THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 Tuesday, September 16, 2025 at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong is set out on pages 22 to 26 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 Investor Services 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*

August 22, 2025

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 Tuesday, September 16, 2025 at 9/F, Henley Building, 5 Queen's Road Central, Central, 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 Codes: 9988 (HKD Counter) and 89988 (RMB Counter));
"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.), a company organized under the laws of the PRC;
"associates"	has the meaning ascribed to it under 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-laws"	the existing bye-laws of the Company as amended from time to time;
"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;
"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$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Latest Practicable Date"	August 18, 2025, 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;
"Remuneration Committee"	the remuneration committee of the Board established pursuant to the GEM Listing Rules;
"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;
"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;
"treasury Share(s)"	has the meaning ascribed to it under the GEM Listing Rules;
"USD"	United States dollars, the lawful currency of the United States of America; and
"%"	per cent.

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

Non-executive Directors:
Ms. Qin Yuehong
Mr. Ji Gang

Independent non-executive Directors:
Mr. Chow Siu Lui
Mr. Chan Ka Leong
Ms. Yuen Kit Ming Fanny

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

August 22, 2025

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 Tuesday, September 16, 2025 at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong, which upon approval, would enable the Company to, among other things:

(a) buy back Shares not exceeding 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing such resolution;

(b) issue new Shares equivalent to 20% of the total number of issued Shares (excluding treasury Shares, if any) 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.

* *For identification purpose only*

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 (excluding treasury Shares, if any) as at the date of passing the relevant ordinary resolution; and (ii) allot, issue and deal with Shares and/or sell or transfer treasury 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 (excluding treasury Shares, if any) 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 (excluding treasury Shares, if any) 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.

The Directors have no present immediate plan to exercise the general mandate to issue Shares or repurchase Shares under the Buy-back Mandate as at the Latest Practicable Date.

RE-ELECTION OF DIRECTORS

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, Ms. Qin Yuehong ("**Ms. Qin**") (a non-executive Director), Mr. Ji Gang ("**Mr. Ji**") (a non-executive Director) and Mr. Chow Siu Lui ("**Mr. Chow**") (an independent non-executive Director), shall retire by rotation at the AGM. Ms. Qin, Mr. Ji and Mr. Chow, being eligible, shall offer themselves for re-election at the AGM.

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

PROCESS USED FOR NOMINATING MR. CHOW SIU LUI FOR RE-ELECTION AS INDEPENDENT NON-EXECUTIVE DIRECTOR

On June 24, 2025, the nomination committee of the Company held a meeting and nominated Mr. Chow 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. Chow 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 March 31, 2025 (the "**2024/2025 Annual Report**"):

- the qualifications, skills, experience and background of Mr. Chow;
- how Mr. Chow 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 2024/2025 Annual Report);
- independence of Mr. Chow as required under Rule 5.09 of the GEM Listing Rules;
- tenure of service of Mr. Chow, 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 C1 of the GEM Listing Rules;
- past and anticipated future contributions and time commitment of Mr. Chow 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. Chow, who is a member of the nomination committee, has abstained from voting at such committee meeting when his/her own nomination was being considered.

INDEPENDENCE AND TIME COMMITMENT OF MR. CHOW SIU LUI AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chow has served the Company as an independent non-executive Director for more than three 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. Chow 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. Chow 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. Chow is independent.

Mr. Chow 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 meeting on June 24, 2025 and approved the nomination committee's nominations and recommended each of Ms. Qin and Mr. Ji to stand for re-election as a non-executive Director, and Mr. Chow to stand for re-election as an independent non-executive Director by the Shareholders at the AGM. Each of Ms. Qin, Mr. Ji and Mr. Chow has abstained from the discussion and voting at the Board meeting in respect of his/her 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 Ms. Qin, Mr. Ji and Mr. Chow, 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 the year ended March 31, 2025), 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 Ms. Qin, Mr. Ji and Mr. Chow as Directors is in the interest of the Company and the Shareholders as a whole.

ANNUAL GENERAL MEETING

The following are the details of the AGM:

Date: Tuesday, September 16, 2025

Time: 11:00 a.m.

Venue: 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong

The Notice is set out on pages 22 to 26 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 Investor Services 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 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 the GEM Listing Rules.

1. EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 11,672,342,235 Shares, and the Company did not have any treasury 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 (excluding treasury Shares, if any) 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.

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

As at the Latest Practicable Date, the public float of the Company is approximately 26.5%. The Directors have no intention to exercise the Buy-back Mandate in full or to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

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.

If the Company buys back any Shares pursuant to the Buy-back Mandate, the Company may (i) cancel such Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time of such buy-back. On the one hand, Shares bought back for cancellation may, depending on 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. On the other hand, Shares bought back and held by the Company in treasury may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the GEM Listing Rules, the Company's memorandum of association and bye-laws and the applicable laws of Bermuda.

As at the Latest Practicable Date, the Company has no intention to cancel the repurchased Shares following settlement of any such repurchase or hold them as treasury Shares but the Company may cancel any Shares it repurchased and/or hold them as treasury Shares subject to, market conditions and its capital management needs at the relevant time of the repurchases.

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

To the extent that any treasury Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

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 2024/2025 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. INTENTION OF DEALINGS

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 approved by Shareholders, to sell any Shares to the Company. No core 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 his/her/its Shares to the Company or has undertaken not to sell his/her/its Shares to the Company in the event that the Company is authorized to make buy-backs of Shares.

7. 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.

8. 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.

9. 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	**Lowest**
	HK$	*HK$*
2024		
August	0.193	0.131
September	0.249	0.138
October	0.300	0.195
November	0.245	0.182
December	0.215	0.195
2025		
January	0.213	0.192
February	0.225	0.193
March	0.300	0.195
April	0.270	0.186
May	0.224	0.176
June	0.240	0.191
July	0.295	0.200
August (up to the Latest Practicable Date)	0.300	0.250

10. GENERAL

The Company confirms that neither the explanatory statement on the Buy-back Mandate set out in this appendix nor the Buy-back Mandate has any unusual features.

Information of the three Directors standing for re-election at the AGM, namely Ms. Qin, Mr. Ji and Mr. Chow, is set out below:

1. Ms. Qin Yue Hong ("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	47
Director since	May 12, 2023
Current position(s) outside the Group	• the Vice President of Corporate Finance Department of Alibaba Group
Past offices/working experience	• worked for China International Capital Corporation Limited (SEHK: 3908) and (Shanghai Stock Exchange: 601995) from 2002 to 2019 and her last position was the managing director of the Investment Banking Division • a non-executive director of Sun Art Retail Group Limited (SEHK: 6808) from May 2024 to February 2025
Perspectives, skills and experience that the Director can bring to the Board	• corporate management skills • extensive experience in investment
Qualifications	• Bachelor's degree in accounting from Tsinghua University in 2000 • Master's degree in accounting from Tsinghua University in 2002 • passed the certified public accountant examinations in Chinese Mainland and Canada

Meetings attended/held during the year ended March 31, 2025:

• Board	7/7 (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%)
• Special 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	• addition of a female Director to the Board to ensure different views from different genders are considered • 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**") • different nationality or substantially different regional identities within Chinese nationality to share the international perspectives and global view ("**Nationality**") • 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	Ms. Qin had interests in 365,000* ordinary shares of Alibaba Holding, which comprised 27,700 American depository shares ("**ADSs**") (representing 221,600 ordinary shares), 2,812 ordinary shares, 12,300 restricted share units to be settled in ADSs (representing 98,400 ordinary shares), and 42,188 restricted share units to be settled in ordinary shares (representing 42,188 ordinary shares) 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	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 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 her appointment as a Director)	Ms. Qin is an employee 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 International (Cayman) Holding Limited

2. 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	50
Director since	August 10, 2016
Current position(s) outside the Group	• the Vice President and Head of Strategic Investment of Ant Holdco • a director of Hundsun Technologies Inc.* (恒生電子股份有限公司) (Shanghai Stock Exchange: 600570) since April 2022
Past offices/working experience	• 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	• corporate management skills • extensive experience in investment and the internet industry
Qualifications	• Bachelor's degree in international business management from University of International Business and Economics, China

Meetings attended/held during the year ended March 31, 2025:	
• Board	6/7 (85.71%)
• 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%)
• Special 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	• Age • Tenure • Nationality • acting as a non-executive Director to exert checks and balances on the executive Directors • 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 79,208 ordinary shares of Alibaba Holding, which represented the underlying shares of 9,901 ADSs 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 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)	Mr. Ji is an employee of Ant Group. The controlling shareholder of the Company, Ali Fortune, is 60% owned by Alibaba Holding. Ant Holdco is approximately 33% indirectly owned by Alibaba Holding and hence an associate of Alibaba Holding

3. Mr. Chow Siu Lui ("Mr. Chow")

Role and functions on the Board	Independent non-executive Director and chairman of each of the audit committee and the remuneration committee, and also a member of the nomination 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	64
Director since	January 24, 2022
Current position(s) outside the Group	• an independent non-executive director of Genertec Universal Medical Group Company Limited (SEHK: 2666) • an independent non-executive director of China Everbright Greentech Limited (SEHK: 1257) • an independent non-executive director of Futong Technology Development Holdings Limited (SEHK: 465) • an independent non-executive director of China Tobacco International (HK) Company Limited (SEHK: 6055)

Past offices/working experience	• an independent non-executive director for Sinco Pharmaceuticals Holdings Limited (SEHK: 6833) from February 2016 to November 2018 • an independent non-executive director for Fullshare Holdings Limited (SEHK: 607) from December 2013 to December 2021 • an independent non-executive director for Shanghai Dazhong Public Utilities (Group) Co., Ltd. (SEHK: 1635) from April 2016 to May 2022 • an independent non-executive director for Global Cord Blood Corporation (New York Stock Exchange: CO) from October 2019 to October 2022 • a non-executive director for Renrui Human Resources Technology Holdings Limited (SEHK: 6919) from July 2018 to April 2023 • a partner of VMS Investment Group (HK) Limited, responsible for private equities investment, including due diligence of all investment projects • worked in KPMG Hong Kong for about 28 years and was admitted as one of its partners in 1995, mainly responsible for providing advice in group structuring prior to initial public offering and fund raising in local and overseas stock exchanges • was a previous chairman of the investment strategy task force of the Hong Kong Chartered Governance Institute (formerly known as Hong Kong Institute of Chartered Secretaries) and the Mainland Development Strategies Advisory Panel of the Hong Kong Institute of Certified Public Accountants

Perspectives, skills and experience that the Director can bring to the Board	• extensive experience in fund raising and initial public offering activities • corporate management skills • extensive knowledge and experience in accounting and financial fields
Qualifications	• a Professional Diploma in Accountancy from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1983 • a fellow of the Association of Chartered Certified Accountants in July 1991 • a fellow of the Chartered Governance Institute in October 2009 • a fellow of the Hong Kong Chartered Governance Institute in October 2009 • a fellow of the Hong Kong Institute of Certified Public Accountants in December 1993

Meetings attended/held during the year ended March 31, 2025:

• Board	7/7 (100%)
• Audit Committee	3/3 (100%)
• Remuneration Committee	4/4 (100%)
• Nomination Committee	2/2 (100%)

• Corporate Governance Committee	N/A*
• Risk Management and Internal Control Committee	N/A*
• Annual General Meeting	1/1 (100%)
• Special 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	• Age • Tenure • Nationality • acting as independent non-executive Director to exert checks and balances on the executive Directors and to safeguard minority Shareholders' interests • 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	Nil
Service agreement and remuneration	Mr. Chow was appointed by way of a service agreement with an initial term of one year commencing from January 24, 2022 and automatically renewable for successive terms of one year each commencing from the day next after the expiry of the then current term unless terminated by either party thereto giving the other party not less than one calendar month's notice in writing. His appointment shall be subject to retirement by rotation and re-election at the Company's general meetings pursuant to the Bye-laws. Mr. Chow is entitled to a Director's fee of HK$200,000 per annum (without any bonus payment) under the service agreement

Basis of determination of remuneration package	determined with reference to the duties and responsibilities of Mr. Chow 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 Ms. Qin, Mr. Ji and Mr. Chow (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 appendix 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 ADS 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.*

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 Tuesday, September 16, 2025 at 9/F, Henley Building, 5 Queen's Road Central, Central, 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 March 31, 2025;

2. as ordinary business, to consider and, if thought fit, pass the following resolutions:

   (i) to re-elect Ms. Qin Yuehong as a non-executive Director;

   (ii) to re-elect Mr. Ji Gang as a non-executive Director;

   (iii) to re-elect Mr. Chow Siu Lui as an independent non-executive Director; and

   (iv) 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;

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 and to sell and transfer treasury shares (if any) 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 (i) a Rights Issue (as defined below); or (ii) the exercise of rights of conversion or subscription under the terms of any securities which are convertible into shares of the Company or any share option scheme, share award scheme or similar arrangement of the Company for the time being adopted for the grant or issue to eligible persons of shares of the Company or rights to acquire shares of the Company; or (iii) an issue of shares of the Company as scrip dividends or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of shares (excluding treasury shares, if any) 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)."

(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 (excluding treasury shares, if any) 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."

(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,
August 22, 2025

* *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

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 Investor Services 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 September 9, 2025. 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Tuesday, September 9, 2025.

As at the date of this notice, the Board comprises (i) Mr. Sun Ho and Ms. Hu Taoye as executive directors; (ii) Ms. Qin Yuehong and Mr. Ji Gang as non-executive directors; and (iii) Mr. Chow Siu Lui, Mr. Chan Ka Leong and Ms. Yuen Kit Ming Fanny as independent non-executive directors.