HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 August 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer AGTech Holdings Limited

Date Submitted 4 September 2019

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	20,000,000,000	HK$0.002	HK$40,000,000.00
Increase/(decrease)	-		-
Balance at close of the month	20,000,000,000	HK$0.002	HK$40,000,000.00

(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			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code : N / A Description : N / A

	No. of preference shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

3. Other Classes of Shares

Stock code : N / A Description : N / A

	No. of other classes of shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

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 (1)	No. of ordinary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	11,672,342,235	N / A	N / A	N / A
Increase/ (decrease) during the month	-	N / A	N / A	N / A
Balance at close of the month	11,672,342,235	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$0.9200 (23/12/2014) Ordinary shares *(Note 1)*	N/A	N/A	N/A	N/A	N/A	9,637,500
2. Share Option Scheme Exercise price : HK$0.8580 (23/12/2014) Ordinary shares *(Note 1)*	N/A	N/A	N/A	N/A	N/A	750,000
3. Share Option Scheme Exercise price : HK$1.1020 (23/12/2014) Ordinary shares *(Note 1)*	N/A	N/A	N/A	N/A	N/A	70,273,198

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$	232,608,165	-	-	-	-
Stock code (if listed)	N/A					
Class of shares issuable *(Note 1)*	Ordinary					
Subscription price	HK$0.2493 (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	268,018,017
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 *(Note 1)* ______ 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 *(Note 1)* ______ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N / A	N / A
7. Redemption of shares		Class of shares redeemed *(Note 1)* ______ 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 *(Note 1)* ______ 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	N / A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
			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)	N / A
	(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").)

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical *(Note 3)*;

(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

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. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.*

3. *"Identical" means in this context:*
   - *the securities are of the same nominal value with the same amount called up or paid up;*
   - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*

- *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

4. *If there is insufficient space, please append the prescribed continuation sheet.*