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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 DECEMBER 18, 2023**

Reference is made to the notice (the “**Notice**”) of special general meeting (the “**SGM**”) of AGTech Holdings Limited (the “**Company**”) dated November 27, 2023, and the circular of the Company dated November 27, 2023 (the “**Circular**”). Unless otherwise defined herein, capitalized terms used in this announcement have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held at 2:30 p.m. on Monday, December 18, 2023.

The Company had appointed Tricor Abacus Limited, the Hong Kong branch share registrar of the Company, to act as the scrutineer for the purpose of vote-taking at the SGM.

The number of Shares represented by votes for and against the Resolution at the SGM was as follows:

ORDINARY RESOLUTION		NUMBER OF VOTES (approximate %)	
		FOR	AGAINST
1.	<p>(a) the 2023 Framework Agreement (as amended and supplemented by the Supplemental Agreement) (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;</p> <p>(b) the Annual Caps (as defined in the Circular) be and are hereby approved; and</p> <p>(c) 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 authorized 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 2023 Framework Agreement (as amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.</p>	1,999,625,187 (100.00%)	0 (0.00%)

Notes:

1. 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.
2. As at the date of the SGM, the total number of issued Shares was 11,672,342,235.

3. To the best knowledge, belief and information of the Directors, as at the date of the SGM, (i) Ali Fortune was interested in 6,502,723,993 Shares; (ii) Mr. Sun Ho was interested in 2,052,408,000 Shares; and (iii) Rainwood Resources Limited, in which Mr. Cheung Lup Kwan Vitor (who has an indirect equity interest in Ant Bank) held 52% equity interest, was interested in 584,515,224 Shares. All of them and their associates, who were together interested in 9,139,647,217 Shares, were required to and did abstain from voting on the Resolution at the SGM. The trustees of the share award scheme adopted by the Company on March 17, 2017 abstained from voting on the Resolution at the SGM in respect of a total of 249,097,450 unvested Shares held by them. Save for a total of 9,388,744,667 Shares (representing approximately 80.44% of the issued share capital of the Company) as disclosed above, no other Shareholder was required under the GEM Listing Rules to abstain from voting at the SGM.
4. Save as disclosed above, none of the Shares entitled the holders to attend and abstain from voting in favour of the Resolution at the SGM as set out in rule 17.47A of the GEM Listing Rules.
5. The total number of Shares entitled the holders to attend and vote for or against the Resolution at the SGM was 2,283,597,568.
6. No Shareholder had stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolution at the SGM.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution of the Company by the Shareholders.

Eight out of nine Directors attended the SGM, including Mr. Sun Ho, Ms. Hu Taoye, Mr. Tung Pen Hung, Ms. Qin Yuehong, Mr. Zou Liang, Mr. Feng Qing, Dr. Gao Jack Qun Yao and Mr. Chow Siu Lui. Mr. Ji Gang did not attend the SGM due to conflicts of prior scheduled engagements with the meeting time.

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

Hong Kong, December 18, 2023

* *For identification purpose only*

As at the date of this announcement, the Board comprises (i) Mr. Sun Ho and Ms. Hu Taoye as executive Directors; (ii) Mr. Tung Pen Hung, Ms. Qin Yuehong, Mr. Ji Gang and Mr. Zou Liang as non-executive Directors; and (iii) Mr. Feng Qing, Dr. Gao Jack Qun Yao and Mr. Chow Siu Lui 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 HKEXnews website operated by the Stock Exchange at www.hkexnews.hk 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.