

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: **AGTech Holdings Limited**
(亞博科技控股有限公司*)

Stock code (ordinary shares): **8279**

This information sheet contains certain particulars concerning the above company (the "Company", together with its subsidiaries, the "Group") which is listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 May 2008

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 19 January 2004

Name of Sponsor(s) : N/A

Names of directors : Executive Directors
(please distinguish the status of the directors -
Executive, Non-Executive or Independent
Non-Executive) : Mr. SUN Ho
Mr. Robert Geoffrey RYAN
Mr. BAI Jinmin
Mr. LIANG Yu

Non-Executive Director
Ms. YANG Yang

Independent Non-Executive Directors
Mr. KWOK Wing Leung Andy
Mr. WANG Ronghua
Mr. HUA Fengmao

** for identification purpose only*

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares held in the Company	Approximate percentage of issued shares of the Company
	MAXPROFIT GLOBAL INC (Note 1)	2,006,250,000	56.04%
	SUN Ho (Note 2)	2,033,000,000	56.79%

Notes:

1. MAXPROFIT GLOBAL INC is beneficially and wholly owned by Mr. SUN Ho.
2. Mr. SUN Ho is interested in 26,750,000 shares of the Company and, by virtue of his interest in MAXPROFIT GLOBAL INC, is deemed to be also interested in 2,006,250,000 shares of the Company.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	N/A
Financial year end date	:	30 June
Registered address	:	Clarendon House, 2 Church Street, Hamilton HM11, Bermuda
Head office and principal place of business in Hong Kong	:	Unit 3912, 39 th Floor, Shell Tower, Times Square, Causeway Bay, Hong Kong
Web-site address (if applicable)	:	http://www.agtech.com
Share registrar (Hong Kong)	:	Tricor Abacus Limited
Auditors	:	Deloitte Touche Tohmatsu

B. Business activities

AGTech Holdings Limited is an investment holding company incorporated in Bermuda and its issued shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The Group is a fully-integrated solutions provider for the sports lottery market in China. The products and services now offered or proposed by the Group for the sports lottery sector in China include the provision of new software games and related system(s), the supply of sales terminals and the provision of management consultancy services to authorised operators of sports lottery sales venues in China.

AGTech Holdings Limited has been admitted as an associate member of the Asia Pacific Lottery Association (APLA) with effect from 1 May 2008.

C. Ordinary shares

Number of ordinary shares in issue	:	3,580,085,000
Par value of ordinary shares in issue	:	HK\$0.002
Board lot size (in number of shares)	:	4,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	
Expiry date	:	
Exercise price	:	
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	
No. of warrants outstanding	:	
No. of shares falling to be issued upon the exercise of outstanding warrants	:	

E. Other securities

As at the date of this form, a share option granted on 27 September 2006 pursuant to a share option scheme adopted by the Company on 18 November 2004 (the “Scheme”) to subscribe for up to an aggregate of 2,500,000 shares of HK\$0.002 each in the capital of the Company (the “Shares”) at an exercise price of HK\$0.218 per Share remains outstanding.

Pursuant to the Scheme, share options to subscribe for up to an aggregate of 179,225,000 Shares were granted by the Company on 22 March 2007, all at an exercise price of HK\$1.40 per Share. As at the date of this form, the share option to subscribe for up to 26,750,000 Shares was lapsed and the share options to subscribe for up to an aggregate of 152,475,000 Shares remain outstanding.

Pursuant to the Scheme, share options to subscribe for up to an aggregate of 71,250,000 Shares were granted by the Company on 15 June 2007, all at an exercise price of HK\$1.77 per Share. As at the date of this form, the share option to subscribe for up to 7,000,000 Shares was lapsed and the share options to subscribe for up to an aggregate of 64,250,000 Shares remain outstanding.

Pursuant to the Scheme, share options to subscribe for up to an aggregate of 40,000,000 Shares were granted by the Company on 29 June 2007, all at an exercise price of HK\$1.76 per Share. As at the date of this form, the said share options remain outstanding.

Pursuant to the Scheme, a share option to subscribe for up to an aggregate of 5,000,000 Shares was granted by the Company on 10 July 2007, at an exercise price of HK\$1.802 per Share. As at the date of this form, the said share option remains outstanding.

Pursuant to the Scheme, share options to subscribe for up to an aggregate of 83,000,000 Shares was granted by the Company on 26 February 2008, at an exercise price of HK\$0.908 per Share. As at the date of this form, the said share options remain outstanding.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

SUN Ho

Robert Geoffrey RYAN
by his lawful attorney, SUN Ho

BAI Jinmin
by his lawful attorney, SUN Ho

YANG Yang
by her lawful attorney, SUN Ho

LIANG Yu
by his lawful attorney, SUN Ho

WANG Ronghua
by his lawful attorney, SUN Ho

KWOK Wing Leung Andy
by his lawful attorney, SUN Ho

HUA Fengmao
by his lawful attorney, SUN Ho