



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 special general meeting (and at any adjournment thereof) to be held on Friday, 10 June 2016

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 special general meeting (or at any adjournment thereof) of the Company (the "Special General Meeting") to be held at 11:00 a.m. on Friday, 10 June 2016 at conference room of HLB Hodgson Impey Cheng Limited, 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong, to consider and, if thought fit, pass with or without modifications the resolutions set out in the notice convening the Special 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 confirm, approve and ratify the Subscription Agreement and the transactions contemplated thereunder and to approve the grant of the specific mandate to allot and issue the Subscription Shares and the Conversion Shares.		
2.	To approve the Whitewash Waiver.		
3.	To increase the authorised share capital of the Company from HK\$20,000,000 divided into 10,000,000,000 shares of par value HK\$0.002 each to HK\$40,000,000 divided into 20,000,000,000 shares of par value HK\$0.002 each.		
4.	To approve the appointment of Mr. Zhou Haijing as an executive director of the Company and to authorise the board of Directors to fix his remuneration.		
5.	To approve the appointment of Mr. Zhang Qin as a non-executive director of the Company and to authorise the board of Directors to fix his remuneration.		
6.	To approve the appointment of Mr. Yang Guang as a non-executive director of the Company and to authorise the board of Directors to fix his remuneration.		
7.	To approve the appointment of Mr. Ji Gang as a non-executive director of the Company and to authorise the board of Directors to fix his remuneration.		
8.	To approve the appointment of Mr. Zhang Wei as a non-executive director of the Company and to authorise the board of Directors to fix his remuneration.		

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 proxy to attend and vote at a general meeting of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") THE APPROPRIATE 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 Special 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 its 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Special 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 Special General Meeting (or any adjourned meeting thereof) should you so wish.

* For identification purpose only