



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 Wednesday, 8 March 2017

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 Wednesday, 8 March 2017 at Units 2302-2305, 23/F, Tower One, Times Square, 1 Matheson Street, Causeway Bay, 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 RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
<p>“THAT:</p> <p>(A) (i) the Framework Agreement (as defined in the circular of the Company dated 20 February 2017 of which this notice forms part (the “Circular”)) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;</p> <p>(ii) the Caps (as defined in the Circular) for the period commencing from the Effective Date (as defined in the Circular) and ending on 31 December 2017 and for the two years ending 31 December 2018 and 2019 be and are hereby approved; and</p> <p>(B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Framework Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”</p>		

Dated _____

Signature (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.**
- 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.**
- 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.
- 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.
- 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.
- 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