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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)

POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON NOVEMBER 18, 2021

References are made to the notice (the “**Notice**”) of special general meeting (the “**SGM**”) dated October 29, 2021 and the circular of AGTech Holdings Limited (the “**Company**”) dated October 29, 2021 (the “**Circular**”) in relation to, among other things, the acquisition of the entire equity interest in Macau Pass Holding Ltd. and its subsidiaries and the possible continuing connected transactions. Unless defined otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolutions as set out in the Notice (the “**Resolutions**”) were duly passed by way of poll at the SGM held on November 18, 2021.

As at the date of the SGM, the total number of Shares in issue was 11,672,342,235. To the best of the Directors’ knowledge, information and belief, as at the date of the SGM, (i) Ali Fortune is interested in 6,502,723,993 Shares (representing approximately 55.71% of the issued share capital of the Company); (ii) Mr. Sun Ho is interested in 2,052,408,000 Shares (representing approximately 17.58% of the issued share capital in the Company); (iii) Ms. Hu Taoye is interested in 384,000 Shares (representing less than 0.01% of the issued share capital in the Company); and (iv) Ms. Monica Maria Nunes is interested in 1,750,000 Shares (representing approximately 0.015% of the issued share capital in the Company). Ms. Monica Maria Nunes was required to and did abstain from voting on Resolution (i) in relation to the Agreement and the transactions contemplated

* For identification purpose only

thereunder, while Ali Fortune, Mr. Sun Ho, Ms. Hu Taoye and Ms. Monica Maria Nunes were required to and did abstain from voting on Resolution (ii) in relation to the Framework Agreement and the transactions contemplated thereunder (including the Annual Caps). Accordingly, the total number of Shares entitling the Shareholders to attend and vote on Resolution (i) and Resolution (ii) were 11,670,592,235 and 3,120,134,242 respectively. Save for the aforesaid, there was no Shareholder who was required under the GEM Listing Rules to abstain from voting on nor was entitled to attend and abstain from voting in favor of the Resolutions as stipulated under Rule 17.47A of the GEM Listing Rules.

The poll results in respect of the Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of Shares voted (approximate % of total number of Shares voted) ^(Note)	
		FOR	AGAINST
(i)	To approve the Agreement and the transactions contemplated thereunder [#]	9,400,112,775 (99.99999%)	500 (0.00001%)
(ii)	To approve the Framework Agreement and the transactions contemplated thereunder (including the Annual Caps) [#]	864,388,782 (99.99994%)	500 (0.00006%)

The full text of the Resolutions is set out in the Notice.

Note: The number of votes and approximate percentage of voting Shares as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the SGM in person, by authorized representative or by proxy.

As more than 50% of the votes were cast in favor of each of the Resolutions, each of the Resolutions proposed at the SGM were duly passed as an ordinary resolution of the Company.

The branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited, acted as the scrutineer for the purpose of vote-taking at the SGM.

By order of the Board
AGTech Holdings Limited
Sun Ho
Chairman & CEO

Hong Kong,
November 18, 2021

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As at the date of this announcement, 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 announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website operated by the Stock Exchange at 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 <http://www.agtech.com>.