

## IMPORTANT

**WARNING: Completion of the Public Offer is subject to uncertainties as more particularly set out in the section headed “Specific Risk Associated with the Proposed Restructuring” in this prospectus. Accordingly, the Public Offer (including the Preferential Offering) may or may not proceed. The Shareholders and the public investors should note that in the event that the Company announces its withdrawal of the Public Offer or the Proposed Restructuring (including the Public Offer) does not become unconditional, the application monies for the Offer Shares will be refunded without interest.**

**The application for the Offer Shares will commence on Friday, 28 June 2019 through Friday, 19 July 2019, being longer than normal market practice of 3.5 days. The application monies (including the brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on or before Thursday, 1 August 2019. Investors should be aware that the dealings in the New Shares on the Stock Exchange are expected to commence on Friday, 26 July 2019. Investors should carefully consider the risks involved in making an application for the Offer Shares.**

*If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.*

## CHINA AGROTECH HOLDINGS LIMITED

浩倫農業科技集團有限公司\*

(In Liquidation)

(To be renamed as Da Yu Financial Holdings Limited 大禹金融控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

### PUBLIC OFFER

Number of Offer Shares under the : 241,705,083 New Shares (including  
Public Offer 150,264,780 Reserved Shares under the  
Preferential Offering) (subject to  
reallocation)  
Offer Price : HK\$0.52 per Offer Share, plus brokerage of  
1%, SFC transaction levy of 0.0027% and  
Stock Exchange trading fee of 0.005%  
(payable in full on application in Hong  
Kong dollars and subject to refund)  
Nominal value : HK\$0.1 per New Share  
Stock code : 1073

#### Sole Sponsor



英皇融資有限公司  
Emperor Capital Limited

#### Financial Adviser to the Company



Lego Corporate  
Finance Limited  
力高企業融資有限公司

#### Sole Underwriter



光大新鴻基  
EVERBRIGHTSUN HUNG KAI

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed “Documents delivered to the Registrar of Companies in Hong Kong” in Appendix VI to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is HK\$0.52 per Offer Share. Applicants for Offer Shares are required to pay, on application, the Offer Price of HK\$0.52 for each Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

Prior to making an investment decision, prospective investors should read the entire document carefully and, in particular, should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed “Risk Factors” and the section headed “Specific Risk Associated with the Proposed Restructuring” in this prospectus.

The Public Offer (including the Preferential Offering) is conditional upon the fulfilment of the conditions set out under the section headed “Structure and conditions of the Public Offer and Preferential Offering – Conditions of the Public Offer” in this prospectus. Pursuant to the provisions of the Underwriting Agreement, the Underwriter also has the right, in certain circumstances, to terminate the obligations of the Underwriter by notice in writing to the Company at any time on or before 4:00 p.m. (Hong Kong time) on the date of announcement of the results of the Public Offer and the Preferential Offering. Such events include, but without limitation to, acts of God, war, riot, public disorder, civil commotion, economic sanctions, fire, flood, explosion, epidemic, terrorism, strike or lockout involving Hong Kong, the PRC and any other jurisdiction. It is important that you refer to the section headed “Underwriting” in this prospectus for further details.

An announcement will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at <http://www.irasia.com/listco/hk/chinaagrotech/> if there is any change to the expected timetable.

\* For identification purpose only