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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

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.

This notice, for which the Directors 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 for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the HKEXnews website operated by the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting and will be published on the website of the Company at www.agtech.com.