THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AGTech Holdings Limited, you should at once hand this circular to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

AGTech
www.agtech.com

AGTech Holdings Limited
亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

NOTICE OF ANNUAL GENERAL MEETING, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT

This circular, for which the directors of AGTech Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular 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 circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

A notice convening the AGM (as defined herein) of the Company to be held at 10:00 a.m. on Monday, 22 October 2007 at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong is set out on pages 16 to 20 of this circular. Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

This circular 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 purpose only*

28 September 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 22 October 2007 at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong;
"associates"	bears the same meaning ascribed thereto in the GEM Listing Rules;
"Board"	the board of Directors;
"Bye-law(s)"	the bye-law(s) of the Company as amended, supplemented or modified from time to time;
"Company"	AGTech Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on GEM;
"Director(s)"	the director(s) of the Company;
"Eligible Participants"	any employee, non-executive and independent non-executive Directors and certain consultants, suppliers or customers of the Group who, in the sole discretion of the Board, have contributed or will contribute or can contribute to the Group;
"GEM"	the Growth Enterprise Market of the Stock Exchange;
"GEM Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for GEM;
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong Dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;

"Ladbroke Option"	the unlisted option of the Company to be subscribed by Ladbroke Group at a nominal consideration of HK$1 which, if exercised during its exercise period, will entitle Ladbroke Group to subscribe for up to an aggregate of 157,990,000 new Shares at an exercise price of HK$2.0033 per Share (subject to adjustment), details of such unlisted option having been announced by the Company on 23 January 2007;
"Latest Practicable Date"	24 September 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
"Notice"	the notice convening the AGM;
"PRC"	the People's Republic of China;
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice;
"Scheme Limit Refreshment"	the refreshment of the Scheme Mandate Limit;
"Scheme Mandate Limit"	the total number of Shares (being 300,179,500 Shares) which may be issued upon the exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company, being 10% of the Shares in issue as at 27 February 2007 (being the date on which the special general meeting of the Company was held for the purpose of, among other things, approving such 10% limit on the grant of options under the Share Option Scheme);
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.002 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Share Option Scheme"	the share option scheme adopted by the Company on 18 November 2004;

"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers; and
"%"	per cent.

AGTech Holdings Limited
亞博科技控股有限公司 *
(incorporated in Bermuda with limited liability)
(Stock Code: 8279)

Executive Directors:
Mr. Sun Ho *(Chairman)*
Mr. Robert Geoffrey Ryan
Mr. Bai Jinmin

Independent non-executive Directors:
Mr. Kwok Wing Leung Andy
Mr. Wang Ronghua
Mr. Hua Fengmao

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:
Unit 3912, 39th Floor, Shell Tower
Times Square
Causeway Bay
Hong Kong

28 September 2007

To the Shareholders

Dear Sir or Madam,

NOTICE OF ANNUAL GENERAL MEETING, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at 10:00 a.m. on Monday, 22 October 2007 at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong, which upon approval, would enable the Company to, among other things:

(a) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing such resolution;

* *For identification purpose only*

(b) issue new Shares equivalent to 20% of the Shares in issue on the date of the relevant resolution and those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above;

(c) re-elect Directors; and

(d) refresh the Scheme Mandate Limit.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given a general mandate to (i) repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant ordinary resolution; and (ii) allot, issue and otherwise deal with the Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant ordinary resolution and the nominal amount of any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the Company's issued share capital as at the date of passing the relevant ordinary resolution). Any issue of new Shares is subject to approval from the Stock Exchange for the listing of, and permission to deal in, such new Shares.

An explanatory statement containing information relating to the Repurchase Mandate as required under Rule 13.08 of the GEM Listing Rules is set out in Appendix I to this circular. This explanatory statement provides you with information to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

In accordance with the Bye-law 86(2), Mr. Bai Jinmin, who has been newly appointed by the Board as an executive Director with effect from 19 September 2007, shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Bai, being eligible, shall offer himself for re-election at the AGM.

In accordance with the Bye-law 87, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation but shall be eligible for re-election. Accordingly, Mr. Hua Fengmao and Mr. Wang Ronghua, will retire but being eligible, shall offer themselves for re-election at the AGM.

Brief biographical details relating to Mr. Bai, Mr. Hua and Mr. Wang are set out in Appendix II to this circular.

SCHEME LIMIT REFRESHMENT

The purpose of the Share Option Scheme is to provide incentives or rewards to Eligible Participants thereunder for their contributions and/or future contributions to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Under the Share Option Scheme, the total number of Shares which may be issued upon exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company (excluding, for the purpose of calculating the Scheme Mandate Limit, options lapsed (if any) in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not exceed the Scheme Mandate Limit. The Company may seek approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit provided that the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company under the Scheme Mandate Limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the approval of the Shareholders on the refreshment of the Scheme Mandate Limit. Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, exercised, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company should not exceed 30% of the total number of Shares in issue from time to time.

As at the Latest Practicable Date, particulars of the options granted under the Share Option Scheme are set forth below:

	Number of Shares in respect of the options granted under the Share Option Scheme
For options outstanding:	298,225,000
For options cancelled:	–
For options lapsed:	1,000,000
For options exercised:	116,275,000
For options granted (including outstanding, cancelled, lapsed or exercised):	415,500,000

Since the adoption of the Share Option Scheme on 18 November 2004, the 10% limit on the grant of share options under the Share Option Scheme has been refreshed once at the special general meeting of the Company held on 27 February 2007 (the "First Refreshment"). Of the aforesaid options in respect of 415,500,000 Shares already granted under the Share Option Scheme, options in respect of 120,025,000 Shares were granted before the First Refreshment; whereas options in respect of 295,475,000 Shares were granted after the First Refreshment.

The current Scheme Mandate Limit is 300,179,500 Shares. Unless the current Scheme Mandate Limit is refreshed, only up to 4,704,500 Shares may be issued pursuant to the grant of further options under the Share Option Scheme. The refreshment of the Scheme Mandate Limit to be proposed at the forthcoming AGM will increase the flexibility of the Company in achieving the purpose of the Share Option Scheme as mentioned in the first paragraph above in this section.

As at the Latest Practicable Date, there were 3,578,835,000 Shares in issue. For illustrative purpose only, assuming that no further Shares will be issued or repurchased prior to the AGM, the maximum number of Shares issuable under any options that can be granted by the Company under the refreshed Scheme Mandate Limit would be 357,883,500 Shares, representing 10% of the Shares in issue as at the date of the AGM.

As mentioned above, as at the Latest Practicable Date, options carrying the rights to subscribe for up to a total of 298,225,000 Shares (representing approximately 8.3% of the total number of issued Shares as at the Latest Practicable Date) remained outstanding. Save as disclosed herein and except for the Ladbroke Option, as at the Latest Practicable Date, there were no options, warrants and similar rights to subscribe or purchase equity securities of the Company.

As at the Latest Practicable Date, options carrying the rights to subscribe for up to a total of 415,500,000 Shares have been granted under the Share Option Scheme and, if the above-mentioned lapsed option in respect of 1,000,000 Shares is excluded, options granted under the Share Option Scheme carried the rights to subscribe for up to a total of 414,500,000 Shares (representing approximately 11.6% of the total number of issued Shares as at the Latest Practicable Date).

The proposed Scheme Limit Refreshment is conditional upon:

(i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Scheme Limit Refreshment; and

(ii) the GEM Listing Committee granting the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme or any other share option schemes of the Company under the refreshed Scheme Mandate Limit.

An ordinary resolution will be proposed at the AGM to approve the proposed Scheme Limit Refreshment and is set out as an ordinary resolution numbered 5 in the notice of the AGM on pages 16 to 20 of this circular.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme or any other share option schemes of the Company under the refreshed Scheme Mandate Limit.

ANNUAL GENERAL MEETING

The following are the details of the AGM:

Date: Monday, 22 October 2007

Time: 10:00 a.m.

Venue: Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong

The Notice is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. The return of a form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

PROCEDURES FOR DEMANDING A POLL

Where a resolution is put to the vote at the AGM, the resolution shall be decided on a show of hands unless voting by way of a poll is required by the GEM Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

(a) by the chairman of the AGM; or

(b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the AGM; or

(c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder 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 Shareholders having the right to vote at the AGM; or

(d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the AGM 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 Shares conferring that right; or

(e) by the chairman of the AGM and/or Directors, who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights at the AGM.

On a poll votes may be given either personally or by proxy.

RECOMMENDATION

The Directors consider that the resolutions proposed and referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
AGTech Holdings Limited
Sun Ho
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 3,578,835,000 Shares.

Subject to the passing of resolution no. 4(ii) at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 357,883,500 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda. A listed company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the repurchased Shares, profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from profits of the Company or from the Company's share premium account. The repurchase of Shares made out of capital will be conditional upon the fact that immediately following the date on which payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

4. STATUS OF REPURCHASED SHARES

The GEM Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the law of Bermuda, a company's repurchased shares shall be treated as cancelled and its issued share capital (but not the authorised share capital) will be reduced accordingly.

5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's annual report for the year ended 30 June 2007) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is exercised and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is exercised.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

8. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, MAXPROFIT GLOBAL INC (being the controlling shareholder of the Company) and parties acting in concert with it held approximately 56.81% of the Shares issued by the Company. Should the Directors exercise the Repurchase Mandate in full, the shareholding of MAXPROFIT GLOBAL INC and parties acting in concert with it will be increased to approximately 63.12% of the issued share capital in the Company (assuming they do not sell any Shares before the repurchase). The Directors believe that such an increase would not give rise to an obligation on the part of MAXPROFIT GLOBAL INC and parties acting in concert with it to make a mandatory offer under the Takeovers Code.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the previous six months prior to the Latest practicable Date, whether on GEM or otherwise.

10. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the Stock Exchange in each of the previous 12 months before the printing of this circular (including and up to the Latest Practicable Date) were as follows:

	Shares	
	Highest	**Lowest**
	HK$	*HK$*
2006		
September	0.300*	0.106*
October	0.420	0.260*
November	1.280	0.385
December	1.760	1.170
2007		
January	2.000	1.500
February	1.600	1.300
March	1.510	1.230
April	1.900	1.580
May	2.170	1.720
June	1.870	1.460
July	1.850	1.550
August	1.680	0.780
September (up to the Latest Practicable Date)	1.330	0.950

* *These prices of the Shares have been adjusted for the effect of the subdivision of each issued and unissued shares of HK$0.01 each in the share capital of the Company into five Shares, which took effect from 24 October 2006.*

The details of the Directors who are required to retire at the AGM according to the Bye-laws and who, being eligible, offer themselves for re-election at the AGM are as follows:

Mr. Bai Jinmin – Executive Director

Mr. Bai, aged 41, has over 13 years of experience in business development, investment, corporate management and strategic planning. He was appointed as executive Director of the Company on 19 September 2007. Mr. Bai holds a bachelor degree in Engineering from 杭州電子工業學院 (the Electronics Institute of Hangzhou), the PRC (now known as Hangzhou Dianzi University (杭州電子科技大學) and a Master of Business Administration degree from the National University of Singapore.

Mr. Bai was appointed under a service contract for a term of two years, unless such contract is terminated by either party giving the other party not less than 3 months' notice in writing. He is entitled to a fixed basic salary of HK$100,000 per month under the aforesaid service contract (which was mutually agreed with reference to his duties and responsibilities) plus a discretionary bonus which was determined based on the business performance of the Company and his own performance. Mr. Bai may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company.

Mr. Bai was an executive director of STAR Pharmaceutical Limited, a company listed on Singapore Exchange Limited, from September 2005 to August 2006. Save as disclosed herein, Mr. Bai did not hold any directorship in any listed companies in the past three years. He is not connected with any Director, senior management and management, substantial or controlling shareholders of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Bai was interested in a share option granted by the Company to him under the share option scheme of the Company adopted on 18 November 2004, which entitles him to subscribe for up to 26,750,000 Shares at an exercise price of HK$1.77 each (subject to adjustment). Mr. Bai was also deemed to be interested in 237,580,000 Shares (representing approximately 6.64% of the issued share capital of the Company) held directly by Fine Bridge International Limited ("Fine Bridge"). Under the SFO, Mr. Bai was deemed to own those 237,580,000 Shares since he owns the entire issued share capital of HB Resources Investment Limited which in turn owns the entire issued share capital of Fine Bridge.

There are no other matters relating to Mr. Bai that are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

Mr. Hua Fengmao – Independent Non-Executive Director

Mr. Hua Fengmao, aged 39, is the founding partner and managing director of China Finance Strategies Limited. He was appointed as independent non-executive Director as well as member of each of the audit, remuneration and nomination committees of the Company on 19 July 2006. Mr. Hua obtained a bachelor degree and a master degree in English Language & Literature from the Shanghai International Studies University, Shanghai, the PRC. Mr. Hua obtained a Master of Business Administration degree from the International University of Japan, Niigata, Japan. Prior to founding China Finance Strategies Limited, Mr. Hua held various positions in various investment banks. Mr. Hua was the Managing Director of Investment Banking of CLSA Equity Capital Markets Limited, the General Manager of Cazenova Asia Limited, Manager of ICEA Capital Limited and Associate Investment Banking Officer of Bank of America NT&SA. Mr. Hua did not hold any directorship in any listed companies during the past three years.

Mr. Hua was appointed by way of a director's service agreement dated 19 July 2006 for an initial term of two years which shall continue thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws or unless and until terminated by either party to such agreement giving the other party not less than 1 month's written notice to terminate such appointment. Mr. Hua will be entitled to HK$100,000 per annum as director's fee (without any bonus payment) under the aforesaid service agreement which has been determined on an arm's length basis between the parties involved with reference to the prevailing market fee range for independent non-executive directors of listed issuers in Hong Kong.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Hua held 1,355,000 Shares, representing approximately 0.04% of the issued share capital of the Company.

Other than his appointment as an independent non-executive Director, Mr. Hua does not have any relationship with any Director, senior management and management, substantial or controlling shareholders of the Company, and he confirms that he does not have any conflict of interest as per the requirements of Rule 5.09 of the GEM Listing Rules which would render him unsuitable as an independent non-executive Director.

There are no other matters relating to Mr. Hua that are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

Mr. Wang Ronghua – Independent Non-Executive Director

Mr. Wang Ronghua, aged 62, is the chief representative of Treasury Holdings China Limited in Beijing. He was appointed as independent non-executive Director as well as member of each of the audit, remuneration and nomination committees of the Company on 19 July 2006. Mr. Wang graduated from the Beijing Institute of Foreign Trade. Prior to the appointment as independent non-executive Director, Mr. Wang held various positions in the PRC Government. Mr. Wang was the General Manager of Beijing Personnel Service Corporation for Diplomatic Missions, the General Manager of China Jiaoyuan Corporation for International Economic and Technical Cooperation, the First Deputy Director General of Beijing Service Bureau for Diplomatic Missions and an Ambassador of the PRC to the Republic of Iceland. Thereafter, Mr. Wang joined Shanghai Institute of International Finance as Vice President and was Chief Operating Officer of Shanghai Sinoman Industrial (Group) Ltd. Mr. Wang did not hold any directorship in any listed companies in the past three years.

Mr. Wang was appointed by way of a director's service agreement dated 19 July 2006 for an initial term of two years which shall continue thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws or unless and until terminated by either party to such agreement giving the other party not less than 1 month's written notice to terminate such appointment. Mr. Wang will be entitled to HK$100,000 per annum as director's fee (without any bonus payment) under the aforesaid service agreement which has been determined on an arm's length basis between the parties involved with reference to the prevailing market fee range for independent non-executive directors of listed issuers in Hong Kong.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Wang held 2,675,000 Shares, representing approximately 0.07% of the issued share capital of the Company.

Other than his appointment as an independent non-executive Director, Mr. Wang does not have any relationship with any Director, senior management and management, substantial or controlling shareholders of the Company, and he confirms that he does not have any conflict of interest as per the requirements of Rule 5.09 of the GEM Listing Rules which would render him unsuitable as an independent non-executive Director.

There are no other matters relating to Mr. Wang that are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

AGTech Holdings Limited
亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting ("AGM") of AGTech Holdings Limited (the "Company") will be held at 10:00 a.m. on Monday, 22 October 2007 at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. As ordinary business, to receive and consider the audited financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 30 June 2007;

2. as ordinary business, to consider and if thought fit, pass the following resolutions:

   (i) to re-elect Mr. Bai Jinmin as executive Director;

   (ii) to re-elect Mr. Hua Fengmao as independent non-executive Director;

   (iii) to re-elect Mr. Wang Ronghua as independent non-executive Director; and

   (iv) to authorise the board of Directors (the "Board") to fix the remuneration of all Directors who are re-elected at the AGM;

3. as ordinary business, to re-appoint auditors for the ensuing year and authorise the Board to fix their remuneration;

4. as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company;

   (i) "**THAT**:

      (a) subject to paragraph (c), the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and

* *For identification purpose only*

options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or the exercise of the subscription rights under the share option scheme of the Company adopted on 18 November 2004, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(I) the conclusion of the next annual general meeting of the Company;

(II) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

(III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Board to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

(ii) "**THAT**:

(a) the exercise by the Board during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution,

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(I) the conclusion of the next annual general meeting of the Company;

(II) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

(III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

(iii) "**THAT** conditional upon resolution number 4(ii) above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Board as mentioned in resolution number 4(ii) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to resolution number 4(i) above."

5. as special business, to consider and, if thought fit, pass the following resolution as ordinary resolution of the Company;

"**THAT** the existing scheme mandate limit in respect of the granting of options to subscribe for shares in the Company ("Shares") under the share option scheme adopted by the Company on 18 November 2004 (the "Share Option Scheme") and any other share option schemes of the Company be refreshed and renewed provided that the total number of Shares which may be allotted and issued upon exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) (where such options hereinafter collectively referred to as "Options") shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the "Refreshed Limit") and subject to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the Refreshed Limit and in compliance with the Rules Governing the

Listing of Securities on the Growth Enterprise Market of the Stock Exchange, the Directors be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue Shares pursuant to the exercise of any Options up to the Refreshed Limit."

Yours faithfully,
By order of the Board
AGTech Holdings Limited
Sun Ho
Chairman

The Hong Kong Special Administrative Region of
the People's Republic of China, 28 September 2007

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:
Unit 3912, 39th Floor, Shell Tower
Times Square
Causeway Bay
Hong Kong

As at the date of this notice, the Board comprises Mr. Sun Ho, Mr. Robert Geoffrey Ryan and Mr. Bai Jinmin as executive Directors; and Mr. Kwok Wing Leung Andy, Mr. Wang Ronghua and Mr. Hua Fengmao as independent non-executive Directors.

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies 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 any 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 the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. The 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 Hong Kong branch share registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the AGM, 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 AGM (or any adjournment thereof) should they so desire.

4. In accordance with the Bye-laws of the Company, 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 such meeting and/or Directors, who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at the 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.