
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.

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AGTech Holdings Limited

亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

**NOTICE OF ANNUAL GENERAL MEETING,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
AND RE-ELECTION OF DIRECTORS**

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 11:00 a.m. on Monday, 6 June 2016 at the conference room of HLB Hodgson Impey Cheng Limited at 31/F., Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong is set out on pages 13 to 16 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 registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 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>.

**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 11:00 a.m. on Monday, 6 June 2016 at the conference room of HLB Hodgson Impey Cheng Limited 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;
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares on the terms set out in the Notice;
“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;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“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;
“HLB”	HLB Hodgson Impey Cheng Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	3 May 2016, 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;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“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 of the Company adopted on 18 November 2004 (or, after its expiry on 17 November 2014, the share option scheme of the Company adopted on 23 December 2014);
“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. Bai Jinmin

Mr. Liang Yu

Mr. Cheng Guoming

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Mr. Ho King Fung, Eric

Head office and principal place

of business:

Unit 3912, 39th Floor, Tower Two

Times Square

Causeway Bay

Hong Kong

Independent non-executive Directors:

Ms. Monica Maria Nunes

Mr. Feng Qing

Dr. Gao Jack Qun Yao

6 May 2016

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
AND RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at 11:00 a.m. on Monday, 6 June 2016 at the conference room of HLB Hodgson Impey Cheng Limited 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) buy back 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 purchased by the Company pursuant to the Buy-back Mandate set out in (a) above; and
- (c) re-elect certain Directors.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given general mandates to (i) buy back 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% (equivalent to 980,217,970 Shares, assuming that no further Shares will be issued or purchased by the Company prior to the AGM) 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 purchased 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 Buy-back 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 Buy-back Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 86, any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. In addition, 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, certain Directors, namely, Mr. Cheng Guoming ("Mr. Cheng") and Dr. Gao Jack Qunyao ("Dr. Gao"), both having been appointed by the Company on 6 May 2015, and Ms. Monica Maria Nunes ("Ms. Nunes"), will retire by rotation at the forthcoming AGM, but being eligible, shall offer themselves for re-election at the AGM.

The biographical details of Mr. Cheng, Dr. Gao and Ms. Nunes are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The following are the details of the AGM:

Date: 6 June 2016

Time: 11:00 a.m.

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

The Notice is set out on pages 13 to 16 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 Level 22, Hopewell Centre, 183 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 as 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 (i) granting a general mandate to issue new Shares, to buy back Shares, and the extension to the general mandate to issue Shares; and (ii) the re-election of retiring Directors 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 Buy-back 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 BUY-BACK MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 4,901,089,852 Shares.

Subject to the passing of resolution no. 4(ii) at the AGM and on the basis that no further Shares are issued or purchased by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to purchase a maximum of 490,108,985 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 Buy-back 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 Buy-back Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

2. REASONS FOR BUY-BACKS OF SHARES

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 buy back Shares in the market. Buy-backs of Shares will only be made when the Directors believe that such a purchase will benefit the Company and Shareholders as a whole. Such purchases 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 PURCHASES

Any purchases of Shares 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 purchase 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 purchases of Shares would be made out of capital paid up on the purchased 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 purchase, from profits of the Company or from the Company's share premium account. The purchases 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 PURCHASED SHARES

The GEM Listing Rules provide that the listing of all shares which are purchased by an issuer (whether on GEM or otherwise) shall, subject to applicable law, be automatically cancelled upon purchase and that the certificates for those shares must be cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase. Under the law of Bermuda, shares of a company purchased by it 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 BUY-BACK 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 2015) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back 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 Buy-back 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 Buy-back Mandate is exercised and neither has any of the connected persons undertaken not to sell his/her Shares to the Company in the event that the Buy-back 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 Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

8. TAKEOVERS CODE CONSEQUENCES

If as a result of a buy-back 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.

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 41.49% of the Shares issued by the Company. Should the Directors exercise the Buy-back Mandate in full, the shareholding of MAXPROFIT GLOBAL INC and parties acting in concert with it will be increased to approximately 46.10% of the issued share capital of the Company (assuming they do not sell any Shares before the buy-back). In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the Buy-back Mandate to such an extent as would trigger any 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 BUY-BACKS MADE BY THE COMPANY

No buy-backs 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
May	0.98	0.77
June	1.44	0.78
July	1.25	0.7
August	1.27	0.97
September	1.89	1.20
October	1.70	1.40
November	1.83	1.44
December	2.12	1.53
2016		
January	2.17	1.55
February	2.08	1.75
March	2.25	1.63
April	1.89	1.64
May (up to the Latest Practicable Date)	1.78	1.72

Biographical 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. CHENG Guoming – Executive Director and Chief Financial Officer

Mr. Cheng was appointed as executive Director and Chief Financial Officer of the Company with effect from 6 May 2015. He is also a member of the risk management and internal control committee of the Company.

Aged 43, Mr. Cheng has extensive experience in China lottery business, private equity investments, special opportunities (e.g. distressed assets and rescue financing), cross-border transactions and operation management of investments in China and overseas. Before joining the Company, Mr. Cheng held various major positions in other renowned or listed companies, including executive director of the global special opportunities group department of J.P. Morgan Securities (Asia Pacific) Limited; director of Greater China – Advisory of HSBC Markets (Asia) Limited; head of investment department of Shanghai Industrial Holdings Limited (a company listed on the Stock Exchange, stock code: 363); deputy chief financial officer (and chief financial officer, China region) of China LotSynergy Holdings Limited (a company listed on the Stock Exchange, stock code: 1371); and senior manager of the reorganisation services group department of Deloitte Touche Tohmatsu Hong Kong. Mr. Cheng holds a bachelor of economics degree from Fudan University in China, and is a non-practising member of the Shanghai Institute of Certified Public Accountants.

Save as disclosed above, Mr. Cheng did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other position with the Company and other members of the Group, or other major appointments and professional qualifications.

Other than his appointment as an executive Director and Chief Financial Officer of the Company, Mr. Cheng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Mr. Cheng was appointed by way of a service agreement with an initial term of 2 years and either party thereto may terminate such agreement by giving the other party not less than 3 months' written notice. He shall be subject to retirement by rotation and re-election at the Company's general meetings pursuant to the Bye-laws. Mr. Cheng shall be entitled to a fixed basic salary of HK\$1,560,000 per annum (plus a discretionary bonus) and was granted a share option pursuant to the Share Option Scheme which shall entitle him to subscribe for up to 44,944,800 Shares (representing approximately 0.92% of the issued share capital of the Company as at the Latest Practicable Date). The terms of the aforesaid service agreement with Mr. Cheng have been determined on an arm's length basis between the parties involved with reference to Mr. Cheng's qualification, duties and responsibilities with the Company and the prevailing market conditions.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, save as disclosed above, Mr. Cheng does not have any other interest in the Shares or share options of the Company.

Save as disclosed above, there is no further information relating to Mr. Cheng that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the re-election of Mr. Cheng as executive Director that needs to be brought to the attention of the Shareholders.

Dr. GAO Jack Qunyao – Independent non-executive Director

Dr. Gao was appointed as an independent non-executive Director and a member of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 6 May 2015.

Aged 57, Dr. Gao has extensive experience in information technology (“IT”), media and entertainment, and venture capital. He is currently the Group Vice President and CEO of International Investments and Business Department of 北京萬達文化產業集團有限公司 (Beijing Wanda Culture Industry Group Co., Ltd.*); the Vice Chairman of Infront Sports & Media AG; the founder and president of Gao Entertainment LLC; an independent director of AirMedia Group Inc. (the American depositary shares (“ADSs”) of which are listed on NASDAQ under the symbol: AMCN); and an independent director of 萬通投資控股股份有限公司 (Vantone Holdings Co., Ltd.*). Dr. Gao was previously a director of Bona Film Group Limited (the ADSs of which are listed on NASDAQ under the symbol: BONA); and an alternate director of Phoenix Satellite Television Holdings Limited (a company listed on the Stock Exchange under stock code: 2008). Dr. Gao is also the adjunct professor (客座教授) of the Business School of The Chinese University of Hong Kong. He is the author of the book titled “體驗微軟 (Experience Microsoft)” which has a wide readership in China IT communities.

Previously, Dr. Gao held various major positions in a number of renowned companies, including senior vice president of News Corporation (a company listed on NASDAQ under the symbol: NWS); chief executive officer of News Corporation China Investments and STAR (China) Limited; chief representative of News Corporation, Beijing representative office; vice president of Autodesk China; general manager of Microsoft (China) Co., Ltd.; and general partner, executive vice president and country head (China) of Walden International, a leading venture capital firm in the United States of America (“USA”). Dr. Gao holds a doctorate degree in Engineering from Harbin Institute of Technology, China.

Save as disclosed above, Dr. Gao did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other position with the Company and other members of the Group, or other major appointments and professional qualifications.

Other than his appointment as an independent non-executive Director, Dr. Gao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). The Company has received from Dr. Gao a written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules.

*(*The English translation of the Chinese company names in this circular are included for reference only and should not be regarded as the official English translation of such Chinese company names.)*

Dr. Gao was appointed by way of a service agreement with an initial term of 2 years and either party thereto may terminate such agreement by giving the other party not less than 1 month's written notice. He shall be subject to retirement by rotation and re-election at the Company's general meetings pursuant to the Bye-laws. Dr. Gao shall receive a Director's fee of HK\$100,000 per annum (without any bonus payment) and was granted a share option pursuant to the Share Option Scheme which shall entitle him to subscribe for up to 1,500,000 Shares (representing approximately 0.03% of the issued share capital of the Company as at the Latest Practicable Date). Such remuneration package is determined with reference to the duties and responsibilities of Dr. Gao with the Company and the prevailing market remuneration packages 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, save as disclosed above, Dr. Gao does not have any interest in any Shares or share options of the Company.

Dr. Gao had been a director of a talent and literary agency established in USA, namely, Resolution Entertainment, LLC ("Resolution"), for a short period from February 2014 until he resigned as its director in August 2014. Subsequent to such resignation, it was reported in certain news articles that Resolution closed its business in October 2014. Dr. Gao has confirmed that, after his resignation as director from Resolution, he does not have knowledge of any information (other than news found in public domain) in relation to Resolution. He is also uncertain as to whether Resolution has indeed closed its business as reported in the news articles. Accordingly, he is not in a position to disclose any further information pursuant to Rule 17.50(2)(1) of the GEM Listing Rules.

Save as disclosed above, there is no further information relating to Dr. Gao that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the re-election of Dr. Gao as independent non-executive Director that needs to be brought to the attention of the Shareholders.

Ms. Monica Maria Nunes – Independent non-executive Director

Ms. Nunes was appointed as an independent non-executive Director, and the chairperson of each of the audit committee, the nomination committee and the remuneration committee of the Company, with effect from 20 June 2013.

Aged 47, Ms. Nunes was first appointed as an executive director of Vodatel Networks Holdings Limited ("Vodatel"), the shares of which are listed on GEM (stock code: 8033), on 13th December 1999. She is the finance director and the Compliance Officer of Vodatel. She graduated from the University of Calgary, Canada with a bachelor degree in commerce and from the University of Hong Kong, the PRC, with a master degree in social sciences. She has over twenty-one years of accounting and banking experience. She holds a Certified Management Accountant Designation of Certified Management Accountants of Alberta, Canada. She is an associate of the Chartered Institute of Management Accountants and is entitled to use the description Chartered Management Accountant. She is also entitled to hold and use the designation of Chartered Global Management Accountant.

Save as disclosed above, Ms. Nunes does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other position with the Company and other members of the Group, or other major appointments and professional qualifications.

Other than her appointment as an independent non-executive Director, Ms. Nunes does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). The Company has received from Ms. Nunes a written confirmation of her independence pursuant to Rule 5.09 of the GEM Listing Rules.

Ms. Nunes is appointed by way of a service agreement with a renewed term of two years and either party thereto may terminate such agreement by giving the other party not less than 1 month's written notice. She shall be subject to retirement by rotation and re-election at the Company's general meetings pursuant to the Bye-laws. Ms. Nunes shall receive a Director's fee of HK\$120,000 per annum and may be granted share options of the Company from time to time pursuant to the Share Option Scheme, and such remuneration package is determined based on the recommendation from the remuneration committee of the Company with reference to her duties and responsibilities with the Company and the prevailing market remuneration packages 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, Ms. Nunes is deemed to be interested in an aggregate of 2,000,000 Shares (representing approximately 0.04% of the issued share capital of the Company as at the Latest Practicable Date) due to her interests in 875,000 Shares held by her and share options of the Company granted to her pursuant to the Share Option Scheme which entitled her to subscribe for up to 1,125,000 Shares in aggregate at the respective exercise prices of HK\$0.4740 per Share and HK\$1.3100 per Share.

Save as disclosed above, there is no further information relating to Ms. Nunes that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the re-election of Ms. Nunes as independent non-executive Director that 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 11:00 a.m. on Monday, 6 June 2016 at the conference room of HLB Hodgson Impey Cheng Limited 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 adopt the audited financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2015;
2. as ordinary business, to consider and if thought fit, pass the following resolutions:
 - (i) to re-elect Mr. Cheng Guoming as executive Director;
 - (ii) to re-elect Dr. Gao Jack Qun Yao as independent non-executive Director;
 - (iii) to re-elect Ms. Monica Maria Nunes 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 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;
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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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 23 December 2014, 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

NOTICE OF ANNUAL GENERAL MEETING

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 purchased 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.”

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, 6 May 2016

NOTICE OF ANNUAL GENERAL MEETING

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. Bai Jinmin, Mr. Liang Yu and Mr. Cheng Guoming as executive Directors; (ii) Mr. Ho King Fung, Eric as non-executive Director; and (iii) Ms. Monica Maria Nunes, Mr. Feng Qing and Dr. Gao Jack Qunyao 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/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 Level 22, Hopewell Centre, 183 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.