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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Agrotech Holdings Limited (the “**Company**”) will be held at 4/F Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 22 May 2019 at 10:00 a.m. for the purpose of considering and, if thought fit,

A. Passing with or without amendments the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT:**

(a) conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); (ii) the obtaining of an order from the Grand Court of the Cayman Islands (the “**Grand Court**”) sanctioning the Creditors’ Scheme (as defined in Ordinary Resolution no. 4 below) and confirming the Capital Reduction (as defined below), subject to the requirement of the Companies Law (Revised) of the Cayman Islands (the “**Companies Law**”); (iii) the registration with the Registrar of Companies of the Cayman Islands of a copy of the Grand Court order confirming the Capital Reduction (as defined below) and the minutes containing the particulars required under the Companies Law, with effect from the next business day after the conditions mentioned above are fulfilled:

(i) the nominal value of each existing share of the Company (the “**Share(s)**”) in issue be reduced from HK\$0.10 to HK\$0.01 (the “**Reorganised Share(s)**”) by cancelling HK\$0.09 from the paid-up capital of each issued Share, with each such Reorganised Shares treated as one fully paid new share with a par value of HK\$0.01 (the “**Capital Reduction**”);

* For identification purpose only

- (ii) every ten (10) Reorganised Shares of HK\$0.01 each in the issued share capital of the Company immediately after the Capital Reduction be consolidated (the “**Share Consolidation**”) into one (1) new share of HK\$0.10 each (the “**New Share(s)**”) where applicable, the total number of New Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation;
 - (iii) the entire amount standing to the credit of the share premium account, convertible bond equity reserve and warrant reserve of the Company on the next day following the completion of the Ms. Chong’s Subscription (as defined below) (or the New Placing (as defined below), if Ms. Chong’s Subscription lapses), the YM Subscription (as defined below) and the Public Offer (as defined below) be reduced to nil and the credits arising from the share premium reduction be transferred to the contributed surplus account of the Company (the “**Share Premium Reduction**”);
 - (iv) the authorised share capital of the Company be increased from HK\$300,000,000 to HK\$1,000,000,000 divided into 10,000,000,000 New Shares of HK\$0.10 each by the creation of such number of additional New Shares as shall be sufficient to increase the authorised share capital of the Company to HK\$1,000,000,000 divided into 10,000,000,000 New Shares of HK\$0.10 each (the “**Authorised Capital Increase**” and together with the Capital Reduction, the Share Consolidation and the Share Premium Reduction, the “**Capital Reorganisation**”); and
 - (v) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company and be applied to eliminate an equivalent amount of the accumulated losses of the Company, and Stephen Liu Yiu Keung and David Yen Ching Wai, the joint and several liquidators of the Company (the “**Liquidators**”) and the New Directors (as referred to in Ordinary Resolution no. 10 below) be and are hereby authorised to apply the balance in the contributed surplus account (if any) in any manner permitted by the Companies Law;
- (b) the Liquidators and the New Directors be and are hereby authorised generally to sign, execute and deliver such documents (including the affixation of the common seal of the Company where required) and do all such acts and things and to take all such steps as it considers necessary, expedient or desirable in connection with or to give effect to the Capital Reorganisation.”

2. **“THAT:**

- (a) conditional upon the Capital Reduction becoming effective and the passing of the Special Resolution no. 3 to adopt the English name and dual foreign name of the Company and such change of name having taken effect from the date of entry of the Company’s new name on the register maintained by the Registrar of Companies in the Cayman Islands, the amended and restated memorandum of association of the Company (the **“Memorandum”**) (a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the amended and restated memorandum of association of the Company in substitution for and to the exclusion of the Company’s existing memorandum of association with effect from the date upon which the New Shares are listed on the Stock Exchange;
- (b) conditional upon the Capital Reduction becoming effective and the passing of the Special Resolution no. 3 to adopt the English name and dual foreign name of the Company and such change of name having taken effect from the date of entry of the Company’s new name on the register maintained by the Registrar of Companies in the Cayman Islands, the amended and restated articles of association of the Company (the **“Articles of Association”**) (a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the amended and restated articles of association of the Company in substitution for and to the exclusion of the Company’s existing articles of association with effect from the date upon which the New Shares are listed on the Stock Exchange;
- (c) the Liquidators and New Directors be and are hereby authorised generally to take all necessary steps and to do all other things and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary or desirable for the purpose of giving effect to the foregoing; and
- (d) the registered office of the Company be and is hereby authorised and instructed to make the necessary filings with the Registrar of Companies in the Cayman Islands with respect to the adoption of the Memorandum and Articles of Association.”

3. **“THAT,** subject to the proposed new name conforming with section 30 of the Companies Law (Revised) of the Cayman Islands:

- (a) the English name of the Company be changed from “China Agrotech Holdings Limited” to “Da Yu Financial Holdings Limited” and that the change of name take effect from the date of entry of the new English name on the register maintained by the Registrar of Companies in the Cayman Islands;

- (b) 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 be and is hereby approved;
- (c) the registered office provider of the Company be and is hereby authorised and directed to file a copy of these resolutions and other necessary filings with the Registrar of Companies in the Cayman Islands to effect the change of the Company’s name; and
- (d) the Liquidators and New Directors be and are hereby authorised generally to take all necessary steps and to do all other things and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary or desirable for the purpose of giving effect to the foregoing.”

B. Passing with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- 4. **“THAT**, subject to the applicable laws of the Cayman Islands and Hong Kong and the directions and sanctions of the Grand Court and the High Court of Hong Kong (the **“Hong Kong Court”**), the approval of the relevant creditors and to all the other resolutions set out in this notice being passed:
 - (a) the scheme of arrangement material particulars whereof are disclosed in the scheme of arrangement document of the Company to be despatched to the creditors of the Company (details of the major terms of the scheme of arrangement are set out in the section headed “Letter from the Liquidators – Creditors’ Scheme” in the circular of the Company dated 27 April 2019), which are to be proposed and effected as a scheme under section 86 of the Companies Law being sanctioned by the Grand Court and sections 670, 673 and 674 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as parallel, concurrent and inter-conditional schemes of arrangement, be and are hereby approved, subject to any modification thereof or addition thereof approved or imposed by the Grand Court or the Hong Kong Court (if any);
 - (b) the proposed payment of cash to creditors in accordance with the terms of the proposed schemes of arrangement, funded from the net proceeds of the subscription shares under Ordinary Resolution no. 6 or the placement of shares under Ordinary Resolution no. 7 (as the case may be), be and is hereby approved;
 - (c) subject to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission, or any of his delegates (the **“Executive”**) giving consent (the **“Consent”**) as special deal under Note 5 to Rule 25 of The Hong Kong Code on Takeovers and Mergers (the **“Takeovers Code”**), and the satisfaction of all conditions attached to such Consent, the settlement to creditors, who are also shareholders of the Company under the schemes of arrangement be and is hereby approved as special deal; and

(d) the Liquidators and New Directors be and are hereby authorised generally to take all necessary steps and to do all other things and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary or desirable for the purpose of giving effect to or implementing any of the foregoing.”

5. **“THAT:**

(a) the acquisition agreement dated 24 August 2016 as supplemented by the supplemental acquisition agreement dated 7 February 2017, the second supplemental acquisition agreement dated 13 November 2017, the third supplemental acquisition agreement dated 2 October 2018, and the fourth supplemental acquisition agreement dated 28 December 2018 (collectively the **“Acquisition Agreement”**) entered into among (i) Fine Era Limited (the **“Vendor”**) as vendor; (ii) the Company as purchaser; and (iii) the Liquidators, pursuant to which the Vendor shall sell and the Company shall purchase the entire issued share capital of Yu Ming Investment Management Limited (**“Yu Ming”**) for the consideration of HK\$400 million (copies of which (together with the annexures thereto) have been produced to the meeting and marked **“B”** and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder, and the signing of the Acquisition Agreement be and are hereby approved, confirmed and ratified; and

(b) the Liquidators and the New Directors be and are hereby authorised to do such acts and things, to sign, execute and deliver all such further documents (including the affixation of the common seal of the Company where required) and to take such steps as it may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder, and to agree to such variation, amendment or waiver as are, in the opinion of the Liquidators or, as the case may be, the New Directors, in the interests of the Company.”

6. **“THAT:**

(a) the subscription agreement dated 28 December 2018 (the **“Ms. Chong’s Subscription Agreement”**) and entered into between the Company as issuer and Ms. Chong Sok Un (**“Ms. Chong”**) as subscriber for the subscription (the **“Ms. Chong’s Subscription”**) of 512,698,586 New Shares (the **“Ms. Chong’s Subscription Shares”**) at a subscription price of HK\$0.52 per New Share (a copy of which has been produced to the meeting and marked **“C”** and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder, including the allotment and issue of the 512,698,586 New Shares in accordance with the terms of the Ms. Chong’s Subscription Agreement, be and are hereby approved, confirmed and ratified; and

- (b) the Liquidators and the New Directors be and are hereby authorised generally to do all such acts and things and to sign, execute and deliver all such documents (including the affixation of the common seal of the Company where required) as it may, in its absolute discretion, consider necessary, desirable or expedient to give effect, determine, implement or complete any matters relating to or in connection with the implementation of and giving effect to the Ms. Chong's Subscription Agreement and the transactions contemplated thereunder including the allotment and issue of the Ms. Chong's Subscription Shares and to agree to such variation, amendment or waiver as are, in the opinion of the Liquidators or, as the case may be, the New Directors, in the interests of the Company."

7. **"THAT:**

- (a) Subject to the Ms. Chong's Subscription Agreement having lapsed, the placing agreement dated 28 December 2018 (the "**Placing Agreement**") and entered into between the Company as issuer and Sun Hung Kai Investment Services Limited as placing agent for the placing (the "**Placing**") of 512,698,586 New Shares (each a "**Placing Share**") at a placing price of HK\$0.52 per Placing Share (a copy of which has been produced to the meeting and marked "D" and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares in accordance with the terms of the New Placing Agreement, be and are hereby approved, confirmed and ratified; and
- (b) the Liquidators and the New Directors be and are hereby authorised generally to do all such acts and things and to sign, execute and deliver all such documents (including the affixation of the common seal of the Company where required) as it may, in its absolute discretion, consider necessary, desirable or expedient to give effect, determine, implement or complete any matters relating to or in connection with the implementation of and giving effect to the Placing Agreement (if applicable) and the transactions contemplated thereunder including the allotment and issue of the Placing Shares (if applicable) and to agree to such variation, amendment or waiver as are, in the opinion of the Liquidators or, as the case may be, the New Directors, in the interests of the Company."

8. **"THAT:**

- (a) the subscription agreement dated 28 December 2018 (the "**YM Subscription Agreement**") and entered into among the Company as issuer and (i) Mr. Lee Wa Lun Warren ("**Mr. Warren Lee**") and (ii) certain employees of Yu Ming other than Mr. Warren Lee as subscribers for the subscription (the "**YM Subscription**") of 227,250,000 New Shares and 57,500,000 New Shares respectively at a subscription price of HK\$0.52 per New Share (a copy of which has been produced to the meeting and marked "E" and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder, including the allotment and issue of in aggregate

the 284,750,000 New Shares (the “**YM Subscription Shares**”) in accordance with the terms of the YM Subscription Agreement, be and are hereby approved, confirmed and ratified; and

(b) the Liquidators and the New Directors be and are hereby authorised generally to do all such acts and things and to sign, execute and deliver all such documents (including the affixation of the common seal of the Company where required) as it may, in its absolute discretion, consider necessary, desirable or expedient to give effect, determine, implement or complete any matters relating to or in connection with the implementation of and giving effect to the YM Subscription Agreement and the transactions contemplated thereunder including the allotment and issue of the YM Subscription Shares and to agree to such variation, amendment or waiver as are, in the opinion of the Liquidators or, as the case may be, the New Directors, in the interests of the Company.”

9. “**THAT**, conditional upon (i) the Listing Committee of the Stock Exchange granting its approval to the listing of, and permission to deal in the Offer Shares (as defined below); and (ii) the underwriting agreement (the “**Underwriting Agreement**”) to be entered into, among others, the Company, Sun Hung Kai Investment Services Limited (the “**Underwriter**”) and the Liquidators (a copy of which has been produced to the meeting and marked “F” and signed by the chairman of the meeting for the purpose of identification) becoming unconditional and not being rescinded or terminated in accordance with its terms:

(a) the public offer (the “**Public Offer**”) of an aggregate of 241,705,083 New Shares (each an “**Offer Share**”) at the offer price of HK\$0.52 per Offer Share, comprising:

(i) by way of preferential offering (the “**Preferential Offering**”) of 150,264,780 Offer Shares to the existing shareholders of the Company (the “**Shareholder(s)**”), other than the Shareholders whose address as shown on the register of members of the Company on Tuesday, 18 June 2019 (the “**Record Date**”) is in a place outside Hong Kong and should be excluded from the Preferential Offering, for subscription on the basis of three (3) Offer Shares for every two (2) New Shares held on the Record Date;

(ii) by way of offer to the public in Hong Kong for subscription of 91,440,303 Offer Shares;

(b) the entering into of the Underwriting Agreement (in the form and substance as shown in the copy marked “F” and produced to the meeting) and the transactions contemplated thereunder and the performance thereof by the Company, be and are hereby approved; and

(c) the Liquidators and the New Directors be and are hereby authorised generally to do such acts and things and to sign, execute and deliver all such documents (including the affixation of the common seal of the Company where required) as it may, in its absolute discretion, consider necessary, desirable or expedient to give effect, determine,

implement or complete any matters relating to or in connection with the implementation of and giving effect to the Underwriting Agreement (if applicable) and the transactions contemplated thereunder including the allotment and issue of the Offer Shares (if applicable) and to agree to such variation, amendment or waiver as are, in the opinion of the Liquidators or, as the case may be, the New Directors, in the interests of the Company.”

10. **“THAT:**

(a) conditional upon completion of the Acquisition Agreement, the appointment of the following candidates as directors of the Company (“**Director**”) be and is hereby approved:

(1) with effect from the date of completion of the Acquisition Agreement:

(i) Mr. Lee Wa Lun, Warren as an executive Director;

(ii) Mr. Lam Chi Shing as an executive Director;

(iii) Ms. Li Ming as an executive Director; and

(iv) Mr. Li Chi Kong as a non-executive Director;

(2) with effect from the date of resumption of trading in the shares of the Company on the Stock Exchange (the “**Resumption**”) having occurred:

(i) Mr. Chan Sze Chung as an independent non-executive Director;

(ii) Mr. Suen Chi Wai as an independent non-executive Director; and

(iii) Mr. Sum Wai Kei, Wilfred as an independent non-executive Director;

(Mr. Lee Wa Lun, Warren, Mr. Lam Chi Shing, Ms. Li Ming, Mr. Li Chi Kong, Mr. Chan Sze Chung, Mr. Suen Chi Wai and Mr. Sum Wai Kei, Wilfred are collectively referred to as the “**New Directors**”); and

(b) the Liquidators and the New Directors be and are hereby authorised to fix the New Directors’ remuneration and to do all such acts and things and execute all such documents as it may, in its absolute discretion, consider necessary, desirable or expedient in connection with the appointment of New Directors set out in paragraph (a) of this resolution.”

11. **“THAT:**

- (a) conditional upon Resumption having occurred, the obligations of the Underwriter under the Underwriting Agreement becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreement or otherwise, and the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares to be issued pursuant to the exercise of any options which may be granted under the new share option scheme (the **“New Share Option Scheme”**), the terms of which are set out in the printed document produced to the meeting and marked **“G”** and signed by the chairman of the meeting for the purpose of identification, the New Share Option Scheme be and is hereby approved and adopted to be the share option scheme of the Company and that the board of Directors (the **“Board”**) be authorised to grant options thereunder and to allot and issue New Shares up to 10% of the total number of New Shares in issue as at the date of Resumption (including the New Shares immediately following completion of the Ms. Chong’s Subscription, the Placing (in the event the Ms. Chong’s Subscription Agreement having become lapse), the YM Subscription and the Public Offer) pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement such New Share Option Scheme and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company; and
- (b) subject to paragraph (a) of this resolution, the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 19 June 2013 be and is hereby revoked, cancelled and terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the adoption of the New Share Option Scheme.”

12. To consider and if thought fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company and to be approved by at least 75% of the vote cast on a poll by the independent shareholders of the Company:

“THAT:

- (a) subject to (i) the Ordinary Resolution no. 6 set out in this notice being passed; and (ii) the granting of the Whitewash Waiver (as defined below) by the Executive and any conditions that may be imposed thereon, the waiver of the obligation on the part of Ms. Chong to make a mandatory general offer to shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by Ms. Chong which might otherwise arise as a result of Ms. Chong’s Subscription pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code (the **“Whitewash Waiver”**) be and is hereby approved; and

- (b) the Liquidators and the New Directors be and are hereby authorised generally to take all necessary steps and to do all other things and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which may be necessary or desirable for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

For and on behalf of
CHINA AGROTECH HOLDINGS LIMITED
(In Liquidation)
Stephen Liu Yiu Keung
David Yen Ching Wai
Joint and Several Liquidators
who act without personal liabilities

Hong Kong, 27 April 2019

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

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. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
4. 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.
5. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

6. 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.