AGTech
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AGTech Holdings Limited

亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

PROXY FORM

Form of proxy for use at the annual general meeting (and at any adjournment thereof) to be held on 27 October 2008

I/We *(Note 1)* ____________________

of *(address)* ____________________

being the registered holder(s) of *(Note 2)* ____________________ shares of HK$0.002 each in the capital of AGTech Holdings Limited (the "Company"), HEREBY APPOINT *(Note 3)* ____________________

of *(address)* ____________________

or failing him the Chairman of the Meeting as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 10:00 a.m. on Monday, 27 October 2008 at Annapurna Room, Pacific Place Conference Centre, Level 5 One Pacific Place, 88 Queensway, Hong Kong, to consider and, if thought fit, pass with or without modifications the resolutions set out in the notice convening the said Annual General Meeting (the "Notice") and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as indicated below, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30 June 2008.		
2.	i. To re-elect Mr. Liang Yu as executive Director.		
	ii. To re-elect Ms. Yang Yang as non-executive Director.		
	iii. To re-elect Mr. Kwok Wing Leung Andy as independent non-executive Director.		
	iv. To re-elect Mr. Hua Fengmao as independent non-executive Director.		
	v. To re-elect Mr. Wang Ronghua as independent non-executive Director.		
	vi. To authorise the board of directors to fix the remuneration of all directors who are re-elected at the AGM as set out in ordinary resolution no. 2(vi) in the Notice.		
3.	To appoint HLB Hodgson Impey Cheng as the auditors of the Company and its subsidiaries in place of the resigned auditors, Deloitte Touche Tohmatsu, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors to fix the remuneration of the appointed auditors.		
4.	i. To grant a general mandate to the directors to allot, issue and deal with the Company's shares, on terms as referred to in ordinary resolution no. 4(i) in the Notice.		
	ii. To grant a general mandate to the directors to repurchase the Company's shares, on terms as referred to in ordinary resolution no. 4(ii) in the Notice.		
	iii. To approve the extension of the general mandate to be granted to the directors to allot the Company's shares, on terms as referred to in ordinary resolution no. 4(iii) in the Notice.		

Dated ____________________

Signature *(Note 5)* ____________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company, but must attend the meeting in person to represent you. Please note that according to the bye-laws of the Company, a member of the Company who is the holder of two or more shares may appoint more than one proxies to attend and vote at a general meeting of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPRORIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice convening such meeting.**
5. 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 his common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
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 in respect of joint holding.
7. This form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof, and in default the form of proxy shall not be treated as valid.
8. The completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) should you so wish.
9. The proxy need not be a member of the Company.

* *For identification purpose only*