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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 MARCH 27, 2024

Reference is made to the notice (the “**Notice**”) of special general meeting (the “**SGM**”) of AGTech Holdings Limited (the “**Company**”) dated March 5, 2024, and the circular of the Company dated March 5, 2024 (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 resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the Shareholders by way of poll at the SGM held at 11:00 a.m. on Wednesday, March 27, 2024.

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 Resolutions at the SGM were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate %)	
		FOR	AGAINST
1.	<p>(a) the Share Transfer Agreement (as defined in the circular of the Company dated March 5, 2024 (the “Circular”) of which this notice forms part) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and</p> <p>(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 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 Share Transfer Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.</p>	1,898,363,193 (100.00%)	0 (0.00%)
2.	<p>(a) the Capital Increase Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and</p> <p>(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 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 Capital Increase Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.</p>	1,898,363,193 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate%)	
		FOR	AGAINST
3.	<p>(a) the Share Transfer Undertaking Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and</p> <p>(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 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 Share Transfer Undertaking Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.</p>	1,898,363,193 (100.00%)	0 (0.00%)
4.	<p>(a) the Technical Services (as defined in the Circular) and relevant terms under the Framework Agreement (as defined in the Circular) be and are hereby confirmed, approved and ratified;</p> <p>(b) the Technical Services 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 Technical Services and relevant terms under the Framework Agreement and the implementation thereof including the affixing of seal thereon.</p>	1,898,363,193 (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 of the Directors' knowledge, belief and information, 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 (Macao)) 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 Resolutions at the SGM. The trustees of the share award scheme adopted by the Company on March 17, 2017 abstained from voting on the Resolutions at the SGM in respect of a total of 248,897,450 unvested Shares held by them. Save for a total of 9,388,544,667 Shares (representing approximately 80.43% 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 Resolutions 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 Resolutions at the SGM was 2,283,797,568.
6. No Shareholder had stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolutions at the SGM.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions 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 Qunyao and Mr. Chow Siu Lui. Mr. Ji Gang did not attend the SGM due to conflicts of prior scheduled engagements with the time of the SGM.

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

Hong Kong, March 27, 2024

* *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.

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