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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of AGTech Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, September 9, 2024 at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. as ordinary business, to receive and adopt the audited financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the fifteen months ended March 31, 2024;
2. as ordinary business, to consider and, if thought fit, pass the following resolutions:
 - (i) to re-elect Ms. Hu Taoye as an executive Director;
 - (ii) to re-elect Mr. Chow Siu Lui as an independent non-executive Director;
 - (iii) to re-elect Mr. Chan Ka Leong as an independent non-executive Director;
 - (iv) to re-elect Ms. Yuen Kit Ming Fanny as an independent non-executive Director; and
 - (v) to authorize the board of Directors (the “**Board**”) to fix the remuneration of all Directors who are re-elected at the AGM;

3. as ordinary business, to re-appoint PricewaterhouseCoopers as the auditors of the Company and its subsidiaries for the ensuing year and authorize the Board to fix the remuneration of the appointed auditors;
4. as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:
 - (i) **“THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares and to sell and transfer treasury shares (if any) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
 - (c) the total number of issued shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of rights of conversion or subscription under the terms of any securities which are convertible into shares of the Company or any share option scheme, share award scheme or similar arrangement of the Company for the time being adopted for the grant or issue to eligible persons of shares of the Company or rights to acquire shares of the Company; or (iii) an issue of shares of the Company as scrip dividends or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of shares (excluding treasury shares, if any) of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (I) the conclusion of the next annual general meeting of the Company;
- (II) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
- (III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Board to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

(ii) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Board during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of shares (excluding treasury shares, if any) of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (I) the conclusion of the next annual general meeting of the Company;
- (II) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
- (III) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

(iii) “**THAT** conditional upon resolution number 4(ii) above being passed, the total number of issued shares of the Company which are purchased by the Company under the authority granted to the Board as mentioned in resolution number 4(ii) above shall be added to the total number of issued shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to resolution number 4(i) above.”

5. as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“**THAT:**

- (i) the proposed amendments (the “**Proposed Amendments**”) to the Share Award Scheme of the Company (the “**Share Award Scheme**”), details of which are set out in the section headed “Letter from the Board – Proposed Amendments to the Share Award Scheme” in the circular of the Company dated August 16, 2024, be and are hereby approved and confirmed;
- (ii) the Scheme Mandate Limit (as defined in the rules of the Share Award Scheme) for new Shares to be allotted and issued or transferred by the Company in respect of the awards under the Share Award Scheme, being 3% of the Shares in issue (excluding treasury Shares) as at the date of passing of this resolution, be and is hereby approved and adopted. For the avoidance of doubt, the existing scheme mandate limit for the acquisition of existing Shares in respect of the awards under the Share Award Scheme, being 6% of the Shares in issue as at the adoption date of the Share Award Scheme is valid and will continue to be valid after the AGM; and

- (iii) any Director be and is hereby authorised to execute all such documents and do all such other acts and things as he or she may, in his or her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments, the Scheme Mandate Limit (for new Shares) and the Service Provider Sublimit and any of the foregoing.”
6. as special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT

- (i) conditional upon the New Share Option Scheme (as hereinafter defined) becoming effective, the share option scheme adopted by ordinary resolution of the shareholders of the Company on December 23, 2014 (the “**Existing Share Option Scheme**”) be and is hereby terminated pursuant to paragraph 13 of the rules of the Existing Share Option Scheme upon the New Share Option Scheme coming into effect;
- (ii) conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in the shares of the Company which may fall to be allotted and issued pursuant to the exercise of any options granted under the new share option scheme (the “**New Share Option Scheme**”) (a copy of which has been presented to this meeting marked “A” and initialled by the chairman of this Meeting for identification purposes), the New Share Option Scheme be and is hereby approved and adopted; and the Directors be and are hereby authorized to grant options and allot, issue and deal in (or transfer out of treasury) the shares of the Company as may be required to be allotted and issued (or transferred out of treasury) upon the exercise of any options granted under the New Share Option Scheme; and to take all such steps as may be necessary or expedient to implement the New Share Option Scheme; and
- (iii) conditional upon the New Share Option Scheme becoming effective, the Scheme Mandate Limit (as defined in the rules of the New Share Option Scheme), being 3% of the Shares in issue (excluding treasury Shares) as at the date of passing of this resolution, be and is hereby approved and adopted and the Directors be and are hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”

7. as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“THAT:

- (i) the Service Provider Sublimit (as defined in the Share Award Scheme), being one per cent (1)% of the Scheme Limit (as defined in the Share Award Scheme), be and is hereby approved and adopted; and
- (ii) conditional upon the New Share Option Scheme becoming effective, the Service Provider Sublimit (as defined in the New Share Option Scheme), being 10% of the Scheme Mandate Limit, be and is hereby approved and adopted, the maximum number of Shares in respect of which awards and options may be granted under the Share Award Scheme and the New Share Option Scheme, and any options and awards which may be granted under any other share schemes of the Company to the service providers, shall not exceed 44,827,253 Shares, representing approximately 0.38% of the Shares in issue as at the date of the AGM,

and the Directors be and are hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“THAT:

- (i) the existing bye-laws of the Company (the **“Bye-laws”**) be and is hereby amended as follows:
 - (a) Bye-law 1 be amended by deleting the words “electron magnetic” and replacing it with the word “similar” in the definition of “electronic communication”.

(b) Bye-law 2 be amended by inserting the following new subparagraph (r) after subparagraph (q):

“(r) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.”

(c) Bye-law 3 be amended by deleting the subparagraph (2) in its entirety and replacing it with the following:–

“(2) Subject to the Act and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine.”

(d) Bye-law 151 be deleted in its entirety and replaced with the following:

“151. The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner permitted by these Bye-laws, including on the Company’s website.”

- (e) Bye-law 158 be deleted in its entirety and replaced with the following:

“158.(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;

- (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;
 - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such member."

- (f) Bye-law 159 be deleted in its entirety and replaced with the following:

“159. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- (c) if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- (d) if served or delivered in any other manner contemplated by these Bye laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

- (e) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.”
- (ii) any Director or company secretary of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he or she may, in his or her absolute discretion, consider necessary, desirable or expedient to effect the proposed amendments to the bye-laws of the Company as stated in paragraph (i) above.

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

The Hong Kong Special Administrative Region of
the People’s Republic of China,
August 16, 2024

* *For identification purpose only*

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 AGM is entitled to appoint one or more proxies to attend and vote in his/her/its 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 the AGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders shall be present at the AGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the AGM or adjourned meeting thereof (as the case may be), 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 AGM (or any adjournment thereof) should they so desire and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The record date for determining the entitlement of shareholders of the Company to attend and vote at the AGM will be September 2, 2024. In order to qualify for attending and voting at the forthcoming AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Monday, September 2, 2024.

As at the date of this notice, 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. Chow Siu Lui, Mr. Chan Ka Leong and Ms. Yuen Kit Ming Fanny 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 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 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.