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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)**

### **NOTICES OF SCHEME MEETING**

References are made to (i) the circular (the “**Circular**”) of the Company dated 27 April 2019 in relation to, among others, the Proposed Restructuring; (ii) the announcements of the Company dated 30 May 2019 and 5 June 2019 in relation to revised timetable for the Proposed Restructuring. Unless otherwise stated, capitalised terms used in this announcement shall bear the same meanings as defined in the Circular.

The Company wishes to announce that (i) by an order dated 30 April 2019 (Cayman Islands time) (the “**Cayman Order**”), the Grand Court has directed that a single meeting (the “**Scheme Meeting**”) of all Creditors to be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Cayman Scheme proposed to be made between the Company and the Creditors and for the purpose of considering and, if thought fit, approving (with or without modification) the appointment of a scheme creditors’ committee; and (ii) by an order dated 11 June 2019 (Hong Kong time) (the “**Hong Kong Order**”), the High Court has directed that a single meeting, i.e. the Scheme Meeting, of all Creditors to be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Hong Kong Scheme proposed to be made between the Company and the Creditors and for the purpose of considering and, if thought fit, approving (with or without modification) the appointment of a scheme creditors’ committee.

Notices of the Scheme Meeting pursuant to the Cayman Order and the Hong Kong Order are set out in the Annex to this announcement. The Scheme Meeting will be held at 4/F, Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on 5 July 2019 at 10:00 a.m. at which place the Creditors are requested to attend.

### **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.

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, 13 June 2019

*As at the date of this announcement, the Company has no Director.*

\* *For identification purpose only*

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FSD NO. 68 OF 2019

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IN THE MATTER OF  
CHINA AGROTECH HOLDINGS LIMITED

and

SECTION 86 OF THE COMPANIES LAW (CAYMAN ISLANDS)

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NOTICE OF SCHEME MEETING

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**TAKE NOTICE** that, by an Order dated 30 April 2019 (Cayman Islands time) (the “**Cayman Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed that a single meeting (the “**Cayman Scheme Meeting**”) be convened of all creditors to whom unsecured debts are owed by the above-mentioned company (the “**Company**”) (not including creditors whose claims would be preferential in a winding up to the extent of their preferential claims and secured scheme creditors to the extent of the agreed value of the net proceeds of the realisation of their securities interests) (the “**Scheme Creditors**”) for the purpose of considering and, if though fit, approving (with or without modification) the scheme of arrangement (the “**Cayman Scheme**”) proposed to be made between the Company and the Scheme Creditors and for the purpose of consideration and, if thought fit, approving (with or without modification) the appointment of a scheme creditors’ committee (the “**Scheme Creditors’ Committee**”). The Cayman Scheme Meeting will be held at 4/F, Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on 5 July 2019 at 10:00 a.m. at which place and time all Scheme Creditors are requested to attend.

A copy of the Cayman Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”, collectively the “**Scheme Document**”) are available from the office of Mr. Stephen Liu Yiu Keung and Mr. David Yen Ching Wai, the joint and several liquidators appointed by the Hong Kong Court (the “**Liquidators**”) of the Company acting as representatives of the Company pursuant to the order of the Cayman Court dated 19 September 2017 in Case No.: FSD 157 of 2017 (NSJ) without personal liability, of 22/F, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong. The Scheme Document is available free of charge to any person entitled to attend the Cayman Scheme Meeting between the hours of 10:00 a.m. and 4:00 p.m. on weekdays (excluding public holidays) prior to the day appointed for the Cayman Scheme Meeting upon reasonable prior notice given to the Liquidators.

A Scheme Creditor may vote in person at the Cayman Scheme Meeting or he may appoint another person, whether a Scheme Creditor or not, as his proxy to attend and vote in his stead. A corporate Scheme Creditor may also appoint a representative to attend and vote at the Cayman Scheme Meeting. A Form of Proxy for use at the Cayman Scheme Meeting is enclosed herewith. The Form of Proxy must be lodged with the Liquidators by not later than 10:00 a.m. on 3 July 2019, being two (2) business days prior to the date of the Cayman Scheme Meeting.

Any Scheme Creditor that wishes to attend the Cayman Scheme Meeting should produce at the Cayman Scheme Meeting evidence of personal identity (for example, a passport, identity card or other picture identification) and, in the case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

Each proxy must bring to the Cayman Scheme Meeting a copy of the Form of Proxy authorising him or her to act as proxy on behalf of the Scheme Creditor and evidence of his personal identify (for example, a passport, identity card or other picture identification).

If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend or vote.

By the Cayman Order, the Cayman Court has appointed Mr. David Yen Ching Wai or, failing him, Mr. Stephen Liu Yiu Keung both being the Liquidators to act as chairman of the Cayman Scheme Meeting and has directed the chairman to report the result of the Cayman Scheme Meeting to the Court.

The Cayman Scheme will be subject to the subsequent approval of the Cayman Court and to the fulfilment or waiver (as applicable) of the conditions of the Cayman Scheme set out at paragraph 3(a)-(c) of the Explanatory Statement.

If a Scheme Creditor previously submitted a proof of debt to and registered at the Official Receiver's Office or if a Scheme Creditor previously filed a Notice of Claim with the Liquidators for the purposes of the Scheme Meeting, the proof of debt or Notice of Claim is deemed to have been delivered to the Liquidators under the terms of the Scheme and a Scheme Creditor is not required to file a further Notice of Claim. If a Scheme Creditor files a new Notice of Claim, any further Notice of Claim delivered by that Scheme Creditor to the Liquidators will supersede any Notice of Claim previously delivered by that Scheme Creditor.

A Scheme Creditor, who wishes to file further Notice of Claim, must submit details of any claim together with the relevant supporting documents they have against the Company as at 9 February 2015, in writing, to the Liquidators' office before 10:00 a.m. on 21 June 2019. Forms of Notice of Claim for this purpose are available from the Liquidators at the above address.

Dated this 13 June 2019

**Stephen Liu Yiu Keung**  
**David Yen Ching Wai**

Joint and Several Liquidators appointed by the High Court of Hong Kong  
for and on behalf of

**China Agrotech Holdings Limited (In Liquidation)**  
acting as agent without personal liability

IN THE HIGH COURT OF  
THE HONG KONG SPECIAL ADMINISTRATIVE REGION COURT OF  
FIRST INSTANCE

MISCELLANEOUS PROCEEDINGS NO. 2196 OF 2018

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IN THE MATTER OF  
CHINA AGROTECH HOLDINGS LIMITED  
(IN LIQUIDATION)

and

SECTION 670 OF THE COMPANIES ORDINANCE (HONG KONG)

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NOTICE OF SCHEME MEETING

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**NOTICE IS HEREBY GIVEN** that, by an Order dated 11 June 2019 (Hong Kong time) (the “**Hong Kong Order**”) made in the above matter, the High Court of Hong Kong (the “**Court**”) has directed that a single meeting (the “**Hong Kong Scheme Meeting**”) to be convened of all creditors to whom unsecured debts are owned by the above-mentioned company (the “**Company**”) (creditors whose claims would be preferential in a winding up to the extent of their preferential claims and secured scheme creditors to the extent of the agreed value of the net proceeds of the realisation of their securities interests) (the “**Scheme Creditors**”) for the purpose of considering and, if thought fit, approving (with or without modification) the scheme of arrangement (the “**Hong Kong Scheme**”) proposed to be made between the Company and the Scheme Creditors and for the purpose of consideration and, if thought fit, approving (with or without modification) the appointment of a scheme creditors committee (the “**Scheme Creditors’ Committee**”). The Hong Kong Scheme Meeting will be held at 4/F, Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on 5 July 2019 at 10:00 a.m. at which place and time all Scheme Creditors are requested to attend.

A copy of the Hong Kong Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”, collectively the “**Scheme Document**”) are available from the office of Mr. Stephen Liu Yiu Keung and Mr. David Yen Ching Wai, the joint and several liquidators appointed by the High Court of Hong Kong (the “**Liquidators**”) of the Company acting without personal liability, of 22/F, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong. The Scheme Document is available free of charge to any person entitled to attend the Hong Kong Scheme Meeting between the hours of 10:00 a.m. and 4:00 p.m. on weekdays (excluding public holidays) prior to the day appointed for the Hong Kong Scheme Meeting upon reasonable prior notice given to the Liquidators.

A Scheme Creditor may vote in person at the Hong Kong Scheme Meeting or he may appoint another person, whether a Scheme Creditor or not, as his proxy to attend and vote in his stead. A corporate Scheme Creditor may also appoint a representative to attend and vote

at the Hong Kong Scheme Meeting. A Form of Proxy for use at the Hong Kong Scheme Meeting is enclosed herewith. The Form of Proxy must be lodged with the Liquidators at 22/F, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong by no later than 10:00 a.m. on 3 July 2019, being two (2) Business Days prior to the date of the Hong Kong Scheme Meeting.

Any Scheme Creditor that wishes to attend the Hong Kong Scheme Meeting should produce at the Hong Kong Scheme Meeting evidence of personal identity (for example, a passport, identity card or other picture identification) and, in the case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

Each proxy must bring to the Hong Kong Scheme Meeting a copy of the Form of Proxy authorising him or her to act as proxy on behalf of the Scheme Creditor and evidence of his personal identify (for example, a passport, identity card or other picture identification).

If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend or vote.

By the Order, the Hong Kong Court has appointed Mr. David Yen Ching Wai or, failing him, Mr. Stephen Liu Yiu Keung, both being the Liquidators, to act as chairman of the Hong Kong Scheme Meeting and has directed the chairman to report the result of the Hong Kong Scheme Meeting to the Court.

The Hong Kong Scheme will be subject to the subsequent approval of the Court and to the fulfilment or waiver (as applicable) of the conditions of the Hong Kong Scheme set out in the Explanatory Statement.

If a Scheme Creditor previously submitted proof of debts to and registered at the Official Receiver's Office or if a Scheme Creditor previously filed the Notice of Claim with the Liquidators for the purposes of the Scheme Meeting, that Scheme Creditor is deemed to have been delivered to the Liquidators under the terms of the Scheme and is not required to file further Notice of Claim. If a Scheme Creditor files new Notice of Claim, any further Notice of Claim delivered by that Scheme Creditor to the Liquidators will supersede any Notice of Claim previously delivered by that Scheme Creditor.

A Scheme Creditor, who wishes to file further Notice of Claim, must submit details of any claim together with the relevant supporting documents they have against the Company as at 9 February 2015, in writing, to the Liquidators' office before 10:00 a.m. on 21 June 2019. Forms of Notice of Claim for this purpose are available from the Liquidators at the above address.

Dated this 13 June 2019

**Stephen Liu Yiu Keung**

**David Yen Ching Wai**

Joint and Several Liquidators appointed by the High Court of Hong Kong  
for and on behalf of

**China Agrotech Holdings Limited (In Liquidation)**

acting as agent without personal liability