

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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

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

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

The information in this sheet was updated as of **29 August 2016**.

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. ZHOU Haijing

Non-Executive Directors
Mr. ZHANG Qin
Mr. YANG Guang
Mr. JI Gang
Mr. ZHANG Wei

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	Name	Number of shares held in the Company	Approximate percentage of issued shares of the Company
	Ali Fortune Investment Holding Limited (<i>Note 1</i>)	5,502,723,993	52.50%
	Alibaba Investment Limited (<i>Note 1</i>)	5,502,723,993	52.50%
	API Holdings Limited (<i>Note 1</i>)	5,502,723,993	52.50%
	Alibaba Group Holding Limited (<i>Note 2</i>)	5,502,723,993	52.50%
	API (Hong Kong) Investment Limited (<i>Note 3</i>)	5,502,723,993	52.50%
	Shanghai Yunju Investment Management Co., Ltd. (<i>Note 4</i>)	5,502,723,993	52.50%
	Zhejiang Ant Small and Micro Financial Services Group Co., Ltd. (<i>Note 5</i>)	5,502,723,993	52.50%
	Hangzhou Yunbo Investment Consultancy Co., Ltd. (<i>Note 6</i>)	5,502,723,993	52.50%
	Mr. MA Yun (<i>Note 6</i>)	5,502,723,993	52.50%
	MAXPROFIT GLOBAL INC (<i>Note 7</i>)	2,006,250,000	19.14%
	Mr. SUN Ho (<i>Note 8</i>)	2,033,328,000	19.40%

Notes:

1. Alibaba Investment Limited (“AIL”) and API Holdings Limited (“API Holdings”) hold 60% and 40% of the issued share capital of Ali Fortune Investment Holding Limited, respectively.
2. Alibaba Group Holding Limited holds 100% of the issued share capital of AIL.
3. API (Hong Kong) Investment Limited holds 100% of the issued share capital of API Holdings.
4. Shanghai Yunju Investment Management Co., Ltd. (“Shanghai Yunju”) holds 100% of the issued share capital of API (Hong Kong) Investment Limited.

5. Zhejiang Ant Small and Micro Financial Services Group Co., Ltd. (“Ant Financial”) holds 100% of the equity interests in Shanghai Yunju. Hangzhou Junhan Equity Investment Partnership (Limited Partnership) (“Junhan”) and Hangzhou Junao Equity Investment Partnership (Limited Partnership) (“Junao”) hold 48.38% and 38.28% of the equity interests in Ant Financial, respectively.
6. Hangzhou Yunbo Investment Consultancy Co., Ltd. (“Yunbo”) is the general partner of both Junhan and Junao, and is wholly-owned by Mr. MA Yun.
7. MAXPROFIT GLOBAL INC is beneficially and wholly owned by Mr. SUN Ho.
8. 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 th Floor, Tower Two, Times Square, Causeway Bay, Hong Kong
Web-site address (if applicable)	:	http://www.agtech.com
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 an integrated lottery technology and services company in the PRC lottery market. The Group is principally engaged in providing lottery games and systems, hardware, distribution and ancillary services in the PRC.

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	:	10,480,671,270
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 1,375,000 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 6,592,500 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 37,512,500 Shares remain 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 21,287,922 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 375,000 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 32,616,179 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 48,250,000 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 38,737,500 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\$0.8580 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 71,444,800 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\$1.1020 per Share. As at the date of this form, the said share options to subscribe for up to an aggregate of 280,461,873 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 538,653,274 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:

SUN Ho

ZHOU Haijing

ZHANG Qin

YANG Guang

JI Gang

ZHANG Wei

Monica Maria NUNES

FENG Qing

GAO Jack Qunyao