



CHINA AGROTECH HOLDINGS LIMITED

浩倫農業科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01073)

Form of Proxy for Extraordinary General Meeting

I/We¹, _____
of _____
being the registered holder(s) of² _____ share(s) of HK\$0.10 each in the capital of China Agrotech Holdings Limited (the “Company”), HEREBY APPOINT _____ of _____, or failing whom, the Chairman of the Meeting³, as my/our proxy to attend the Extraordinary General Meeting (or any adjournment thereof) of the Company (the “Meeting”) to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on 19 September 2014, at 11:00 a.m. and vote for me/us and on my/our behalf in respect of the undermentioned resolutions as indicated.

	Resolution	For ⁴	Against ⁴
1.	To approve the convertible bonds subscription agreement and the transactions contemplated thereunder.		
2.	To approve the proposed set off and the transactions contemplated thereunder.		
3.	To approve the termination deed and the transactions contemplated thereunder.		

Signature⁷: _____

Dated this _____ day of _____ 2014

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. Please indicate with a “✓” in the space opposite to the resolution how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. To be valid, you are requested to lodge this form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned Meeting.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

* For identification purpose only