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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)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD 157 OF 2017 (NSJ)

IN THE MATTER OF CHINA AGROTECH HOLDINGS LIMITED

**AND IN THE MATTER OF A REQUEST FOR INTERNATIONAL JUDICIAL ASSISTANCE IN
RESPECT OF WINDING UP PROCEEDINGS PENDING IN THE HIGH COURT OF THE HONG
KONG SPECIAL ADMINISTRATIVE REGION**

**NOTICE PURSUANT TO ORDER OF
THE GRAND COURT OF THE CAYMAN ISLANDS
DATED 19 SEPTEMBER 2017**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Reference is made to the announcement of China Agrotech Holdings Limited (the “**Company**”) dated 28 August 2015 in relation to, amongst other things, the appointment of Stephen Liu Yiu Keung and David Yen Ching Wai of Ernst and Young Transactions Limited as joint and several Liquidators of the Company (the “**Liquidators**”) pursuant to an Order of the High Court of the Hong Kong Special Administrative Region dated 17 August 2015.

This is a notice (“**Notice**”) given to you in your capacity either as a shareholder appearing on the Company’s register of members, a proving creditor or a member of the Company’s Board of Directors (the “**Notified Class**”).

Introduction

On 1 August 2017, the Liquidators issued an ex-parte originating summons in the Grand Court of the Cayman Islands (the “**Grand Court**”), pursuant to a letter of request dated 19 July 2017 from the Hong Kong Court addressed to the Grand Court, for orders to enable the Liquidators to petition the Cayman Court to sanction a scheme of arrangement (the “**Scheme**”) under s. 86 of the Companies Law (2016 Revision) (the “**Law**”) and confirmation of a reduction of the capital of the Company (the “**Reduction**”) and together with the Scheme the “**Petitions**”) pursuant to section 16 of the Law.

By the recitals to and the terms of an order dated 19 September 2017 (the “**Court Order**”), the Grand Court, amongst other things:

- a) expressed a provisional view in the recitals to the Court Order that, pursuant to the Court’s case management powers, should any suit, action or other proceedings (“**Proceedings**”) be proceeded with or commenced against the Company after 19 September 2017, and save in exceptional circumstances, any proceedings against the Company will be stayed; execution of any judgments against the Company will be stayed, and any winding up proceedings against the Company will be adjourned until and pending the Court’s approval of a process for the convening and sanctioning of the Scheme; and
- b) granted recognition to the Liquidators, in paragraph 1 of the Order, for the purpose of, amongst other things, authorising the Liquidators to act for the Company:
 - to present the Petitions; and
 - to prosecute the Petitions, including (without prejudice to the generality of the word prosecute) the taking of all steps necessary and/or required to progress the Scheme and to secure the alteration or otherwise deal with the capital structure of the Company in furtherance of the Scheme in accordance with s. 15, s. 86, Practice Direction No. 2 of 2010 and GCR O.102, r.20 and/or otherwise, to convene a class meeting or meetings and to seek this Court’s sanction of the Scheme.

This Notice can be accessed on the websites of The Stock Exchange of Hong Kong Limited and the Company at:

http://www.hkexnews.hk/listedco/listconews/advancedsearch/search_active_main.aspx

<http://www.irasia.com/listco/hk/chinaagrotech/announcement/index.htm>

The Grand Court has further ordered that the Company give notice to the Notified Class that if any of them wish to object to the Court Order having been made, they can make written representations (in English) (“**Representations**”) to the Liquidators.

TAKE NOTICE THAT:

- If any Representations are received by the Liquidators within 21 days of this Notice having been given (the “**Notice Period**”), the Liquidators shall restore the cause before The Hon. Mr Justice Nicholas Segal with a time estimate of 30 minutes on the first available date thereafter, so that the Grand Court may give such directions as it considers appropriate for the resolution of any issues raised by the said Representations, including whether the Court Order should be set aside or varied.
- If no Representations are received by the Liquidators by the time of the expiry of the Notice Period, the Liquidators shall be at liberty forthwith to take the steps set out in paragraph 1 of the Court Order.

NOTICE IS HEREBY GIVEN that if any member of the Notified Class wishes to:

- obtain copies of the Originating Summons, the evidence filed in support thereof and the Court Order, these may be obtained free of charge from the Liquidators by making an email request to the following email address: anita.so@hk.ey.com;
- object to the Court Order having been made and/or to make Representations to the Grand Court they must, within the Notice Period, notify and make their Representations in writing and in English to the Liquidators by email to the following email address: anita.so@hk.ey.com. The Notice Period expires at 4:00 p.m. (Cayman Islands time) on 30 October 2017 (which is 5:00 a.m. (Hong Kong time) on 31 October 2017) and accordingly any Representations must be received by that time.

By Order of the Grand Court
China Agrotech Holdings Limited

Dated 9 October 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:

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

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.

* For identification purpose only