



# AGTech Holdings Limited

## 亞博科技控股有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

### FORM OF PROXY

**Form of proxy for use at the special general meeting (and at any adjournment thereof) to be held on March 27, 2024 (the "Meeting")**

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 Meeting (or at any adjournment thereof) of the Company to be held at 11:00 a.m. on Wednesday, March 27, 2024 at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong, to consider and, if thought fit, pass with or without modifications the resolutions set out in the notice convening the 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.	(a) the Share Transfer Agreement (as defined in the circular of the Company dated March 5, 2024 (the "Circular") of which this notice forms part) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and (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 authorized 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 Share Transfer Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		
2.	(a) the Capital Increase Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and (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 authorized 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 Capital Increase Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		
3.	(a) the Share Transfer Undertaking Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and (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 authorized 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 Share Transfer Undertaking Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.		
4.	(a) the Technical Services (as defined in the Circular) and relevant terms under the Framework Agreement (as defined in the Circular) be and are hereby confirmed, approved and ratified; (b) the Technical Services Annual Caps (as defined in the Circular) be and are hereby approved; and (c) 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 authorized 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 Technical Services and relevant terms under the Framework Agreement and the implementation thereof including the affixing of seal thereon.		

Dated \_\_\_\_\_

Signature (Note 5) \_\_\_\_\_

\* For identification purpose only

*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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, 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 resolutions properly put to the 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 authorized 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 authorized 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the 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 Meeting (or any adjourned meeting thereof) should you so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “**Purposes**”). Such information will be transferred to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited and/or other companies or bodies which provide(s) administrative, computer or other services to the Company for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong) and any such request should be in writing by mail to the Company at Unit 3912, 39th Floor, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (marked for the attention of the Company Secretary) or Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (marked for the attention of the Privacy Compliance Officer).