



מכתשים אגן תעשיות בע"מ
Makhteshim Agan Industries Ltd.

Makhteshim Agan Announces the Convening of a Special General Meeting of Shareholders

Tel-Aviv, Israel, July 3, 2011: Makhteshim Agan, (TASE:MAIN) the world leader in generic crop protection solutions, announced yesterday the convening of a Special General Meeting of the Company's shareholders, which will take place on Sunday, August 7, 2011.

Further to the Company's Immediate Reports dated October 11, 2010, November 21, 2010, December 28, 2010 and January 9, 2011, and further to the transaction report the Company published on January 20, 2011 (and the amended report dated January 23, 2011), and having fulfilled the conditions for convening a General Meeting as stated in the said transaction report¹, **notice is hereby given of the convening of a Special General Meeting of the Company's shareholders**. The General Meeting shall convene on Sunday, August 7, 2011, at 11:00am at the Company's offices, Arava Building, Golan Street, Europort City Park².

Proposed resolution on the agenda of the General Meeting:

Approval for the Company to enter into a merger agreement, of which the parties are: (1) the Company; (2) the China National Agrochemical Corporation ("CC"), a Chinese company in the China National Chemical Corporation group, a major Chinese group controlled by the Chinese Government that operates in the fields of chemicals and agrochemicals; (3) Cinac Merger Sub Ltd, a private company wholly owned (indirectly, through a wholly-owned subsidiary) by CC that was set up in Israel for the purpose of the Merger Agreement; (4) Koor Industries Ltd ("Koor"), the Company's controlling shareholder, and M.A.G.M. Chemical Holdings Ltd, a wholly-owned subsidiary of Koor (jointly with Koor, "the Koor Companies"), and also approval of the Company entering into additional agreements associated with the Merger Agreement to which the Company is a party (including the loan

¹ For details concerning the agreements for cancellation of the mutual undertakings to receive the Performance LC (as defined in the transaction report), cf. Section 2.3.5.3 of the transaction report.

² For details of the possibility of postponing the date of the General Meeting due to non-provision of certain documents by CC, cf. note 14 of the transaction report.



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agreement between CC, Koor and a Chinese bank, whereby CC will arrange for the provision for the Koor Companies through a Chinese bank of a non-recourse loan of USD 960 million, which will be secured by a lien on Koor shares and can be redeemed in cash or by the pledged Koor shares).

As part of the merger, the Company's shares will be acquired at a price reflecting a company valuation of USD 2.4 billion (calculation based upon an effective holding that does not include treasury shares of the Company held by it or its subsidiary), which will represent at closure date 60% of the Company's issued capital. Upon closure of the Merger Agreement, the Company's shares will be de-listed from the Tel-Aviv Stock Exchange Ltd and the Company shall become a private company, which will be held 60% by CC and 40% by the Koor Companies, and the special purpose company will cease to exist.

In accordance with section 182 (c) of the Companies Law, Ordinance 3 of the Companies Ordinances (Voting Slips and Position Notices), 2005, the determining date for a shareholder's entitlement to participate and vote at the General Meeting is **July 10, 2011**. A vote using a voting slip shall only be valid if received at the Company's registered address, together confirmation of ownership, not later than seventy-two (72) hours prior to the date and time of the General Meeting, being **up until 11:00am on August 4, 2011**. The vote shall be on Part 2 of the voting slip.

The latest date for providing position notices by shareholders is 10 days after the determining date, namely **up until July 20, 2011**.

A full copy of the Immediate Report in which there is additional information concerning the General Meeting and the resolution on the agenda, including concerning the Merger Agreement and its associated agreements, and the text of the voting slip, have been published in the Company's Immediate Report dated July 2, 2011, on the website of the Securities Authority, www.magna.isa.gov.il, on the website of the Tel-Aviv Stock Exchange Ltd, www.maya.tase.co.il, and on the Company's website www.ma-industries.com.

About Makhteshim Agan

Makhteshim Agan Industries, Ltd. (TASE: MAIN), www.ma-industries.com, is a world-leading manufacturer and distributor of branded off-patent crop protection products. With sales of US\$2.38 billion in 2010, MAI ranks seventh in global agrochemical companies, fourth in Europe, with a global share of over 5%. The Company is characterized by its knowhow, high-level technological-chemical abilities, expertise in product registration, the observance of strict standards of environmental protection, stringent quality control and global marketing and distribution channels. The Company is well positioned to deliver effective and reliable solutions to farmers globally.



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