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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)**

**PROPOSED CHANGE OF AUDITORS  
AND  
PROPOSED AMENDMENTS TO THE BYE-LAWS**

**PROPOSED CHANGE OF AUDITORS**

The Board announces that HLB has resigned as the auditor of the Company with effect from 8 November 2016. The Board has resolved to propose the appointment of PwC as the new auditor of the Company to fill the vacancy following the resignation of HLB, subject to the approval by the Shareholders at the SGM.

An ordinary resolution to consider and approve the appointment of PwC as the auditor of the Company will be proposed at the SGM.

**PROPOSED AMENDMENTS TO THE BYE-LAWS**

In order to incorporate certain house-keeping amendments, the Board proposes to seek approval from the Shareholders by way of special resolution at the SGM for the proposed amendments to the Bye-laws.

**CIRCULAR**

A circular containing, among other things, details of the proposed change of auditors and the proposed amendments to the Bye-laws, and a notice of SGM will be despatched to the Shareholders in due course.

\* For identification purpose only

This announcement is made by AGTech Holdings Limited (the “**Company**”) pursuant to Rules 17.50(1) and 17.50(4) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

## **PROPOSED CHANGE OF AUDITORS**

The board of directors of the Company (the “**Board**”) announces that HLB Hodgson Impey Cheng Limited (“**HLB**”) has resigned as auditor of the Company with effect from 8 November 2016 as the Company and HLB could not reach a mutual agreement in respect of the audit fee for the financial year ending 31 December 2016.

The Board resolved, with the recommendation from the audit committee of the Company (the “**Audit Committee**”), to propose the appointment of PricewaterhouseCoopers (“**PwC**”) as the new auditor of the Company to fill the vacancy following the resignation of HLB, subject to the approval by the shareholders of the Company (the “**Shareholders**”) at the forthcoming special general meeting of the Company (the “**SGM**”).

The Company has received a confirmation from HLB that there is no matter which HLB needs to bring to the attention of the Shareholders in relation to its resignation as auditor of the Company. The Board and the Audit Committee have also confirmed that there is no disagreement or unresolved matter between HLB and the Company, and there is no other matter in respect of the proposed change of auditors that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to HLB for its services rendered to the Company over the past years.

## **PROPOSED AMENDMENTS TO THE BYE-LAWS**

In order to incorporate certain house-keeping amendments, the Board proposes to seek approval from the Shareholders by way of special resolution at the SGM for the proposed amendments to the Bye-laws of the Company (the “**Bye-laws**”).

Details of the proposed amendments to the Bye-laws will be set out in the circular to be despatched to the Shareholders.

## CIRCULAR

A circular containing, among other things, details of the proposed change of auditors and the proposed amendments to the Bye-laws, and a notice of SGM will be despatched to the Shareholders in due course.

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, 8 November 2016

*As at the date of this announcement, the Board comprises (i) Mr. Sun Ho and Mr. Zhou Haijing as executive Directors; (ii) Mr. Zhang Qin, Mr. Yang Guang, Mr. Ji Gang and Mr. Zhang Wei as non-executive Directors; and (iii) Ms. Monica Maria Nunes, Mr. Feng Qing and Dr. Gao Jack Qunyao as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“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 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 Announcements” page of the GEM website operated by the Stock Exchange at [www.hkgem.com](http://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](http://www.agtech.com).*