



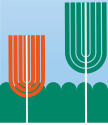
AGTech Holdings Limited

(Incorporated in Bermuda with limited liability)

Stock Code: 8279

FIRST QUARTERLY REPORT 2015

FORTUNE



HAPPINESS



HEALTH



LUCK



RESPONSIBILITY



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This report, for which the Directors of the Company 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 report 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 report misleading.

FINANCIAL HIGHLIGHTS FOR THE THREE MONTHS ENDED 31 MARCH 2015

- Total revenue of the Group for the Three-Month Period amounted to approximately HK\$48.5 million (2014: approximately HK\$25.7 million). Most of the revenue was derived from gaming technologies (game software, systems, hardware and terminals) business and provision of sports lottery management and marketing consultancy services in the PRC. The increase in revenue was attributable to the sales of newly added hardware and technical services.
- Loss attributable to owners of the Company for the Three-Month Period amounted to approximately HK\$37.3 million (2014: approximately HK\$45.9 million), primarily due to share-based payments totalling approximately HK\$22.3 million (2014: approximately HK\$29.0 million) for the Three-Month Period as a result of the share options of the Company granted to Directors, eligible employees and other eligible participants under the Share Option Scheme, and other major expenses including staff costs, office costs and research and development costs in line with the organic growth of the Group's business and as a result of the consolidation of the expenses of Score Value Limited following completion of its acquisition on 8 January 2015.
- The Board does not recommend the payment of an interim dividend for the Three-Month Period.



FIRST QUARTERLY RESULTS

The Board announces the unaudited consolidated results of the Group for the three months ended 31 March 2015 (the "Three-Month Period"), together with the comparative unaudited figures for the corresponding period in 2014 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the three months ended 31 March 2015

	Notes	Three months ended 31 March	
		2015 HK\$'000	2014 HK\$'000
Revenue	2	48,530	25,744
Cost of sales and services		(33,669)	(13,452)
Gross profit		14,861	12,292
Investment and other income		1,183	305
Selling and administrative expenses		(31,269)	(29,177)
Loss from business operations		(15,225)	(16,580)
Share-based payments		(22,268)	(29,029)
Net foreign exchange (loss)/gain		(9)	11
Amortisation of other intangible assets		(119)	(119)
Loss before tax		(37,621)	(45,717)
Income tax expense	3	(365)	(721)
Loss for the period		(37,986)	(46,438)
Loss attributable to:			
Owners of the Company		(37,272)	(45,929)
Non-controlling interests		(714)	(509)
		(37,986)	(46,438)
Loss per Share			
Basic and diluted	4	HK0.832 cent	HK1.052 cents



	Three months ended 31 March	
	2015	2014
	HK\$'000	HK\$'000
Loss for the period	(37,986)	(46,438)
Other comprehensive income, net of income tax		
Translation differences on translating foreign operations	(7,732)	(9,275)
Total comprehensive income for the period	(45,718)	(55,713)
Total comprehensive income attributable to:		
Owners of the Company	(45,011)	(55,143)
Non-controlling interests	(707)	(570)
	(45,718)	(55,713)

Notes:

1. BASIS OF PREPARATION OF THE ACCOUNTS

The unaudited consolidated accounts have been prepared in accordance with the requirements of GEM Listing Rules, accounting principles generally accepted in Hong Kong which include Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by Hong Kong Institute of Certified Public Accountants ("HKICPA").

The consolidated accounts have not been audited by the Company's auditors, but have been reviewed and commented on by the Company's audit committee. The principal accounting policies and methods of computation used in preparing these results are consistent with those used in preparing the Group's audited financial statements for the year ended 31 December 2014.



HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (the “new and revised HKFRS”). The Group has not early adopted the new and revised HKFRS that have been issued but are not yet effective, the Group is in the process of assessing the impact of these new and revised HKFRS on the financial performance and financial position of the Group.

2. REVENUE

Revenue represents the amounts received and receivable from gaming technologies (game software, systems, hardware and terminals) business and provision of sports lottery management and marketing consultancy services in the PRC during the Three-Month period.

3. INCOME TAX EXPENSE

Income tax expense for the Three-Month Period represents PRC Enterprise Income Tax.

4. LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the unaudited loss attributable to owners of the Company for the Three-Month Period of HK\$37,271,897 (2014: HK\$45,929,556) and the weighted average number of 4,480,476,282 Shares (2014: 4,366,615,658 Shares) in issue during the period.

The computation of the diluted loss per share does not assume the exercise of the Company's share options as the exercise would decrease the loss per share for both periods.

5. DIVIDEND

The Board does not recommend the payment of an interim dividend for the Three-Month Period (2014: nil).



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 31 March 2015

	Attributable to owners of the Company									Attributable to non-controlling interests	Total	
	Share capital	Share premium	Share options reserve	Statutory reserve	Exchange reserve	Contributed surplus	Property revaluation reserve	Other reserve	Accumulated losses			Subtotal
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2014	8,688	1,390,983	66,686	13,863	197,591	47,191	-	-	(490,934)	1,234,088	1,291	1,235,379
Loss for the period	-	-	-	-	-	-	-	-	(45,929)	(45,929)	(509)	(46,438)
Other comprehensive income for the period	-	-	-	-	(9,214)	-	-	-	-	(9,214)	(61)	(9,275)
Total comprehensive income for the period	-	-	-	-	(9,214)	-	-	-	(45,929)	(55,143)	(570)	(55,713)
Recognition of equity-settled share-based payments	-	-	29,165	-	-	-	-	-	-	29,165	-	29,165
Shares issued on exercise of part of share options	62	14,743	(3,601)	-	-	-	-	-	-	11,204	-	11,204
Lapse of share options	-	-	(137)	-	-	-	-	-	-	(137)	-	(137)
Balance at 31 March 2014	8,760	1,405,726	92,123	13,863	188,377	47,191	-	-	(536,863)	1,219,177	721	1,219,898
Balance at 1 January 2015	8,881	1,428,088	193,144	15,261	192,982	47,191	14,402	-	(681,109)	1,218,840	3,067	1,221,907
Loss for the period	-	-	-	-	-	-	-	-	(37,272)	(37,272)	(714)	(37,986)
Other comprehensive income for the period	-	-	-	-	(7,739)	-	-	-	-	(7,739)	7	(7,732)
Total comprehensive income for the period	-	-	-	-	(7,739)	-	-	-	(37,272)	(45,011)	(707)	(45,718)
Recognition of equity-settled share-based payments	-	-	24,150	-	-	-	-	-	-	24,150	-	24,150
Shares issued on exercise of part of share options	103	39,972	(2,425)	-	-	-	-	-	-	37,650	-	37,650
Lapse of share options	-	-	(3,267)	-	-	-	-	-	1,386	(1,881)	-	(1,881)
Deferred consideration in relation to acquisition of subsidiary	-	-	-	-	-	-	-	60,810	-	60,810	-	60,810
Balance at 31 March 2015	8,984	1,468,060	211,602	15,261	185,243	47,191	14,402	60,810	(716,995)	1,294,558	2,360	1,296,918

MANAGEMENT DISCUSSION AND ANALYSIS

About the Group

The Group is the leading integrated gaming company in China's lottery market.

The Group is principally engaged in (i) gaming technologies (game software, systems, hardware and terminals); (ii) online and mobile lottery; and (iii) lottery management. The Group is committed to applying international management concepts and advanced technologies to the lottery industry in various areas such as lottery systems, lottery hardware, lottery games, internet and mobile smart phone systems and distribution, wireless network and streaming media, thereby providing China's lottery authorities and millions of lottery players in China with professional, integrated lottery services.

Over the past eight years, the Group has demonstrated a strong track record of delivery, successfully building a uniquely balanced, complementary suite of businesses that now occupy leading positions in the key verticals of the Chinese lottery market. This growth is testament to the quality and depth of the Group's relationships with industry regulators at both a national and provincial level, as well as the quality of its management, employees, technology and partners.

Through Asia Gaming Technologies Limited (AGT) and its subsidiaries, the Group's joint venture with Ladbroke Group, the Group has developed and successfully launched China's only Ministry of Finance-approved virtual fixed odds sports betting system as well as its first games, "Lucky Racing" and "e-Ball Lottery".

The Group has a team of over 200 professionals and the footprint of its lottery business now covers over 80% of the provinces and municipalities across China. The Group is a member of the World Lottery Association (WLA) and the Asia Pacific Lottery Association (APLA).

Corporate Strategy and Objectives

Our long-term objectives are to maintain a leading position as a lottery technology group in China and to provide innovative and competitive legal lottery games to help the Chinese government to crack down on illegal gambling. We will continue to support both of China's legal lottery operators, namely the Welfare Lottery and the Sports Lottery, in this respect. In order to achieve these objectives, we are committed to bringing together international and domestic industry expertise, technologies, management, skills and infrastructure into the Chinese lottery markets both through the existing and any new remote channels. Our Group has been working with various world-renowned strategic partners in these efforts for many years.



Industry Overview

According to information published by the Ministry of Finance of the PRC, for the Three-Month Period, the lottery market recorded sales of approximately RMB94.8 billion, an increase of approximately 18.5% compared to the corresponding period in 2014 (versus 15.9% growth in the same period last year). Of this, Sports Lottery amounted to approximately RMB44.3 billion (accounting for 46.7% of total lottery sales), an increase of approximately 31.5% year on year. The Welfare Lottery achieved sales of approximately RMB50.5 billion (53.3% of total lottery sales), an increase of approximately 9.0% against the corresponding period in 2014.

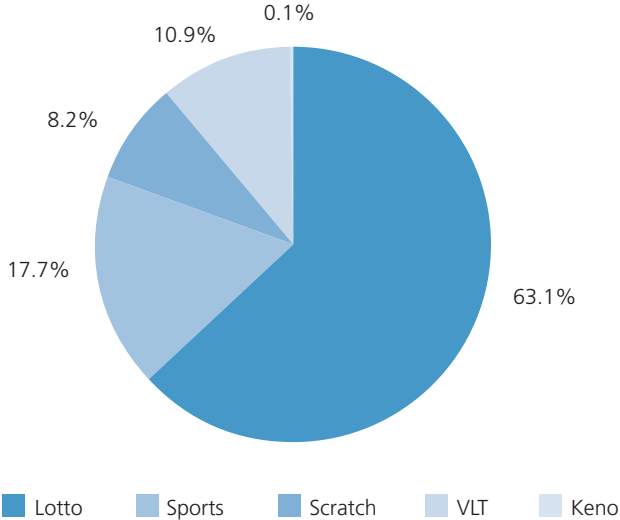
The relatively strong aggregate quarterly sales growth trend masks a dramatic reversal in the rate of growth during the quarter. The combined year on year growth rates of the Sports Lottery and the Welfare Lottery were 44.5%, 23.9% and -6.3% in January, February and March 2015 respectively. The sharp reduction in sales during March is attributable to the impact of strong and decisive policy by the authorities to prohibit all internet lottery ticket sales activity and which came into effect in early March. This enforcement is seen as a precursor to a more clearly regulated operation management and distribution model. For internet and smart phone, we expected that specific new types of lottery games will be granted approval by government authorities to conduct trial sale through those channels in certain provinces.

The Welfare Lottery and the Sports Lottery have five main product categories; lotto type lottery game product that are either traditional in nature with a daily or weekly draw pattern as well as modern high frequency games featuring multiple draws per hour ("Lotto"), sports betting ("Sports"), video lottery terminals ("VLT"), Keno type game product ("Keno") and instant scratch cards ("Scratch").



Product review

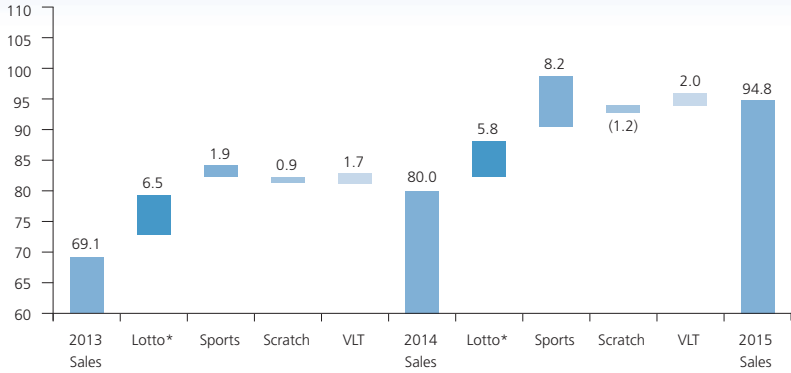
Market Share of Sales by Product (Q1 2015)



Source: PRC Ministry of Finance



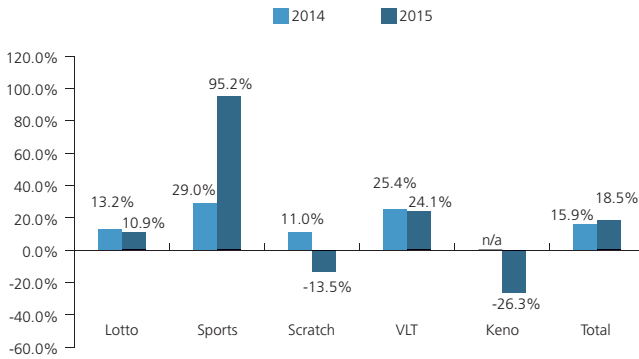
China Lottery Sales Bridge Q1 2013 – Q1 2015 (RMB billion)



* For presentation purposes, Lotto includes Keno (de minimus sales volumes)

Source: PRC Ministry of Finance

Q1 China Lottery Sales Year on Year Growth Comparison by Product



Source: PRC Ministry of Finance

Lotto remains the largest product in the China market representing 63.1% of sales in the quarter. By March 2015 the monthly contribution of Lotto had reached 65.8% reflecting the disproportionately large fall in the proportion of lottery sales of Sports since the enforcement of the remote sales regulations in early March. While VLT continued to enjoy steady and strong growth during the quarter, Scratch and Keno showed continued and familiar weakness.

Business Review

During the quarter under review, the Group recorded an increase in sales of approximately 88.5% while gross profit increased by approximately 20.9%. The growth in sales and gross profit is attributable to the contribution of the hardware manufacturer, Zoom Read. Zoom Read was acquired during the period under review. The Group's overall gross profit margin percentage declined from approximately 47.7% in the first quarter of 2014 to approximately 30.6% in the period under review due to competition in the market.

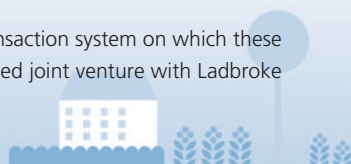
In the coming quarters we expect to see a significant breakthrough in terms of business development including promotion activities of "Lucky Racing" in several provinces, the increased sales of "e-Ball" in Jiangsu through further marketing activity enhancement and the expected significant development in smart phone and remote channels.

Lottery Game and System

Virtual Sports Betting

During the quarter under review the Group continued to supply its virtual sports lottery games "e-Ball Lottery" ("e球彩") and "Lucky Racing" ("幸運賽車") to the launch provinces of Jiangsu and Hunan respectively. The e-Ball game is a football themed virtual sports lottery game with a 69% payout ratio and is only the second Ministry of Finance approved, rapid draw, fixed-odds virtual sports lottery game in China following the Group's Lucky Racing. e-Ball Lottery is live in China's largest Sports Lottery province and has been approved by the National Sports Lottery Administration Centre as a sports betting game. The first full year of e-Ball operations went smoothly. In close cooperation with our customer and the relevant lottery authorities in China, we are continually optimising the game and we are encouraged by the potential of this game. Like Lucky Racing, we expect that e-Ball will roll out to more provinces in China in due course. Virtual sports lottery has become a high growth and diversified game category and it is fully accepted by China's market.

Lucky Racing, e-Ball Lottery and the underlying betting transaction system on which these games run are supplied by AGT, the Group's majority-owned joint venture with Ladbroke



Group (a world leader in sports betting and gaming, based in the United Kingdom). The games are virtual sports lottery games that are broadcast to lottery shops via a central computer and cable television, allowing customers to bet on computer generated car races or football matches respectively. The betting options are like those typically offered for live car racing or live football matches in other countries.

Lucky Racing has become a very popular lottery game in Hunan Sports Lottery. Our technical partners at the Sports Lottery have completed the technical preparation work of the national high frequency game platform and have satisfied the technical requirements necessary to carry our Lucky Racing game to other provinces beyond Hunan and we expect the game to be supplied to more province(s) in China in the relatively near future.

To date, Lucky Racing and e-Ball Lottery have been successfully launched in traditional dedicated Sports Lottery shops and the games are expected to be deployed to more province(s) via this channel. In addition, in due course, the games could be deployed in selected leisure venues (such as coffee shops and restaurants) and, as approved lottery products, the games have the potential to expand nationwide through other remote channels such as mobile and internet.

Lottery Game in Other Category

The Group has a reserve of rich and attractive lottery game content in various product categories that fulfill the demand of the lottery market and the lottery players. The Group works with international partners for research and development of various types of self-developed, creative and new lottery games that are suitable to cater for the evolving market demand, including different types of virtual sports betting lottery games which simulate “real life” sports, by means of portable and convenient terminal equipment such as mobile phone and self-service lottery terminals, and using traditional lottery games as foundation or self-developed innovative lottery game products.

Gaming Hardware and Research and Development

Through GOT and the recently acquired Zoom Read, AGTech’s hardware division supplies 29 provinces, cities and municipalities in China with lottery hardware. Zoom Read is a leading manufacturer and supplier of paper scratch card sales hardware in China while GOT is the leading manufacturer and supplier of betting terminal equipment to China’s lottery market.



2015 has started relatively slowly in the lottery hardware market in China. It is anticipated that the slow pace of ordering will be a temporary feature and we anticipate that ordering will catch up during the balance of the year. We are continuing to pursue international opportunities for our hardware and currently the Group is in active discussions with a number of potential international customers and/or distributors and we have machines live or on trial in markets such as South Africa, Cyprus, the United Kingdom, Italy, Austria and Canada.

In relation to the Group's hardware business division, in addition to the on-going provision of existing products, the Group continues with research and development of new products based on market demand and grows its share in the domestic market while actively expanding its international market.

Online and Mobile Lottery Distribution Business

To date, in line with the relevant lottery regulations, the Group has not conducted any online lottery sales or maintained any website to conduct such sales. However, the Group continues to closely monitor policy developments with respect to the government approval of lottery sales via internet and mobile.

In the internet channel, the authorities are working on a national (as opposed to provincial) internet distribution system. It is anticipated that sales of the Group's approved games, Lucky Racing and e-Ball Lottery, are likely to benefit strongly when such a system is introduced.

With respect to mobile smart phones, as evidenced by the recent Ministry of Finance relevant policies, China's lottery market has started to activate the trial sale of new types of mobile phone lottery games in various provinces. The Group is well positioned to actively participate in this market in various aspects through its subsidiary.

With the Group's valuable PRC internet service provider and PRC internet content provider experience, as well as its excellent business track record and relationship, the Group has established close cooperation with the most advanced international companies and is committed to providing a full range of support and services to localise and develop China's mobile lottery systems and games.



Lottery Management Business

Lottery management services as currently provided by the Group primarily comprise long term contracts with provincial Sports Lottery authorities for services such as marketing and promotion consultancy and management.

Over many years of its successful operation, the track record of our Lottery Management Business as a reliable supplier of quality lottery products and services to the provincial Sports Lottery authorities in China has been a key enabler of the Group's strategy, cementing the Group's first class relationships and reputation across the country.

The Group's Lottery Management Business is performing in-line with expectations. Looking forward, in view of the Group's transition to a professional and integrated lottery service provider, it is expected that the proportion of revenue contributed by the Lottery Management division will be modest. However, in light of the Group's valuable experience, solid background as well as its trusting cooperative relationships built up with various provincial lottery administration and distribution authorities through the existing Lottery Management Business, together with new lottery technologies/terminals to be introduced and new developments in the new internet/mobile channel business, it is possible that new opportunities in the Lottery Management Business will emerge. We are currently exploring and building new business co-operations and business models in this area.

Business Outlook

The Directors expect 2015 to be a year of significant regulatory progress in the China lottery industry. China's lottery industry will introduce relevant laws and regulations (particularly on internet and mobile distribution) which will further regulate and professionalise lottery supervision. Based on accurate interpretation of national regulations and policies, the Group has successfully grasped industry trends and consistently formulated its long-term and stable strategic positioning and business development strategies over many years. We believe that, following the regulatory evolution of the Chinese lottery industry and relying upon the Group's competitive advantages formed in game development and channel construction, the Group will achieve a significant breakthrough in business development.



Earlier this year, the “National Football Reform Overall Plan” was passed by China’s Central Leading Group for Comprehensively Deepening Reforms. This development positions the sport of football in the overall social economy development plan of China and is expected to bring material benefits to football-related industries, including the sports lottery industry. In particular, it is proposed that the direction of the plan is “the proactive research and development on the issuance of football lottery relating to betting on the China Football Super League”. This will enhance the status of sports betting lottery in terms of policy. Thanks to the Group’s strengths in advanced and creative lottery game system and content development, we expect to be able to grasp the opportunities brought about by the forthcoming evolution in the sports industry and actively promote various virtual sports lottery games including “Lucky Racing” and “e-Ball Lottery”.

In the area of remote (i.e. online and mobile) lottery ticket distribution, we anticipate that there will be a more clearly regulated operation, management and distribution model. In the online and mobile sales channel, the Group is well positioned, in the fullness of time, to supply the related system and content technology to one or more of the first-mover provinces (subject to the relevant approvals).

With respect to retail lottery stores, with the 2014 FIFA World Cup now behind us, the Directors anticipate an increasing urgency within the Sports Lottery market. Taken together with the completion of the Sports Lottery’s national high frequency game platform, this bodes very well for the Group’s approved proprietary games Lucky Racing and e-Ball as well as its pipeline of planned new products.

Finally, on the topic of hardware, with our leading positions in both point of sale and handheld scratch card hardware as well as our first class international partnerships and long track-record in the China lottery, we believe that AGTech will take advantage of new opportunities in hardware.

Taken together with the continuing underlying multi-year revenue growth of the lottery business in China, the multiple potential areas of expansion outlined above suggest a very positive outlook for the Group for 2015 and beyond.



Looking ahead, the Group will continue to explore new business opportunities and forge more strategic business alliances with a view to increasing its sales and profitability and ultimately to maximising returns for Shareholders. The Directors strongly believe that the solid business foundations, strong customer and government relationships as well as the quality of international gaming partnerships enjoyed by the Group, ideally position it to reach new heights when market opportunities emerge in the rapidly growing regulated lottery industry in China.

Financial Performance Review

Revenue of the Group for the Three-Month Period amounted to approximately HK\$48.5 million (2014: approximately HK\$25.7 million). Most of the revenue was derived from gaming technologies (game software, systems, hardware and terminals) business and provision of sports lottery management and marketing consultancy services in the PRC. The increase in revenue for the Three-Month Period by approximately 88.5% as compared to that for the same period in 2014 is attributable to the sales of newly added hardware and technical services. During the Three-Month Period, the gross profit margin percentage stood at approximately 30.6% (2014: approximately 47.7%). The decline in gross profit margin is due to competition in the market.

Loss attributable to owners of the Company for the Three-Month Period amounted to approximately HK\$37.3 million (2014: approximately HK\$45.9 million), primarily due to share-based payments totalling approximately HK\$22.3 million (2014: approximately HK\$29.0 million) for the Three-Month Period as a result of the share options of the Company granted to Directors, eligible employees and other eligible participants under the Share Option Scheme, and other major expenses including staff costs of approximately HK\$9.6 million (2014: approximately HK\$7.6 million), office costs of approximately HK\$4.7 million (2014: approximately HK\$6.0 million) and research and development costs of approximately HK\$5.6 million (2014: approximately HK\$2.1 million) in line with the organic growth of the Group's business and as a result of the consolidation of the expenses of Score Value Limited following completion of its acquisition on 8 January 2015.



DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2015, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange, were as follows:

a. Interests in ordinary Shares:

Name of Director	Number of Shares held			Approximate percentage of issued share capital of the Company
	Personal interest	Corporate Interest	Total	
Mr. Sun Ho	27,078,000	2,006,250,000 <i>(Note 1)</i>	2,033,328,000	45.26%
Mr. Robert Geoffrey Ryan (resigned on 1 May 2015)	11,070,000	–	11,070,000	0.25%
Mr. Bai Jinmin	10,316,000	44,876,600 <i>(Note 2)</i>	55,192,600	1.23%
Mr. Liang Yu	8,038,250	–	8,038,250	0.18%
Mr. Ho King Fung, Eric	–	–	–	–
Ms. Monica Maria Nunes	375,000	–	375,000	0.01%
Mr. Wang Ronghua (retired on 5 May 2015)	3,115,000	–	3,115,000	0.07%
Mr. Hua Fengmao (retired on 5 May 2015)	2,605,000	–	2,605,000	0.06%

Notes:

- These 2,006,250,000 Shares were held in the name of MAXPROFIT GLOBAL INC. As MAXPROFIT GLOBAL INC is beneficially and wholly-owned by Mr. Sun Ho, an executive Director and chairman & chief executive officer ("CEO") of the Company, Mr. Sun was deemed to be interested in such Shares.
- These 44,876,600 Shares were held in the name of Fine Bridge International Limited. Fine Bridge International Limited is beneficially and wholly-owned by HB Resources Investment Limited, which in turn is beneficially and wholly-owned by Mr. Bai Jinmin, an executive Director of the Company. Accordingly, HB Resources Investment Limited and Mr. Bai were deemed to be interested in such Shares.



- b. Long position in the underlying Shares in respect of the share options of the Company (which were regarded as unlisted physically settled equity derivatives):

Name of Director	Date of grant	Exercise price per Share (HK\$)	Exercisable period	Number of underlying Shares entitled (in respect of share options of the Company)				Approximate percentage of issued share capital of the Company	
				As at 1 January 2015	Granted during the Three-Month Period	Exercised during the Three-Month Period	Lapsed during the Three-Month Period		As at 31 March 2015
Mr. Robert Geoffrey Ryan (resigned on 1 May 2015)	21 December 2011	0.2900	21 December 2012 – 20 December 2016	10,632,000	–	–	–	10,632,000	0.24%
	17 August 2012	0.1006	17 August 2013 – 16 August 2017	1,750,000	–	–	–	1,750,000	0.04%
	9 January 2013	0.4250	9 January 2014 – 8 January 2018	6,000,000	–	–	–	6,000,000	0.13%
	21 January 2014	1.3100	21 January 2015 – 20 January 2019	5,000,000	–	–	–	5,000,000	0.11%
Mr. Bai Jinmin	21 December 2011	0.2900	21 December 2012 – 20 December 2016	10,632,000	–	–	–	10,632,000	0.24%
	17 August 2012	0.1006	17 August 2013 – 16 August 2017	2,625,000	–	–	–	2,625,000	0.06%
	9 January 2013	0.4250	9 January 2014 – 8 January 2018	6,000,000	–	–	–	6,000,000	0.13%
	21 January 2014	1.3100	21 January 2015 – 20 January 2019	10,000,000	–	–	–	10,000,000	0.22%
Mr. Liang Yu	21 December 2011	0.2900	21 December 2012 – 20 December 2016	10,632,000	–	–	–	10,632,000	0.24%
	17 August 2012	0.1006	17 August 2013 – 16 August 2017	2,625,000	–	–	–	2,625,000	0.06%
	9 January 2013	0.4250	9 January 2014 – 8 January 2018	6,000,000	–	–	–	6,000,000	0.13%
	21 January 2014	1.3100	21 January 2015 – 20 January 2019	5,000,000	–	–	–	5,000,000	0.11%
Mr. Ho King Fung, Eric	23 May 2013	0.4890	23 May 2014 – 22 May 2018	42,575,844	–	–	–	42,575,844	0.95%
Mr. Wang Ronghua (retired on 5 May 2015)	21 December 2011	0.2900	21 December 2012 – 20 December 2016	1,000,000	–	–	–	1,000,000	0.02%
	9 January 2013	0.4250	9 January 2014 – 8 January 2018	1,000,000	–	–	(250,000)	750,000	0.02%
	21 January 2014	1.3100	21 January 2015 – 20 January 2019	500,000	–	–	–	500,000	0.01%

Name of Director	Date of grant	Exercise price per Share (HK\$)	Exercisable period	Number of underlying Shares entitled (in respect of share options of the Company)				Approximate percentage of issued share capital of the Company	
				As at 1 January 2015	Granted during the Three-Month Period	Exercised during the Three-Month Period	Lapsed during the Three-Month Period		As at 31 March 2015
Mr. Hua Fengmao (retired on 5 May 2015)	21 December 2011	0.2900	21 December 2012 – 20 December 2016	1,000,000	-	-	-	1,000,000	0.02%
	9 January 2013	0.4250	9 January 2014 – 8 January 2018	750,000	-	-	-	750,000	0.02%
	21 January 2014	1.3100	21 January 2015 – 20 January 2019	500,000	-	-	-	500,000	0.01%
Ms. Monica Maria Nunes	20 June 2013	0.4740	20 June 2014 – 19 June 2018	1,125,000	-	-	-	1,125,000	0.03%
	21 January 2014	1.3100	21 January 2015 – 20 January 2019	500,000	-	-	-	500,000	0.01%

Note: A portion of the option representing 25% of the total underlying Shares entitled under such option shall be vested in the grantee of the option in each of the 4 years during the exercisable period. If the grantee does not exercise such portion of the option within one year after it has been vested in him/her, such portion of the option will lapse.

Save as disclosed above, as at 31 March 2015, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares (in respect of share options of the Company which were regarded as unlisted physically settled equity derivatives) and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange.



SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2015, so far as was known to the Directors or chief executive of the Company, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests and long positions in the Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or, were expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or held any option in respect of such capital and recorded in the register kept by the Company pursuant to section 336 of the SFO:

a. Interests in the Shares:

Name of Shareholder	Capacity	Number of Shares held	Approximate percentage of issued share capital of the Company
MAXPROFIT GLOBAL INC	Beneficial owner	2,006,250,000 <i>(Note 1)</i>	44.66%
Rainwood Resources Limited	Beneficial owner	311,852,000	6.94%
Mr. Cheung Lup Kwan, Vitor	Interest of controlled corporation	311,852,000 <i>(Note 2)</i>	6.94%

Notes:

- As disclosed above, Mr. Sun Ho was deemed to be interested in these 2,006,250,000 Shares by virtue of his interest in MAXPROFIT GLOBAL INC.
- These 311,852,000 Shares were held in the name of Rainwood Resources Limited, which is beneficially and wholly-owned by Mr. Cheung Lup Kwan, Vitor. Accordingly, Mr. Cheung was deemed to be interested in such Shares.



- b. Long position in the underlying Shares in respect of the share option granted under general mandate by the Company (which was regarded as an unlisted physically settled equity derivative):

Name of Shareholder	Capacity	Number of underlying Shares entitled	Approximate percentage of issued share capital of the Company
Rainwood Resources Limited	Beneficial owner	212,879,224	4.74%
Mr. Cheung Lup Kwan, Vitor	Interest of controlled corporation	212,879,224 (Note)	4.74%

Note: On 21 May 2013, Rainwood Resources Limited was granted a share option under general mandate by the Company entitling it to subscribe for up to 212,879,224 Shares at an exercise price of HK\$0.40 per Share (subject to adjustments) exercisable for a period of three years, which option was vested in the grantee on the date of grant. As disclosed above, Mr. Cheung Lup Kwan, Vitor was deemed to be interested in this share option by virtue of his interest in Rainwood Resources Limited.

Save as disclosed above, as at 31 March 2015, the Directors or chief executive of the Company were not aware of any other substantial shareholder (not being a Director or chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares, underlying Shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who was expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or held any option in respect of such capital and recorded in the register kept by the Company pursuant to section 336 of the SFO.



INTERESTS OF OTHER PERSONS

As at 31 March 2015, apart from the interests in the Shares, underlying Shares and debentures of the Company and its associated corporations held by the Directors, chief executive and substantial shareholders of the Company stated above, there were no other persons with interests recorded in the register of the Company required to be kept under section 336 of the SFO.

INTERESTS IN COMPETING BUSINESS

During the Three-Month period, none of the Directors or the controlling shareholder of the Company had an interest in a business, which competes or might compete with the business of the Group.

AUDIT COMMITTEE AND CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The audit committee of the Company comprises three independent non-executive Directors, namely, Ms. Monica Maria Nunes, Mr. Feng Qing (“Mr. Feng”) and Dr. Gao Jack Qunyao (“Dr. Gao”). Mr. Feng was appointed as independent non-executive Director with effect from 4 May 2015 and Dr. Gao was appointed as independent non-executive Director with effect from 6 May 2015. The former independent non-executive Directors and members of the audit committee of the Company, Mr. Wang Ronghua and Mr. Hua Fengmao, retired on 5 May 2015. The unaudited consolidated results of the Group for the Three-Month Period have been reviewed and commented on by the audit committee.

REQUIRED STANDARD OF DEALINGS REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings regarding securities transactions by Directors set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its code of conduct for dealings in securities of the Company by the Directors (the “Code of Conduct”). Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings set out in the Code of Conduct during the Three-Month Period.

SHARE OPTION SCHEME

During the Three-Month Period, options for 52,200,000 Shares were granted by the Company pursuant to the Share Option Scheme. During the Three-Month Period, options for 18,012,500 Shares were exercised and options for 10,250,000 Shares were lapsed. As at 31 March 2015, options for 754,456,926 Shares remained outstanding.



PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the Three-Month Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

FUND RAISING EXERCISE AND USE OF PROCEEDS

As disclosed in the announcements of the Company dated 6 May 2013 and 21 May 2013, the Company completed on 21 May 2013:

- (i) a placing of 406,521,739 Shares at the placing price ("Placing Price") of HK\$0.345 each under general mandate ("Placing") to not less than six independent individual, corporate, professional and/or institutional investors ("Placees"); and
- (ii) the grant of an option ("Option") under general mandate to Rainwood Resources Limited, entitling it to subscribe for up to 212,879,224 Shares at an exercise price of HK\$0.40 per Share (subject to adjustments) over an exercisable period of three years.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Placees (including Rainwood Resources Limited) and their respective ultimate beneficial owners (if any) were third parties independent of and were not connected with the Company and its connected persons (as defined in the GEM Listing Rules); and (ii) none of the Placees and their respective associates became a Substantial Shareholder (as defined in the GEM Listing Rules) of the Company immediately upon completion of the Placing.

The aggregate nominal value of the 406,521,739 Shares under the Placing was approximately HK\$813,043. The Placing Price represents a discount of approximately 19.8% to the closing price of HK\$0.43 per Share as quoted on the Stock Exchange on 3 May 2013, being the date of agreement in respect of the Placing. The net Placing Price, after taking into account the commission for and expenses of the Placing, was approximately HK\$0.34 per Share. The net proceeds of the Placing received by the Company amounted to approximately HK\$138 million ("Placing Proceeds"), and the Option has not been exercised as at the date hereof. The Placing Proceeds together with the aggregate exercise price receivable by the Company if the Option is exercised in full shall amount to approximately HK\$223 million.

The Group financed its operations primarily with internally generated cash flows as well as the proceeds from the Placing and from the exercising by grantees of the share options granted under the Share Option Scheme. Primarily due to the Placing Proceeds raised, the bank balances and cash of the Group increased from HK\$137,666,360 as at 31 December 2012 to HK\$295,017,209 as at 30 June 2013, thus strengthening the working capital position of the Group.



As disclosed in the aforesaid announcement dated 6 May 2013, the Directors considered it beneficial for the Group to raise funds through the Placing. The Placing represented a good opportunity to raise additional general working capital for future business development of the Group, and would enhance the capital and Shareholders' base of the Company, thereby increasing the liquidity of the Shares. In addition, the Placing Proceeds were intended to be used for business development, working capital of the Group, and/or investments undertaken or to be made by the Group should suitable investment opportunities arise including, but not limited to, investment opportunities in relation to any entertainment, hotel and/or leisure related business in Macau.

The actual usage of the Placing Proceeds has been as follows:

Period under review	Aggregate amount used during period under review	Purpose of usage	Remaining balance of Placing Proceeds as at the last date of the period under review
since completion of the Placing on 21 May 2013 up to and including 31 December 2013	approximately HK\$37 million	for working capital of the Group	approximately HK\$101 million*
from 1 January 2014 up to and including 31 December 2014	approximately HK\$14 million	for working capital of the Group	approximately HK\$87 million*
from 1 January 2015 up to and including 31 March 2015	approximately HK\$87 million	for investment in 100% equity interest in Score Value Limited as disclosed in the Circular and for working capital of the Group	Nil

* The remaining balance was placed in the bank savings account of the Company.



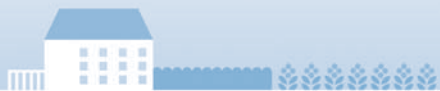
DEFINITIONS

In this report, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	means the board of Directors;
“Circular”	means the circular of the Company dated 8 December 2014;
“Company” or “AGTech”	means AGTech Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on GEM;
“Director(s)”	means the director(s) of the Company;
“GEM”	means the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited;
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM;
“GOT”	means 北京亞博高騰科技有限公司 (Beijing AGTech GOT Technology Co., Ltd.*), a company incorporated in the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company;
“Group”	means the Company and its subsidiaries;
“Hong Kong” or “HK”	means the Hong Kong Special Administrative Region of the PRC;



“Macau”	means the Macau Special Administrative Region of the PRC;
“PRC” or “China”	means the People’s Republic of China which, for the purpose of this report, excludes Hong Kong, Macau and Taiwan;
“Share(s)”	means ordinary share(s) of HK\$0.002 each in the share capital of the Company;
“Shareholder(s)”	means holder(s) of the Share(s);
“Share Option Scheme”	means the share option scheme of the Company adopted on 18 November 2004 (or, after its expiry on 17 November 2014, the share option scheme of the Company adopted on 23 December 2014);
“Sports Lottery”	means the national sports lottery of China;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Welfare Lottery”	means the national welfare lottery of China;
“Zoom Read”	means 深圳中林瑞德科技有限公司 (Shenzhen Zoom Read Tech Co., Ltd. [#]), a company incorporated in the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company following completion of its acquisition on 8 January 2015;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;



“RMB” Renminbi, the lawful currency of the PRC; and

“%” per cent.

The English translation of the Chinese company name is included for reference only and should not be regarded as the official English translation of such Chinese company name.

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

Hong Kong, 11 May 2015

As at the date of this report, the Board comprises (i) Mr. Sun Ho, Mr. Bai Jinmin, Mr. Liang Yu and Mr. Cheng Guoming as executive Directors; (ii) Mr. Ho King Fung, Eric as non-executive Director; and (iii) Ms. Monica Maria Nunes, Mr. Feng Qing and Dr. Gao Jack Qunyao as independent non-executive Directors.

This report 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.

