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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)

Placing and New Issue

Number of Placing Shares:	67,500,000, subject to adjustment
Number of New Issue Shares:	7,500,000, subject to adjustment
Issue Price:	HK\$1.20 per Share payable in full on application plus one per cent. brokerage and a Stock Exchange transaction levy of 0.011 per cent.
Nominal Value:	HK\$0.10 each
Stock Code:	8011

**Listing on The Growth Enterprise Market of
The Stock Exchange of Hong Kong Limited**

Sponsor and Sole Placing Underwriter



New Issue Underwriters

ICEA Capital Limited

Tai Fook Securities Company Limited

TIS Taiwan International Securities (HK) Limited

Vickers Ballas Capital Limited

Application has been made to the Growth Enterprise Market ("GEM") Listing Committee of the Stock Exchange for the listing of, and permission to deal in, shares of HK\$0.10 each (the "Shares") in the share capital of China Agrotech Holdings Limited (the "Company") in issue and to be issued as described in the prospectus of the Company dated 16th November, 1999 (the "Prospectus"), including any Shares which may fall to be issued pursuant to the exercise of the options granted under the share option scheme of the Company as described in Appendix V to the Prospectus. Dealings in the Shares are expected to commence on Thursday, 25th November, 1999. Subject to the granting of listing of, and permission to deal in, the Shares on the GEM of the Stock Exchange as well as the compliance with the stock admission requirements of Hongkong Clearing, the Shares will be accepted as eligible securities by Hongkong Clearing for deposit, clearance and settlement in the Central

Clearing and Settlement System (“CCASS”) with effect from the commencement date of dealings in the Shares on GEM of the Stock Exchange or such other date as determined by Hongkong Clearing. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The issue of 75,000,000 Shares comprises an offer (the “New Issue”) of initially 7,500,000 Shares (“New Issue Shares”) (subject to adjustment) to the public in Hong Kong and a placing (the “Placing”) of initially 67,500,000 Shares (subject to adjustment) in Hong Kong and in certain other jurisdictions outside Hong Kong (the New Issue and the Placing collectively referred to herein as the “Share Offer”). After taking into account any adjustment of Shares between the Placing and the New Issue, the basis of allocation of New Issue Shares to investors under the New Issue may vary depending on the level of valid applications received under the New Issue but, subject to that, will be on a strictly pro-rata basis. Such allocation may involve balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of New Issue Shares and that applicants who are not successful in the ballot may not receive any New Issue Shares. It should be noted that under the Rules Governing the Listing of Securities on GEM of the Stock Exchange, multiple or suspected multiple applications and any application made by one applicant on (an) application form(s) of any colour for more than 7,500,000 Shares, being 100 per cent. of the New Issue Shares initially being offered as described in the Prospectus, will be rejected and only one application on a white or yellow application form may be made for the benefit of any person. Applications for New Issue Shares will be rejected if the applicants have been allotted with new Shares under the Placing.

Acceptance of all applications for the Share Offer is conditional on the conditions as stated in the paragraph headed “Conditions” under the section headed “Structure of the Share Offer” in the Prospectus. If the conditions are not fulfilled on or before 16th December, 1999, application monies received from applicants under the New Issue will be returned, without interest, on the terms set out under the paragraph headed “Refund of your money” on the application forms.

Applications for the New Issue Shares will only be considered on the basis of the Prospectus and the application forms relating thereto. Applicants who would like to be allotted Shares in their own names should complete the WHITE application forms. Applicants who would like to have the allotted Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their investor participant stock accounts or their designated CCASS participants’ stock accounts maintained in CCASS should complete the YELLOW application forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on 16th November, 1999 until 12:00 noon on 19th, November, 1999 from the Service Counter of Hongkong Clearing at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or its Investor Service Centre of Hongkong Clearing at Room 1901, Chinachem Exchange Square, 1 Hoi Wan Street, Quarry Bay, Hong Kong.

WHITE application forms, together with copies of the Prospectus, may be obtained from:

1. any member of **The Stock Exchange of Hong Kong Limited**;
2. **ICEA Capital Limited**, 43rd Floor, NatWest Tower, Times Square, Causeway Bay, Hong Kong;
3. **Tai Fook Securities Company Limited**, 25th Floor, New World Tower, 16-18 Queen’s Road Central, Hong Kong;

4. **TIS Taiwan International Securities (HK) Limited**, Unit 1010, Tower Two, Lippo Centre, 89 Queensway, Hong Kong;
5. **Vickers Ballas Capital Limited**, 19th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong;

and any one of the following branch or sub-branches of **Bank of China**:

Hong Kong Island:	Hong Kong branch	3rd Floor, 1 Garden Road, Central
	Central sub-branch	Li Po Chun Chambers, 189 Des Voeux Road Central
	Wanchai sub-branch	395 Hennessy Road, Wanchai
	North Point sub-branch	Ground Floor, Roca Centre, 464 King's Road, North Point
Kowloon:	Tsim Sha Tsui sub-branch	Ground Floor, Houston Centre, 63 Mody Road, Tsim Sha Tsui
	Yaumatei sub-branch	471 Nathan Road, Yaumatei
	Kwun Tong sub-branch	55 Hoi Yuen Road, Kwun Tong
	Lai Chi Kok sub-branch	Unit 1, Ground Floor, Kowloon Plaza, 485 Castle Peak Road
New Territories:	Tsuen Wan sub-branch	167 Castle Peak Road, Tsuen Wan
	Shatin sub-branch	Ground Floor, Lucky Plaza, Wang Pok Street, Shatin

Both WHITE and YELLOW application forms completed in all respects (to which cheques or banker's cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any of the branch or sub-branches of Bank of China referred to above at the following times:

Tuesday, 16th November, 1999 — 9:00 a.m. to 4:00 p.m.
Wednesday, 17th November, 1999 — 9:00 a.m. to 4:00 p.m.
Thursday, 18th November, 1999 — 9:00 a.m. to 4:00 p.m.
Friday, 19th November, 1999 — 9:00 a.m. to 12:00 noon

Subject to the terms and conditions set out in the Prospectus and the application forms relating thereto, applications must be received no later than 12:00 noon on Friday, 19th November, 1999 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to apply for the New Issue Shares" in the Prospectus). General level of indication of interests in the Placing, results of the New Issue and the basis of allotment of the New Issue Shares are scheduled to be published in the South China Morning Post (in English), and the Hong Kong Economic Times (in Chinese) and on the GEM website on Tuesday, 23rd November, 1999.

If you have applied for 200,000 New Issue Shares or more on a white application form and have indicated on your application form that you will collect your share certificate(s) and/or refund cheque (if any) in person, you may collect it/them in person from HKSCC Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong between 9:00 a.m. and 1:00 p.m. on the date notified by the Company in the newspapers and on the GEM website as the date of despatch of share

certificates, which is expected to be Wednesday, 24th November, 1999. If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to HKSCC Registrars Limited. If you do not collect your refund cheque(s) and share certificate(s), they will be despatched promptly to you by ordinary post to the address as specified in your application form at your own risk. If you have applied for less than 200,000 New Issue Shares, then your share certificate(s) and/or refund cheque will be sent to the address on your application form, by ordinary post and at your own risk on Wednesday, 24th November, 1999.

If you have applied for the New Issue Shares on a yellow application form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your investor participant stock account or your designated CCASS participant's stock account as instructed by you at the close of business on Wednesday, 24th November, 1999 or any other date Hongkong Clearing or HKSCC Nominees Limited chooses. If you are applying through a designated CCASS participant, you should check the number of New Issue Shares allotted to you with your designated CCASS participant. If you are applying as an investor participant, you should check against the announcement of the results of investor participant's applications together with results of the New Issue to be published by the Company in the newspapers and on the GEM website on 23rd November, 1999 and report any discrepancies to Hongkong Clearing before 12:00 noon on Wednesday, 24th November, 1999 or any other date Hongkong Clearing or HKSCC Nominees Limited chooses. On Thursday, 25th November, 1999 (the next day following the credit of the shares to your stock account) you can check your new account balance via the CCASS Phone System (under the procedures contained in Hongkong Clearing's "An Operating Guide for Investor Participants" in effect from time to time), if you are applying as an investor participant. For investor participants, Hongkong Clearing will also mail to you an Activity Statement showing the number of New Issue Shares credited to your investor participant stock account.

This announcement and a copy of the Prospectus will remain on the GEM website, in the case of the announcement, on the "Latest Company Announcement" page for 7 days from the day of its posting.

The Offer Shares (as defined in the Prospectus) have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except in certain transactions exempt from the registration requirements of the Securities Act.

By order of the Board
CHINA AGROTECH HOLDINGS LIMITED
Wu Shaoning
Chairman

Hong Kong, 16th November, 1999

* *For identification only*