



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 May 2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer AGTech Holdings Limited

Date Submitted 3 June 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8279 Description : AGTech Holdings

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.002</u>	<u>HK\$20,000,000.00</u>
Increase/(decrease)	<u>N / A</u>		<u>N / A</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.002</u>	<u>HK\$20,000,000.00</u>

(2) Stock code : N / A Description : N / A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code :	<u>N / A</u>	Description :	<u>N / A</u>
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

3. Other Classes of Shares

Stock code :	<u>N / A</u>	Description :	<u>N / A</u>
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

Total authorised share capital at the end of the month
(*State currency*) :

HK\$20,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes of shares
	(1)	(2)	shares	
Balance at close of preceding month	4,901,089,852	N / A	N / A	N / A
Increase/ (decrease) during the month	30,613,057	N / A	N / A	N / A
Balance at close of the month	4,931,702,909	N / A	N / A	N / A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme						
Exercise price:						
HK\$0.4740						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	750,000
(Note 1)						
2. Share Option Scheme						
Exercise price:						
HK\$ 0.1006						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	13,967,500
(Note 1)						
3. Share Option Scheme						
Exercise price :						
HK\$ 0.2900						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	1,375,000
(Note 1)						

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
4. Share Option Scheme						
Exercise price : HK\$ 0.4250						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	37,762,500
(Note 1)						
5. Share Option Scheme						
Exercise price : HK\$ 0.4890						
(18/11/2004)						
Ordinary shares	N/A	20,287,922	N/A	N/A	20,287,922	42,575,844
(Note 1)						
6. Share Option Scheme						
Exercise price : HK\$1.1900						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	32,616,179
(Note 1)						
7. Share Option Scheme						
Exercise price: HK\$ 1.3100						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	54,500,000
(Note 1)						
8. Share Option Scheme						
Exercise price : HK\$0.9200						
(23/12/2014)						
Ordinary shares	N/A	190,000	N/A	N/A	190,000	38,737,500
(Note 1)						

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
9. Share Option Scheme						
Exercise price :						
HK\$0.8580						
(23/12/2014)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	72,944,800
(Note 1)						
10. Share Option Scheme						
Exercise price :						
HK\$ 1.1020						
(23/12/2014)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	300,312,280
(Note 1)						
11. Share Option Scheme						
Exercise price :						
HK\$						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
12. Share Option Scheme						
Exercise price :						
HK\$						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
13. Share Option Scheme						
Exercise price :						
HK\$						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
Total A. (Ordinary shares)					20,477,922	
(Preference shares)					N/A	
(Other class)					N / A	
Total funds raised during the month from exercise of options (State currency)					HK\$ 10,095,593.93	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N / A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N / A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3 N / A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N / A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.				(Ordinary shares)	N / A	
				(Preference shares)	N / A	
				(Other class)	N / A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N / A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N / A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N / A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N / A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total C. (Ordinary shares)					N / A	
(Preference shares)					N / A	
(Other class)					N / A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. After the Stock Exchange trading hours on 17 November 2014, Slivercreek Technology Holdings Limited (the “Purchaser”), the Company, King Achieve Limited and Immense Wisdom Limited (the “Vendors”) and Score Value Limited (the “Target”) entered into the Agreement, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares for a maximum consideration of HK\$489.5 million (subject to downward adjustments). The maximum Consideration is to be satisfied as to HK\$239.5 million in cash and as to HK\$250.0 million by way of allotment and issue of a maximum of 168,918,918 Consideration Shares at an Issue Price of HK\$1.48 per Share. Subject to the Target Group meeting certain operational targets as set out in the Agreement, the Company shall also grant the Bonus Options to the Vendors which entitle the Vendors to subscribe for a maximum of 166,666,666 Option Shares at a subscription price of HK\$1.8 per Share. For details, please refer to the Company’s Announcement dated 17 November 2014.		
(23/12/2014)		
Ordinary Shares (Note 1)	10,135,135	291,666,666
2. On 4 March 2016, the Company entered into the Subscription Agreement with Ali Fortune Investment Holding Limited (the “Subscriber”). Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue to the Subscriber, a company indirectly owned as to 60% by Alibaba Group Holding Limited and as to 40% by Zhejiang Ant Small and Micro Financial Services Group Co., Ltd., and the Subscriber has conditionally agreed to subscribe for an aggregate of 4,817,399,245 Subscription Shares at the Subscription Price of HK\$0.3478 per Subscription Share; and Convertible Bonds in the aggregate principal amount of HK\$712,582,483, which entitle the bondholders to subscribe for up to 2,048,918,721 Conversion Shares at the initial Conversion Price of HK\$0.3478 per Conversion Share. Moreover, the initial Conversion Price of the Convertible Bonds has been adjusted from HK\$0.3478 per Share to HK\$0.3036 per Share, from HK\$0.3036 per Share to HK\$0.3032 per Share and from HK\$0.3032 per Share to HK\$0.3013 per Share and will be further adjusted to HK\$0.2996 per Share respectively and the maximum of 2,378,165,212 Shares will be issued accordingly. For details, please refer to the Company’s Announcements dated 4 March 2016, 16 March 2016, 23 March 2016, 10 May 2016 and 26 May 2016.		
(/ /)		
Ordinary Shares (Note 1)	N/A	7,195,564,457
Total D. (Ordinary shares)	10,135,135	
(Preference shares)	N / A	
(Other class)	N / A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	N / A	N / A
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	N / A	N / A
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ AGM approval date: (dd/mm/yyyy) _____	(/ /)	N / A	N / A
4. Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	N / A	N / A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ (/ /) (/ /)	N / A	N / A
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ (/ /) (/ /)	N / A	N / A
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ (/ /) (/ /)	N / A	N / A
8.	Consideration issue	At price : State currency _____	Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ (/ /) (/ /)	N / A	N / A

		Class of shares issuable _____ (Note 1)			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)	N / A
			EGM approval date: (dd/mm/yyyy)	(/ /)	N / A
		Class of shares issuable _____ (Note 1)			
10.	Other (Please specify)	At price : State currency _____	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N / A
			EGM approval date: (dd/mm/yyyy)	(/ /)	N / A
		Total E. (Ordinary shares)		N / A	
		(Preference shares)		N / A	
		(Other class)		N / A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	30,613,057
	(2)	N / A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N / A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N / A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

N/A

Submitted by: **Ms Lo Kei Chi**

Title: **Company Secretary**

(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*