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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)**

**(I) DESPATCH OF CIRCULAR IN RELATION TO**

**(1) CAPITAL REORGANISATION;**

**(2) SUBSCRIPTION WITH PLACING OF NEW SHARES**

**UNDER SPECIFIC MANDATE;**

**(3) CREDITORS' SCHEME;**

**(4) VERY SUBSTANTIAL ACQUISITION AND REVERSE TAKEOVER**

**INVOLVING A NEW LISTING APPLICATION;**

**(5) PUBLIC OFFER WITH PREFERENTIAL OFFERING;**

**(6) APPLICATION FOR WHITEWASH WAIVER;**

**(7) SPECIAL DEAL;**

**(8) APPOINTMENT OF PROPOSED DIRECTORS;**

**(9) CHANGE OF COMPANY NAME;**

**(10) CHANGE IN BOARD LOT SIZE;**

**(11) ADOPTION OF NEW SHARE OPTION SCHEME;**

**(12) ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION;**

**AND**

**(13) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**AND**

**(II) CLOSURE OF REGISTER OF MEMBERS**

Reference is made to the announcements of China Agrotech Holding Limited (In Liquidation) (the “**Company**”) dated (i) 17 May 2017 in relation to the Proposed Restructuring; (ii) 28 December 2018 in relation to the Proposed Restructuring and the new listing application of the Company pursuant to Rule 3.5 of the Takeovers Code; (iii) 18 January 2019, 29 March 2019 and 17 April 2019 in relation to the delay in despatch of the Circular; and (iv) 15 February 2019, 15 March 2019 and 12 April 2019 in relation to, among others, the update on recent development of the Suspension (collectively, the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall bear the same meanings as defined in the Announcements.

## **DESPATCH OF CIRCULAR**

The Circular containing, among others, (i) further information in respect of the Capital Reorganisation, the Subscriptions and the New Placing, the Creditors' Scheme, the Acquisition, the Public Offer (with Preferential Offering), the Whitewash Waiver, the Special Deal, the appointment of the Proposed Directors, the adoption of the 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; (ii) a letter of advice from the Independent Financial Adviser to the Independent Shareholders in relation to the terms of the Subscriptions, the Public Offer, the Whitewash Waiver and the Special Deal; and (iii) a notice of the EGM, has been despatched to the Shareholders on 27 April 2019.

The EGM 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., details of which are to be set out in the notice of EGM contained in the Circular.

Shareholders are advised to carefully review the contents of the Circular, and in particular the letter of advice from the Independent Financial Adviser, before making any voting decision at the EGM.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Friday, 17 May 2019 to Wednesday, 22 May 2019 (both dates inclusive), during which no transfer of Shares will be effected, for the purpose of ascertaining the entitlement of the Shareholders to vote at the EGM. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Thursday, 16 May 2019.

## **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.

## **WARNING**

**The proposed transactions contemplated under the Proposed Restructuring are subject to a number of conditions precedents which may or may not be fulfilled and are subject to change upon the review of the Stock Exchange.**

**In addition, the Stock Exchange's formal and final approval on the New Listing Application made by the Company may or may not be granted, therefore the proposed transactions contemplated under the Proposed Restructuring may or may not proceed.**

**Shareholders and potential investors should note that Resumption is subject to various conditions which may or may not be fulfilled. There is no guarantee that Resumption will take place. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

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, 27 April 2019

*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.*

*The Liquidators, namely Messrs. Stephen Liu Yiu Keung and David Yen Ching Wai, jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

\* *For identification purpose only*