

BAGIR GROUP LTD

(the "Issuer Company")

Form of Direction

For use at the Extraordinary General Meeting of the Company to be held at 10.00 a.m. on 9 October 2018 at the offices of N+1 Singer located One Bartholomew Lane London EC2N 2AX (the "EGM").

I/We (name(s) in full)

(BLOCK LETTERS)

of (address)

.....
being (a) holder(s) of Depository Interests representing shares in the Issuer Company hereby appoint Link Market Services Trustees Limited ("Depository") as my/our proxy to vote for me/us and on my/our behalf at the EGM of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Resolutions	For	Against	Abstain
1. (a) To enlarge the Company's registered share capital by 14,382,412.40 NIS divided into 359,560,310 Ordinary Shares, following which the Company's registered share capital shall amount to 29,835,613.08 NIS divided into 745,890,327 Ordinary Shares; and (b) To amend the Company's Articles accordingly.			
2. Resolved, to appoint the Proposed Directors, Chenran Qiu, Yuanshu Du, Kelvin Ho, Qiang Cui and Dajun Yang to the Board, effective upon Admission.			
3. Resolved, to approve, conditional on Admission, payment of bonuses to Eran Itzhak and Udi Cohen respectively, in the following amounts: Eran Itzhak – \$85,832 Udi Cohen – \$65,942			
4. Resolved, to dis-apply the pre-emptive right under Article 10.2 of the Articles with respect to the issuance and allotment of the New Ordinary Shares.			

Capitalized terms in all the foregoing resolutions and in the box preceding them, shall have the meaning ascribed to them in the Circular to which this Form of Direction is attached.

Dated

Signature(s)

Notes:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 10.00 a.m. on 4 October 2018.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions.
5. The 'Vote Abstain' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. **The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.**
8. Depository Interest holders wishing to attend the meeting should contact the Depository at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to CAGTrustees@linkgroup.co.uk in order to request a letter of representation by no later than 10.00 a.m. on 4 October 2018.

PLEASE USE THE REPLY PAID ENVELOPE PROVIDED