
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A notice convening the AGM (as defined herein) of the Company to be held at 10:00 a.m. on Monday, 7 May 2012 at the conference room of HLB Hodgson Impey Cheng at 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong is set out on pages 14 to 18 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 and will be published on the website of the Company at <http://www.agtech.com>.

* For identification purpose only

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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, 7 May 2012 at the conference room of HLB Hodgson Impey Cheng at 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, 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 issued 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 PRC;

DEFINITIONS

“Latest Practicable Date”	26 March 2012, 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;
“RMB”	Renminbi, the lawful currency of the PRC;
“Scheme Limit Refreshment”	the refreshment of the Scheme Mandate Limit;
“Scheme Mandate Limit”	the total number of Shares (being 358,183,500 Shares) which may be issued upon the exercise of all options granted under the Share Option Scheme, being 10% of the Shares in issue as at 2 November 2009 (being the date on which the annual general meeting of the Company was held for the purpose of, among other things, approving the refreshment of 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.

LETTER FROM THE BOARD



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 & CEO*)
Mr. Robert Geoffrey Ryan
Mr. Bai Jinmin
Mr. Liang Yu

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Ms. Yang Yang

*Head office and principal
place of business:*

Unit 3912, 39th Floor
Tower Two
Times Square
Causeway Bay
Hong Kong

Independent non-executive Directors:

Mr. Kwok Wing Leung Andy
Mr. Wang Ronghua
Mr. Hua Fengmao

30 March 2012

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND 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, 7 May 2012 at the conference room of HLB Hodgson Impey Cheng at 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, 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

LETTER FROM THE BOARD

- (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; and
- (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 general mandates 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% (768,790,675 Shares) 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 Rules 13.08 and 13.09 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 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. Robert Geoffrey Ryan, Mr. Liang Yu and Ms. Yang Yang will retire but being eligible, shall offer themselves for re-election at the AGM.

Brief biographical details relating to Mr. Robert Geoffrey Ryan, Mr. Liang Yu and Ms. Yang Yang 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.

LETTER FROM THE BOARD

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 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 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 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 of the Company (including those outstanding, exercised, cancelled or lapsed in accordance with the terms of the Share Option Scheme 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 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	Since the adoption of Share Option Scheme (including the Third Refreshment)	Under the Third Refreshment
For options outstanding:	281,906,000	202,456,000
For options cancelled:	178,400,000	–
For options lapsed:	385,839,625	72,989,000
For options exercised:	193,499,375	875,000
For options granted (including outstanding, cancelled, lapsed or exercised):	1,039,645,000	276,320,000

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 thrice at the special general meeting of the Company held on 27 February 2007, the annual general meetings of the Company held on 22 October 2007 and 2 November 2009 (the “Third Refreshment”). Of the aforesaid options in respect of the 1,039,645,000 Shares already granted (including outstanding, cancelled, lapsed or exercised) under the Share Option Scheme, options in respect of 763,325,000 Shares were granted before the Third Refreshment; whereas options in respect of 276,320,000 Shares were granted after the Third Refreshment.

LETTER FROM THE BOARD

The current Scheme Mandate Limit is 358,183,500 Shares. Unless the current Scheme Mandate Limit is refreshed, only up to 81,863,500 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 3,843,953,375 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 Scheme Mandate Limit to be refreshed at the AGM would be 384,395,337 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 281,906,000 Shares (representing approximately 7.3% of the total number of issued Shares as at the Latest Practicable Date) were outstanding. There were no other options, warrants and similar rights to subscribe or purchase equity securities of the Company.

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 of the Company under the Scheme Mandate Limit to be refreshed at the AGM.

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 14 to 18 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 of the Company under the Scheme Mandate Limit to be refreshed at the AGM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The following are the details of the AGM:

Date: 7 May 2012

Time: 10:00 a.m.

Venue: Conference Room of HLB Hodgson Impey Cheng at 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong

The Notice is set out on pages 14 to 18 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. The voting in respect of the proposed resolutions contained in the Notice will be conducted by way of a poll at the AGM prescribed under the GEM Listing Rules. An announcement on the poll vote results will be made by the Company after the AGM.

RECOMMENDATION

The Directors consider that the resolutions proposed in relation to granting a general mandate to issue new Shares, to repurchase Shares, extension to the general mandate to issue Shares and the Scheme Limit Refreshment in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders 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 & CEO

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 Rules 13.08 and 13.09 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 3,843,953,375 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 384,395,337 Shares equivalent to 10% of the issued share capital of the Company as at the date of the AGM. The authority conferred on the Directors by the Repurchase Mandate would continue in force until (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (c) the revocation or variation of the resolution regarding the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

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 repurchases 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 repurchases 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 31 December 2011) 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 of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company if the Repurchase Mandate is exercised and neither has any of the connected persons undertaken not to sell his/her 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 52.90% 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 58.78% of the issued share capital of 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 6 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 Latest Practicable Date were as follows:

Traded Price	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
March	0.360	0.285
April	0.350	0.260
May	0.500	0.355
June	0.470	0.395
July	0.480	0.430
August	0.450	0.380
September	0.450	0.325
October	0.380	0.290
November	0.365	0.315
December	0.350	0.270
2012		
January	0.340	0.310
February	0.350	0.280
March (up to the Latest Practicable Date)	0.300	0.255

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. Robert Geoffrey Ryan – Executive Director

Mr. Robert Geoffrey Ryan, aged 53, is the head of gaming and executive director of the Company. He is also the director of various subsidiaries of the Company, responsible for corporate strategic planning and business development. He brings to the Company over 19 years of experience in senior roles within the international gaming and wagering industry. Mr. Ryan has accumulated a broad range of operational, business development and implementation expertise across industry sectors including sports betting operations, on-line lottery operations, pari-mutuel and fixed odds wagering, electronic gaming machine (EGM) and video lottery terminal (VLT) operations, casino operations and gaming systems implementation/integration. Through his tenure with Australia's leading gaming companies, Tabcorp Holdings Limited (Australia's largest gaming and wagering company), Jupiters Limited (casinos and hospitality) and AWA Limited (gaming systems), Mr. Ryan has developed and/or managed gaming operations within Asia and the Asia Pacific region including India, Malaysia, Philippines, Vietnam and Thailand. Most recently in his capacity as Regional Manager, Mr. Ryan was instrumental over a 3-year campaign to have Tabcorp systems, lottery game designs and operations approved in China at the central government level. Mr. Ryan shall provide advice and assistance to the Group with respect to gaming operations design and implementation, business development and gaming business review.

Mr. Ryan is currently appointed as a Director under a service contract for a term of two years, expiring on 30 April 2013 unless such contract is early 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\$138,461 per month and housing allowance of HK\$36,000 per month under the aforesaid service contract (which was mutually agreed with reference to his duties and responsibilities) plus a discretionary bonus which shall be determined based on the business performance of the Company and his own performance. Mr. Ryan may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company.

Mr. Ryan did not hold any directorship in any other listed companies in the past three years. He is not connected with any director, senior management, management or 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. Ryan is interested in an aggregate of 31,299,250 Shares (representing approximately 0.81% of the existing issued share capital of the Company) as he held 3,347,750 Shares together with his interest in a share option which entitles him to subscribe for up to 6,687,500 Shares at an exercise price of HK\$0.2198 each (subject to adjustment) and up to 21,264,000 Shares at an exercise price of HK\$0.2900 each (subject to adjustment).

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Ryan 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. Liang Yu – Executive Director

Mr. Liang Yu, aged 39, has approximately 15 years of law practice experience. Before joining the Company, Mr. Liang was a partner with Haiwen & Partners, a law firm in the PRC. He has been advising clients on a variety of legal issues involving foreign direct investment and private equity investment in the PRC as well as other forms of foreign trade and economic cooperation activities. In addition, Mr. Liang has extensive experience in the area of dispute resolution in respect of international commercial transactions. He received his LL.B degree from the University of International Business & Economics in Beijing, the PRC in 1994 and his LL.M degree from the New York University Law School in New York, the United States of America in 2003.

Mr. Liang is currently appointed as an executive Director and a director of one of the Company's subsidiaries, 世紀星彩企業管理有限公司 (China Lottery Management Co., Ltd.) in the PRC. Each appointment had a service agreement for a term of two years expiring on 22 April 2012 unless such agreements are terminated by either party thereto giving the other party not less than three months' notice and one month's notice in writing respectively. Under the aforesaid service agreements, Mr. Liang is entitled to a fixed basic salary of HK\$90,000 per month (plus a discretionary bonus which is determined based on the business performance of the Company and his own performance) and RMB10,000 (or approximately HK\$12,000) per month respectively, which are mutually agreed with reference to his duties and responsibilities. Mr. Liang may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company.

Mr. Liang did not hold any directorship in any listed companies in the past three years. He is not connected with any director, senior management, management or 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. Liang is interested and to be interested in an aggregate of 3,413,900 Shares (representing approximately 0.89% of the existing issued share capital of the Company) as he held 6,187,500 Shares together with his interest 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 6,687,500 Shares at an exercise price of HK\$0.2198 each (subject to adjustment) and up to 21,264,000 Shares at an exercise price of HK\$0.2900 each (subject to adjustment).

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Liang 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.

Ms. Yang Yang - Non-executive Director

Ms. Yang Yang, aged 35, was an Olympic short track speed skater and a member of the Chinese national short track team. As one of the world's most powerful short-track speed skaters, Ms. Yang has won a total of 59 world titles and broken world record six times in her career in World Championships and World Cup events. Most notably, her winning of two gold medals in the women's 500 metres and 1,000 metres short tracks at the 2002 Winter Olympics made her the first athlete from the PRC to win a gold medal at the Winter Olympics and the first woman athlete from the PRC to win two short-track individual events at one Olympics. She has dominated short track speed skating for many years and was called the "Queen of Short Track Speed Skating" in the PRC.

Ms. Yang is enthusiastic to participate in volunteer work to contribute to the Olympics and the society. In addition, she was a consultant of the Volunteer Department of Beijing Olympic Organisation Committee and an anchor woman of "Olympics in China" in CCTV-4. In addition, she has served on the Chinese Olympic Committee, the Athletes Committee of the International Skating Union (ISU), the Women and Sport Committee of the International Olympic Committee, and the Athletes Committee of the World Anti-Doping Agency. In recognition of her important contributions to the society, Ms. Yang was also voted as (i) one of the ten outstanding young persons in the PRC by All-China Youth Federation, China Youth Development Foundation and ten news agencies in 2002, (ii) one of the ten excellent women of China by All-China Women's Federation and eleven news agencies in 2002, (iii) the best female athlete and the most popular female athlete by Chinese Olympic Committee, All-China Sports Federation and CCTV in 2002, and won numerous sports awards from the Chinese National Sports Committee. Ms. Yang holds a bachelor degree in business administration from Tsinghua University, the PRC.

Ms. Yang's appointment as non-executive Director has been renewed by way of a service agreement for a term of two years expiring on 2 December 2013, unless such agreement is terminated by either party giving the other party not less than 1 month's notice in writing. She will be entitled to a director's fee of HK\$200,000 per annum (which was mutually agreed with reference to her duties and the prevailing market fee range for non-executive directors of listed issuers in Hong Kong). Ms. Yang may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company.

Ms. Yang did not hold any directorship in any listed companies in the past three years. She 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 SFC, as at the Latest Practicable Date, Ms. Yang is interested and to be interested in an aggregate of 3,083,125 Shares (representing approximately 0.08% of the existing issued share capital of the Company) as she holds 414,375 Shares together with her interest in a share option granted by the Company to her under the share option scheme of the Company adopted on 18 November 2004, which entitles her to subscribe for up to 668,750 Shares at an exercise price of HK\$0.2198 each (subject to adjustment) and up to 2,000,000 Shares at an exercise price of HK\$0.2900 each (subject to adjustment).

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Yang that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 a.m. on Monday, 7 May 2012 at the conference room of HLB Hodgson Impey Cheng at 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, 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 31 December 2011;
2. as ordinary business, to consider and if thought fit, pass the following resolutions:
 - (i) to re-elect Mr. Robert Geoffrey Ryan as executive Director;
 - (ii) to re-elect Mr. Liang Yu as executive Director;
 - (iii) to re-elect Ms. Yang Yang as non-executive Director;
 - (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 appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and its subsidiaries for the ensuing year and authorise the Board to fix the remuneration of the appointed auditors;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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 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).”

NOTICE OF ANNUAL GENERAL MEETING

(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”) 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 of the Company (excluding options previously granted, outstanding, cancelled, lapsed or

NOTICE OF ANNUAL GENERAL MEETING

exercised in accordance with the Share Option Scheme 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 & CEO

The Hong Kong Special Administrative Region of
the People’s Republic of China, 30 March 2012

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

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

As at the date of this notice, the Board comprises (i) Mr. Sun Ho, Mr. Robert Geoffrey Ryan, Mr. Bai Jinmin and Mr. Liang Yu as executive Directors; (ii) Ms. Yang Yang as non-executive Director; and (iii) Mr. Wang Ronghua, Mr. Hua Fengmao and Mr. Kwok Wing Leung Andy as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

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/her 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.