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If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AGTech Holdings Limited, you should at once hand this circular to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
AND RE-ELECTION OF DIRECTORS**

This circular, for which the directors of AGTech Holdings Limited (the “**Company**”) 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 of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

A notice convening the AGM (as defined herein) of the Company to be held at 11:00 a.m. on Thursday, June 15, 2023 at Holiday Inn Express Hong Kong Causeway Bay, Meeting Room I & II, 7/F, 33 Sharp Street East, Causeway Bay, Hong Kong is set out on pages 26 to 30 of this circular. Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders of the Company 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.

This circular will remain at www.hkexnews.hk on the “Latest Listed Company Information” page of the stock exchange website for at least seven days from the date of its posting and will be published on the website of the Company at <http://www.agtech.com>.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Thursday, June 15, 2023 at Holiday Inn Express Hong Kong Causeway Bay, Meeting Room I & II, 7/F, 33 Sharp Street East, Causeway Bay, Hong Kong;
“Ali Fortune”	Ali Fortune Investment Holding Limited, a company incorporated in the British Virgin Islands and the controlling shareholder of the Company;
“Alibaba Group”	Alibaba Holding and its subsidiaries;
“Alibaba Holding”	Alibaba Group Holding Limited, a company incorporated in the Cayman Islands, with its American depository shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock Symbol: BABA) and its ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 9988);
“Alibaba Pictures”	Alibaba Pictures Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1060);
“Ant Group”	Ant Holdco and its subsidiaries;
“Ant Holdco”	螞蟻科技集團股份有限公司 (Ant Group Co., Ltd.) (formerly known as 浙江螞蟻小微金融服務集團股份有限公司 (Ant Small and Micro Financial Services Group Co., Ltd.)), a company organized under the laws of in the PRC;
“associates”	bears the same meaning ascribed thereto in the GEM Listing Rules;
“Board”	the board of Directors;
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares on the terms set out in the Notice;
“Bye-law(s)”	the bye-law(s) of the Company;
“Company” or “AGTech”	AGTech Holdings Limited, a company incorporated in Bermuda as an exempted company with limited liability, the Shares of which are listed on GEM;

DEFINITIONS

“Director(s)”	the director(s) of the Company;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	May 18, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Notice”	the notice convening the AGM;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company;
“Share Award Scheme”	the share award scheme of the Company adopted on March 17, 2017;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange” or “SEHK”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



AGTech Holdings Limited
亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

Executive Directors:

Mr. Sun Ho (*Chairman & CEO*)

Ms. Hu Taoye (*Chief Financial Officer*)

Non-executive Directors:

Mr. Tung Pen Hung

Ms. Qin Yuehong

Mr. Ji Gang

Mr. Zou Liang

Independent non-executive Directors:

Mr. Feng Qing

Dr. Gao Jack Qunyao

Mr. Chow Siu Lui

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

May 22, 2023

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
AND RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at 11:00 a.m. on Thursday, June 15, 2023 at Holiday Inn Express Hong Kong Causeway Bay, Meeting Room I & II, 7/F, 33 Sharp Street East, Causeway Bay, Hong Kong, which upon approval, would enable the Company to, among other things:

* For identification purpose only

LETTER FROM THE BOARD

- (a) buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing such resolution;
- (b) issue new Shares equivalent to 20% of the total number of issued Shares on the date of the relevant resolution and those Shares purchased by the Company pursuant to the Buy-back Mandate set out in (a) above; and
- (c) re-elect certain Directors.

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given general mandates to (i) buy back Shares, the total number of which shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant ordinary resolution; and (ii) allot, issue and otherwise deal with the Shares not exceeding 20% (equivalent to 2,334,468,447 Shares, assuming that no further Shares will be issued or purchased by the Company prior to the AGM) of the total number of the issued Shares of the Company as at the date of passing the relevant ordinary resolution and the number of any Shares purchased by the Company (up to a maximum of 10% of the total number of the Company's issued Shares as at the date of passing the relevant ordinary resolution). Any issue of new Shares is subject to approval from the Stock Exchange for the listing of, and permission to deal in, such new Shares.

An explanatory statement containing information relating to the Buy-back Mandate as required under Rules 13.08 and 13.09 of the GEM Listing Rules is set out in Appendix I to this circular. This explanatory statement provides you with information to enable you to make an informed decision on whether to vote for or against the resolution relating to the Buy-back Mandate.

RE-ELECTION OF DIRECTORS

In accordance with bye-law 83(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Tung Pen Hung ("**Mr. Tung**") and Ms. Qin Yuehong ("**Ms. Qin**"), who were newly appointed by the Company as non-executive Directors on May 12, 2023, will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the AGM.

In addition, in accordance with bye-law 84(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation but shall be eligible for re-election. Accordingly, certain Directors, namely, Mr. Ji Gang ("**Mr. Ji**") (a non-executive Director), Mr. Zou Liang ("**Mr. Zou**") (a non-executive Director) and Mr. Feng Qing ("**Mr. Feng**") (an independent non-executive Director), will retire by rotation, but being eligible, shall offer themselves for re-election at the AGM.

Information of the five Directors (namely, Mr. Tung, Ms. Qin, Mr. Ji, Mr. Zou and Mr. Feng) standing for re-election at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROCESS USED FOR NOMINATING MR. FENG FOR RE-ELECTION AS INDEPENDENT NON-EXECUTIVE DIRECTOR

On March 22, 2023, the nomination committee of the Company held a meeting and nominated Mr. Feng to the Board for it to recommend to the Shareholders for re-election as independent non-executive Director at the AGM. Such nomination had been made by the nomination committee in accordance with its nomination policy, and with due regard to the following criteria to assess the suitability of Mr. Feng to be re-elected as independent non-executive Director as set out in the nomination policy in the corporate governance report of the annual report of the Company for the year ended December 31, 2022 (the “**2022 Annual Report**”):

- the qualifications, skills, experience and background of Mr. Feng;
- how Mr. Feng will contribute to the diversity of the Board in accordance with the Board diversity policy of the Company (as set out in the corporate governance report of the 2022 Annual Report);
- independence of Mr. Feng as required under Rule 5.09 of the GEM Listing Rules;
- tenure of service of Mr. Feng, and in particular, whether he has served the Board for more than nine years as set out in code provision B.2.3 in the Corporate Governance Code (the “**Code**”) of Appendix 15 of the GEM Listing Rules;
- past and anticipated future contributions and time commitment of Mr. Feng to the affairs of the Group; and
- those incumbent Directors who have been longest in office since their last re-election or appointment within the last three years will be selected for retirement by rotation and re-election with priority (for the purpose of compliance with the code provision B.2.2 of the Code and bye-law 84 of the Bye-laws).

Mr. Feng, who is a member of the nomination committee, has abstained from voting at such committee meeting when his own nomination was being considered.

LETTER FROM THE BOARD

INDEPENDENCE AND TIME COMMITMENT OF MR. FENG AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Feng has served the Company as an independent non-executive Director for approximately eight years as of the Latest Practicable Date, which is below the threshold of nine years stipulated under code provision B.2.3 of the Code. Mr. Feng 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) and does not have any management function within the Group. The Company has received from Mr. Feng a written confirmation of independence for himself (together with his “immediate family members” as defined under Rule 20.10(1)(a) of the GEM Listing Rules) pursuant to Rule 5.09 of the GEM Listing Rules. The Board considers that Mr. Feng is independent.

Mr. Feng does not hold directorship in more than six companies, the securities of which are listed on any securities market in Hong Kong or overseas; and had devoted sufficient time to the affairs of the Group that needed to be discussed, considered and approved in various Board and Board committee meetings as demonstrated in the record of his attendance to such meetings set out in Appendix II to this circular.

RECOMMENDATION OF THE BOARD FOR RE-ELECTION OF DIRECTORS AND THE REASONS THEREFOR

The Board held meetings on March 22, 2023 and May 9, 2023 respectively and approved the nomination committee’s nominations and recommended each of Mr. Ji, Mr. Zou, Mr. Tung and Ms. Qin to stand for re-election as a non-executive Director, and Mr. Feng to stand for re-election as an independent non-executive Director respectively by the Shareholders at the AGM. Each of Mr. Ji, Mr. Zou and Mr. Feng has abstained from the discussion and voting at the Board meeting in respect of his own nomination.

In view of the information set out in Appendix II to this circular, and in particular, the qualifications, perspectives, skills, experience and background of each of Mr. Ji, Mr. Zou, Mr. Tung, Ms. Qin and Mr. Feng, their contributions and time commitment to the affairs of the Group (as demonstrated by their past attendance records for Board and/or Board committee meetings in 2022 (as the case may be), and the diversity elements that each of them can bring to the Board, the Board considers that each of them is suitable to continue to serve the Board as a Director and the re-election of Mr. Ji, Mr. Zou, Mr. Tung, Ms. Qin and Mr. Feng as Directors is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The following are the details of the AGM:

Date: Thursday, June 15, 2023

Time: 11:00 a.m.

Venue: Holiday Inn Express Hong Kong Causeway Bay, Meeting Room I & II, 7/F, 33 Sharp Street East, Causeway Bay, Hong Kong

The Notice is set out on pages 26 to 30 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or adjourned meeting thereof (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire. The voting in respect of the proposed resolutions contained in the Notice will be conducted by way of poll at the AGM as prescribed under the GEM Listing Rules. An announcement on the poll results will be made by the Company after the AGM.

RECOMMENDATION

The Directors consider that the resolutions proposed in relation to (i) the granting of general mandates to issue new Shares and buy back Shares, and the extension to the general mandate to issue Shares; and (ii) the re-election of Directors proposed in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favor of all the resolutions to be proposed at the AGM.

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

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Buy-back Mandate.

This explanatory statement contains information required pursuant to Rules 13.08 and 13.09 of the GEM Listing Rules.

1. EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 11,672,342,235 Shares.

Subject to the passing of resolution no. 4(ii) at the AGM and on the basis that no further Shares are issued or purchased by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to purchase a maximum of 1,167,234,223 Shares (equivalent to 10% of the issued Shares of the Company as at the date of the AGM). The authority conferred on the Directors by the Buy-back Mandate would continue in force until (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Company's bye-laws or any applicable law to be held; or (c) the revocation or variation of the resolution regarding the Buy-back Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

2. REASONS FOR BUY-BACKS OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Buy-backs of Shares will only be made when the Directors believe that such a purchase will benefit the Company and the Shareholders as a whole. Such purchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company.

3. FUNDING OF PURCHASES

Any purchases of Shares will only be funded out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and bye-laws and the applicable laws of Bermuda. A listed company may not purchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM from time to time.

It is presently proposed that any purchases of Shares would be made out of capital paid up on the purchased Shares, profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such purchase, from profits of the Company or from the Company's share premium account. The purchases of Shares made out of capital will be conditional upon the fact that immediately following the date on which payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

4. STATUS OF PURCHASED SHARES

The GEM Listing Rules provide that the listing of all shares which are purchased by an issuer (whether on GEM or otherwise) shall, subject to applicable law, be automatically cancelled upon purchase and that the certificates for those shares must be cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase. Under the law of Bermuda, shares of a company purchased by it shall be treated as cancelled and its issued share capital (but not the authorized share capital) will be reduced accordingly.

5. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the 2022 Annual Report) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, has any present intention, if the Buy-back Mandate is exercised, to sell any Shares to the Company. No connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell any Shares to the Company if the Buy-back Mandate is exercised and neither has any of the connected persons undertaken not to sell his/her/its Shares to the Company in the event that the Buy-back Mandate is exercised.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

8. TAKEOVERS CODE CONSEQUENCES

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Ali Fortune (being the controlling shareholder of the Company) and parties acting in concert with it held approximately 55.71% of the issued Shares. Should the Directors exercise the Buy-back Mandate in full, the shareholding of Ali Fortune and parties acting in concert with it will be increased to approximately 61.90% of the issued share capital of the Company (assuming they do not sell any Shares before the buy-back). In the opinion of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

9. SHARE BUY-BACKS MADE BY THE COMPANY

No buy-backs of Shares have been made by the Company in the previous six months prior to the Latest Practicable Date, whether on GEM or otherwise.

10. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the Stock Exchange in each of the previous 12 months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	0.330	0.270
June	0.340	0.285
July	0.315	0.280
August	0.300	0.255
September	0.305	0.260
October	0.295	0.240
November	0.275	0.236
December	0.250	0.235
2023		
January	0.305	0.242
February	0.295	0.260
March	0.270	0.238
April	0.265	0.225
May (up to the Latest Practicable Date)	0.255	0.223

Information of the five Directors standing for re-election at the AGM, namely Mr. Ji Gang, Mr. Zou Liang, Mr. Tung Pen Hung, Ms. Qin Yuehong and Mr. Feng Qing, is set out below:

1. Mr. Ji Gang (“Mr. Ji”)

Role and functions on the Board	Non-executive Director – primarily responsible for reviewing, commenting on and approving financial results and reports, material transactions and other corporate documents (such as announcements and circulars) to be published by the Company; and for exerting checks and balances on the executive Directors
Age	48
Director since	August 10, 2016
Current position(s) outside the Group	<ul style="list-style-type: none"> • the Vice President and Head of Strategic Investment of Ant Holdco • a director of Hundsun Technologies Inc.* (恆生電子股份有限公司)(Shanghai Stock Exchange stock code: 600570) since April 2022
Past offices/working experience	<ul style="list-style-type: none"> • a Vice President of Alibaba Group and was responsible for strategic investment • a director of Phoenix Tree Holdings Limited from January 2019 to June 2020.
Perspectives, skills and experience that the Director can bring to the Board	<ul style="list-style-type: none"> • corporate management skills • extensive experience in investment and the internet industry
Qualifications	<ul style="list-style-type: none"> • a bachelor degree in international business management from University of International Business and Economics, China

Meetings attended/held
during 2022:

- Board 9/9 (100%)
- Audit Committee N/A*
- Remuneration Committee N/A*
- Nomination Committee N/A*
- Corporate Governance Committee N/A*
- Risk Management and Internal Control Committee N/A*
- Annual General Meeting 1/1 (100%)

N/A = not applicable because the Director is not a member of such Board committee*

Diversity elements that can be contributed by the Director to the Board	<ul style="list-style-type: none"> • different age to ensure a balanced mix of conservative and ambitious experience from relatively sophisticated veteran and energetic young Directors (“Age”) • different tenure of service with the Company to ensure the consistency of business strategies implemented by the veteran Directors being complemented by new ideas from relatively new Directors (“Tenure”) • acting as a non-executive Director to exert checks and balances on the executive Directors • having directorship experience with other public companies and sharing such experience with the Board to help it keep abreast of the current practices of other public companies (“Other Public Company Directorship Experience”)
Interests in Shares or share options of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date	Mr. Ji had interests in 81,880* ordinary shares of Alibaba Holding, which represented the underlying shares of 7,039 ADSs and 3,196 restricted share units of Alibaba Holding, an associated corporation of the Company within the meaning of Part XV of the SFO, as at the Latest Practicable Date
Letter of appointment and remuneration	Mr. Ji was appointed as a non-executive Director under a letter of appointment for a fixed term of one year, renewable automatically for further terms of one year each, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Under the letter of appointment, the Company shall not be liable to pay compensation for the termination of Mr. Ji’s appointment under all circumstances. Mr. Ji is currently not entitled to any director’s remuneration, subject to review by the remuneration committee of the Company and the Board
Basis of determination of remuneration package	not applicable (not entitled to any Director’s fee)
Relationship with other Directors, senior management or substantial or controlling Shareholders of the Company (other than his appointment as a Director)	Both Mr. Ji and Mr. Zou Liang (a non-executive Director) are employees of Ant Holdco. Both Mr. Ji and Mr. Sun Ho (an executive Director) are directors of Ant Bank (Macao) Limited, which is held as to 66.7% by two indirect wholly-owned subsidiaries of Ant Holdco. The controlling shareholder of the Company, Ali Fortune, is indirectly held as to 60% by Alibaba Holding and as to 40% by Ant Holdco

2. Mr. Zou Liang (“Mr. Zou”)

Role and functions on the Board	Non-executive Director – primarily responsible for reviewing, commenting on and approving financial results and reports, material transactions and other corporate documents (such as announcements and circulars) to be published by the Company; and for exerting checks and balances on the executive Directors
Age	50
Director since	November 10, 2017
Current position(s) outside the Group	<ul style="list-style-type: none"> • the general manager of the Innovation Division of Intelligent Technology Business Department of Ant Group
Past offices/working experience	<ul style="list-style-type: none"> • a general manager at 湖南遠晨投資集團 (Hunan Yuanchen Investment Group#) from February 2010 to March 2015
Perspectives, skills and experience that the Director can bring to the Board	<ul style="list-style-type: none"> • corporate management skills
Qualifications	<ul style="list-style-type: none"> • Bachelor’s degree in Economics Technology from Hunan University in the PRC • Master’s degree in Administration Management from Zhongnan University of Economics and Law in the PRC • Executive Master of Business Administration degree from China Europe International Business School in the PRC

Meetings attended/held
during 2022:

- Board 8/9 (88.89%)
- Audit Committee N/A*
- Remuneration Committee N/A*
- Nomination Committee N/A*
- Corporate Governance Committee N/A*
- Risk Management and Internal Control Committee N/A*
- Annual General Meeting 1/1 (100%)

N/A = not applicable because the Director is not a member of such Board committee*

Diversity elements that can be contributed by the Director to the Board	<ul style="list-style-type: none">• Age• Tenure• acting as a non-executive Director to exert checks and balances on the executive Directors
Interests in Shares or share options of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date	Mr. Zou had interests in 20,320* ordinary shares of Alibaba Holding, which represented the underlying shares of 1,505 ADSs and 1,035 restricted share units of Alibaba Holding, an associated corporation of the Company within the meaning of Part XV of the SFO, as at the Latest Practicable Date
Letter of appointment and remuneration	Mr. Zou was appointed as a non-executive Director under a letter of appointment for a fixed term of one year, renewable automatically for further terms of one year each, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Under the letter of appointment, the Company shall not be liable to pay compensation for the termination of Mr. Zou's appointment under all circumstances. Mr. Zou is currently not entitled to any director's remuneration, subject to review by the remuneration committee of the Company and the Board
Basis of determination of remuneration package	not applicable (not entitled to any Director's fee)
Relationship with other Directors, senior management or substantial or controlling Shareholders of the Company (other than his appointment as a Director)	Both Mr. Zou and Mr. Ji Gang (a non-executive Director) are employees of Ant Holdco. The controlling shareholder of the Company, Ali Fortune, is indirectly held as to 60% by Alibaba Holding and as to 40% by Ant Holdco

3. Mr. Tung Pen Hung (“Mr. Tung”)

Role and functions on the Board	Non-executive Director – primarily responsible for reviewing, commenting on and approving financial results and reports, material transactions and other corporate documents (such as announcements and circulars) to be published by the Company; and for exerting checks and balances on the executive Directors
Age	53
Director since	May 12, 2023
Current position(s) outside the Group	<ul style="list-style-type: none"> • president of corporate development department of Alibaba Group • a director of Weibo Corporation, a Chinese social network company listed on Nasdaq (Stock Symbol: WB) and the Main Board of the Stock Exchange (Stock Code: 9898), since January 10, 2022 • a non-executive director of Alibaba Pictures Group Limited (Stock Code: 1060) since May 15, 2023
Past offices/working experience	<ul style="list-style-type: none"> • Chief marketing officer of Alibaba Group from January 2016 to April 2023 • president of Alimama from November 2017 to November 2018 • chief executive officer of VML China, a marketing agency, from October 2010 to January 2016 • vice president of marketing of PepsiCo China from October 2004 to October 2010 • a director of Ruhn Holding Limited (which was delisted from Nasdaq in 2021)
Perspectives, skills and experience that the Director can bring to the Board	<ul style="list-style-type: none"> • corporate management skills

APPENDIX II**INFORMATION OF DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Qualifications	<ul style="list-style-type: none">• Bachelor's degree in electrical engineering from Taiwan University• Master's degree in engineering from University of Michigan, Ann Arbor, the United States
Meetings attended/held during 2022:	Not applicable (not yet appointed as Director in 2022)

<p>Diversity elements that can be contributed by the Director to the Board</p>	<ul style="list-style-type: none"> • Age • Tenure • different nationality to share the international perspectives and global view • Other Public Company Directorship Experience • acting as a non-executive Director to exert checks and balances on the executive Directors
<p>Interests in Shares or share options of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date</p>	<p>Mr. Tung had interests in 573,408* ordinary shares of Alibaba Holding, which represented 344,792 ordinary shares, 18,827 ADSs and 9,750 restricted share units of Alibaba Holding, an associated corporation of the Company within the meaning of Part XV of the SFO, as at the Latest Practicable Date</p>
<p>Letter of appointment and remuneration</p>	<p>Mr. Tung was appointed as a non-executive Director under a letter of appointment for a fixed term of one year, renewable automatically for further terms of one year each, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Under the letter of appointment, the Company shall not be liable to pay compensation for the termination of Mr. Tung's appointment under all circumstances. Mr. Tung is currently not entitled to any director's remuneration, subject to review by the remuneration committee of the Company and the Board</p>
<p>Basis of determination of remuneration package</p>	<p>not applicable (not entitled to any Director's fee)</p>
<p>Relationship with other Directors, senior management or substantial or controlling Shareholders of the Company (other than his appointment as a Director)</p>	<p>Both Mr. Tung and Ms. Qin Yuehong are employees of Alibaba Group. The controlling shareholder of the Company, Ali Fortune, is indirectly held as to 60% by Alibaba Holding and as to 40% by Ant Holdco</p>

4. Ms. Qin Yuehong (“Ms. Qin”)

Role and functions on the Board	Non-executive Director – primarily responsible for reviewing, commenting on and approving financial results and reports, material transactions and other corporate documents (such as announcements and circulars) to be published by the Company; and for exerting checks and balances on the executive Directors
Age	45
Director since	May 12, 2023
Current position(s) outside the Group	<ul style="list-style-type: none"> • Vice President of Corporate Finance Department of Alibaba Group
Past offices/working experience	<ul style="list-style-type: none"> • Managing Director of Investment Bank Division of China International Capital Corporation Limited from 2002 to 2019
Perspectives, skills and experience that the Director can bring to the Board	<ul style="list-style-type: none"> • corporate management skills • extensive experience in investment
Qualifications	<ul style="list-style-type: none"> • Bachelor’s degree in accounting from Tsinghua University • Master’s degree in accounting from Tsinghua University • passed the certified public accountant examinations in Mainland China and Canada
Meetings attended/held during 2022:	Not applicable (not yet appointed as Director in 2022)

<p>Diversity elements that can be contributed by the Director to the Board</p>	<ul style="list-style-type: none"> • Age • Tenure • addition of a female Director to the Board to ensure different views from different genders are considered • acting as a non-executive Director to exert checks and balances on the executive Directors
<p>Interests in Shares or share options of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date</p>	<p>Ms. Qin had interests in 354,000* ordinary shares of Alibaba Holding, which represented the underlying shares of 28,000 ADSs and 16,250 restricted share units of Alibaba Holding, an associated corporation of the Company within the meaning of Part XV of the SFO, as at the Latest Practicable Date</p>
<p>Letter of appointment and remuneration</p>	<p>Ms. Qin was appointed as a non-executive Director under a letter of appointment for a fixed term of one year, renewable automatically for further terms of one year each, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Under the letter of appointment, the Company shall not be liable to pay compensation for the termination of Ms. Qin's appointment under all circumstances. Ms. Qin is currently not entitled to any director's remuneration, subject to review by the remuneration committee of the Company and the Board</p>
<p>Basis of determination of remuneration package</p>	<p>not applicable (not entitled to any Director's fee)</p>
<p>Relationship with other Directors, senior management or substantial or controlling Shareholders of the Company (other than her appointment as a Director)</p>	<p>Both Ms. Qin and Mr. Tung Pen Hung are employees of Alibaba Group. The controlling shareholder of the Company, Ali Fortune, is indirectly held as to 60% by Alibaba Holding and as to 40% by Ant Holdco</p>

5. Mr. Feng Qing (“Mr. Feng”)

Role and functions on the Board	Independent non-executive Director and a member of the audit committee, the nomination committee and the remuneration committee of the Company – primarily responsible for reviewing, commenting on and approving financial results and reports, material transactions and other corporate documents (such as announcements and circulars) to be published by the Company; and for safeguarding the interests of the minority Shareholders
Age	69
Director since	May 4, 2015
Current position(s) outside the Group	<ul style="list-style-type: none"> • chairman of Beijing Yi Xin Tech Corporation
Past offices/working experience	<ul style="list-style-type: none"> • Mr. Feng is 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 his study of macroeconomics in Switzerland. After graduation, he stayed in Switzerland to work at Sulzer International AG, one of the then biggest machinery manufacturers in Switzerland, for many years • after his return to China, Mr. Feng was engaged in satellite communication and investment and finance related work
Perspectives, skills and experience that the Director can bring to the Board	<ul style="list-style-type: none"> • corporate management skills • extensive knowledge and experience in economics, machinery manufacturing, satellite communication, investment and finance fields
Qualifications	<ul style="list-style-type: none"> • 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) • postgraduate student in macroeconomics of the University of Zurich in Switzerland

Meetings attended/held
during 2022:

- Board 9/9 (100%)
- Audit Committee 5/5 (100%)
- Remuneration Committee 5/5 (100%)
- Nomination Committee 3/3 (100%)
- Corporate Governance Committee N/A*
- Risk Management and Internal Control Committee N/A*
- Annual General Meeting 1/1 (100%)

N/A = not applicable because the Director is not a member of such Board committee*

Diversity elements that can be contributed by the Director to the Board	<ul style="list-style-type: none">• Age• Tenure• acting as an independent non-executive Director to exert checks and balances on the executive Directors and to safeguard minority Shareholders' interests
Interests in Shares or share options of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date	Mr. Feng had interests in 375,000 Shares as at the Latest Practicable Date
Service agreement and remuneration	Mr. Feng was appointed under a renewed service agreement for a term of two years commencing from May 4, 2022, unless terminated by either party thereto giving the other party not less than one month's notice in writing. His appointment shall be subject to retirement by rotation and re-election at the Company's annual general meeting pursuant to the Bye-laws. Mr. Feng is entitled to a Director's fee of HK\$200,000 per annum (without any bonus payment) under the renewed service agreement
Basis of determination of remuneration package	with reference to the duties and responsibilities of Mr. Feng with the Group and the prevailing market remuneration packages for independent non-executive directors of listed issuers in Hong Kong
Relationship with other Directors, senior management or substantial or controlling Shareholders of the Company (other than his appointment as a Director)	Nil

Save as disclosed above, as at the Latest Practicable Date, none of Mr. Ji, Mr. Zou, Mr. Tung, Ms. Qin and Mr. Feng (i) had any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; (ii) had any interest in the Shares within the meaning of Part XV of the SFO; (iii) held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) held other positions with the Company and other members of the Group, or other major appointments and professional qualifications; and (v) had any other matters that needed to be brought to the attention of the Shareholders nor was there any other information that was required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules.

The English translation of the Chinese company name(s) in this circular are included for reference only and should not be regarded as the official English translation of such Chinese company name(s).

* *The shareholders of Alibaba Holding approved an increase in the number of authorized ordinary shares and a one-to-eight share subdivision of Alibaba Holding's ordinary shares, including all outstanding options, restricted share units and share awards at the annual general meeting held on July 15, 2019 (the "Share Subdivision"). The Share Subdivision was effective on July 30, 2019. As a result of the Share Subdivision, one American depositary share of Alibaba Holding shall represent eight ordinary shares. The number of shares/underlying shares held by each of the relevant Directors stated herein has been adjusted to take into account the effect of the Share Subdivision.*

NOTICE OF ANNUAL GENERAL MEETING



AGTech Holdings Limited

亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

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 Thursday, June 15, 2023 at Holiday Inn Express Hong Kong Causeway Bay, Meeting Room I & II, 7/F, 33 Sharp Street East, Causeway Bay, 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 year ended December 31, 2022;
2. as ordinary business, to consider and, if thought fit, pass the following resolutions:
 - (i) to re-elect Mr. Ji Gang as a non-executive Director;
 - (ii) to re-elect Mr. Zou Liang as a non-executive Director;
 - (iii) to re-elect Mr. Tung Pen Hung as a non-executive Director;
 - (iv) to re-elect Ms. Qin Yuehong as a non-executive Director;
 - (v) to re-elect Mr. Feng Qing as an independent non-executive Director; and
 - (vi) 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;

NOTICE OF ANNUAL GENERAL MEETING

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 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 a Rights Issue or the exercise of the subscription rights under the share option scheme of the Company adopted on December 23, 2014, shall not exceed 20% of the total number of shares 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).”

NOTICE OF ANNUAL GENERAL MEETING

(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 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.”

NOTICE OF ANNUAL 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.”

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,
May 22, 2023

* *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

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. Feng Qing, Dr. Gao Jack Qunyao and Mr. Chow Siu Lui as independent non-executive directors.

NOTICE OF ANNUAL GENERAL MEETING

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 June 8, 2023. 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 June 8, 2023.