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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 ANNUAL GENERAL MEETING
HELD ON SEPTEMBER 9, 2024
AND
RETIREMENT OF NON-EXECUTIVE DIRECTOR**

RESULTS OF THE AGM

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) of AGTech Holdings Limited (the “**Company**”) dated August 16, 2024, and the circular of the Company dated August 16, 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 all the resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held at 11:00 a.m. on Monday, September 9, 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 AGM.

The number of Shares represented by votes for and against the Resolutions at the AGM were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate %)	
		FOR	AGAINST
1.	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.	9,264,465,404 (100.00%)	0 (0.00%)
2.	i. To re-elect Ms. Hu Taoye as an executive Director.	9,264,465,404 (100.00%)	0 (0.00%)
	ii. To re-elect Mr. Chow Siu Lui as an independent non-executive Director.	9,264,465,404 (100.00%)	0 (0.00%)
	iii. To re-elect Mr. Chan Ka Leong as an independent non-executive Director.	9,264,465,404 (100.00%)	0 (0.00%)
	iv. To re-elect Ms. Yuen Kit Ming Fanny as an independent non-executive Director.	9,264,465,404 (100.00%)	0 (0.00%)
	v. To authorize the board of Directors (the “ Board ”) to fix the remuneration of all Directors who are re-elected at the annual general meeting.	9,264,465,404 (100.00%)	0 (0.00%)
3.	To re-appoint PricewaterhouseCoopers as the auditors of the Company and its subsidiaries for the ensuing year and authorize the Board to fix their remuneration.	9,264,465,404 (100.00%)	0 (0.00%)
4.	i. To grant a general mandate to the Directors to allot, issue and deal with the Company’s shares, on terms as referred to in ordinary resolution no. 4(i) in the Notice.	9,264,465,404 (100.00%)	0 (0.00%)
	ii. To grant a general mandate to the Directors to buy back the Company’s shares, on terms as referred to in ordinary resolution no. 4(ii) in the Notice.	9,264,465,404 (100.00%)	0 (0.00%)
	iii. To approve the extension of the general mandate to be granted to the Directors to allot the Company’s shares, on terms as referred to in ordinary resolution no. 4(iii) in the Notice.	9,264,465,404 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (approximate %)	
		FOR	AGAINST
5.	To approve and confirm the proposed amendments to the share award scheme of the Company (the “ Share Award Scheme ”) as set out in the section headed “Letter from the Board – Proposed Amendments to the Share Award Scheme” in the Circular and to approve the scheme mandate limit (for new shares) for the Share Award Scheme.	9,264,465,404 (100.00%)	0 (0.00%)
6.	To terminate the existing share option scheme of the Company, to adopt the new share option scheme of the Company (the “ New Share Option Scheme ”) and to approve the scheme mandate limit for the New Share Option Scheme on terms as referred to in ordinary resolution no. 6 in the Notice.	9,264,465,404 (100.00%)	0 (0.00%)
7.	i. To approve the service provider sublimit for the Share Award Scheme on terms as referred to in ordinary resolution no. 7(i) in the Notice.	9,264,465,404 (100.00%)	0 (0.00%)
	ii. To approve the service provider sublimit for the New Share Option Scheme on terms as referred to in ordinary resolution no. 7(ii) in the Notice.	9,264,465,404 (100.00%)	0 (0.00%)
SPECIAL RESOLUTION		FOR	AGAINST
8.	To approve and confirm the proposed amendments to the existing bye-laws of the Company as set out in special resolution no. 8 in the Notice.	9,264,465,404 (100.00%)	0 (0.00%)

Notes:

1. The full text of the Resolutions is set out in the Notice.
2. 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 AGM in person, by authorized representative or by proxy.
3. As at the date of the AGM, the total number of issued Shares was 11,672,342,235.

4. The trustees of the share award scheme adopted by the Company on March 17, 2017 abstained from voting on the Resolutions at the AGM in respect of a total of 226,574,225 unvested Shares held by them. Save for a total of 226,574,225 Shares (representing approximately 1.94% 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 AGM.
5. Save as disclosed above, none of the Shares entitled the holders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in rule 17.47A of the GEM Listing Rules.
6. The total number of Shares entitled the holders to attend and vote for or against the Resolutions at the AGM was 11,445,768,010.
7. No Shareholder had stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolutions at the AGM.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 7, all such resolutions were duly passed as ordinary resolutions of the Company by the Shareholders. As more than 75% of the votes were cast in favour of the special resolution numbered 8, such resolution was duly passed as a special resolution of the Company by the Shareholders.

All of the Directors attended the AGM.

RETIREMENT OF NON-EXECUTIVE DIRECTOR

As set out in the Circular, Mr. Zou Liang (“**Mr. Zou**”) decided not to stand for re-election at the AGM due to his decision to focus on his other business commitments and would accordingly retire as a non-executive Director at the conclusion of the AGM. Mr. Zou has confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zou for his valuable contributions during his terms of office with the Company.

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

Hong Kong, September 9, 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 and Mr. Ji Gang 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 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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