

---

## DEFINITIONS

---

*In this prospectus, unless the context otherwise requires, the following expressions have the meanings set out below. See also “Glossary of Technical Terms”.*

“Articles of Association”	the articles of association of the Company, a summary of which is set out in Appendix IV
“Board”	the board of directors of the Company
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of part of the share premium account of the Company as referred to in the paragraph headed “Further Information about the Company” in Appendix V
“CCASS”	the Central Clearing and Settlement System established and operated by Hongkong Clearing
“Chaoda Group”	Fujian Chaoda Group, Fujian Chaoda and Supreme Bonus
“Companies Law”	the Companies Law (1998 Revision) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company” or “China Agrotech”	China Agrotech Holdings Limited, a limited company incorporated in the Cayman Islands on 9th September, 1999
“connected person” or “person connected”	as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Dollars” or “HK\$” and “cents”	Hong Kong dollars and Hong Kong cents, respectively, the lawful currency of Hong Kong
“Fujian Chaoda”	福建超大農業產品銷售有限公司, a limited company incorporated in the PRC
“Fujian Chaoda Group”	福建超大集團有限公司, a limited company incorporated in the PRC
“Fuzhou Topmart”	福州浩倫植物生長劑有限公司 (Fuzhou Topmart Plant Growth Co., Ltd.), a wholly foreign-owned enterprise established under the laws of the PRC on 6th July, 1999 and a wholly-owned subsidiary of the Company
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the Council of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Stock Exchange from time to time

---

## DEFINITIONS

---

“GEM Website”	the internet website operated by the Stock Exchange for GEM
“Group”	the Company together with its subsidiaries, or where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were the Company’s subsidiaries at that time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hongkong Clearing”	Hong Kong Securities Clearing Company Limited
“ICEA”	ICEA Capital Limited, a registered dealer under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong)
“Issue Price”	the price per Share (excluding brokerage and Stock Exchange transaction levy) payable in full on application at HK\$1.20 per Offer Share under the Share Offer
“Latest Practicable Date”	4th November, 1999, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Loyal Faith”	Loyal Faith International Industrial Limited, a limited company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“Ministry of Agriculture”	the Ministry of Agriculture of the PRC (中華人民共和國農業部)
“MOFTEC”	the Ministry of Foreign Trade and Economic Co-operation of the PRC (中國國家對外貿易經濟合作部)
“Mr. Wu”	Mr. Wu Shaoning, the Chairman of the Company
“New Issue”	the issue of the New Issue Shares by way of an offer for subscription to the public in Hong Kong at the Issue Price, payable in full on application, on and subject to and in accordance with the terms and conditions set out in this prospectus and the application forms relating thereto
“New Issue Shares”	the 7,500,000 new Shares (subject to adjustment) being offered for subscription at the Issue Price pursuant to the New Issue as described in the section headed “Structure of the Share Offer”
“New Issue Underwriters”	ICEA, Tai Fook Securities Company Limited, TIS Taiwan International Securities (HK) Limited and Vickers Ballas Capital Limited
“Offer Shares”	the Placing Shares and the New Issue Shares
“PBOC”	the People’s Bank of China (中國人民銀行)

---

## DEFINITIONS

---

“PBOC Exchange Rate”	the exchange rate for foreign exchange transactions involving Renminbi published daily by the PBOC on the basis of the exchange rate prevailing in the inter-bank foreign exchange market on the preceding day
“Placing”	the conditional placing of the Placing Shares by the Sole Placing Underwriter with professional and institutional investors, as further described in the section “Structure of the Share Offer”
“Placing Shares”	the 67,500,000 new Shares (subject to adjustment) being placed at the Issue Price pursuant to the Placing as described in the section headed “Structure of the Share Offer”
“PRC”, “State” or “China”	the People’s Republic of China, and except where the context requires, references in this prospectus to the PRC or China do not include Hong Kong, Macau or Taiwan
“Regulation S”	Regulation S under the Securities Act
“Reorganisation”	the corporate reorganisation in preparation for the listing of the Shares on the GEM as described in Appendix V to this prospectus
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“SAFE”	State Administration for Foreign Exchange of the PRC (中國國家外匯管理局)
“SAIC”	State Administration of Industry and Commerce of the PRC (中國國家工商行政管理局)
“SDI Ordinance”	Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong)
“Securities Act”	United States Securities Act of 1933, as amended
“Share Offer”	the Placing and the New Issue
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 11th November, 1999, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Sole Placing Underwriter”	ICEA
“Sponsor”	ICEA
“sq.m.”	square metre or square metres

---

## DEFINITIONS

---

“State Bureau of Petroleum and Chemical Industry”	the State Bureau of Petroleum and Chemical Industry of the PRC (中華人民共和國石油化學工業局), which was established from the merger of the Ministry of Petroleum Industry of the PRC (中華人民共和國石油工業部) and the Ministry of Chemical Industry of the PRC (中華人民共和國化學工業部)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supreme Bonus”	Supreme Bonus Limited, a limited company incorporated in Hong Kong
“Topmart”	Topmart Limited, a limited company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“Underwriters”	the Sole Placing Underwriter and the New Issue Underwriters
“Underwriting Agreement”	the underwriting and placing agreement dated 15th November, 1999 entered into between, among others, the Company and the Underwriters relating to the Share Offer, particulars of which are summarised in the section headed “Underwriting”
“U.S.A.” or “U.S.”	the United States of America
“US Dollars” or “US\$”	U.S. dollars, the lawful currency of the U.S.
“Xiamen Genben”	廈門根本精細化工有限公司 (Xiamen Genben Fine Chemical Industry Co., Ltd.), previously known as 廈門得豐精細化工有限公司 (Xiamen Defeng Fine Chemical Industry Co., Ltd.), a sino-foreign equity joint venture enterprise established under the laws of the PRC on 9th June, 1997 and owned as to 62.67% by the Group and as to 37.33% by Xiamen Yien Yang
“Xiamen Kai Yuan”	Xiamen Kai Yuan Fine Chemical Industry Company (廈門市開元精細化工公司), a former PRC joint venture party of Xiamen Genben
“Xiamen Yien Yang”	Xiamen Yien Yang Industrial and Trading Company Limited (廈門延洋工貿有限公司), the PRC joint venture party of Xiamen Genben
“Yut Yat”	Yut Yat Company Limited, a limited company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company