



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28 February 2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer AGTech Holdings Limited

Date Submitted 3 March 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>8279</u>	Description :	<u>AGTech Holdings</u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>HK\$0.002</u>	<u>HK\$40,000,000.00</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.002</u>	<u>HK\$40,000,000.00</u>

(2) Stock code :	<u>N / A</u>	Description :	<u>N / A</u>
	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 (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>

3. Other Classes of Shares

Stock code :	<u>N / A</u>	Description :	<u>N / A</u>
	No. of other classes of 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>

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

HK\$40,000,000.00

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	10,506,258,770	N / A	N / A	N / A
Increase/ (decrease) during the month	7,950,000	N / A	N / A	N / A
Balance at close of the month	10,514,208,770	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 (Note 1)	N/A	N/A	N/A	N/A	N/A	375,000
2. Share Option Scheme						
Exercise price: HK\$ 0.1006 (18/11/2004)						
Ordinary shares (Note 1)	N/A	N/A	N/A	N/A	N/A	982,500
3. Share Option Scheme						
Exercise price : HK\$ 0.4250 (18/11/2004)						
Ordinary shares (Note 1)	N/A	5,500,000	N/A	N/A	5,500,000	23,487,500

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\$ 0.4890						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	19,287,922
(Note 1)						
5. Share Option Scheme						
Exercise price :						
HK\$1.1900						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	21,744,120
(Note 1)						
6. Share Option Scheme						
Exercise price:						
HK\$ 1.3100						
(18/11/2004)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	22,125,000
(Note 1)						
7. Share Option Scheme						
Exercise price :						
HK\$0.9200						
(23/12/2014)						
Ordinary shares	N/A	450,000	N/A	3,000,000	450,000	33,837,500
(Note 1)						
8. Share Option Scheme						
Exercise price :						
HK\$0.8580						
(23/12/2014)						
Ordinary shares	N/A	2,000,000	N/A	N/A	2,000,000	62,804,800
(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\$ 1.1020						
(23/12/2014)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	280,461,873
(Note 1)						
10. Share Option Scheme						
Exercise price :						
HK\$						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(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)					7,950,000	
(Preference shares)					N / A	
(Other class)					N / A	
Total funds raised during the month from exercise of options (State currency)					HK\$4,467,500.00	

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. Convertible bonds due 2019						
	HK\$	507,234,928	-	507,234,928	-	1,740,018,239
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.2915 (adjusted)					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/07/2016)					
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 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)	N/A	291,666,666
2. N / A		
(/ /)		
shares (Note 1)		
3. N / A		
(/ /)		
shares (Note 1)		
Total D. (Ordinary shares)	N / A	
(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) _____ EGM 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> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N / A	N / A

9. Capital reorganisation		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N / A	N / A
			EGM approval date: (dd/mm/yyyy)	(/ /)		
10. Other (Please specify)		At price : State currency _____	Class of shares issuable _____ (Note 1)	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)	7,950,000
	(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: Mr Ng Lok Ming

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.*