



# 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 Annual General Meeting

I/We <sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.10 each  
in the capital of China Agrotech Holdings Limited (the "Company"), **HEREBY APPOINT**<sup>3</sup> the Chairman of the Meeting, or  
\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company (the "Meeting") to be held at Room 1702, 17th Floor, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong on Wednesday, 31 December 2014 at 11:00 a.m. and vote for me/us and on my/our behalf in respect of the undermentioned resolutions as indicated.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	(i) To re-elect Mr. Wu Shaoning as a Director		
	(ii) To re-elect Ms. Chen Xiao Fang as a Director		
	(iii) To re-elect Mr. Zhang Liang as a Director		
	(iv) To re-elect Mr. Xu Jiangtao as a Director		
	(v) To re-elect Ms. Zhao Jianhua as a Director		
	(vi) To authorise the board of directors (the "Board") to fix the remuneration of the Directors		
2.	To re-appoint Elite Partners CPA Limited as the Auditors of the Company and to authorise the Board to fix the remuneration of the Auditors		
3A.	To grant a general mandate to the Directors to purchase shares of the Company		
3B.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company		
3C.	Conditional on the passing of resolutions 3A and 3B, to extend the general mandate under resolution 3B to the Directors to allot, issue and deal with shares not exceeding the aggregate number of shares purchased pursuant to the mandate granted under resolution 3A		

Signature <sup>7</sup>: \_\_\_\_\_

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. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. Please indicate with a "✓" or number of shares in the spaces opposite to each of the resolutions 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 resolutions 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, at 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