

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

**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 **4 December 2015**.

#### 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. BAI Jinmin  
Mr. LIANG Yu  
Mr. CHENG Guoming

Non-Executive Director  
Mr. HO King Fung, Eric

Independent Non-Executive Directors  
Ms. Monica Maria NUNES  
Mr. FENG Qing  
Dr. GAO Jack Qunyao

*\* for identification purposes 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	Number of shares held in the Company	Approximate percentage of issued shares of the Company
: Name		
MAXPROFIT GLOBAL INC (Note 1)	2,006,250,000	43.88%
SUN Ho (Note 2)	2,033,328,000	44.48%

*Notes:*

1. MAXPROFIT GLOBAL INC is beneficially and wholly owned by Mr. SUN Ho.
2. Mr. SUN Ho is interested in 27,078,000 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	: 31 December
Registered address	: Clarendon House, 2 Church Street, Hamilton HM11, Bermuda
Head office and principal place of business in Hong Kong	: Unit 3912, 39 <sup>th</sup> Floor, Tower Two, Times Square, Causeway Bay, Hong Kong
Web-site address (if applicable)	: <a href="http://www.agtech.com">http://www.agtech.com</a>
Share registrar (Hong Kong)	: Tricor Abacus Limited
Auditors	: HLB Hodgson Impey Cheng Limited

**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 leading sports lottery solution provider in China. The Group is principally engaged in (i) gaming technologies (game software, systems, hardware and terminals); (ii) online and mobile lottery; and (iii) lottery management.

AGTech Holdings Limited has been admitted as associate members of the World Lottery Association (WLA) and the Asia Pacific Lottery Association (APLA) with effect from 15 September 2010 and 1 May 2008, respectively.

**C. Ordinary shares**

Number of ordinary shares in issue	: 4,571,821,069
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 <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	
No. of warrants outstanding	:	
No. of shares falling to be issued upon the exercise of outstanding warrants	:	

**E. Other securities**

On 21 December 2011, share options to subscribe for up to an aggregate of 224,320,000 ordinary shares of HK\$0.002 each in the capital of the Company (the “Shares”) were granted pursuant to a share option scheme adopted by the Company on 18 November 2004 (the “2004 Scheme”) by the Company, at an exercise price of HK\$0.2900 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 34,967,500 Shares remain outstanding.

On 17 August 2012, share options to subscribe for up to an aggregate of 94,189,000 Shares were granted pursuant to the 2004 Scheme by the Company, at an exercise price of HK\$0.1006 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 14,857,500 Shares remain outstanding.

On 9 January 2013, share options to subscribe for up to an aggregate of 150,000,000 Shares were granted pursuant to the 2004 Scheme by the Company, at an exercise price of HK\$0.4250 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 72,350,000 Shares remain outstanding.

On 21 May 2013, a share option to subscribe for up to an aggregate of 212,879,224 Shares was granted under general mandate pursuant to the Option Agreement dated 3 May 2013 entered into between the Company and the grantee, at an exercise price of HK\$0.4000 per Share. As at the date of this form, the said share option to subscribe for up to an aggregate of 212,879,224 Shares remains outstanding.

On 23 May 2013, share options to subscribe for up to an aggregate of 85,151,688 Shares were granted pursuant to the 2004 Scheme by the Company, at an exercise price of HK\$0.4890 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 62,863,766 Shares remain outstanding.

On 20 June 2013, a share option to subscribe for up to an aggregate of 1,500,000 Shares was granted pursuant to the 2004 Scheme by the Company, at an exercise price of HK\$0.4740 per Share. As at the date of this form, the said share option to subscribe for up to an aggregate of 1,125,000 Shares remains outstanding.

On 2 January 2014, a share option to subscribe for up to an aggregate of 43,488,238 Shares was granted pursuant to the 2004 Scheme by the Company, at an exercise price of HK\$1.1900 per Share. As at the date of this form, the said share option to subscribe for up to an aggregate of 43,488,238 Shares remains outstanding.

On 21 January 2014, share options to subscribe for up to an aggregate of 359,302,000 Shares were granted pursuant to the 2004 Scheme by the Company, at an exercise price of HK\$1.3100 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 83,487,500 Shares remain outstanding.

On 20 January 2015, share options to subscribe for up to an aggregate of 52,200,000 Shares were granted pursuant to a share option scheme adopted by the Company on 23 December 2014 (the “2014 Scheme”) by the Company, at

an exercise price of HK\$0.9200 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 51,400,000 Shares remain outstanding.

On 1 June 2015, share options to subscribe for up to an aggregate of 72,944,800 Shares were granted pursuant to the 2014 Scheme by the Company, at an exercise price of HK\$0.858 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 72,944,800 Shares remain outstanding.

On 7 July 2015, share options to subscribe for up to an aggregate of 300,312,280 Shares were granted pursuant to the 2014 Scheme by the Company, at an exercise price of HK\$1.102 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 300,312,280 Shares remain outstanding.

As at the date of this form, there are total outstanding share options of the Company which carry rights to subscribe for up to an aggregate of 950,675,808 Shares.

### **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, confirm that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive, and that there are no other matters the omission of which would make any Information 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:

<hr/> SUN Ho	<hr/> BAI Jinmin by his lawful attorney, SUN Ho	<hr/> LIANG Yu by his lawful attorney, SUN Ho
<hr/> CHENG Guoming by his lawful attorney, SUN Ho	<hr/> HO King Fung, Eric by his lawful attorney, SUN Ho	<hr/> Monica Maria NUNES by her lawful attorney, SUN Ho
<hr/> FENG Qing by his lawful attorney, SUN Ho	<hr/> GAO Jack Qunyao by his lawful attorney, SUN Ho	