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 **24 May 2017**.

A. General

Place of incorporation	:	Bermuda
Date of initial listing on GEM	:	19 January 2004
Name of Sponsor(s)	:	N/A
Names of directors : *(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)*	:	<u>Executive Directors</u> Mr. SUN Ho Mr. ZHOU Haijing <u>Non-Executive Directors</u> Mr. ZHANG Qin Mr. YANG Guang Mr. JI Gang Mr. ZHANG Wei <u>Independent Non-Executive Directors</u> 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 *(Note 1 and Note 7)*	6,102,723,993	54.62%
		Alibaba Investment Limited (*Note 1)*	6,102,723,993	54.62%
		API Holdings Limited (*Note 1)*	6,102,723,993	54.62%
		Alibaba Group Holding Limited (*Note 2)*	6,102,723,993	54.62%
		API (Hong Kong) Investment Limited (*Note 3)*	6,102,723,993	54.62%
		Shanghai Yunju Venture Capital Investment Co., Ltd. (formerly known as Shanghai Yunju Investment Management Co., Ltd.) (*Note 4)*	6,102,723,993	54.62%
		Ant Small and Micro Financial Services Group Co., Ltd. (*Note 5)*	6,102,723,993	54.62%
		Hangzhou Yunbo Investment Consultancy Co., Ltd. (*Note 6)*	6,102,723,993	54.62%
		Mr. MA Yun *(Note 6)*	6,102,723,993	54.62%
		MAXPROFIT GLOBAL INC *(Note 8)*	2,006,250,000	17.96%
		Mr. SUN Ho (*Note 9)*	2,033,328,000	18.20%

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 (“Ali Fortune”), 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 Venture Capital Investment Co., Ltd. (formerly known as Shanghai Yunju Investment Management Co., Ltd.) ("Shanghai Yunju") holds 100% of the issued share capital of API (Hong Kong) Investment Limited.

5. 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 42.28% and 34.15% of the equity interests in Ant Financial, respectively.

6. Hangzhou Yunbo Investment Consultancy Co., Ltd. is the general partner of both Junhan and Junao, and is wholly-owned by Mr. MA Yun.

7. Ali Fortune holds outstanding convertible bonds of the Company in the aggregate principal amount of HK$332,328,165 and the maximum number of conversion shares that will be issued upon full conversion of such outstanding convertible bonds at the prevailing conversion price of HK$0.2743 (subject to adjustment) per conversion share is 1,211,337,936 (representing approximately 10.84% of the total issued shares of the Company as at the date of this form).

8. MAXPROFIT GLOBAL INC is beneficially and wholly owned by Mr. SUN Ho.

9. 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	:	Alibaba Health Information Technology Limited (stock code: 241)
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, 39th 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	:	PricewaterhouseCoopers 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 technology and services company in the lottery and gaming market with a focus on China. The Group is principally engaged in providing lottery and other games, underlying software and advanced supporting systems, hardware and distribution in the PRC.

AGTech Holdings Limited is an associate member of each of the World Lottery Association (WLA) and the Asia Pacific Lottery Association (APLA) and is an official organiser and operator of the Chinese card games Guan Dan and Two-on-One poker in PRC.

C. Ordinary shares

Number of ordinary shares in issue	:	11,172,073,398
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 *(Not applicable if the warrant is denominated in dollar value of conversion right)*	:	
No. of warrants outstanding	:	
No. of shares falling to be issued upon the exercise of outstanding warrants	:	

E. Other securities

On 17 August 2012, share options to subscribe for up to an aggregate of 94,189,000 Shares were granted by the Company pursuant to the 2004 Scheme, 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 30,000 Shares remain outstanding.

On 9 January 2013, share options to subscribe for up to an aggregate of 150,000,000 Shares were granted by the Company pursuant to the 2004 Scheme, 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 800,000 Shares remain outstanding.

On 23 May 2013, share options to subscribe for up to an aggregate of 85,151,688 Shares were granted by the Company pursuant to the 2004 Scheme, 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 10,643,961 Shares remain outstanding.

On 20 June 2013, a share option to subscribe for up to an aggregate of 1,500,000 Shares was granted by the Company pursuant to the 2004 Scheme, 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 by the Company pursuant to the 2004 Scheme, 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 21,744,120 Shares remains outstanding.

On 21 January 2014, share options to subscribe for up to an aggregate of 359,302,000 Shares were granted by the Company pursuant to the 2004 Scheme, 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 21,437,500 Shares remain outstanding.

On 20 January 2015, share options to subscribe for up to an aggregate of 52,200,000 Shares were granted by the Company pursuant to a share option scheme adopted by the Company on 23 December 2014 (the “2014 Scheme”), 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 31,037,500 Shares remain outstanding.

On 1 June 2015, share options to subscribe for up to an aggregate of 72,944,800 Shares were granted by the Company pursuant to the 2014 Scheme, 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 60,189,800 Shares remain outstanding.

On 7 July 2015, share options to subscribe for up to an aggregate of 300,312,280 Shares were granted by the Company pursuant to the 2014 Scheme, 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 270,416,341 Shares remain outstanding.

As at the date of this form, there are total outstanding share options of the Company under the 2004 Scheme and the 2014 Scheme which carry rights to subscribe for up to an aggregate of 416,674,222 Shares.

On 10 August 2016, the Company issued convertible bonds in the aggregate principal amount of HK$712,582,483 to Ali Fortune. On the same day, the conversion rights attaching to the convertible bonds in the aggregate principal amount of HK$205,347,555 were exercised and the Company allotted and issued an aggregate of 685,324,748 conversion Shares at the conversion price of HK$0.2996 per conversion Share. On 30 March 2017, the conversion rights attaching to the convertible bonds in the aggregate principal amount of HK$174,906,763 were exercised and the Company allotted and issued an aggregate of 600,000,000 conversion Shares at the conversion price of HK$0.2915 per conversion Share. As at the date of this form, convertible bonds in the aggregate principal amount of HK$332,328,165 remain outstanding (the “Outstanding Convertible Bonds”). The prevailing conversion price has been adjusted to HK$0.2743 per Share (the “Prevailing Adjusted Conversion Price”), and the maximum number of Shares that will be issued upon full conversion of the Outstanding Convertible Bonds at the Prevailing Adjusted Conversion Price is 1,211,337,936.

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, 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 by his lawful attorney, SUN Ho	ZHANG Qin by his lawful attorney, SUN Ho
YANG Guang by his lawful attorney, SUN Ho	JI Gang by his lawful attorney, SUN Ho	ZHANG Wei by his lawful attorney, SUN Ho
Monica Maria NUNES by her lawful attorney, SUN Ho	FENG Qing by his lawful attorney, SUN Ho	GAO Jack Qunyao by his lawful attorney, SUN Ho