

AGTECH HOLDINGS LIMITED
亞博科技控股有限公司 *
(Incorporated in Bermuda with limited liability)
(Stock Code: 8279)

Terms of Reference for Corporate Governance Committee

Purpose

1. The purpose of the Corporate Governance Committee is to assist the board (“Board”) of directors (“Directors”) of AGTech Holdings Limited (“Company”) in performing the corporate governance duties as required under the Corporate Governance Code (“Code”) and Corporate Governance Report set out in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”).

Composition

2. The Corporate Governance Committee shall be appointed by the Board from time to time and shall consist of a minimum of two members (including the Compliance Officer and the secretary of the Company), and one of these members shall be appointed as the Chairman of the Committee.

Meetings

3. The Corporate Governance Committee shall meet at least once annually, or more frequently if circumstances require.
4. The Chairman (or in his absence, a member designated by the Chairman) shall preside at all meetings of the Corporate Governance Committee. The Chairman shall be responsible for leading the Corporate Governance Committee, including scheduling meetings, preparing agendas and making regular reports or recommendations to the Board.

Access

5. The Corporate Governance Committee shall have full access to management and may invite members of the management or others to attend its meetings.

Reporting Procedures

6. The Corporate Governance Committee shall evaluate and assess the corporate governance practices of the Company and the adequacy of this Corporate Governance Committee Terms of Reference on an annual basis and recommend any proposed changes to the Board.

** For identification purposes only*

7. Minutes of meetings of the Corporate Governance Committee and the record of individual attendance at such meetings shall be prepared by the secretary of the Company which shall be sent to all members of the Corporate Governance Committee for their comment and records within a reasonable time after the meetings.

Authority

8. The Corporate Governance Committee is authorised by the Board to obtain independent professional advice and assistance from external legal, accounting or other advisors at the expense of the Company if necessary.
9. The Corporate Governance Committee shall be provided with sufficient resources to perform its duties.

Responsibilities and Duties

10. The Corporate Governance Committee shall perform the following duties:
 - (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
 - (b) to review and monitor the training and continuous professional development of Directors and senior management of the Company;
 - (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Company and its subsidiaries and the Directors; and
 - (e) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

Adopted on 23 March 2012

(The English version shall always prevail in case of any inconsistency between English version and its Chinese translation.)