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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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting ("AGM") of AGTech Holdings Limited (the "Company") will be held at 10:00 a.m. on Wednesday, 4 May 2011 at the conference room of HLB Hodgson Impey Cheng at 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong for the following purposes:

## ORDINARY RESOLUTIONS

1. As ordinary business, to receive and consider the audited financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 December 2010;

2. As ordinary business, to consider and if thought fit, pass the following resolutions:

   (i) to re-elect Mr. Robert Geoffrey Ryan as executive Director;

   (ii) to re-elect Mr. Bai Jinmin as 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 (the "Board") to fix the remuneration of all Directors who are re-elected at the AGM;

3. As ordinary business, to re-appoint HLB Hodgson Impey Cheng as the auditors of the Company and its subsidiaries for the ensuing year and authorise the Board to fix the remuneration of the appointed auditors;

* *For identification purpose only*

4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

(i) "**THAT**:

(a) subject to paragraph (c), the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or the exercise of the subscription rights under the share option scheme of the Company adopted on 18 November 2004, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(I) the conclusion of the next annual general meeting of the Company;

(II) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

(III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Board to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

(ii) "**THAT**:

(a) the exercise by the Board during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution,

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(I) the conclusion of the next annual general meeting of the Company;

(II) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

(III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting."

(iii) "**THAT** conditional upon resolution number 4(ii) above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Board as mentioned in resolution number 4(ii) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to resolution number 4(i) above."

Yours faithfully,
By order of the Board
**AGTech Holdings Limited**
**Sun Ho**
*Chairman & CEO*

The Hong Kong Special Administrative Region of
the People's Republic of China, 30 March 2011

*Registered office:*
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business:*
Unit 3912, 39th Floor
Shell Tower
Times Square
Causeway Bay
Hong Kong

*As at the date of this notice, the Board comprises (i) Mr. Sun Ho, Mr. Robert Geoffrey Ryan, Mr. Bai Jinmin and Mr. Liang Yu as executive Directors; (ii) Ms. Yang Yang as non-executive Director; and (iii) Mr. Wang Ronghua, Mr. Hua Fengmao and Mr. Kwok Wing Leung Andy as independent non-executive Directors.*

*Notes:*

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead in accordance with the Bye-laws of the Company. A proxy need not be a member of the Company.

2. Where there are joint registered holders of any share, any one of such persons may vote at any the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. The 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 Hong Kong branch share registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the AGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcement" page of the GEM website operated by the Stock Exchange at www.hkgem.com for at least seven days from the day of its posting and will be published on the website of the Company at www.agtech.com.*