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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)

GRANT OF AWARD SHARES PURSUANT TO SHARE AWARD SCHEME

Reference is made to the announcement of AGTech Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") dated March 17, 2017 (the "**Announcement**") relating to the adoption of the Share Award Scheme by the board (the "**Board**") of directors (the "**Directors**") of the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to such terms in the Announcement.

GRANT OF AWARD SHARES

On June 22, 2026, the Company granted a total of 45,800,000 Award Shares (the "**Grant**") to 68 Eligible Persons (the "**Grantees**") in accordance with the terms of the Share Award Scheme, subject to acceptance. In accordance with the terms of the Share Award Scheme, the Award Shares were granted to the Grantees under the following terms:

Date of the Grant:	June 22, 2026
Grantees:	(i) Mr. Sun Ho, an executive Director, the Chairman and the Chief Executive Officer of the Company;
	(ii) Ms. Hu Taoye, an executive Director of the Company;
	(iii) four directors of subsidiaries of the Company; and

(iv) 62 Employees who are independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")).

Number of Award Shares granted: A total of 45,800,000 Award Shares, of which:

(i) 6,000,000 Award Shares were granted to Mr. Sun Ho;

(ii) 1,800,000 Award Shares were granted to Ms. Hu Taoye;

(iii) 5,000,000 Award Shares were granted to four directors of subsidiaries of the Company; and

(iv) 33,000,000 Award Shares were granted to 62 Employees.

Each of the Award Shares to be granted to the Grantees represents a right to receive a Share on the Vesting Date.

Consideration for the grant of Award Shares: Nil

Closing price of the Shares on the date of the Grant: HK$0.74 per Share

Vesting Period: The Award Shares granted shall be vested within four years from the date of the Grant. The Grant only involves the existing Shares and therefore is not subject to the minimum vesting period requirement under Chapter 23 of the GEM Listing Rules.

Performance targets: Vesting of the 18,800,000 Award Shares granted to 47 Employees is conditional upon each of them having met certain performance target in the financial year ending March 31, 2027. The relevant Award Shares shall lapse if such an Employee is unable to achieve the aforesaid performance target.

Save as disclosed above, the remaining Award Shares granted are not subject to performance targets.

Clawback mechanism: In the event of any circumstances specified in the Share Award Scheme or Award Letter including but not limited to cessation of a Selected Participant's employment or service by the Company for cause, and the Selected Participant performing any act that may confer a competitive benefit or advantage upon any competitor of the Group, the Company shall have the right to repurchase or procure the purchase of some or all of the vested Award from such Selected Participant or his/her transferee for no consideration and require such Selected Participant to pay the Company any and all payment in cash or other property in lieu of the vested Award which such Selected Participant has received from the Company pursuant to the Award.

All of the 45,800,000 Award Shares shall be granted by way of acquisition of existing Shares through on-market transactions by the Trustee. The Board shall cause to pay the Trustee the purchase price and the related expenses from the Company's cash resources. The Trustee shall purchase from the market the relevant number of Award Shares and shall hold the Award Shares on trust for the relevant Selected Participants until they are vested in such Selected Participants and delivered in accordance with the terms of the Share Award Scheme. Save for the Vesting Dates for respective Grantees, performance targets for relevant Grantees and the clawback mechanism, there is no specific condition, performance target or lock up restriction attached to the Award Shares.

The Grant will not result in any issue of new Shares or any dilution effect on the shareholdings of existing shareholders of the Company.

REASONS FOR AND BENEFITS OF THE GRANT

The purpose of the Grant is to (i) attract skilled and experienced personnel for the future development and expansion of the Group by providing them with the opportunity to acquire equity interest in the Company, and/or (ii) incentivize the Group's employees to remain with the Group and motivate the Group's employees to strive for the future development and expansion of the Group.

LISTING RULES IMPLICATIONS

The grant of the Award Shares to each of Mr. Sun Ho and Ms. Hu Taoye has been approved by the remuneration committee of the Company and the Board (including the independent non-executive Directors). Each of Mr. Sun Ho and Ms. Hu Taoye has abstained from voting so far as the resolution for the approval of the grant of the Award Shares to him or her was concerned.

The grant of the Award Shares to four directors of subsidiaries of the Company, has been approved by the remuneration committee of the Company and the Board (including the independent non-executive Directors).

As the above-mentioned executive Directors and the four directors of subsidiaries of the Company are connected persons of the Company, the grant of Award Shares to each of them constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. The grant of the Award Shares to each of them also forms part of the remuneration package under his or her service contract and is therefore exempt from the reporting, announcement and independent shareholders' approval requirements under Rules 20.71(6) and 20.93 of the GEM Listing Rules.

Save as disclosed above and to the best of the knowledge of the Directors having made all reasonable enquiries, as at the date of the Grant, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the GEM Listing Rules) of any of them; (ii) none of the Grantees is a participant with options and Award Shares granted and to be granted exceeding the 1% individual limit under Rule 23.03D(1) of the GEM Listing Rules; (iii) none of the Grantees is a related entity participant or service provider (as defined under the GEM Listing Rules); and (iv) no financial assistance has been provided by the Group to the Grantees for the purchase of Shares under the Share Award Scheme.

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,
June 22, 2026

* *For identification purpose 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.