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## **AGTech Holdings Limited**

**亞博科技控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8279)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “SGM”) of AGTech Holdings Limited (the “Company”) will be held at 11:00 a.m. on Friday, 21 February 2020 at Holiday Inn Express Hong Kong Causeway Bay, meeting room I & II, 7/F, 33 Sharp Street East, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution of the Company as ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (A) (i) the Alibaba Cooperation Framework Agreement (as defined in the circular of the Company dated 5 February 2020 of which this notice forms part (the “**Circular**”)) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified;
- (ii) the Annual Caps (as defined in the Circular) for the period commencing from the Effective Date (as defined in the Circular) and ending on 31 December 2020 and for the year ending 31 December 2021 be and are hereby approved; and

\* For identification purposes only

- (B) any one director of the Company (or any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Alibaba Cooperation Framework Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.”

By order of the board of directors of the Company  
**AGTech Holdings Limited**  
**Sun Ho**  
*Chairman & CEO*

The Hong Kong Special Administrative Region of  
the People’s Republic of China, 5 February 2020

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business:*  
Unit 3912, 39th Floor, Tower Two  
Times Square  
Causeway Bay  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote in his/her stead in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the SGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the SGM (or any adjournment thereof) should they so desire.

4. The register of members of the Company will be closed from Tuesday, 18 February 2020 to Friday, 21 February 2020 (both dates inclusive). In order to qualify for attending and voting at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Monday, 17 February 2020.

*As at the date of this notice, the Board comprises (i) Mr. Sun Ho and Ms. Hu Taoye as executive Directors; (ii) Mr. Yang Guang, Mr. Li Faguang, Mr. Ji Gang and Mr. Zou Liang as non-executive Directors; and (iii) Ms. Monica Maria Nunes, Mr. Feng Qing and Dr. Gao Jack Qunyao as independent non-executive Directors.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the "Latest Listed Company Information" page of the GEM website operated by The Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its posting and will be published on the website of the Company at [www.agtech.com](http://www.agtech.com).*