or other person authorised to sign the same.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. No form of proxy shall be valid after expiration of 12 months from the date named on it as the date of its execution, except at an adjourned EGM or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.

7. Pursuant to the Listing Rules, the voting on the ordinary resolution at the EGM will be conducted by way of poll.

*As at the date of this announcement, the Board comprises Mr. Wu Shaoning and Ms. Chen Xiao Fang, who are the executive Directors, and Mr. Wong Kin Tak, Mr. Zhang Shaosheng and Mr. Cheung Ka Yue, who are the independent non-executive Directors.*