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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
MEMBERS OF AUDIT COMMITTEE, NOMINATION COMMITTEE
AND REMUNERATION COMMITTEE,
AND
RESIGNATION OF COMPANY SECRETARY, AUTHORISED
REPRESENTATIVE, MEMBER OF CORPORATE GOVERNANCE
COMMITTEE AND SENIOR FINANCIAL CONTROLLER**

**Change of independent non-executive Directors and members of the audit committee,
the nomination committee and the remuneration committee**

The Board announces that Mr. Wang Ronghua and Mr. Hua Fengmao have decided to retire from the Board as independent non-executive Directors and members of the audit committee, the nomination committee and the remuneration committee of the Company with effect from the conclusion of the forthcoming annual general meeting of the Company to be held on 5 May 2015 when they are due to retire by rotation.

The Board is also pleased to announce that Mr. Feng Qing and Ms. Liao Zhaohui shall be appointed as independent non-executive Directors and members of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 4 May 2015.

**Resignation of company secretary, authorised representative, member of corporate
governance committee and senior financial controller**

The Board announces that Mr. Lai Yick Fung will resign as the company secretary, authorised representative, member of the corporate governance committee and senior financial controller of the Company with effect from 1 April 2015.

* *For identification purposes only*

Retirement of independent non-executive Directors and members of audit committee, nomination committee and remuneration committee

The Board announces that Mr. Wang Ronghua (“**Mr. Wang**”) and Mr. Hua Fengmao (“**Mr. Hua**”) shall retire from the Board as independent non-executive Directors and members of the audit committee, the nomination committee and the remuneration committee of the Company with effect from the conclusion of the Company’s 2015 annual general meeting which will be held on 5 May 2015 (“**2015 AGM**”).

Both Mr. Wang and Mr. Hua have been independent non-executive Directors for over 8 years since 19 July 2006 and serving the Board for more than 9 years could be relevant to the determination of a non-executive Director’s independence according to the code provision A.4.3 in Appendix 15 of the GEM Listing Rules. Accordingly, Mr. Wang and Mr. Hua have decided to retire and shall not offer themselves for re-election as independent non-executive Directors at the 2015 AGM when they are due to retire by rotation.

Each of Mr. Wang and Mr. Hua has confirmed that (i) he has no disagreement with the Board, (ii) he has no claims against the Company or any of its subsidiaries whatsoever in respect of fees, remuneration or compensation for loss of office, and (iii) there are no other matters in respect of his retirement that need to be brought to the attention of the shareholders of the Company.

The Board wishes to express its gratitude to both Mr. Wang and Mr. Hua for their valuable contributions during their tenure of services.

Appointment of independent non-executive Directors and members of audit committee, nomination committee and remuneration committee

The Board is pleased to announce that the Company shall appoint Mr. Feng Qing (“**Mr. Feng**”) and Ms. Liao Zhaohui (“**Ms. Liao**”) as independent non-executive Directors and members of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 4 May 2015. The biographical details of Mr. Feng and Ms. Liao are as follows:

Mr. Feng, aged 61, is currently the chairman of Beijing Yi Xin Tech Corporation. Mr. Feng was the author of the marketing economics book titled “Practical Market Theory (實用市場理論)” which was well received by the market, and became an instrumental reading in learning western economics. In 1983, Mr. Feng commenced study of macroeconomics in Switzerland. After graduation, Mr. Feng stayed in Switzerland to work at Sulzer International AG, the then one of the biggest machinery manufacturers in Switzerland, for many years. Afterwards, Mr. Feng returned to China and was engaged in satellite communication and investment and finance related work. Mr. Feng graduated from the Precision Instruments faculty (精密儀器系) of Tsinghua University, the PRC, majoring in Machinery Manufacturing Technology and Equipment (機械製造工藝及設備), and was a postgraduate student in macroeconomics of the University of Zurich in Switzerland.

Ms. Liao, aged 47, is the director, deputy general manager and secretary of the board of Hunan TV & Broadcast Intermediary Co., Ltd.* (湖南電廣傳媒股份有限公司) (stock code: 000917, a company listed on the Shenzhen Stock Exchange); the deputy general manager of Hunan Broadcast and TV Network Group Holdings Limited* (湖南廣電網絡控股集團有限公司) (which is a large state-owned enterprise in Hunan Province, the PRC); and the chairperson of Hua Feng Da Chen (Beijing) Investment Management Limited* (華豐達晨(北京)投資管理有限公司). She was formerly the secretary of the State Administration of Foreign Exchange of the Hunan branch of the People's Bank of China; the head of office of Hunan Securities Co., Ltd.* (湖南證券股份有限公司); the deputy director of the news centre of the general office of the National People's Congress of Hunan Province; the assistant president of Xiangcai Securities Co., Ltd.* (湘財證券有限責任公司); the assistant to chairman of Wuling Power Co., Ltd.* (五凌電力有限公司) under China Power Investment Corporation* (中國電力投資集團); the chairperson of Hunan Wu Hua Hotel Co., Ltd.* (湖南五華酒店有限責任公司); and the chief investment officer of Hunan TV & Broadcast Intermediary Co., Ltd.. Ms. Liao graduated from the Hunan Normal University, the PRC, majoring in Ethics with a doctor of philosophy degree.

(* *The English translation of the Chinese company names are included for reference only and should not be regarded as the official English translation of such Chinese company names.*)

Save as disclosed above, each of Mr. Feng and Ms. Liao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other position with the Company and other members of the Group, or other major appointments and professional qualifications.

Other than his/her appointment as an independent non-executive Director, each of Mr. Feng and Ms. Liao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). The Company has received from each of Mr. Feng and Ms. Liao a written confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules.

Each of Mr. Feng and Ms. Liao shall be appointed by way of a service agreement with an initial term of 2 years and either party thereto may terminate such agreement by giving the other party not less than 1 month's written notice. In accordance with the bye-laws of the Company, each of Mr. Feng and Ms. Liao will hold office until the next following general meeting of the Company and shall be eligible for re-election at that meeting. He/she shall then be subject to retirement by rotation and re-election at the Company's general meetings pursuant to the bye-laws of the Company. Each of Mr. Feng and Ms. Liao shall receive a Director's fee of HK\$100,000 per annum (without any bonus payment) and may be granted share options pursuant to the share option scheme adopted by the Company on 23 December 2014, and such remuneration package is determined with reference to the duties and responsibilities of each of Mr. Feng and Ms. Liao with the Company and the prevailing market remuneration packages for independent non-executive directors of listed issuers in Hong Kong.

In accordance with the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong), as at the date of this announcement, none of Mr. Feng and Ms. Liao is interested in any Shares or share options of the Company.

Save as disclosed above, there is no further information relating to each of Mr. Feng and Ms. Liao that is required to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the appointment of each of Mr. Feng and Ms. Liao that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Mr. Feng and Ms. Liao for joining the Company.

Resignation of company secretary, authorised representative, member of corporate governance committee and senior financial controller

The Board announces that Mr. Lai Yick Fung (“**Mr. Lai**”) will resign as the company secretary, authorised representative, member of the corporate governance committee and senior financial controller of the Company with effect from 1 April 2015 to pursue other career development. Mr. Lai confirms that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the Stock Exchange or the shareholders of the Company.

The Board would like to express its gratitude to Mr. Lai for his contributions to the Company during his tenure of service.

The Company is in the process of finding a suitable person to fill the vacancy left by Mr. Lai. Further announcement will be made by the Company once a replacement of Mr. Lai is appointed.

DEFINITIONS

In this announcement, unless otherwise defined, capitalised terms used shall have the following meanings:

“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	AGTech Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.002 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 30 March 2015

As at the date of this announcement, the Board comprises (i) Mr. Sun Ho, Mr. Robert Geoffrey Ryan, Mr. Bai Jinmin and Mr. Liang Yu as executive Directors; (ii) Mr. Ho King Fung, Eric as non-executive Director; and (iii) Ms. Monica Maria Nunes, Mr. Wang Ronghua and Mr. Hua Fengmao as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 Company Announcement” 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 www.agtech.com.