

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)

PROXY FORM

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 4/F PICO TOWER, 66 GLOUCESTER ROAD, WAN CHAI, HONG KONG ON WEDNESDAY, 22 MAY 2019 AT 10:00 A.M. OR ANY ADJOURNMENT THEREOF

I/We¹ _____

of _____

being the registered holder(s) of ² _____ shares of HK\$0.1 each (the “Shares”) of China Agrotech Holdings Limited (In Liquidation) (the “Company”), **HEREBY APPOINT**³ the Chairman of the Meeting, or _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the “Meeting”) of the Company to be held at 4/F Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 22 May 2019 at 10:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting (the “Notice of EGM”) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those stated in the Notice of EGM.

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve the Capital Reorganisation		
2.	To approve and adopt the Memorandum and the Articles of Association		
3.	To approve the change of the English name of the Company from “China Agrotech Holdings Limited” to “Da Yu Financial Holdings Limited”, and 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		
ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
4.	To approve the implementation of the scheme of arrangement of the Company, including as special deal under Note 5 to Rule 25 of The Hong Kong Code on Takeovers and Mergers		
5.	To approve, confirm and ratify the Acquisition Agreement and the transactions contemplated thereunder		
6.	To approve, confirm and ratify the Ms. Chong’s Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Ms. Chong’s Subscription Shares		
7.	To approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares		
8.	To approve, confirm and ratify the YM Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the YM Subscription Shares		
9.	To approve the Underwriting Agreement and the transactions contemplated thereunder, including the allotment and issue of the Offer Shares		
10.	(1) (i) To approve the appointment of Mr. Lee Wa Lun Warren as an executive Director to take effect from the date of completion of the Acquisition Agreement		

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
	(ii) To approve the appointment of Mr. Lam Chi Shing as an executive Director to take effect from the date of completion of the Acquisition Agreement		
	(iii) To approve the appointment of Ms. Li Ming as an executive Director to take effect from the date of completion of the Acquisition Agreement		
	(iv) To approve the appointment of Mr. Li Chi Kong as a non-executive Director to take effect from the date of completion of the Acquisition Agreement		
	(2) (i) To approve the appointment of Mr. Chan Sze Chung as an independent non-executive Director to take effect from the date of Resumption		
	(ii) To approve the appointment of Mr. Suen Chi Wai as an independent non-executive Director to take effect from the date of Resumption		
	(iii) To approve the appointment of Mr. Sum Wai Kei Wilfred as an independent non-executive Director to take effect from the date of Resumption		
11.	To approve and adopt the New Share Option Scheme		
12.	To approve the Whitewash Waiver in respect of the Ms. Chong's Subscription Agreement		

Dated this _____ day of _____ 2019 Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s)
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- Please indicate with a "✓" in the appropriate space beside the resolution(s) how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution(s) or may abstain at his discretion.
- 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 an officer or attorney duly authorised.
- 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 holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power 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 of the Meeting (i.e. no later than 10:00 a.m. on Wednesday, 8 May 2019 (Hong Kong time)) or any adjournment of such Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/ Hong Kong Registrars Limited at the above address.