
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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) RETIREMENT OF DIRECTORS;
(2) RE-APPOINTMENT OF AUDITOR;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as these terms defined in this circular.

A notice of annual general meeting (the “**AGM**”) of the Company to be held at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Wednesday, 12 June 2019 at 10:00 a.m. is set out on pages 5 to 6 of this circular. Whether you are able to attend the AGM or not, please complete and return the enclosed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M 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 holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned annual general meeting should you so wish.

* *For identification purpose only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Liquidators	2
Notice of AGM	5

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Wednesday, 12 June 2019 at 10:00 a.m. at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong to consider and, if thought fit, to approve the resolutions set out in the AGM Notice
“AGM Notice”	the notice convening the AGM set out on pages 5 to 6 of this circular
“Articles”	the articles of association of the Company (as amended from time to time)
“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 (stock code: 1073)
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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 on 17 August 2015
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong 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:*

22/F CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

10 May 2019

To the Shareholders

Dear Sir or Madam,

**(1) RETIREMENT OF DIRECTORS;
(2) RE-APPOINTMENT OF AUDITOR;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM according to the AGM Notice.

RETIRING DIRECTORS

In accordance with Articles 87 of the Articles, Ms. Chen Xiao Fang, Mr. Zhang Liang, Mr. Xu Jiangtao and Ms. Zhao Jianhua will retire from office and, though eligible, each of them will not offer himself/herself for re-election as an executive Director or an independent non-executive Director (as the case may be) at the AGM.

* For identification purpose only

LETTER FROM THE LIQUIDATORS

RE-APPOINTMENT OF AUDITOR

An ordinary resolution will be proposed at the AGM to re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Liquidators or the board of directors of the Company to fix their remuneration.

AGM

The AGM Notice convening the AGM to be held at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Wednesday, 12 June 2019 at 10:00 a.m. is set out on pages 5 to 6 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will also find enclosed a copy of the form of proxy for use at the AGM. Whether you are able to attend the AGM or not, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M 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 holding the AGM or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM or any adjourned annual general meeting should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting of the Company must be taken by poll except any resolution relating purely to a procedural or administrative matter which may be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Liquidators consider that the resolutions set out in the AGM Notice including the adoption of the audited consolidated financial statements for the years ended 30 June 2014, 2015, 2016, 2017 and 2018 and the re-appointment of ZHONGHUI ANDA CPA Limited as the auditors of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Liquidators recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE LIQUIDATORS

CONTINUED SUSPENSION OF TRADING IN THE SHARES

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

For and on behalf of
CHINA AGROTECH HOLDINGS LIMITED
(In Liquidation)
Stephen Liu Yiu Keung
David Yen Ching Wai
Joint and Several Liquidators
acting as agents for and on behalf of the Company
without personal liability

NOTICE OF AGM

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Agrotech Holdings Limited (In Liquidation) (the “Company”) will be held at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Wednesday, 12 June 2019 at 10:00 a.m. to consider and if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY BUSINESS

1. To consider, receive and adopt the audited financial statements and the reports of the joint and several liquidators of the Company (the “Liquidators”) and the Company’s auditors for the year ended 30 June 2014;
2. To consider, receive and adopt the audited financial statements and the reports of the Liquidators and the Company’s auditors for the year ended 30 June 2015;
3. To consider, receive and adopt the audited financial statements and the reports of the Liquidators and the Company’s auditors for the year ended 30 June 2016;
4. To consider, receive and adopt the audited financial statements and the reports of the Liquidators and the Company’s auditors for the year ended 30 June 2017;
5. To consider, receive and adopt the audited financial statements and the reports of the Liquidators and the Company’s auditors for the year ended 30 June 2018; and
6. To re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company and to authorize the Liquidators or the board of directors of the Company to fix their remuneration.

For and on behalf of
CHINA AGROTECH HOLDINGS LIMITED

(In Liquidation)

Stephen Liu Yiu Keung

David Yen Ching Wai

Joint and Several Liquidators

acting as agents for and on behalf of the Company

without personal liability

Hong Kong, 10 May 2019

* For identification purpose only

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
3. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the AGM if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto to, but if more than one of such joint holders are present at the AGM, 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. For this purpose, seniority shall be determined by the order in which the names stand first in the register of members of the Company in respect of the joint holding.