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AGTech Holdings Limited

亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of AGTech Holdings Limited (the “Company”) will be held at 10:00 a.m. on Friday, 15 June 2007 at Meeting Room, 7th Floor, Holiday Inn Express Causeway Bay Hong Kong, 33 Sharp Street East, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the allotment and issue of 237,580,000 Consideration Shares (as defined in the circular of the Company dated 30 May 2007 (the “Circular”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) on and subject to the terms and conditions of the sale and purchase agreement dated 14 May 2007 (the “Sale and Purchase Agreement”) (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) entered into between Sinoworld Global Limited, Fine Bridge International Limited, AGTech Investment Holdings Limited, Yuan Haibo and Bai Jinmin be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute all such document and to take all such steps as the directors of the Company may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Consideration Shares or any of the transactions contemplated under the Sale and Purchase Agreement.”

2. “**THAT** Mr. Robert Geoffrey Ryan shall be and is hereby re-elected as an executive director of the Company and the board of directors of the Company shall be and is hereby authorised to fix his remuneration.”

By order of the Board
AGTech Holdings Limited
Sun Ho
Chairman

Hong Kong, 30 May 2007

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders shall be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. The form of proxy (as enclosed with the circular of the Company dated 30 May 2007) 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, Abacus Share Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM 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 members from attending and voting in person at the SGM (or any adjourned meeting thereof) should they so wish.
4. In accordance with the Company's bye-laws, the following categories of members may demand that the vote in respect of any resolution to be put to the general meeting should be taken on a poll:
 - (a) at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (b) any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (c) any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
 - (d) the chairman of such meeting; or
 - (e) the chairman of the meeting and/or the directors of the Company who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A poll may be so demanded before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll.

As at the date of this announcement, the Board comprises (i) Mr. SUN Ho, Mr. KOT Wai Ming and Mr. Robert Geoffrey RYAN as executive Directors; and (ii) Mr. WANG Ronghua, Mr. HUA Fengmao and Mr. KWOK Wing Leung Andy as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain at www.hkgem.com on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting.

** For identification purposes only*