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AGTech Holdings Limited
亞博科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8279)

PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Financial Advisor to the Company

J.P.Morgan

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that the Company has submitted an application to the Stock Exchange on June 18, 2026 (after trading hours) in relation to the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9B of the Main Board Listing Rules.

Shareholders and potential investors should be aware that the Proposed Transfer of Listing is subject to, among others, the granting of relevant approval by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that the Company submitted the Application to the Stock Exchange on June 18, 2026 (after trading hours) for the Proposed Transfer of Listing pursuant to Chapter 9B of the Main Board Listing Rules.

CONDITIONS OF THE TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among others:

(a) the Company's fulfilment of all the applicable requirements for listing on the Main Board as stipulated in the Main Board Listing Rules, including but not limited to the qualifications for a streamlined transfer stipulated under Chapter 9B of the Main Board Listing Rules;

(b) the Stock Exchange granting approval for the listing of, and permission to deal in all Shares in issue on the Main Board; and

(c) all other relevant approvals or consents required or in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfilment of all conditions which may be attached to such approvals or consents, if any.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

Taking into account the Group's stage of development and the increasing importance of market visibility and stakeholder confidence to its business model, the Board considers that the Proposed Transfer of Listing would provide a more appropriate listing platform for the Company's next phase of growth. In particular, taking into account the Company's diverse business operations in areas such as digital payments, banking, wealth management, cross-border settlement and regional financial collaboration, the Board believes that a listing on the Main Board would enhance brand recognition of the Group as a comprehensive financial technology group, strengthen its engagement with users, merchants, financial institutions, business partners and investors, and support the Group's ability to pursue commercial opportunities in its current market positioning.

The Board also considers that the broader market recognition generally associated with the Main Board would help improve investor awareness of the Company and provide greater flexibility for the Company to access the capital markets as and when suitable opportunities arise.

On the basis of the foregoing, the Board is of the view that the Proposed Transfer of Listing is beneficial to the future growth and development of the Group and is in the overall interests of the Company and the Shareholders.

NO CHANGE IN CONTROL

Ali Fortune, being the controlling shareholder of the Company, held and continues to hold 6,502,723,993 Shares, representing approximately 55.71% of the then and current issued share capital of the Company as at January 1, 2023 and as at the date of this announcement. The Company confirms that there has been no change in the controlling shareholder of the Company throughout the Relevant Financial Periods and up to the date of this announcement.

NO CHANGE IN PRINCIPAL BUSINESS

As a comprehensive financial technology group, the Group is principally engaged in full-scale banking services, digital payment services, and local consumer services (renamed "commerce enablement and local consumer services" for the year ended March 31, 2026); while it is also engaged in the lottery business. Throughout the Relevant Financial Periods and up to the date of this announcement, there has been no fundamental change to the principal business of the Group, although the Group has also commenced its innovative technology services for the gold and precious metals trading in 2026 which has not yet generated any revenue for the Group. As at the date of this announcement, the Board has no immediate plans to change the principal business of the Group following the Proposed Transfer of Listing.

GENERAL

The Board would like to emphasize that the definitive timetable for the Proposed Transfer of Listing has not yet been finalized. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors of the Company informed of the progress of the Proposed Transfer of Listing as and when appropriate in accordance with the GEM Listing Rules or (as the case may be) the Main Board Listing Rules.

Shareholders and potential investors should be aware that the Proposed Transfer of Listing is subject to, among others, the conditions of the Proposed Transfer of Listing set out in this announcement being fulfilled. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

Unless otherwise stated, the following expressions have the following meanings in this announcement:

"Ali Fortune"	Ali Fortune Investment Holding Limited, a company incorporated in the British Virgin Islands and the controlling shareholder of the Company
"Application"	the application to the Stock Exchange for approval of the Proposed Transfer of Listing
"Board"	the board of Directors
"Company"	AGTech Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8279)
"controlling shareholder"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	the 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, as amended, supplemented or otherwise modified from time to time
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Main Board"	Main Board of the Stock Exchange
"Main Board Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

"Proposed Transfer of Listing" or " Transfer of Listing"	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9B of the Main Board Listing Rules
"Relevant Financial Periods"	the 15-month financial period ended March 31, 2024 and the two financial years ended March 31, 2026
"Share(s)"	ordinary share(s) of HK$0.002 each in the share capital of the Company
"Shareholders"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

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

Hong Kong, June 18, 2026

* *For identification purposes only*

As at the date of this announcement, 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 announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest 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.