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CHINA AGROTECH HOLDINGS LIMITED

浩倫農業科技集團有限公司*

(In Liquidation)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

- (1) CAPITAL REORGANISATION;**
- (2) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;**
- (3) CREDITORS SCHEME;**
- (4) VERY SUBSTANTIAL ACQUISITION AND REVERSE TAKEOVER INVOLVING A NEW LISTING APPLICATION;**
- (5) OPEN OFFER;**
- (6) APPOINTMENT OF PROPOSED DIRECTORS;**
- (7) CHANGE OF COMPANY NAME;**
- (8) CHANGE IN BOARD LOT SIZE;**
- (9) ADOPTION OF NEW SHARE OPTION SCHEME; AND**
- (10) ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Sponsor to the deemed new listing application of the Company



英皇融資有限公司
Emperor Capital Limited

Financial adviser to the Company



Lego Corporate
Finance Limited
力高企業融資有限公司

Suspension of trading of the Shares and the submission of the Resumption Proposal

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 1:00 p.m. on 18 September 2014.

* For identification purpose only

On 24 August 2016, the Company submitted the Resumption Proposal to the Stock Exchange and entered into the Acquisition Agreement regarding the Acquisition in support of the submission of the Resumption Proposal. On 15 September 2016, the Stock Exchange has agreed to grant an extension of time to 31 March 2017 for the Company to submit the new listing application relating to the Resumption Proposal (but not any other proposal) under the Listing Rules. As additional time is required for the submission of the new listing application, the Company has made an application to the Stock Exchange and the Stock Exchange has granted a further extension of time for the submission of the new listing application to 30 April 2017. On 28 April 2017, the Company filed the New Listing Application with the Stock Exchange.

Based on the Resumption Proposal, the Company will undertake the restructuring which shall involve (i) the Capital Reorganisation; (ii) the Placing; (iii) the Creditors Scheme; (iv) the Acquisition; (v) the Open Offer; (vi) the appointment of the Proposed Directors; (vii) the adoption of the New Share Option Scheme; (viii) the Change of Company Name; (ix) the Change in Board Lot Size; and (x) the adoption of the Memorandum and the Articles of Association.

CAPITAL REORGANISATION

In order to facilitate the issue of Placing Shares and Offer Shares, the Company proposes to undergo the Capital Reorganisation. The Capital Reorganisation will comprise the Capital Reduction, the Share Consolidation and the Increase in Authorised Share Capital.

THE PLACING

The Company proposes to carry on the Placing pursuant to which the Placing Agent will place 888,888,889 Placing Shares at the Placing Price of HK\$0.18 per Placing Share to not less than six Independent Placers on a best efforts basis. The Company will receive gross proceeds of HK\$160.0 million and net proceeds of approximately HK\$158.4 million from the Placing. It is expected that the net proceeds will be utilised as to (i) HK\$28.4 million for the repayment of the Cash Advance; (ii) HK\$50.0 million for the partial settlement of the Acquisition Consideration; and (iii) HK\$80.0 million for the settlement to be made to the Creditors under the Creditors Scheme.

It is expected that the Placing Agreement will be executed prior to the despatch of the Circular and details of the Placing Agreement will be set out in the Circular.

CREDITORS SCHEME

It is proposed that the Creditors Scheme will be implemented as follows: (i) a cash payment of HK\$80.0 million, being partial proceeds from the Placing, will be transferred to the Creditors Scheme and held by Scheme Company A for distribution to the Creditors subject to adjudication; and (ii) the Company will transfer the entire equity interests of the Excluded Companies to Scheme Company B at a cash consideration of HK\$1. After such transfer, dividend distributed by the Excluded Companies or recovery from the Excluded Companies, if any, will be distributed to the Creditors subject to adjudication.

Upon Creditors Scheme taking effect, all the claims against, and liabilities of, the Company as at the date the Company was ordered to be wound up by the High Court (for the avoidance of doubt, other than the Cash Advance) will be discharged and compromised in full.

THE ACQUISITION

On 24 August 2016, the Vendor, the Company and the Liquidators entered into the Acquisition Agreement in relation to the Acquisition. Pursuant to the Acquisition Agreement, the Company will acquire the entire issued share capital of Yu Ming, free from all encumbrances, at the Acquisition Consideration of HK\$400.0 million. On 7 February 2017, the Vendor, the Purchaser and the Liquidators entered into the Supplemental Acquisition Agreement to amend certain terms and conditions of the Acquisition Agreement. Upon Acquisition Completion, Yu Ming will become a wholly-owned subsidiary of the Company.

The Acquisition Consideration is HK\$400.0 million, which shall be settled by the Company to the Vendor as to (i) HK\$50.0 million in cash; and (ii) HK\$350.0 million by issuance of the Consideration Bonds. The Acquisition Consideration was determined after arm's length negotiations between the Vendor and the Company with regard to, among others, the historical financial performance and business prospects of Yu Ming.

THE OPEN OFFER

The Company proposes to carry out the Open Offer to offer the Qualifying Shareholders a pre-emptive right to subscribe for Offer Shares at the same unit price as the Placing Share to allow their participation in the restructuring of the Company. The Company proposes to raise approximately HK\$27.0 million, before expenses, by way of the Open Offer of 150,264,780 Offer Shares at the Offer Price of HK\$0.18 per Offer Share on the basis of three (3) Offer Shares for every two (2) New Shares held on the Record Date.

It is expected that the Underwriting Agreement will be executed prior to the despatch of the Circular.

The Placing, the Acquisition and the Open Offer are inter-conditional to each other.

APPOINTMENT OF PROPOSED DIRECTORS

As at the date of this announcement, the board of Directors comprises Ms. Chen Xiao Fang, Mr. Zhang Liang and Mr. Xu Jiangtao as executive Directors, and Ms. Zhao Jianhua as independent non-executive Director. Ms. Chen Xiao Fang, Mr. Zhang Liang, Mr. Xu Jiangtao and Ms. Zhao Jianhua will resign or be removed before Resumption.

The Company intends to appoint Mr. Warren Lee as the executive Director and Mr. Li as the non-executive Director upon Acquisition Completion and Mr. Sum Wai Kei, Wilfred, Mr. Chan Sze Chung and Mr. Suen Chi Wai as independent non-executive Directors upon Resumption.

CHANGE OF COMPANY NAME TO DA YU FINANCIAL HOLDINGS LIMITED

The Liquidators propose to change the English name of the Company from “China Agrotech Holdings Limited” to “Da Yu Financial Holdings Limited” and to adopt and register the Chinese name “大禹金融控股有限公司” as the dual foreign name of the Company to replace the existing Chinese name “浩倫農業科技集團有限公司” which has been used for identification purposes only.

PROPOSED CHANGE IN BOARD LOT SIZE

The existing Shares are traded in board lots of 2,000 Shares each. Upon Resumption, the New Shares will be traded in board lots of 20,000 New Shares each.

ADOPTION OF NEW SHARE OPTION SCHEME

At the EGM, an ordinary resolution will be proposed to terminate the Existing Share Option Scheme and to approve and adopt the New Share Option Scheme, which gives the Proposed Directors the power to implement and administer the New Share Option Scheme with effect from the Resumption Date.

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Existing Memorandum and the Existing Articles have not been amended since 2006. In order to bring the constitution of the Company in line with amendments made to the Companies Law (Revised) of the Cayman Islands and the Listing Rules since then and to incorporate certain housekeeping amendments, which are rather extensive, a special resolution will be proposed at the EGM for the Company to adopt the Memorandum and the Articles of Association to replace the Existing Memorandum and the Existing Articles.

IMPLICATIONS UNDER THE LISTING RULES

The Capital Reorganisation, the Change of Company Name and the adoption of the Memorandum and Articles are conditional upon, among others, the passing of special resolutions by the Shareholders at the EGM.

Ordinary resolutions will be proposed at the EGM for the Shareholders to approve the Creditors Scheme, the Acquisition, the Placing, the Open Offer, the appointment of the Proposed Directors, and the adoption of New Share Option Scheme. To the best of the Liquidators' knowledge, information and belief, and having made all reasonable enquiries, no Shareholders, is required to abstain from voting on the resolutions approving the Capital Reorganisation, the Change of Company Name, the appointment of the Proposed Directors, the adoption of the New Share Option Scheme and the adoption of the Memorandum and Articles.

As the Open Offer will increase the issued share capital of the Company by more than 50%, pursuant to Rule 7.24(5) of the Listing Rules, the Open Offer will be subject to the approval by the Independent Shareholders. To the best of the Liquidators' knowledge, information and belief, and having made all reasonable enquiries, as at the date of this announcement, the Company does not have controlling shareholder, and none of the Directors and the chief executives of the Company are interested in the Shares.

The Acquisition and New Listing Application

The Acquisition constitutes a very substantial acquisition and a reverse takeover for the Company under Chapter 14 of the Listing Rules, and the Company will be treated as if it were a new listing applicant under Rule 14.54 of the Listing Rules. Accordingly, the Acquisition is subject to the reporting, announcement and shareholders' approval requirements pursuant to the Listing Rules and approval of the New Listing Application by the Listing Committee. The Enlarged Group must be also able to meet the requirements of Rule 8.05 of the Listing Rules and all the other basic conditions set out in Chapter 8 of the Listing Rules. The New Listing Application was submitted to the Stock Exchange on 28 April 2017.

Since part of the net proceeds from the Placing is intended to be used for settling the cash consideration under the Creditors Scheme, Creditors are deemed to have material interests in the Placing. To the best of the Liquidators' knowledge, information and belief, and having made all reasonable enquiries, Creditors who are Shareholders, are in aggregate interested in 29,175,000 Shares as at the date of this announcement. As the Placing, the Open Offer and the Acquisition forms part of the transactions under the Resumption Proposal and are inter-conditional, the Creditors and their associates who are Shareholders will be required to abstain from voting in the EGM in respect of the transactions contemplated under the Resumption Proposal which includes the Creditors Scheme, the Placing, the Open Offer and the Acquisition.

GENERAL

The Circular containing, among other things, further information in respect of (i) the Capital Reorganisation; (ii) the Placing; (iii) the Creditors Scheme; (iv) the Acquisition; (v) the Open Offer; (vi) the appointment of the Proposed Directors; (vii) the adoption of the New Share Option Scheme; (viii) the Change of Company Name; (ix) the Change in Board Lot Size; (x) the adoption of the Memorandum and the Articles of Association; (xi) a letter of advice from the Independent Financial Adviser to the Independent Shareholders in relation to the terms of the Open Offer; and (xii) a notice of the EGM will be despatched to the Shareholders as soon as possible.

Since the date of appointment of the Liquidators and up to the date of this announcement, the Liquidators could not contact the existing independent non-executive Director. As such, no independent board committee has been established to advise the Shareholders on the Open Offer. Beijing Securities Limited has been appointed as the Independent Financial Adviser to advise the Independent Shareholders in this regard.

As disclosed in the Announcements, the Company has filed the New Listing Application with the Stock Exchange on 28 April 2017. Emperor Capital Limited has been appointed as the sponsor to the New Listing Application.

Under Rule 14.60(7) of the Listing Rules, the Company is required to despatch the Circular in relation to a very substantial acquisition within 15 Business Days after the publication of this announcement. As the New Listing Application is subject to the approval by the Listing Committee, it is expected that the Circular will be despatched after the New Listing Application is approved.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange had been suspended since 1:00 p.m. on 18 September 2014 and will remain suspended until further notice.

The publication of this announcement does not indicate any decision or conclusion from the Stock Exchange nor warrant any approval from the Stock Exchange on the Resumption. Shareholders and potential investors should note that the Capital Reorganisation, the Placing, the Creditors Scheme, the Acquisition and the Open Offer are subject to various conditions which may or may not be fulfilled, in particular, whether the Stock Exchange will allow the Acquisition and accompanying transactions to proceed. Therefore, such transactions may or may not materialise and proceed.

References are made to the Announcements.

Suspension of trading of the Shares and the conditions for the Resumption

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 1:00 p.m. on 18 September 2014.

The Company received a winding up petition dated 11 November 2014 filed by Concept Capital Management Limited at the High Court against the Company. On 9 February 2015, the Company was ordered to be wound up and the Official Receiver was appointed as the provisional liquidator of the Company. On 17 August 2015, Mr. Stephen Liu Yiu Keung and Mr. David Yen Ching Wai of Ernst and Young Transactions Limited were appointed as joint and several liquidators of the Company pursuant to an Order of the High Court.

As disclosed in the Announcements, the Company was placed into the third delisting stage under Practice Note 17 to the Listing Rules by the Listing Department. Pursuant to the letter from the Stock Exchange dated 19 August 2015, the Stock Exchange set out the conditions for the Resumption as follows:

- (i) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules;
- (ii) publish all outstanding financial results and address any audit qualifications; and
- (iii) have the winding up petition against the Company withdrawn or dismissed and the provisional liquidators discharged.

On 24 August 2016, the Company submitted the Resumption Proposal to the Stock Exchange and entered into the Acquisition Agreement regarding the Acquisition in support of the submission of the Resumption Proposal. On 15 September 2016, the Stock Exchange has agreed to grant an extension of time to 31 March 2017 for the Company to submit the new listing application relating to the Resumption Proposal (but not any other proposal) under the Listing Rules. As additional time is required for the submission of the new listing application, the Company has made an application to the Stock Exchange and the Stock Exchange has granted a further extension of time for the submission of the new listing application to 30 April 2017. On 28 April 2017, the Company filed the New Listing Application with the Stock Exchange.

Based on the Resumption Proposal, the Company will undertake the restructuring which shall involve (i) the Capital Reorganisation; (ii) the Placing; (iii) the Creditors Scheme; (iv) the Acquisition; (v) the Open Offer; (vi) the appointment of the Proposed Directors; (vii) the adoption of the New Share Option Scheme; (viii) the Change of Company Name; (ix) the Change in Board Lot Size; and (x) the adoption of the Memorandum and the Articles of Association.

CAPITAL REORGANISATION

As at the date of this announcement, the authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 Shares of HK\$0.10 each, and the issued share capital of the Company is HK\$100,176,521.60 divided into 1,001,765,216 Shares of HK\$0.10 each. In order to facilitate the issue of Placing Shares and Offer Shares, the Company proposes to undergo the Capital Reorganisation in the following manner:

(i) Capital Reduction

The nominal value of each Share in issue will be reduced from HK\$0.10 to HK\$0.01 by cancelling HK\$0.09 from the paid-up capital of each issued Share. The Capital Reduction shall be implemented in accordance with the Companies Law, with the sanction of the Grand Court.

(ii) Share Consolidation

Immediately upon the Capital Reduction becoming effective, every 10 issued Shares of HK\$0.01 each will be consolidated into one New Share. As a result, 1,001,765,216 Shares of HK\$0.01 each will be consolidated into 100,176,521 New Shares of HK\$0.10 each.

(iii) Increase in Authorised Share Capital

Immediately upon the Share Consolidation becoming effective, the Company's authorised share capital will be increased from HK\$300,000,000 divided into 3,000,000,000 Shares to HK\$1,000,000,000 divided into 10,000,000,000 New Shares of HK\$0.10 each.

The total credit of HK\$90,158,869.44 arising from the Capital Reduction, together with (i) the entire amount standing to the credit of the share premium account immediate after the completion of the Placing and the Open Offer; (ii) the convertible bond equity reserve; and (iii) the warrant reserve, will be applied to eliminate an equivalent amount of the accumulated losses of the Company in a manner consistent with the Companies Law. As at 30 June 2016, the Company had an accumulated loss of approximately HK\$1,622.7 million while the aggregate amount of the share premium amount, the convertible bond reserve and the warrant reserve were approximately HK\$598.0 million, which is expected to increase to approximately HK\$679.0 million upon completion of the Placing and the Open Offer.

Effects of the Capital Reorganisation

The following table illustrates the share capital structure of the Company before and after the Capital Reorganisation becoming effective:

	As at the date of this announcement	Immediately after the Capital Reorganisation becoming effective
Authorised shares	3,000,000,000 Shares	10,000,000,000 New Shares
Authorised share capital	HK\$300,000,000	HK\$1,000,000,000
Par value	HK\$0.10	HK\$0.10
Issued shares	1,001,765,216 Shares	100,176,521 New Shares
Issued share capital	HK\$100,176,521.60	HK\$10,017,652.16
Unissued shares	1,998,234,784 Shares	9,899,823,479 New Shares
Unissued share capital	HK\$199,823,478.40	HK\$989,982,347.90

Other than the expenses incurred in the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operation or financial position of the Company, or the relative rights of the Shareholders.

Status of the New Shares

The New Shares resulting from the Capital Reorganisation will be identical and rank *pari passu* in all respects with each other. Fractional New Shares will not be issued by the Company to the Shareholders. Any fractional entitlement to the New Shares will be aggregated, sold and retained for the benefit of the Company.

Listing and dealings

Application will be made to the Listing Committee for the granting of the listing of, and permission to deal in, the New Shares resulting from the Capital Reorganisation. No part of the share capital of the Company is listed or dealt in, and no listing or permission to deal is being or is proposed to be sought, on any other stock exchange other than the Stock Exchange. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon the following having been fulfilled:

- (i) the passing of a special resolution by the Shareholders to approve the Capital Reorganisation at the EGM;
- (ii) the obtaining of an order from the Grand Court for the Capital Reduction, subject to the requirements of Companies Law;
- (iii) the registration with the Registrar of Companies in the Cayman Islands of a copy of the Grand Court order confirming the Capital Reduction and the minutes containing the particulars required under the Companies Law; and
- (iv) the Listing Committee granting the listing of, and permission to deal in, the New Shares in issue upon the Capital Reorganisation becoming effective.

The Capital Reorganisation will become effective on the next Business Day after the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reorganisation at the EGM, the legal advisers to the Company (as to the Cayman Islands Law) will apply to the Grand Court for hearing date(s) to confirm the Capital Reduction and further announcement(s) (if any) will be made to inform the Shareholders of the progress of the matter as and when appropriate.

Reasons for the Capital Reorganisation

After the Capital Reduction, the par value of each Share will be reduced to HK\$0.01 and the credit arising from the reduction of HK\$0.09 in the par value of each Share will be credited to the capital reserve and applied to eliminate part of the outstanding accumulated losses of the Company, which amounted to approximately HK\$1,622.7 million as at 30 June 2016. After the Increase in Authorised Share Capital, the authorised share capital of the Company will be increased from HK\$300,000,000 divided into 3,000,000,000 Shares to HK\$1,000,000,000 divided into 10,000,000,000 New Shares, which allows the Company to have sufficient unissued New Shares for the completion of the Placing and the Open Offer. Upon completion of the Capital Reorganisation, the Company will also have greater flexibility for future fund raising activities.

The Capital Reorganisation becoming effective is one of the conditions precedent under the Acquisition, the Placing and the Open Offer. Accordingly, the Liquidators are of the view that the implementation of the Capital Reorganisation is in the best interests of the Company and the Shareholders as a whole.

THE PLACING

The Company proposes to carry on the Placing pursuant to which the Placing Agent will place 888,888,889 Placing Shares at the Placing Price of HK\$0.18 per Placing Share to not less than six Independent Placees on a best efforts basis.

Given the early stage of the transaction, the Placing Agent has not commenced its marketing for the Placing Shares. Depending on the market response for the Placing Shares, Independent Placees may or may not request 10% or more interests in the enlarged issued share capital of the Company after completion of the Capital Reorganisation, the Placing and the Open Offer. Nevertheless, it will be a condition of the Resumption that there will be sufficient public float for the Shares.

To the best of the Liquidators' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing Agent will receive a placing commission of 1.0%, which was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions and the size and scale of the Placing.

The Company will receive gross proceeds of HK\$160.0 million and net proceeds of approximately HK\$158.4 million from the Placing. It is expected that the net proceeds will be utilised as to (i) HK\$28.4 million for the repayment of the Cash Advance; (ii) HK\$50.0 million for the partial settlement of the Acquisition Consideration; and (iii) HK\$80.0 million for the settlement to be made to the Creditors under the Creditors Scheme.

The Placing Shares

Assuming the Capital Reorganisation becoming effective, the 888,888,889 Placing Shares represent: (i) approximately 8.9 times of the total number of issued New Shares as at the date of this announcement; (ii) approximately 89.9% of the total number of issued New Shares as enlarged by the Placing Shares; and (iii) approximately 78.0% of the total number of issued New Shares as enlarged by the allotment and issue of the Placing Shares and the Offer Shares.

For the avoidance of doubt, the holders of the Placing Shares do not have the entitlements to subscribe for the Offer Shares under the Open Offer by virtue of holding the Placing Shares.

The Placing Shares will rank *pari passu* in all respects with the New Shares in issue as at the date of allotment and issue of the Placing Shares.

The Placing Price

The Placing Price of HK\$0.18 per Placing Share is equivalent to the Offer Price, which represents:

- (i) a discount of approximately 92.7% to the theoretical closing price of HK\$2.45 per New Share as adjusted for the effect of the Capital Reorganisation based on the closing price of HK\$0.245 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 92.6% to the average theoretical closing price of HK\$2.446 per New Share as adjusted for the effect of the Capital Reorganisation based on the average of the closing price of HK\$0.2446 per Share as quoted on the Stock Exchange for the five trading days up to and including the Last Trading Day; and
- (iii) a discount of approximately 92.4% to the average theoretical closing price of HK\$2.366 per New Share as adjusted for the effect of the Capital Reorganisation based on the average of the closing price of HK\$0.2366 per Share as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent having taken into account the prevailing financial position of the Company and the amount of funds required to be raised by the Company. The net price per Placing Share (after deduction of placing commission) will be approximately HK\$0.178.

It is expected that the Placing Agreement in accordance with the above terms will be executed prior to the despatch of the Circular and details of the Placing Agreement will be set out in the Circular. Further announcement(s) will be made when the Placing Agreement is executed.

Conditions of the Placing

Pursuant to the Placing Agreement proposed to be entered between the Company and the Placing Agent, completion of the Placing is conditional upon:

- (i) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Placing Shares by no later than the first day of their dealings;
- (ii) the Placing Agent not having terminated the Placing Agreement in accordance with its terms;
- (iii) the passing of the necessary resolution(s) by the Shareholders or Independent Shareholders (as the case may be) at the EGM to be convened and held to approve, among other things, (i) the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the issuance of the Consideration Bonds; (ii) the Capital Reorganisation; (iii) the Placing and allotment and issue of the New Shares under the Placing; (iv) the Open Offer and the allotment and issue of the Offer Shares; and (v) the Creditors Scheme, if required;
- (iv) the Listing Division of the Stock Exchange has approved in principle of the Resumption;
- (v) the IPO Transactions Department of the Listing Division of the Stock Exchange and the SFC has approved the reverse takeover contemplated under the Acquisition Agreement;
- (vi) the meetings of the Creditors having approved the Creditors Scheme;
- (vii) the final sanction from the High Court on the Creditors Scheme having been obtained (to the extent necessary);
- (viii) the final sanction from the Grand Court on the Creditors Scheme having been obtained (to the extent necessary);
- (ix) all of the conditions precedent to the Underwriting Agreement and the Acquisition Agreement having been fulfilled (save for the condition for the Placing Agreement having becoming unconditional or, as applicable, waived);
- (x) the Capital Reorganisation having become effective;
- (xi) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Placing Agreement and the transactions contemplated hereunder having been obtained and remaining in full force and effect; and
- (xii) all necessary consents and approvals required to be obtained on the part of the Placing Agent in respect of the Placing Agreement and the transactions contemplated hereunder having been obtained and remaining in full force and effect.

None of the above conditions can be waived. As at the date of this announcement, none of the conditions has been fulfilled. In the event that any of the above conditions has not been satisfied on or before the proposed long stop date to the Placing Agreement, being 31 December 2017 (or such later date as the Liquidators and the Placing Agent may agree), all liabilities of the parties under the Placing Agreement shall cease and determine and no party shall have any claim against any other party other than for any antecedent breach.

Completion of the Placing will take place on the date of Acquisition Completion (or such other days as may be agreed between the Company and the Placing Agent) after the fulfillment of all the conditions as set out in paragraphs (i), (iii) to (xi) above subject to the conditions under (ii) remaining fulfilled. The Placing, the Acquisition and the Open Offer are inter-conditional to each other.

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, all of the Placing Shares.

Termination of the Placing Agreement

The Placing Agent shall be entitled by notice to the Company given prior to 6:00 p.m. on the day immediately preceding the completion of the Placing to terminate the Placing Agreement if any event occurring or matter arising on or after the date of the Placing Agreement and prior to the date of completion of the Placing which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the undertakings, warranties and representations contained in the Placing Agreement untrue or incorrect and such would have an adverse impact or effect on the Placing comes to the notice of the Placing Agent.

CREDITORS SCHEME

It is proposed that the Creditors Scheme will be implemented as follows:

- (i) a cash payment of HK\$80.0 million, being partial proceeds from the Placing, will be transferred to the Creditors Scheme and held by Scheme Company A for distribution to the Creditors subject to adjudication; and
- (ii) the Company will transfer the entire equity interests of the Excluded Companies to Scheme Company B at a cash consideration of HK\$1. After such transfer, dividend distributed by the Excluded Companies or recovery from the Excluded Companies, if any, will be distributed to the Creditors subject to adjudication.

The cash proceeds of HK\$80.0 million from the Placing as well as any value realised from the Excluded Companies will be applied as full and final settlement of the Creditors. In addition to the cash proceeds, all costs, charges, expenses and disbursement to be properly incurred after the effective date of the Creditors Scheme in connection with the administration and implementation of the Creditors Scheme (including the fees and remuneration of the Scheme Administrators) will also be settled from the assets of the Creditors Scheme, in priority to the payment of dividends to the Creditors.

The Scheme Company A will be established to hold the proceeds of HK\$80.0 million from the Placing and the Scheme Company B will be established to hold all claims and resources of the Creditors Scheme. To the best of the Liquidators' knowledge, information and belief having made all reasonable enquiries, the Company has 24 direct or indirect subsidiaries, of which three were incorporated in the BVI, four were incorporated in Hong Kong and 17 were established in the PRC. All of these subsidiaries were either dormant since their formation or have ceased operation as at the date of this announcement, and will be identified as Excluded Companies to be transferred to the Scheme Company B under the Creditors Scheme held by the Scheme Administrators in trust for the Creditors in accordance with the Creditors Scheme for a cash consideration of HK\$1. Upon completion of the transfer, the Excluded Companies will cease to be subsidiaries of the Company and their results will be deconsolidated from the financial statements of the Enlarged Group.

The Creditors Scheme shall become effective and legally binding on the Company and all the Creditors, including those voting against the Creditors Scheme and those not voting, if the requisite majority (representing more than 50% in number and not less than 75% in value of the claims of Creditors who, either in person or by proxy, attend the Scheme Meetings convened with the leave of the relevant courts) votes in favour of the Creditors Scheme which the relevant courts thereafter sanction and a copy of each of the relevant court orders sanctioning the Creditors Scheme are filed with the relevant Registrars of Companies in Hong Kong and the Cayman Islands respectively.

As at the date of this announcement, there were 38 proofs of debts claiming an aggregate amount of approximately HK\$1,637.5 million against the Company. The Liquidators have been collating information about the claims, which would be used to adjudicate such claims after commencement of the Creditors Scheme.

As at the date of this announcement and based on the proofs of debts, the indebtedness of the Company comprises (i) claim of wages, salaries and other employee benefits of approximately HK\$2.2 million; (ii) professional fees payable of approximately HK\$2.4 million; (iii) rent payable of approximately HK\$0.9 million; (iv) guaranteed bank loan of approximately HK\$61.9 million; (v) convertible bonds of approximately HK\$540.0 million; (vi) corporate bonds of approximately HK\$57.3 million; (vii) liabilities arising from financial guarantee provided to PRC subsidiaries of approximately HK\$198.2 million; and (viii) liabilities arising from financial guarantee provided to guarantor of PRC subsidiaries of approximately HK\$774.6 million.

Upon the Creditors Scheme taking effect, all the claims against, and liabilities of, the Company as at the date the Company was ordered to be wound up by the High Court (for the avoidance of doubt, other than the Cash Advance) will be discharged and compromised in full.

Conditions precedent to the Creditors Scheme

The Creditors Scheme is conditional upon, inter alia, the fulfillment of following conditions:

- (i) approval from majority of the Creditors (representing more than 50% in number and not less than 75% in value of the claims of Creditors);

- (ii) sanction by the Grand Court and the High Court;
- (iii) all of the conditions precedent to (a) the Acquisition; (b) the Placing; and (c) the Open Offer having been fulfilled or (as applicable) waived; and
- (iv) the fulfillment of the conditions for Resumption imposed by the Stock Exchange.

None of the above conditions can be waived. As at the date of this announcement, none of the conditions has been fulfilled.

Reasons for the Creditors Scheme

The Liquidators consider that the Creditors Scheme is the only viable way to compromise, discharge and settle all claims against the Company by the Creditors and is of the view that the terms of the Creditors Scheme are on normal commercial terms and are fair and reasonable and in the interest of the Company, the Shareholders and the Creditors as a whole.

THE ACQUISITION

On 24 August 2016, the Vendor, the Company and the Liquidators entered into the Acquisition Agreement in relation to the Acquisition. Pursuant to the Acquisition Agreement, the Company will acquire the entire issued share capital of Yu Ming, free from all encumbrances, at the Acquisition Consideration of HK\$400.0 million. On 7 February 2017, the Vendor, the Purchaser and the Liquidators entered into the Supplemental Acquisition Agreement to amend certain terms and conditions of the Acquisition Agreement, including (i) the extension of the long stop date to the Acquisition Agreement; (ii) the amendments to certain conditions precedent to the completion of the Acquisition Agreement; and (iii) the provision of the Cash Advance from the Vendor.

To the best of the Liquidators' knowledge, information and belief having made all reasonable enquiries, the Vendor together with its ultimate beneficial owners are Independent Third Parties.

Principal terms of the Acquisition Agreement are set out below.

Asset to be acquired

The Vendor conditionally agreed to sell, and the Company conditionally agreed to purchase, the Sale Shares, being the entire issued share capital of Yu Ming free from all encumbrances. Upon Acquisition Completion, Yu Ming will become a wholly-owned subsidiary of the Company.

Acquisition Consideration

The Acquisition Consideration is HK\$400.0 million, which shall be settled by the Company to the Vendor in the following manner:

- (i) as to HK\$50.0 million, to be satisfied by payment in cash to the Vendor or its nominee(s) as it may direct within 3 days upon Acquisition Completion;
- (ii) as to HK\$17.5 million, to be satisfied by issuance of the Consideration Bond in the principal sum of HK\$17.5 million with a maturity date that falls on the first anniversary day after Acquisition Completion to the Vendor or its nominee(s) as it may direct;
- (iii) as to HK\$17.5 million, to be satisfied by issuance of the Consideration Bond in the principal sum of HK\$17.5 million with a maturity date that falls on the second anniversary day after Acquisition Completion to the Vendor or its nominee(s) as it may direct;
- (iv) as to HK\$17.5 million, to be satisfied by issuance of the Consideration Bond in the principal sum of HK\$17.5 million with a maturity date that falls on the third anniversary day after Acquisition Completion to the Vendor or its nominee(s) as it may direct;
- (v) as to HK\$17.5 million, to be satisfied by issuance of the Consideration Bond in the principal sum of HK\$17.5 million with a maturity date that falls on the fourth anniversary day after Acquisition Completion to the Vendor or its nominee(s) as it may direct;
- (vi) as to HK\$17.5 million, to be satisfied by issuance of the Consideration Bond in the principal sum of HK\$17.5 million with a maturity date that falls on the fifth anniversary day after Acquisition Completion to the Vendor or its nominee(s) as it may direct; and
- (vii) as to the remaining balance of HK\$262.5 million, to be satisfied by issuance of the Consideration Bond in the principal sum of HK\$262.5 million with a maturity date that falls on the sixth anniversary day after Acquisition Completion to the Vendor or its nominee(s) as it may direct.

The Acquisition Consideration was determined after arm's length negotiations between the Vendor and the Company with regard to, among others, the historical financial performance and business prospects of Yu Ming. The parties to the Acquisition Agreement had also taken into account the price-to-earnings ratio and price-to-book ratio for assessing and determining the Acquisition Consideration. As the principal businesses of Yu Ming, being the provisions of corporate advisory services and asset management services, are generally skill-intensive and asset-light, the price-to-book ratio or the net asset value of Yu Ming are considered to be inapplicable for assessing the Acquisition Consideration. Given that the implied price-to-earnings ratio of Yu Ming as reflected in the Acquisition Consideration are comparable to the price-to-earnings ratio of those companies which are listed on the Stock Exchange with similar principal activities to Yu Ming, the Liquidators consider that the Acquisition Consideration is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Cash Advance from the Vendor

On 7 February 2017, the Vendor, the Purchaser and the Liquidators entered into the Supplemental Acquisition Agreement pursuant to which, among others, the Vendor agreed to make the Cash Advance to the Company in its absolute discretion in an amount of up to HK\$30.0 million for the settlement of professional fees to be incurred by the Company and/or the Liquidators in connection with the transactions contemplated under the Resumption Proposal, and it is agreed among the parties that the Company shall repay such loan to the Vendor in the capacity of a general creditor of the Company but there is no fixed repayment date, and the Company shall pay interest on the Cash Advance at the rate of 6.0% per annum. The Cash Advance shall be provided to the Company in the following manners:

- (i) a sum of HK\$5.0 million is payable by the Vendor to the Company upon the signing of the Supplemental Acquisition Agreement;
- (ii) a sum of HK\$5.0 million is payable by the Vendor to the Company on the date of submission of the Form A1 as prescribed in Appendix 5 to the Listing Rules to the Stock Exchange in respect of the deemed new listing application for the Shares;
- (iii) a sum of HK\$5.0 million is payable by the Vendor to the Company within three Business Days after the Stock Exchange has conditionally granting the listing of and permission to deal in the New Shares to be allotted and issued under the Placing and the Open Offer, and the Resumption; and
- (iv) a sum of HK\$15.0 million is payable by the Vendor to the Company on the date of commencement of trading of the New Shares to be allotted and issued under the Placing and the Open Offer.

As at the date of this announcement, a total of HK\$10.0 million was advanced pursuant to paragraph (i) and (ii) above.

In addition, the Vendor covenants that upon receipt of the bills from the Sponsor, the legal advisers to the Sponsor, the valuers, reporting accountants and other parties involved in the New Listing Application as agreed by the Vendor from time to time, subject to the approval of the bills by the Vendor, the Vendor shall advance additional fund in the maximum aggregate amount of HK\$10.0 million (or such other amount to be agreed by the parties in writing) at an interest rate of 6.0% per annum for the settlement of such fees, and such advance shall be repayable by the Company. As at the date of this announcement, the Vendor advanced HK\$3.2 million for settlement of fees already billed by the professional parties as additional fund. Accordingly, a total sum of HK\$13.2 million were advanced to the Company by the Vendor as at the date of this announcement.

In the event that the Acquisition Agreement is terminated for whatsoever reason, the Vendor's obligations to make any advance and to reimburse any fees of the professional parties to the New Listing Application as aforesaid shall cease and be determined with immediate effect.

The Consideration Bonds

The principal terms of the Consideration Bonds are summarised as below:

Principal amount:	HK\$17.5 million, HK\$17.5 million, HK\$17.5 million, HK\$17.5 million, HK\$17.5 million and HK\$262.5 million respectively
Issue price:	100% of the principal amount
Maturity date:	as to HK\$17.5 million due on the first anniversary day after Acquisition Completion; as to HK\$17.5 million due on the second anniversary day after Acquisition Completion; as to HK\$17.5 million due on the third anniversary day after Acquisition Completion; as to HK\$17.5 million due on the fourth anniversary day after Acquisition Completion; as to HK\$17.5 million due on the fifth anniversary day after Acquisition Completion; and as to HK\$262.5 million due on the sixth anniversary day after Acquisition Completion
Interest:	the Consideration Bonds do not bear any interest
Security:	the Consideration Bonds are unsecured
Redemption:	unless previously redeemed, or purchased and cancelled, each of the Consideration Bonds will be redeemed at their principal amount outstanding on their respective maturity dates
Transferability:	each of the Consideration Bonds is freely transferable (in whole or in part) by the holder thereof to any one or more persons subject to the compliance of applicable rules, regulations and laws

Conditions precedent to Acquisition Completion

Acquisition Completion is conditional upon the satisfaction (or, if applicable, the waiver) of, among others, the following principal conditions precedent:

- (i) the Company and the Liquidators being satisfied in their absolute discretion with the results of the financial, legal and/or other due diligence review on the assets, liabilities, operations and affairs of Yu Ming;
- (ii) the Vendor being satisfied in its absolute discretion that the Stock Exchange will approve the transactions contemplated in the Acquisition Agreement;
- (iii) all necessary consents, licences and approvals from the shareholders, bankers, financial institutions and regulators required to be obtained on the part of the Vendor and Yu Ming in respect of the Acquisition Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect;

- (iv) all necessary consents, licences and approvals from the shareholders, bankers, financial institutions and regulators required to be obtained on the part of the Company in respect of the Acquisition Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect;
- (v) all warranties under the Acquisition Agreement remaining true and correct in all respects and not misleading;
- (vi) the approval from the Licensing Department of the SFC in relation to the change of substantial shareholder (as defined in the SFO) of Yu Ming having been obtained and not having been revoked, cancelled or lapsed;
- (vii) if necessary, Yu Ming having employed such number of qualified responsible officer(s) for each regulated activity as required under the SFO and the relevant rules and regulations to supervise the business of regulated activities carried on by Yu Ming at Acquisition Completion;
- (viii) all of the conditions precedent to the Placing, the Open Offer and the Capital Reorganisation having been fulfilled (save for the condition for the Acquisition Agreement having becoming unconditional);
- (ix) the Company and the Liquidators having reasonably been satisfied that there has not been any material adverse change on Yu Ming since the date of the Acquisition Agreement;
- (x) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Placing Shares and the Offer Shares;
- (xi) the necessary resolution(s) having been passed by the Shareholders at the EGM to be convened and held to approve (i) the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the issuance of the Consideration Bonds; (ii) the Capital Reorganisation; (iii) the Placing and allotment and issue of the Placing Shares; (iv) the Open Offer and the allotment and issue of the Offer Shares; (v) the Creditors Scheme, if required; and (vi) the whitewash waiver, if required;
- (xii) the IPO Transactions Department of the Listing Division of the Stock Exchange and the SFC having approved the reverse takeover contemplated under the Acquisition Agreement;
- (xiii) the Listing Division of the Stock Exchange having approved in principle the Resumption;
- (xiv) the meetings of the Creditors having approved the Creditors Scheme;
- (xv) the final sanction from the High Court of the Creditors Scheme having been obtained (to the extent necessary);

- (xvi) the final sanction from the Grand Court of the Creditors Scheme having been obtained (to the extent necessary);
- (xvii) the Executive Director of the Corporate Finance Department of the SFC or his delegate having granted the whitewash waiver to, if applicable, the placee(s) under the Placing and parties acting in concert with them and the satisfaction of all conditions (if any) attached to the whitewash waiver granted; and
- (xviii) if necessary, the necessary ordinary resolution(s) having been passed by the shareholders of the Vendor at a general meeting to be convened and held to approve the Acquisition Agreement and the transactions contemplated thereunder.

Except for the conditions in clause (ii) above which can be waived only by the Vendor, none of the conditions precedent are capable of being waived by either the Vendor or the Company. If the conditions precedent set out above have not been satisfied (or waived) on or before 12:00 noon on the Long Stop Date, the Acquisition Agreement shall cease and determine (save and except certain clauses as stated in the Acquisition Agreement which shall continue to have full force and effect) and thereafter none of the parties to the Acquisition Agreement shall have any obligations or liabilities towards each other thereunder save for any antecedent breaches of the terms thereof. The Vendor shall have the absolute right to terminate the Acquisition Agreement at any time if the Vendor is not satisfied in its absolute discretion that the Stock Exchange will approve the transactions contemplated under the Acquisition Agreement.

As at the date of this announcement, none of the above conditions has been fulfilled or waived.

Acquisition Completion

Acquisition Completion shall take place on the date falling within ten (10) Business Days after the fulfillment (or waiver) of the conditions precedent to the Acquisition Agreement, or such later date agreed to by both the Vendor and the Company. Yu Ming will become a wholly-owned subsidiary of the Company upon Acquisition Completion.

Warranty in respect of the net asset value of Yu Ming

Pursuant to the Acquisition Agreement, the Vendor warrants that the net asset value of Yu Ming upon Acquisition Completion shall be no less than HK\$10.0 million and Yu Ming is allowed to declare and distribute dividend to its shareholder prior to Acquisition Completion to the extent that Yu Ming maintains its net asset value at no less than HK\$10.0 million.

Information on the Vendor

The Vendor is a company incorporated in the BVI with limited liability and its principal business activity is investment holding. The Vendor is an indirect wholly-owned subsidiary of Allied Group. The principal activities of Allied Group includes investment, broking and finance, consumer finance, property development and investment, corporate and other operation.

Business of Yu Ming

Yu Ming Group is a financial services provider engaged in the provisions of corporate advisory services and asset management services. During the Track Record Period, Yu Ming Group comprised Yu Ming and until the Disposal Date, Hua Yu, and Yu Ming Group's pre-dominant business activities were carried out by Yu Ming.

During the Track Record Period, the corporate finance advisory services provided by Yu Ming Group mainly included: (i) acting as financial adviser to advise listed issuers, shareholders and investors of listed issuers and entities on specific transactions in respect of the Listing Rules, the GEM Listing Rules and/or the Takeovers Code; (ii) acting as independent financial adviser to listed issuers to provide independent advice as required under the Listing Rules, the Takeovers Code or other specific circumstances; (iii) acting as financial adviser to listed issuers on retainer basis to advise listed issuers on corporate strategies and compliance with the Listing Rules, the GEM Listing Rules and the Takeovers Code; and (iv) acting as placing agent and/or underwriter for securities of listed issuers and other corporate finance related services. Yu Ming Group's asset management services mainly included the provision of asset management services to SHK.

Clients of Yu Ming

Yu Ming had acted for over 50 clients during the Track Record Period. Corporate finance advisory clients are mainly companies listed on the Stock Exchange and shareholders and investors of companies listed on the Stock Exchange. Repeating business from clients and referrals from professional parties have contributed to the client base of the corporate finance advisory business of Yu Ming.

From its commencement of business and during the Track Record Period, SHK has been the sole client of Yu Ming for its asset management services. Yu Ming has been appointed by SHK as its investment manager on an exclusive basis since 1997. The appointment was normally for a term of 3 years and has been renewed every 3 years.

Financial information on Yu Ming Group

Set out below is a summary of the audited consolidated financial information of Yu Ming Group prepared in accordance with the Hong Kong accounting standards for the three years ended 31 December 2016:

	Year ended 31 December		
	2014	2015	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	78,029	53,179	69,948
Profit before income tax	50,296	28,000	49,129
Profit for the year	40,904	24,459	41,804

As at 31 December 2016, the audited net asset value of Yu Ming was approximately HK\$240.7 million.

Future plans of Yu Ming

The Liquidators believe that Hong Kong equity market will continue to grow as the number of listed companies in Hong Kong rose steadily during the Track Record Period and more business opportunities are expected to emerge in the financial advisory services industry in the long run. The Enlarged Group will seek to capitalise the potential growth of the equity market and continue to participate in the financial advisory industry as an active advisory services provider in Hong Kong by continuing to provide services of the highest standards.

Reasons for the Acquisition

Before the Suspension, the Group was principally engaged in (i) trading of fertilisers, pesticides, other agricultural and non-agricultural resources products; (ii) manufacture and sale of pesticides and fertilisers; (iii) provision of plant protection technical services; and (iv) nursing, planting and sale of landscaping seedlings in the PRC.

To the best of the Liquidators' knowledge, information and belief having made all reasonable enquiries, the Company has 24 direct or indirect subsidiaries, of which three were incorporated in the BVI, four were incorporated in Hong Kong and 17 were established in the PRC. All of these subsidiaries were either been dormant since their formation or have ceased operation as at the date of this announcement, and will be identified as Excluded Companies to be transferred to the Scheme Company B to be held and controlled by the Scheme Administrators under the Creditors Scheme for a cash consideration of HK\$1. Upon completion of such transfer, the Excluded Companies will cease to be subsidiaries of the Company and their results will be deconsolidated from the financial statements of the Enlarged Group.

The Acquisition forms a vital part of the Resumption Proposal. The debts of the Company will be resolved by the implementation of the Creditors Scheme but the Company needs to maintain a sufficient level of operation or assets to be able to maintain its listing status. It is expected that upon Acquisition Completion, the Enlarged Group will have sufficient level of operation while the implementation of the Creditors Scheme will substantially improve the financial and liquidity position of the Enlarged Group. In view of the above, the Liquidators are of the view that the Acquisition is in the interests of the Company and the Shareholders as a whole and the terms of the Acquisition Agreement is fair and reasonable.

Change of principal business activities of the Enlarged Group after Resumption

The Company does not intend to continue the existing businesses of the Group after Resumption. After Acquisition Completion, Yu Ming will become a wholly-owned subsidiary of the Company and the Enlarged Group will be principally engaged in the provision of corporate finance advisory services and asset management services upon Resumption.

Other than the transactions contemplated under the Resumption Proposal and the introduction of the business of Yu Ming, the Company does not intend to introduce any major change to the Enlarged Group's business.

THE OPEN OFFER

The Company proposes to carry out the Open Offer to offer the Qualifying Shareholders a pre-emptive right to subscribe for Offer Shares at the same unit price as the Placing Share to allow their participation in the restructuring of the Company. The Company proposes to raise approximately HK\$27.0 million, before expenses, by way of the Open Offer of 150,264,780 Offer Shares at the Offer Price of HK\$0.18 per Offer Share on the basis of three (3) Offer Shares for every two (2) New Shares held on the Record Date.

Issue statistics of the Open Offer

Basis of the Open Offer	:	three (3) Offer Shares for every two (2) New Shares held on the Record Date
Offer Price	:	HK\$0.18 per Offer Share
Number of Shares in issue as at the date of this announcement	:	1,001,765,216 Shares (equivalent to 100,176,521 New Shares assuming the Capital Reorganisation becoming effective)
Number of Offer Shares	:	150,264,780 Offer Shares
Underwriter	:	Sun Hung Kai Investment Services Limited
Underwriting commission	:	2.0%

The Company has no outstanding options, warrants, derivatives or convertible securities in issue which confer any rights to subscribe for, convert or exchange into the Shares as at the date of this announcement.

The Company has not procured any undertaking and has not received any undertaking provided by any Shareholder to subscribe for his/her/its entitlement under the Open Offer or any arrangement that may have an effect on the Open Offer.

The Offer Shares

The total number of Offer Shares of 150,264,780 New Shares represent:

- (a) approximately 150.0% of the Company's issued share capital immediately after the Capital Reorganisation becoming effective; and
- (b) approximately 13.2% of the Company's issued share capital as enlarged by the allotment and issue of the Offer Shares and the Placing Shares.

The Offer Price

The Offer Price of HK\$0.18 per Offer Share is equivalent to the Placing Price, which represents:

- (i) a discount of approximately 92.7% to the theoretical closing price of HK\$2.45 per New Share as adjusted for the effect of the Capital Reorganisation based on the closing price of HK\$0.245 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 92.6% to the average theoretical closing price of HK\$2.446 per New Share as adjusted for the effect of the Capital Reorganisation based on the average of the closing price of HK\$0.2446 per Share as quoted on the Stock Exchange for the five trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 92.4% to the average theoretical closing price of HK\$2.366 per New Share as adjusted for the effect of the Capital Reorganisation based on the average of the closing price of HK\$0.2366 per Share as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day; and
- (iv) a discount of approximately 83.5% to the theoretical ex-entitlement price of approximately HK\$1.088 per New Share based on the theoretical closing price of HK\$2.45 per New Share as adjusted for the effect of the Capital Reorganisation based on the closing price of HK\$0.245 per Share as quoted on the Stock Exchange on the Last Trading Day.

The net price per Offer Share (after deduction of underwriting commission) will be approximately HK\$0.176. The Company has, after arm's length negotiations with the Underwriter, agreed with the Underwriter that the Offer Price should be identical to the Placing Price, which were determined after taken into account the prevailing financial position of the Company and the amount of funds required to be raised by the Company. Based on the foregoing, the Liquidators are of the view that the Offer Price is fair and reasonable.

Basis of Open Offer

The basis of the Open Offer will be three (3) Offer Shares for every two (2) New Shares held by the Qualifying Shareholders on the Record Date at the Offer Price of HK\$0.18 per Offer Share. Application for all or any part of a Qualifying Shareholder's assured entitlements should be made by completing the Application Form and lodging the same with a remittance for the Offer Shares being applied for.

Status of the Offer Shares

The Offer Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the then existing New Shares in issue on the date of allotment and issue of the Offer Shares. Holders of such Offer Shares will be entitled to receive all future dividends and distributions which are declared after the date of allotment and issue of the Offer Shares.

Qualifying Shareholders

The Open Offer is only available to the Qualifying Shareholders. To qualify for the Open Offer, a Shareholder must, at the close of business on the Record Date: (i) be registered as a member of the Company on the register of members of the Company; and (ii) not be an Excluded Shareholder.

As stated under the section headed “The Placing” above, given that completion of the Placing is expected to take place simultaneously upon or immediately after the completion of the Open Offer, the Independent Placees under the Placing shall not be Qualifying Shareholders and will not be entitled to participate in the Open Offer.

Excluded Shareholders

The Open Offer Prospectus Documents to be issued in connection with the Open Offer will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. The Liquidators will make enquiries as to whether the extension of the Open Offer to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange and details and results of such enquiries will be included in the Open Offer Prospectus. If, after making such enquiry, the Liquidators are of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer the Offer Shares to such Overseas Shareholders, the Open Offer will not be extended to such Overseas Shareholders. The Company will send the Open Offer Prospectus to the Excluded Shareholders for their information only, but will not send the Application Form to the Excluded Shareholders.

No excess application for the Offer Shares

Considering that the Open Offer will give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro rata shareholding interests in the Company, the Company decided that no excess Offer Shares will be offered to the Qualifying Shareholders since the Company will be required to put in additional effort and costs to administer the excess application procedures. As such, the Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriter.

Fractional entitlements

Fractional entitlements to the Offer Shares will not be issued but will be aggregated and taken up by the Underwriter. The Company will not allot any fractions of the Offer Shares. No odd lot matching services will be provided by the Company in respect of the Open Offer before the Resumption.

No transfer of nil-paid entitlements

The invitation to subscribe for the Offer Shares to be made to the Qualifying Shareholders will not be transferable. There will not be any trading in nil-paid entitlements on the Stock Exchange.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Offer Shares. Subject to the granting of the approval for the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in the Offer Shares, which are registered in the branch register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Share certificates for the Offer Shares

Subject to the fulfillment of the conditions of the Open Offer as set out under the sub-section headed “Conditions precedent to the Open Offer” below, share certificates for all fully-paid Offer Shares shall be posted to those Qualifying Shareholders who have accepted and (where applicable) applied for, and paid for the Offer Shares by ordinary post at their own risks.

Further announcement(s) will be made to inform the Shareholders of the progress of the matter, including the proposed timetable, odd lots arrangement and the arrangements of the posting of the share certificates for the Offer Shares, as and when appropriate.

Conditions precedent to the Open Offer

Pursuant to the Underwriting Agreement proposed to be entered between the Company and the Underwriter, the Open Offer is conditional upon the following conditions being fulfilled:

- (i) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Open Offer Prospectus Documents duly signed by the Liquidators (or by their agents duly authorised in writing) as having been approved by the Liquidators (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the date of posting of the Open Offer Prospectus Documents;
- (ii) the posting of the Open Offer Prospectus Documents to the Qualifying Shareholders and the posting of the Open Offer Prospectus and a letter in the agreed form to the Excluded Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Open Offer on or before the date of posting of the Open Offer Prospectus Documents;

- (iii) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Offer Shares by no later than the first day of their dealings;
- (iv) the obligations of the Underwriter becoming unconditional and that the Underwriting Agreement is not terminated in accordance with its terms;
- (v) the passing of the necessary resolution(s) by the Shareholders or Independent Shareholders (as the case may be) at the EGM to be convened and held to approve, among other things, (i) the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the issuance of the Consideration Bonds; (ii) the Capital Reorganisation; (iii) the Placing and allotment and issue of the New Shares under the Placing; (iv) the Open Offer and the allotment and issue of the Offer Shares; and (v) the Creditors Scheme, if required;
- (vi) the Listing Division of the Stock Exchange has approved in principle of the Resumption;
- (vii) the IPO Transactions Department of the Listing Division of the Stock Exchange and the SFC has approved the reverse takeover contemplated under the Acquisition Agreement;
- (viii) the meetings of the Creditors having approved the Creditors Scheme;
- (ix) the final sanction from the High Court on the Creditors Scheme having been obtained (to the extent necessary);
- (x) the final sanction from the Grand Court on the Creditors Scheme having been obtained (to the extent necessary);
- (xi) all of the conditions precedent to the Placing and the Acquisition Agreement having been fulfilled (save for the condition for the Underwriting Agreement having becoming unconditional);
- (xii) the Capital Reorganisation having become effective;
- (xiii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Underwriting Agreement and the transactions contemplated hereunder having been obtained and remaining in full force and effect; and
- (xiv) all necessary consents and approvals required to be obtained on the part of the Underwriter in respect of the Underwriting Agreement and the transactions contemplated hereunder having been obtained and remaining in full force and effect.

All the above conditions are not waivable. If any of the conditions of the Open Offer is not satisfied in whole or in part by the Company by the Latest Time for Termination as the Company and the Underwriter may agree, the Underwriting Agreement shall terminate and the obligations of the parties shall forthwith cease and be null and void and none of the parties shall, save in respect of any right or liability accrued before such termination, have any right against or liability towards any of the other parties arising out of or in connection with the Underwriting Agreement.

As at the date of this announcement, none of the above conditions has been fulfilled.

Underwriting Agreement

Principal terms of the Underwriting Agreement proposed to be entered into between the Company and the Underwriter are set out as follows:

Parties:	The Company
	The Underwriter. To the best of the Liquidators' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owner(s) are Independent Third Parties
	As at the date of this announcement, the Underwriter is not interested in any Shares
Number of Underwritten Shares:	The Underwriter will underwrite in full the 150,264,780 Offer Shares at the Offer Price
Underwriting commission:	2.0% of the aggregate Offer Price in respect of the Underwritten Shares

The Underwriter will also undertake in favour of the Company under the Underwriting Agreement that in the event of the Underwriter being called upon to subscribe for or procure subscribers for the Underwritten Shares: (1) the Underwriter will sub-underwrite its underwriting obligations under the Underwriting Agreement to sub-underwriter(s) such that each of the Underwriter and/or the sub-underwriter will be a third party independent of and not connected or acting in concert with the directors, chief executive or substantial shareholders of the Company or its respective associates; and (2) the Underwriter will use its best endeavours to procure that each of the ultimate subscribers or purchasers procured by it or the sub-underwriter will not (together with each of the respective parties acting in concert or any of their respective connected persons or associates) hold in aggregate 10% or more of the voting rights of the Company immediately after the Open Offer.

Termination of Underwriting Agreement

If, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Company as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

In the event that the Underwriter terminates the Underwriting Agreement by notice in writing given to the Company on or before the Latest Time for Termination, the obligations of all parties under the Underwriting Agreement shall terminate forthwith and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches under the Underwriting Agreement.

It is expected that the Underwriting Agreement in accordance with the above terms will be executed prior to the despatch of the Circular and further details of the Underwriting Agreement and the proposed timetable for the Open Offer will be set out in the Circular. Further announcement(s) will be made when the Underwriting Agreement is executed.

Reasons for the Open Offer

The gross proceeds and net proceeds from the Open Offer are estimated to be approximately HK\$27.0 million and approximately HK\$26.5 million respectively. The Company intends to utilise the net proceeds from the Open Offer for the repayment of the remaining portion of the Cash Advance not repaid by the net proceeds from the Placing and the balance shall be retained as general working capital of the Enlarged Group.

The Liquidators consider that the Open Offer will enlarge the capital base and strengthen the financial position of the Company so as to facilitate the Enlarged Group's long term development. The Liquidators are of the view that it is in the interest of the Company to raise additional capital by way of the Open Offer under which all the Qualifying Shareholders are given an equal opportunity to participate in the enlargement of capital base of the Company as well as enabling the Qualifying Shareholders to continue to participate in the future development of the Enlarged Group upon completion of all the transactions under the Resumption Proposal at their own wish.

The Liquidators consider that the Open Offer is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

CHANGES IN SHAREHOLDING STRUCTURE

For illustrative purposes only, set out below are the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Capital Reorganisation; (iii) immediately after completion of the Capital Reorganisation and the Placing; and (iv) immediately after the Capital Reorganisation, the Placing and the Open Offer, assuming that (a) none of the Qualifying Shareholders participate in the Open Offer (“**Scenario I**”); and (b) all of the Qualifying Shareholders take up the Offer Shares in full (“**Scenario II**”):

	As at the date of this announcement		Immediately after completion of the Capital Reorganisation		Immediately after completion of the Capital Reorganisation and the Placing		Scenario I		Scenario II	
	Shares	%	New Shares	%	New Shares	%	New Shares	%	New Shares	%
Shareholders										
Public Shareholders										
Independent Placees	-	-	-	-	888,888,889	89.9	1,039,153,669	91.2	888,888,889	78.0
Existing public Shareholders	769,931,216	76.9	76,993,121	76.9	76,993,121	7.8	76,993,121	6.8	192,482,801	16.9
Sub-total	769,931,216	76.9	76,993,121	76.9	965,882,010	97.7	1,116,146,790	98.0	1,081,371,690	94.9
Wu Shaoning (Note 2)	231,834,000	23.1	23,183,400	23.1	23,183,400	2.3	23,183,400	2.0	57,958,500	5.1
Total	1,001,765,216	100	100,176,521	100	989,065,410	100	1,139,330,190	100	1,139,330,190	100

Notes:

1. As it is expected that completion of the Placing and the Open Offer will take place simultaneously, i.e. after the Record Date, the Independent Placees under the Placing shall not be Qualifying Shareholders and will not be entitled to participate in the Open Offer.
2. The shareholding of Mr. Wu Shaoning is based on information on the register of the Company as available to the Liquidators. According to the letter from the legal representative of a money lender of Mr. Wu Shaoning dated 26 April 2016 as received by the Liquidators, a loan agreement dated 16 July 2014 was entered between Mr. Wu Shaoning and the money lender, pursuant to which the money lender granted a loan to Mr. Wu Shaoning and the repayment of which is secured by a share mortgage over 230,000,000 Shares of Mr. Wu Shaoning. The money lender assigned the loan and the share mortgage to Perfect Gate Holdings Limited on 15 January 2016. Perfect Gate Holdings Limited obtained a validation order dated 6 May 2016 from the High Court for it to be registered as shareholder of the said 230,000,000 Shares. Mr. Wu Shaoning, or Perfect Gate Holdings Limited, will become a public Shareholder upon completion of the Capital Reorganisation, the Placing and the Open Offer.

As illustrated in the table above, immediately after completion of the Capital Reorganisation, the Placing and the Open Offer, the shareholding interest of the existing public Shareholders will be diluted from approximately 76.9% as at the date of this announcement to (i) approximately 6.8% under Scenario I; and (ii) approximately 16.9% under Scenario II. The possible maximum dilution to the shareholdings of the existing Qualifying Shareholders if they elect not to subscribe for the Offer Shares under the Open Offer will be approximately 91.2%.

APPOINTMENT OF PROPOSED DIRECTORS

As at the date of this announcement, the board of Directors comprises Ms. Chen Xiao Fang, Mr. Zhang Liang and Mr. Xu Jiangtao as executive Directors, and Ms. Zhao Jianhua as independent non-executive Director. Ms. Chen Xiao Fang, Mr. Zhang Liang, Mr. Xu Jiangtao and Ms. Zhao Jianhua will resign or be removed before Resumption.

The Company intends to appoint Mr. Warren Lee as the executive Director and Mr. Li as the non-executive Director upon Acquisition Completion and Mr. Sum Wai Kei, Wilfred, Mr. Chan Sze Chung and Mr. Suen Chi Wai as independent non-executive Directors upon Resumption. The appointment of the Proposed Directors will be subject to the approval of the Shareholders by way of ordinary resolutions in the EGM in which the voting will be taken by way of poll.

Set out below are the brief information regarding the Proposed Directors:

Mr. Lee Wa Lun, Warren is proposed to be appointed as executive Director upon Acquisition Completion. He was one of the founding directors of Yu Ming in August 1996 and has worked in Yu Ming ever since. Mr. Warren Lee is responsible for overseeing business development of Yu Ming, maintaining client relationship, monitoring industry developments and supervising corporate finance advisory and asset management teams on the provision of services to clients. Mr. Warren Lee is currently the chairman of the board of directors of SHK, a company listed on the Main Board of the Stock Exchange (stock code: 666).

Mr. Warren Lee graduated with a Bachelor of Science Degree from The University of East Anglia in England in 1986 and obtained a Master of Science Degree from The City University, London in 1988.

Mr. Warren Lee is currently licensed by the SFC to act as a Responsible Officer to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

Mr. Li Chi Kong is proposed to be appointed as non-executive Director upon Acquisition Completion. He joined Yu Ming in 2008 as a director. He is responsible for overseeing the corporate strategy and development of Yu Ming. Mr. Li has extensive experience in finance and accounting, and is currently an executive director and the financial controller of Allied Properties (H.K.) Limited, a company listed on the Main Board of the Stock Exchange (stock code: 56). He is also the group financial controller of Allied Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 373).

Mr. Li graduated from the University of Edinburgh in Scotland, United Kingdom in 1975 with a Bachelor of Science Degree and obtained a Postgraduate Diploma in Accounting from Heriot-Watt University in Edinburgh in 1976. He is a member of the Institute of Chartered Accountants of Scotland and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Chan Sze Chung (“Mr. Chan”) is proposed to be appointed as independent non-executive Director upon Resumption. He has over 20 years of experience in finance and accounting. Mr. Chan is currently an independent non-executive director of Tongfang Kontafarma Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1312). Mr. Chan graduated from the University of Wales with a Bachelor of Arts degree in Accounting and Finance in 1991 and obtained a Master of Arts degree in Accounting and Finance at the University of Lancaster in December 1992. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants, and that he is also recognized as a chartered financial analyst by the CFA Institute of the United States of America.

Mr. Suen Chi Wai (“Mr. Suen”) is proposed to be appointed as independent non-executive Director upon Resumption. He is a practising solicitor in Hong Kong and a partner of DLA Piper Hong Kong. Mr. Suen has over sixteen years’ experience in corporate finance and with area of practice principally in initial public offerings on the Stock Exchange, mergers and acquisitions, corporate reorganisations and Listing Rules compliance. Mr. Suen graduated from the University of East Anglia in 1987 with a Bachelor of Science Degree. Mr. Suen was admitted as a solicitor in Hong Kong in 2000 and in England and Wales in 2003. Mr. Suen is also a fellow member of the Association of Chartered Certified Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants.

Mr. Sum Wai Kei, Wilfred (“Mr. Sum”) is proposed to be appointed as independent non-executive Director upon Resumption. He is the Head of Corporate Finance, Equity Capital Markets and Debt Capital Markets Department of BOCOM International Holdings Company Limited. Mr. Sum was admitted as Certified Practising Accountant of the Australian Society of Certified Practising Accountants in 1997 until 2008. Mr. Sum obtained a Bachelor of Science Degree from The University of East Anglia in England in 1986 and a Master of Commerce Degree from The University of New South Wales in Australia in 1992.

Further details of the information on the Proposed Directors will be set out in the Circular.

CHANGE OF COMPANY NAME TO DA YU FINANCIAL HOLDINGS LIMITED

The Liquidators propose to change the English name of the Company from “China Agrotech Holdings Limited” to “Da Yu Financial Holdings Limited” and to adopt and register the Chinese name “大禹金融控股有限公司” as the dual foreign name of the Company to replace the existing Chinese name “浩倫農業科技集團有限公司” which has been used for identification purposes only.

Reasons for the Change of Company Name

The Liquidators consider that the Change of Company Name would symbolise a fresh start of the Company following Resumption to reflect the actual business operation of the Enlarged Group and enhance corporate image and identity of the Company after Resumption. Accordingly, the Liquidators are of the view that the Change of Company Name is in the interest of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the date on which the new English name and the new dual foreign name of the Company are entered on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Effects of the Change of Company Name

The Change of Company Name, if approved and after becoming effective, will not in any way affect any of the rights of any Shareholders and all existing share certificates of the Company in issue bearing the present name of the Company will, even after the Change of Company Name has become effective, continue to be effective as documents of title to the Shares and will be valid for trading, settlement and registration purposes.

Should the Change of Company Name become effective, the Company will make arrangement for free exchange of existing share certificates, within a specific period of time, for new Share certificates under the new English and Chinese names of the Company. Any issue of Share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcements will be made by the Company to inform the Shareholders of, among other things, the results of the EGM, the effective date of the Change of Company Name and the new English and Chinese stock short names of the Company as and when appropriate.

PROPOSED CHANGE IN BOARD LOT SIZE

The existing Shares are traded in board lots of 2,000 Shares each. Upon Resumption, the New Shares will be traded in board lots of 20,000 New Shares each.

Assuming the Capital Reorganisation became effective, based on the Placing Price and Offer Price of HK\$0.18 per New Share and the closing price of HK\$0.245 per Share on the Last Trading Day, the theoretical price per New Share would be approximately HK\$0.38 and accordingly, the value of each existing board lot of New Shares would be approximately HK\$760. Upon the Change in Board Lot Size becoming effective, the value of each board lot of 20,000 New Shares will be approximately HK\$7,600. The Change in Board Lot Size will allow the value of each board lot to be increased to not less than HK\$2,000 and enable the Company to comply with the requirements of the Stock Exchange.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the New Shares arising from the Change in Board Lot Size, Capital Reorganisation and the Open Offer, the Company will appoint a securities firm to provide matching service, on a best efforts basis, to those Shareholders who wish to top-up or sell their shareholdings of odd lots of the New Shares. An announcement in respect of the details of the securities firm and the matching services will be made as and when appropriate. Holders of the New Shares in odd lots should note that the matching of the sale and purchase of odd lots of the New Shares is on a best effort basis and successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility. Further details and expected timetable in respect of the odd lots arrangement will be set out in the Circular.

ADOPTION OF NEW SHARE OPTION SCHEME

At the EGM, an ordinary resolution will be proposed to terminate the Existing Share Option Scheme and to approve and adopt the New Share Option Scheme, which gives the Proposed Directors the power to implement and administer the New Share Option Scheme with effect from the Resumption Date. Further details of the New Share Option Scheme will be set out in Circular.

Reason for adopting the New Share Option Scheme

Pursuant to a resolution passed at the extraordinary general meeting of the Company held on 19 June 2013, the Company had adopted the Existing Share Option Scheme which will expire on 18 June 2023. As at the date of this announcement, there is no option granted under the Existing Share Option Scheme and the Company will not grant any options under the Existing Share Option Scheme prior to the date of the EGM. Under the terms of the Existing Share Option Scheme, the Company may by resolution in general meeting at any time terminate the Existing Share Option Scheme.

It is proposed that an ordinary resolution will be proposed at the EGM for the Company to terminate the Existing Share Option Scheme and to approve and adopt the New Share Option Scheme, which will take effect on the date of its adoption at the EGM subject to the Stock Exchange granting approval for the listing of and dealing in the New Shares which may fall to be allotted and issued upon the exercise of Options in accordance with the terms and conditions of the New Share Option Scheme.

The Company considers that in order to recognise the significant contributions of the Participants to the growth of the Enlarged Group and/or to motivate and encourage the Participants to continue and improve their performance and efficiency, it is important for the Enlarged Group to provide them with opportunities to obtain a shareholding interest in the Company and to reward them for keeping contributing to the Enlarged Group's long-term success and prosperity.

The Company believes that with no requirement of performance targets, no minimum period for which an option must be held by the Participants before it can be exercised and a fair mechanism for determining the exercise price of the options, the Proposed Directors can have ample discretion in prescribing terms for grants of options specific to the circumstance aimed to achieve the goals of the New Share Option Scheme which is to provide the best incentive to Participants for continuing support of the Enlarged Group. In this connection, the Liquidators propose to recommend to the Shareholders at the EGM to approve the adoption of the New Share Option Scheme.

As at the date of this announcement, no options had been granted or agreed to be granted under the New Share Option Scheme.

Conditions

The adoption of the New Share Option Scheme is conditional upon:

- (i) the Shareholders passing ordinary resolutions to approve the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme at the EGM;
- (ii) the Listing Committee granting approval for the listing of and permission to deal in such number of New Shares which may fall to be issued upon exercise of the options which may be granted under the New Share Option Scheme; and
- (iii) Resumption having taken place.

Application will be made to the Listing Committee for the approval of the granting of the listing of and permission to deal in the New Shares which may fall to be issued upon exercise of the options which may be granted under the New Share Option Scheme.

The Company will comply with the requirements of the Listing Rules in granting options and issuing Shares pursuant to the New Share Option Scheme.

Value of option

The Company considers it inappropriate to value any options which may be granted under the New Share Option Scheme, as a number of variables which are crucial for the valuation (such as the possibility of lapses or cancellations of options granted, cessation of the Grantee as a Participant not foreseeable nor controllable at this stage) cannot be determined evidently at this stage. Such variables also include the exercise price of the options and the conditions, if any, that an option is subject to. Accordingly, any valuation of the options based on a large number of speculative assumptions would not be meaningful and may be misleading to the Shareholders.

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Existing Memorandum and the Existing Articles have not been amended since 2006. In order to bring the constitution of the Company in line with amendments made to the Companies Law (Revised) of the Cayman Islands and the Listing Rules since then and to incorporate certain housekeeping amendments, which are rather extensive, a special resolution will be proposed at the EGM for the Company to adopt the Memorandum and the Articles of Association to replace the Existing Memorandum and the Existing Articles.

A summary of the principal provisions of the Memorandum and the Articles of Association will be set out in the Circular.

The proposed adoption of the Memorandum and the Articles of Association will be subject to the approval by the Shareholders by way of a special resolution at the EGM.

Shareholders are advised that the Memorandum and the Articles of Association are written in English only and there is no official Chinese translation. The Chinese translation of the Memorandum and the Articles of Association is for reference purpose only. In case of any inconsistency, the English version shall prevail.

FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities involving issue of securities in the past twelve months before the date of this announcement.

IMPLICATIONS UNDER THE LISTING RULES

The Capital Reorganisation, the Change of Company Name and the adoption of the Memorandum and Articles are conditional upon, among others, the passing of special resolutions by the Shareholders at the EGM.

Ordinary resolutions will be proposed at the EGM for the Shareholders to approve the Creditors Scheme, the Acquisition, the Placing, the Open Offer, the appointment of the Proposed Directors, and the adoption of New Share Option Scheme. To the best of the Liquidators' knowledge, information and belief, and having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions approving the Capital Reorganisation, the Change of Company Name, the appointment of the Proposed Directors, the adoption of the New Share Option Scheme and the adoption of the Memorandum and Articles.

As the Open Offer will increase the issued share capital of the Company by more than 50%, pursuant to Rule 7.24(5) of the Listing Rules, the Open Offer will be subject to the approval by the Independent Shareholders. To the best of the Liquidators' knowledge, information and belief, and having made all reasonable enquiries, as at the date of this announcement, the Company does not have controlling shareholder, and none of the Directors and the chief executives of the Company are interested in the Shares.

The Acquisition and New Listing Application

The Acquisition constitutes a very substantial acquisition and a reverse takeover for the Company under Chapter 14 of the Listing Rules, and the Company will be treated as if it were a new listing applicant under Rule 14.54 of the Listing Rules. Accordingly, the Acquisition is subject to the reporting, announcement and shareholders' approval requirements pursuant to the Listing Rules and approval of the New Listing Application by the Listing Committee. The Enlarged Group must be also able to meet the requirements of Rule 8.05 of the Listing Rules and all the other basic conditions set out in Chapter 8 of the Listing Rules. The New Listing Application was submitted to the Stock Exchange on 28 April 2017.

Since part of the net proceeds from the Placing is intended to be used for settling the cash consideration under the Creditors Scheme, Creditors are deemed to have material interests in the Placing. To the best of the Liquidators' knowledge, information and belief, and having made all reasonable enquiries, Creditors who are Shareholders, are in aggregate interested in 29,175,000 Shares as at the date of this announcement. As the Placing, the Open Offer and the Acquisition form part of the transactions under the Resumption Proposal and are inter-conditional, the Creditors and their associates who are Shareholders will be required to abstain from voting in the EGM in respect of the transactions contemplated under the Resumption Proposal which include the Creditors Scheme, the Placing, the Open Offer and the Acquisition.

GENERAL

The Circular containing, among other things, further information in respect of (i) the Capital Reorganisation; (ii) the Placing; (iii) the Creditors Scheme; (iv) the Acquisition; (v) the Open Offer; (vi) the appointment of the Proposed Directors; (vii) the adoption of the New Share Option Scheme; (viii) the Change of Company Name; (ix) the Change in Board Lot Size; (x) the adoption of the Memorandum and the Articles of Association; (xi) a letter of advice from the Independent Financial Adviser to the Independent Shareholders in relation to the terms of the Open Offer; and (xii) a notice of the EGM will be despatched to the Shareholders as soon as possible.

Since the date of appointment of the Liquidators and up to the date of this announcement, the Liquidators could not contact the existing independent non-executive Director. As such, no independent board committee has been established to advise the Shareholders on the Open Offer. Beijing Securities Limited has been appointed as the Independent Financial Adviser to advise the Independent Shareholders in this regard.

As disclosed in the Announcements, the Company has filed the New Listing Application with the Stock Exchange on 28 April 2017. Emperor Capital Limited has been appointed as the sponsor to the New Listing Application.

Under Rule 14.60(7) of the Listing Rules, the Company is required to despatch the Circular in relation to a very substantial acquisition within 15 Business Days after the publication of this announcement. As the New Listing Application is subject to the approval by the Listing Committee, it is expected that the Circular will be despatched after the New Listing Application is approved.

The EGM will be held for the purpose of considering and, if thought fit, approving the Capital Reorganisation, the Placing, the Creditors Scheme, the Acquisition, the Open Offer, the appointment of the Proposed Directors, the Change of Company Name, the adoption of New Share Option Scheme and the adoption of the Memorandum and Articles. Voting on the resolutions at the EGM will be taken by poll.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange had been suspended since 1:00 p.m. on 18 September 2014 and will remain suspended until further notice.

The publication of this announcement does not indicate any decision or conclusion from the Stock Exchange nor warrant any approval from the Stock Exchange on the Resumption. Shareholders and potential investors should note that the Capital Reorganisation, the Placing, the Creditors Scheme, the Acquisition and the Open Offer are subject to various conditions which may or may not be fulfilled, in particular, whether the Stock Exchange will allow the Acquisition and accompanying transactions to proceed. Therefore, such transactions may or may not materialise and proceed.

DEFINITIONS

In this announcement, unless the context otherwise requires, capitalised terms used herein shall have the following meanings:

“Acquisition”	the conditional acquisition of the Sale Shares by the Company pursuant to the terms and conditions under the Acquisition Agreement
“Acquisition Agreement”	the acquisition agreement entered into among the Vendor, the Company and the Liquidators dated 24 August 2016 pursuant to which the Vendor conditionally agreed to sell and the Company conditionally agreed to purchase the Sale Shares, and where the context permits or requires, as amended and supplemented by the Supplemental Acquisition Agreement
“Acquisition Completion”	completion of the Acquisition pursuant to the Acquisition Agreement
“Acquisition Consideration”	the total consideration of HK\$400.0 million payable by the Company to the Vendor for the Acquisition pursuant to the Acquisition Agreement
“Allied Group”	Allied Group Limited, a company incorporated in Hong Kong with limited liability on 15 December 1972, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 373)

“Announcements”	collectively, the announcements of the Company dated 25 February 2015, 28 August 2015, 9 March 2016, 24 August 2016, 15 September 2016, 7 February 2017, 31 March 2017 and 2 May 2017 respectively in relation to the listing status of the Company
“Application Form”	the form of application for Offer Shares to be issued to the Qualifying Shareholders
“Articles” or “Articles of Association”	the new articles of association of the Company proposed to be conditionally adopted at the EGM
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Business Day”	a day (excluding Saturday, Sunday and public holidays) on which commercial banks are open for business in Hong Kong
“BVI”	the British Virgin Islands
“Capital Reduction”	the proposed reduction of the nominal value of each issued Share from HK\$0.1 to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.09 on each of the issued Shares
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company comprising the Capital Reduction, the Share Consolidation and the Increase in Authorised Share Capital
“Cash Advance”	the cash advance made by the Vendor to the Company under the Supplemental Acquisition Agreement for the settlement of professional fees incurred by the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in board lot size from 2,000 Shares to 20,000 New Shares with effect from Resumption
“Change of Company Name”	the proposed change of the English name of the Company from “China Agrotech Holdings Limited” to “Da Yu Financial Holdings Limited” and the adoption and registration of the Chinese name “大禹金融控股有限公司” as the dual foreign name of the Company

“Circular”	the circular relating to, among others, the Capital Reorganisation, the Placing, the Open Offer, the Creditors Scheme, the Acquisition, the appointment of the Proposed Directors, the adoption of New Share Option Scheme, the Change of Company Name, the Change in Board Lot Size and the adoption of the Memorandum and the Articles of Association, which is expected to be despatched to the Shareholders after the New Listing Application is approved
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Agrotech Holdings Limited (In Liquidation), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1073)
“Companies Law”	the Companies Law (Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration Bonds”	collectively six zero-coupon unsecured bonds for the aggregated principal amount of HK\$350 million to be issued by the Company in favour of the Vendor or its nominee(s) at Acquisition Completion to satisfy part of the Acquisition Consideration, each a Consideration Bond
“Creditors”	collectively the creditors of the Company who have a claim against the Company as at the date on which the Creditors Scheme becomes effective (for the avoidance of doubt, shall not include the Vendor in respect of the Cash Advance)
“Creditors Scheme”	the scheme of arrangement to be entered into between the Company and the Creditors, subject to the approval by the Grand Court and the High Court, which will be implemented in the Cayman Islands and Hong Kong
“Disposal Date”	5 May 2015, being the date on which Yu Ming completed the disposal of its interest in Hua Yu
“Director(s)”	director(s) of the Company

“EGM”	the extraordinary general meeting of the Company to be convened for the purposes of considering, and if thought fit, approving, among other matters, the Capital Reorganisation, the Placing, the Open Offer, the Creditors Scheme, the Acquisition, the appointment of the Proposed Directors, the adoption of New Share Option Scheme, the Change of Company Name, and the adoption of the Memorandum and the Articles of Association
“Enlarged Group”	the Group immediately following Acquisition Completion and the Creditors Scheme becoming effective
“Excluded Company(ies)”	all the existing subsidiaries which are directly or indirectly held by the Company as at the date of this announcement
“Excluded Shareholder(s)”	the Overseas Shareholder(s) whom, based on the legal opinions provided by the relevant overseas legal adviser(s) to the Company, the Liquidators are of the opinion that it is necessary or expedient to exclude from the Open Offer on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in such places
“Existing Articles”	the articles of association of the Company in effect as at the date of this announcement
“Existing Memorandum”	the memorandum of association of the Company in effect as at the date of this announcement
“Existing Shareholders”	Shareholders as at the Record Date
“Existing Share Option Scheme”	the share option scheme of the Company adopted on 19 June 2013
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Grand Court”	the Grand Court of the Cayman Islands
“Grantee”	any Participant who accepts an offer in accordance with the terms of the New Share Option Scheme, or where the context so permits (in the case of any individual) any person who is entitled to any option in consequence of the death of the original Grantee (including without limitation his/her legal personal representative(s))

“Group”	the Company and its subsidiaries, before Acquisition Completion and the Creditors Scheme becoming effective
“High Court”	the High Court of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hua Yu”	Hua Yu Investment Management Limited, a company incorporated in Hong Kong with limited liability on 29 July 1998 and was a subsidiary of Yu Ming until the Disposal Date
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$300,000,000 to HK\$1,000,000,000 immediately after the Capital Reduction and Share Consolidation having become effective
“Independent Financial Adviser”	Beijing Securities Limited, a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities, the independent financial adviser to the Independent Shareholders in relation to the Open Offer
“Independent Placees”	the placees who and whose ultimate beneficial owners are Independent Third Parties to be procured by the Placing Agent and/or the Underwriter under the Placing and the Open Offer respectively
“Independent Shareholders”	Shareholders other than the Vendor, the Creditors and their respective close associates
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons as defined under the Listing Rules
“IPO(s)”	initial public offering(s)
“Last Trading Day”	18 September 2014, the last trading date before the Suspension
“Latest Time for Termination”	the latest time for termination of the Underwriting Agreement as may be agreed between the Company and the Underwriter

“Liquidators”	Messrs. Stephen Liu Yiu Keung and David Yen Ching Wai, the joint and several liquidators of the Company as ordered by the High Court on 17 August 2015
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange
“Listing Department”	the listing department of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 December 2017 or such later date as the parties to the Acquisition Agreement may agree
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company proposed to be conditionally adopted at the EGM
“Mr. Li”	Mr. Li Chi Kong, a director of Yu Ming and a Proposed Director
“Mr. Warren Lee”	Mr. Lee Wa Lun, Warren, the managing director of Yu Ming and a Proposed Director
“New Listing Application”	the new listing application submitted by the Company on 28 April 2017 to the Stock Exchange relating to the Acquisition pursuant to the requirements and procedures set out in Chapters 8 and 9 of the Listing Rules
“New Share Option Scheme”	the new share option scheme of the Company proposed to be conditionally adopted by the Company at the EGM
“New Share(s)”	the ordinary share(s) of HK\$0.1 each in the capital of the Company immediately following the Share Consolidation becoming effective
“Offer Price”	HK\$0.18 per Offer Share, the price at which the Offer Shares are to be offered to the Qualifying Shareholders
“Offer Shares”	150,264,780 New Shares proposed to be issued under the Open Offer

“Open Offer”	the proposed issue of the Offer Shares on the basis of three (3) Offer Shares for every two (2) New Shares held by the Qualifying Shareholders on the Record Date at the Offer Price
“Open Offer Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Open Offer
“Open Offer Prospectus Documents”	collectively, the Open Offer Prospectus and the Application Form
“Overseas Shareholder”	a Shareholder whose address as shown on the register of members of the Company on the Record Date is in a place outside Hong Kong
“Participant”	a person or party who or which is eligible to participate as Grantee in and receive options under the New Share Option Scheme
“Placing”	the proposed placing of the Placing Shares
“Placing Agreement”	the conditional placing agreement proposed to be entered into between the Company and the Placing Agent in respect of the Placing
“Placing Price”	HK\$0.18 per Placing Share, the price at which the Placing Shares are to be issued and allotted to the Independent Placees pursuant to the Placing Agreement
“Placing Shares”	888,888,889 New Shares falling to be allotted and issued pursuant to the Placing Agreement
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Proposed Director(s)”	the person(s) proposed to be appointed as Director(s) effective from Acquisition Completion or, as the case may be, Resumption
“Qualifying Shareholder(s)”	the Shareholder(s) as at the Record Date other than the Excluded Shareholders
“Record Date”	the date by reference to which entitlement under the Open Offer are to be determined
“Resumption”	the resumption of trading in the shares of the Company on the Main Board of the Stock Exchange

“Resumption Date”	the date on which Resumption occurs
“Resumption Proposal”	the resumption proposal dated 24 August 2016 submitted by the Company to the Stock Exchange, as varied and amended from time to time
“Sale Shares”	10,000,000 shares of HK\$1.00 each, being the entire issued share capital of Yu Ming as at the date of the Acquisition Agreement and on Acquisition Completion
“Scheme Administrators”	such persons to be appointed as the scheme administrators or their successors pursuant to the terms of the Creditors Scheme
“Scheme Company A”	a new company to be incorporated in Hong Kong with limited liability, being a special purpose vehicle held and controlled by the Scheme Administrators or such other company as may be nominated by the Scheme Administrators, for the purpose of holding the proceeds of HK\$80.0 million from the Placing pursuant to the Creditors Scheme
“Scheme Company B”	a new company to be incorporated in Hong Kong with limited liability, being a special purpose vehicle held and controlled by the Scheme Administrators or such other company as may be nominated by the Scheme Administrators, for the purpose of holding the Excluded Companies and other claims to be transferred to it by the Company pursuant to the Creditors Scheme
“Scheme Meeting(s)”	the meeting(s) of the Creditors to be convened and held at the direction of the Grand Court and the High Court for the purpose of considering and, if thought fit, approving the Creditors Scheme
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the share(s) of HK\$0.1 each in the share capital of the Company prior to the Capital Reorganisation
“Share Consolidation”	the proposed consolidation of 10 issued shares of the Company immediately upon the Capital Reduction having become effective into one share
“Shareholder(s)”	the holder(s) of the share(s) of the Company from time to time

“SHK”	SHK Hong Kong Industries Limited, a company incorporated in Hong Kong with limited liability on 19 December 1989 and an indirect non-wholly owned subsidiary of Allied Group, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 666)
“Sponsor”	Emperor Capital Limited, a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, which is appointed by the Company as the sponsor for the New Listing Application
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	unless the context requires otherwise, has the meaning ascribed to it under the Listing Rules
“Supplemental Acquisition Agreement”	the supplemental acquisition agreement dated 7 February 2017 entered into among the Vendor, the Company and the Liquidators in relation to the amendment of certain terms of the Acquisition Agreement
“Suspension”	the suspension of trading in the Shares since 1:00 p.m. on 18 September 2014
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Shares Buy-backs
“Track Record Period”	the three financial years ended 31 December 2016
“Underwriter” or “Placing Agent”	Sun Hung Kai Investment Services Limited, a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities
“Underwriting Agreement”	the underwriting agreement proposed to be entered into between the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	the total number of the Offer Shares, which are fully underwritten by the Underwriter pursuant to the Underwriting Agreement
“Vendor”	Fine Era Limited, a company incorporated in the BVI with limited liability on 3 May 2007 and an indirect wholly-owned subsidiary of Allied Group

“Yu Ming”	Yu Ming Investment Management Limited (禹銘投資管理有限公司), a company incorporated in Hong Kong with limited liability on 4 July 1996 and a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities), Type 4 (advising in securities), Type 6 (advising in corporate finance) and Type 9 (asset management) regulated activities
“Yu Ming Group”	Yu Ming and, until the Disposal Date, Hua Yu
“%”	per cent.

For and on behalf of
CHINA AGROTECH HOLDINGS LIMITED
(In Liquidation)
Stephen Liu Yiu Keung
David Yen Ching Wai
Joint and Several Liquidators

Hong Kong, 17 May 2017

As at the date of this announcement, the executive Directors are Ms. Chen Xiao Fang, Mr. Zhang Liang and Mr. Xu Jiangtao, and the independent non-executive Director is Ms. Zhao Jianhua.