
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Agrotech Holdings Limited (In Liquidation) (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED APPOINTMENT OF AUDITOR;

CLOSURE OF REGISTER OF MEMBERS

AND RECORD DATE;

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Room 103, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, Hong Kong, at 10:00 a.m. 7 August 2017 (Monday) is set out on pages 4 to 5 of this circular. A proxy form for use at the meeting is enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the share registrar and transfer office of the Company in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	China Agrotech Holdings Limited (In Liquidation), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider, among other things, the Proposed Appointment
“Elite Partners”	Elite Partners CPA Limited
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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 of Hong Kong on 17 August 2015
“Proposed Appointment”	the proposed appointment of ZHONGHUI as auditor of the Company following the vacancy created by the resignation of Elite Partners and to hold office until the conclusion of the next annual general meeting of the Company
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“ZHONGHUI”	ZHONGHUI ANDA CPA Limited

LETTER FROM THE LIQUIDATORS

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)

Liquidators:

Mr. Stephen Liu Yiu Keung
Mr. David Yen Ching Wai

Executive Directors:

Ms. Chen Xiao Fang
Mr. Zhang Liang
Mr. Xu Jiangtao

Independent non-executive Director:

Ms. Zhao Jianhua

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

62nd Floor, One Island East
18 Westlands Road
Island East, Hong Kong

20 July 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR;
CLOSURE OF REGISTER OF MEMBERS
AND RECORD DATE;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Company's announcement dated 13 February 2017 in relation to the resignation of Elite Partners as the auditor of the Company and the Proposed Appointment. The purpose of this circular is to provide you with information regarding the Proposed Appointment. The EGM will be convened and held for the purpose of considering and, if thought fit, approving the necessary resolution in relation to the Proposed Appointment.

* For identification purpose only

LETTER FROM THE LIQUIDATORS

PROPOSED APPOINTMENT

On 13 February 2017, the Liquidators announced that Elite Partners has resigned as the auditor of the Company with effect from 10 February 2017. The Liquidators proposed to appoint ZHONGHUI as the auditor of the Company to fill the casual vacancy following the resignation of Elite Partners and to hold office until the conclusion of the next annual general meeting of the Company, by passing an ordinary resolution at the EGM.

Elite Partners stated in their resignation letter dated 10 February 2017 that they came to a decision to resign “after taking into factors including the professional risk associated with the time available to perform the extensive additional audit procedures required to complete the outstanding audits for the three years ended 30 June 2014, 2015 and 2016”.

In addition, Elite Partners stated in their resignation letter that “certain audit outstanding matters which mentioned in the Company’s announcement dated 25 September 2014 and 30 October 2014 and those matters have not been resolved up to the date of their resignation letter (i.e. 10 February 2017)”.

Apart from the matters as set out above, Elite Partners confirmed that there were no other circumstances connected with their resignation which they considered should be brought to the attention of the holders of the securities of the Company and the creditors of the Company.

Save as disclosed above, the Company is not aware of other circumstances or matters in connection with the change of the auditor that need to be brought to the attention of the Shareholders.

Pursuant to article 156 of the articles of association of the Company, if the office of auditor becomes vacant by the resignation or death of the auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene an extraordinary general meeting to fill the vacancy.

Trading in the Shares on the Stock Exchange has been suspended since 1:00 p.m. on 18 September 2014. Pursuant to the letter from the Stock Exchange dated 19 August 2015, the conditions for the resumption of trading in the Shares imposed by the Stock Exchange includes the publication of all outstanding financial results and addressing any audit qualifications of the Company. To facilitate the above, the Liquidators proposed to appoint ZHONGHUI as the auditor of the Company to fill the vacancy following the resignation of Elite Partners and to hold office until the conclusion of the next annual general meeting of the Company, subject to the passing of an ordinary resolution by the Shareholders at the EGM.

LETTER FROM THE LIQUIDATORS

EGM NOTICE

A notice convening the EGM to be held at 10:00 a.m. on 7 August 2017 (Monday) at Room 103, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong to consider and, if thought fit, approve the resolution in connection with the Proposed Appointment is set out on pages 4 to 5 of this circular.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment of it, if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be conducted by way of poll, where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of EGM will be voted by poll. The poll results will be published on the websites of the Stock Exchange and the Company after the EGM.

To the best of the Liquidators' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

The Liquidators announce that for the purposes of determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 1 August 2017 to Monday, 7 August 2017 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Monday, 7 August 2017.

RECOMMENDATION

The Liquidators consider that the ordinary resolution relating to the Proposed Appointment to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Liquidators recommend the Shareholders to vote in favour of the resolution at the EGM.

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

NOTICE OF EGM

CHINA AGROTECH HOLDINGS LIMITED

浩倫農業科技集團有限公司*

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of China Agrotech Holdings Limited (In Liquidation) (the “Company”) will be held at Room 103, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong, on 7 August 2017 (Monday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** ZHONGHUI ANDA CPA Limited be and is hereby appointed as auditor of the Company to fill the casual vacancy created by the resignation of Elite Partners CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company and that Messrs. Stephen Liu Yiu Keung and David Yen Ching Wai, the joint and several liquidators of the Company (the “**Liquidators**”) be authorised to fix its remuneration.”

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, 20 July 2017

Registered office

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Head office and principal place of business in Hong Kong

62/F, One Island East

18 Westlands Road

Island East, Hong Kong

* For identification purpose only

NOTICE OF EGM

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and to vote in his stead in accordance with the articles of association of the Company. A proxy need not to be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company.
3. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the above meeting and in such event, the form of proxy shall be deemed to be revoked.
4. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.irasia.com/listco/hk/chinaagrotech/>) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Ms. Chen Xiao Fang, Mr. Zhang Liang and Mr. Xu Jiangtao and the independent non-executive director of the Company is Ms. Zhao Jianhua.