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*This announcement, for which the directors of China Agrotech Holdings Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to China Agrotech Holdings Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



## **China Agrotech Holdings Limited**

**浩倫農業科技集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

### **ANNOUNCEMENT**

#### **NOTICE OF WITHDRAWAL OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

At the EGM held on 31st December, 2001, an ordinary resolution approving the withdrawal of the listing of the Shares on GEM was passed. The last day of dealings in the Shares on GEM will be 11th January, 2002. The listing of the Shares on GEM will be withdrawn with effect from 10:00 a.m. on 14th January, 2002 and dealings in the Shares on the Main Board (stock code: 1073) are expected to commence at 10:00 a.m. on 14th January, 2002. If and

\* *for identification purposes only*

when the Shares are listed on the Main Board, the shareholders of the Company may be required to sign a new client agreement with their stockbrokers for the purpose of dealings in the Shares. It is not necessary for the shareholders of the Company to take any action upon the listing of the Shares on the Main Board if they intend to continue to hold the Shares.

Reference is made to the announcement of China Agrotech Holdings Limited (the “Company”) dated 14th December, 2001.

At the extraordinary general meeting (the “EGM”) of the Company held on 31st December, 2001, the following ordinary resolutions were passed:

1. the resolution approving the withdrawal of the listing of the shares of HK\$0.10 each in the share capital of the Company (the “Shares”) on the Growth Enterprise Market (the “GEM”) operated by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”);
2. the resolution approving that the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM in connection with the proposed withdrawal of the listing of the Shares on GEM be reduced to a minimum of five clear days on which the Stock Exchange is open for business of dealings in securities from the date on which the shareholders of the Company shall have approved the proposed withdrawal of the listing of the Shares on GEM; and
3. the resolution approving the adoption of a new share option scheme in substitution for and to the exclusion of the share option scheme adopted by the Company on 11th November, 1999.

Notice is hereby given that the listing of the Shares on GEM will be withdrawn with effect from 10:00 a.m. on 14th January, 2002. Accordingly, the last day of dealings in the Shares on GEM will be 11th January, 2002.

It is expected that dealings in the Shares on the Main Board of the Stock Exchange (the “Main Board”) (stock code: 1073) will commence at 10:00 a.m. on 14th January, 2002. The proposed withdrawal of the listing of the Shares on GEM will not have any effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and does not involve any transfer or exchange of the existing share certificates. No change is proposed to be made to the board lot size, trading currency of the Shares and the share registrars of the Company in connection with the proposed withdrawal of the listing of the Shares on GEM. If and when the Shares are listed on the Main Board, the shareholders of the Company may be required to

sign a new client agreement with their stockbrokers for the purpose of dealings in the Shares. It is not necessary for the shareholders of the Company to take any action upon the listing of the Shares on the Main Board if they intend to continue to hold the Shares.

The listing of the Shares on the Main Board by way of introduction will be treated as a new listing. As a result, the closing price on the last day of dealings in the Shares on GEM will not be disclosed as the previous closing price of the Shares on the date of commencement of dealings in the Shares on the Main Board.

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

Hong Kong, 31st December, 2001

*This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from its day of publication.*