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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)

**CONTINUING CONNECTED TRANSACTIONS –
CONSULTANCY SERVICES COOPERATION
FRAMEWORK AGREEMENT
WITH ANT BANK (MACAO) LIMITED**

CONSULTANCY SERVICES COOPERATION FRAMEWORK AGREEMENT

On July 17, 2026, MGHL, a subsidiary of the Company, entered into the Consultancy Services Cooperation Framework Agreement with ABM, pursuant to which MGHL and ABM may from time to time enter into or procure their respective subsidiaries to enter into Specific Execution Agreements for the provision of the Consultancy Services by the MGHL Group to ABM for a term commencing on the Effective Date and ending on March 31, 2029.

GEM LISTING RULES IMPLICATIONS

As at the date of this announcement, Ali Fortune, the controlling shareholder of the Company, is indirectly owned as to 60% and 40% by Alibaba Holding and AIC respectively. ABM is held as to approximately 67.3% by an indirect wholly-owned subsidiary of the Company and as to approximately 32.7% by two indirect wholly-owned subsidiaries of AIC, and hence, by virtue of such relationship and based on the information currently available to the Company, ABM may constitute a connected subsidiary of the Company. The Consultancy Services Cooperation Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 20 of the GEM Listing Rules.

As one or more applicable percentage ratios with respect to the highest Annual Cap of the total service fees payable by ABM to the MGHL Group for the Consultancy Services under the Consultancy Services Cooperation Framework Agreement are more than 0.1% but all of them are less than 5%, the Transactions (including the Annual Caps) are subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

CONSULTANCY SERVICES COOPERATION FRAMEWORK AGREEMENT

The principal terms of the Consultancy Services Cooperation Framework Agreement are set out below:

Date

July 17, 2026

Parties

- (1) MGHL; and
- (2) ABM.

Term:

The term of the Consultancy Services Cooperation Framework Agreement shall commence from the Effective Date to March 31, 2029.

Scope of Services and Pricing Basis

Pursuant to the Consultancy Services Cooperation Framework Agreement, MGHL and ABM may from time to time enter into or procure their respective subsidiaries to enter into specific agreements (or supplemental agreements thereto) (collectively, the “**Specific Execution Agreements**”) for the provision of the Consultancy Services specified in the Consultancy Services Cooperation Framework Agreement. Those Specific Execution Agreements will set out detailed terms of the Transactions (including but not limited to the details of business cooperation, scope of services, service fees and payment terms) in accordance with the general terms agreed in the Consultancy Services Cooperation Framework Agreement.

According to the Consultancy Services Cooperation Framework Agreement, the pricing and other terms of the Consultancy Services Cooperation Framework Agreement and the Specific Execution Agreements shall be determined in the ordinary and usual course of business on normal commercial terms (as defined under the GEM Listing Rules) and shall be negotiated on an arm's length basis between the parties thereto.

Details of the Consultancy Services to be provided by the MGHL Group to ABM under the Consultancy Services Cooperation Framework Agreement, subject to the approval of the relevant regulatory authorities (if applicable), are set out below:

(i) Technical Consultancy Services

The MGHL Group shall provide technical consultancy services to ABM (the “**Technical Consultancy Services**”), including but not limited to:

- (a) assisting ABM in analysing product and technology implementation plans in accordance with business development plans and implementation schedules; and
- (b) assisting in system construction or transformation analysis, and formulating and implementing overall solutions covering research and development, testing, acceptance and production operations.

(ii) Marketing and Operations Consultancy Services

The MGHL Group shall provide marketing, operations and other consultancy services, covering areas such as daily operations management and marketing (the “**Marketing and Operations Consultancy Services**”).

The service fees for the Consultancy Services shall be determined on a cost-plus basis. The cost-plus basis means that the service fees shall be calculated based on the cost of the personnel of the MGHL Group at different levels, including technical personnel, market operations personnel and related support staff, together with an appropriate mark-up rate. The mark-up rate, ranging from 5% to 11%, shall be determined based on the recommendation of an external independent third-party professional institution appointed by the MGHL Group, in accordance with the arm’s length principle.

The terms provided by the MGHL Group to ABM shall be the same as those provided by the MGHL Group to other independent third parties and shall be no more favourable than such terms. Alternatively, where there are no transactions of comparable scale or type with such independent third parties, the terms provided by ABM to the MGHL Group shall be the same as those offered by ABM to other independent third-party consultancy service providers and shall be no less favourable than such terms.

Payment Terms

All of the fees chargeable under the Consultancy Services Cooperation Framework Agreement shall be settled pursuant to the payment terms set out in the Specific Execution Agreements to be entered into between the parties thereto, which shall be on a monthly basis.

ANNUAL CAPS AND BASIS OF DETERMINING ANNUAL CAPS

The annual caps for the total service fees of the Consultancy Services payable by ABM to the MGHL Group under the Consultancy Services Cooperation Framework Agreement for the period from the Effective Date to March 31, 2027, the financial year ending March 31, 2028 and the financial year ending March 31, 2029 are HK\$29,500,000, HK\$29,500,000 and HK\$29,500,000, respectively (the “**Annual Cap(s)**”).

The Annual Caps were determined mainly with reference to:

- (i) the expected demand of ABM for the Technical Consultancy Services and the Marketing and Operations Consultancy Services during the term of the Consultancy Services Cooperation Framework Agreement;
- (ii) the rates of service fees for the Technical Consultancy Services and the Marketing and Operations Consultancy Services to be charged by the MGHL Group under the Consultancy Services Cooperation Framework Agreement; and
- (iii) certain buffer for additional demand for the Technical Consultancy Services and the Marketing and Operations Consultancy Services that may be required by ABM.

INTERNAL CONTROL MEASURES

The Group has internal control measures in place to monitor the utilization of the Annual Caps, which require the submission of monthly reports on the accumulated amounts of the Transactions by the finance team of the Group to the Group’s chief financial officer, company secretary and the person in charge of internal control function. The company secretary shall promptly liaise with the business team of the Group as and when the Annual Caps have been 70% utilized in order to agree and implement measures to control and avoid exceeding any of the Annual Caps.

The Consultancy Services Cooperation Framework Agreement includes a customary provision pursuant to which ABM shall, subject to applicable laws and regulations and prior written notice, generally allow the auditors of the Company to access to information necessary to report on the Transactions.

The parties to the Consultancy Services Cooperation Framework Agreement have also agreed that they must abide by the GEM Listing Rules (or other listing rules that may be applicable to the Company) when performing their obligations under the terms of the Consultancy Services Cooperation Framework Agreement, including but not limited to adhering to the amounts of the Annual Caps for the Transactions. If the accumulated amount of the Transactions is about to exceed any Annual Cap which will result in the Group being unable to perform its contractual obligations stipulated under the terms of the Consultancy Services Cooperation Framework Agreement, the Group shall be allowed to temporarily suspend the performance of its contractual obligations stipulated in the Consultancy Services Cooperation Framework Agreement until the Group complies with the GEM Listing Rules (or other listing rules that may be applicable to the

Company) (including obtaining approval of the revised annual cap amount for the Transactions), and such temporary suspension shall not constitute a breach of any provisions of the Consultancy Services Cooperation Framework Agreement by the Group.

The parties to the Consultancy Services Cooperation Framework Agreement have also agreed to amend or update the relevant terms of the Consultancy Services Cooperation Framework Agreement and/or the Specific Execution Agreement(s) in response to any future amendments to the GEM Listing Rules (or other listing rules that may be applicable to the Company) in respect of connected transaction requirements.

As part of the overall monitoring of the Transactions, sample checks will be conducted by the Group's internal audit department at least annually on, among other things, the pricing, payment terms and the utilization of the Annual Caps. In addition, the Transactions will be subject to annual review by the independent non-executive Directors and the auditors of the Company of their terms and the compliance with the Annual Caps, and the Company is required to report the findings of such annual review in its annual report in compliance with the GEM Listing Rules (or other listing rules that may be applicable to the Company).

REASONS FOR AND BENEFITS OF ENTERING INTO THE CONSULTANCY SERVICES COOPERATION FRAMEWORK AGREEMENT

The Consultancy Services Cooperation Framework Agreement aims to leverage MGHL's technology and operational capabilities to support ABM's business development and operations, empowering its capability enhancement through comprehensive technical solutions and R&D resources that expedite product(s) launch cycle and ensure delivery quality, as well as operational methodologies that improve management efficiency and market competitiveness. For MGHL, the Consultancy Services Cooperation Framework Agreement monetizes internal expertise into stable service revenue, and strengthens strategic ties with ABM to lay the foundation for future joint innovation and ecosystem expansion.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Consultancy Services Cooperation Framework Agreement and the Annual Caps are fair and reasonable, the Transactions are on normal commercial terms and the entering into of the Consultancy Services Cooperation Framework Agreement is in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

As (i) Ms. Qin Yuehong is an employee of Alibaba Group; (ii) Mr. Sun Ho is a director and the chairman of the board of directors of ABM; and (iii) Mr. Ji Gang is an employee of Ant Group, each of these Directors is deemed or may be perceived to have a material interest in the Consultancy Services Cooperation Framework Agreement, the Transactions (including the Annual Caps), and had therefore abstained from voting on the Board resolution(s) for approval in this respect. Other than the aforesaid Directors, no other Directors have a material interest in the Consultancy Services Cooperation Framework Agreement or are required to abstain from voting on the resolution(s) passed by the Board approving the Consultancy Services Cooperation Framework Agreement, the Transactions and the Annual Caps.

GEM LISTING RULES IMPLICATIONS

As at the date of this announcement, Ali Fortune, the controlling shareholder of the Company, is indirectly owned as to 60% and 40% by Alibaba Holding and AIC respectively. ABM is held as to approximately 67.3% by an indirect wholly-owned subsidiary of the Company and as to approximately 32.7% by two indirect wholly-owned subsidiaries of AIC, and hence, by virtue of such relationship and based on the information currently available to the Company, ABM may constitute a connected subsidiary of the Company. The Consultancy Services Cooperation Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 20 of the GEM Listing Rules.

As one or more applicable percentage ratios with respect to the highest Annual Cap of the total service fees payable by ABM to the MGHIL Group for the Consultancy Services under the Consultancy Services Cooperation Framework Agreement are more than 0.1% but all of them are less than 5%, the Transactions (including the Annual Caps) are subject to the reporting, announcement and annual review requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

INFORMATION ABOUT THE PARTIES

The Company and the Group

The Company was incorporated in Bermuda and the Shares are listed on GEM of the Stock Exchange. As a comprehensive financial technology group, the core businesses of the Group cover full-scale financial services (including digital payment services and full-scale banking services), commerce enablement and local consumer services, and innovative technology services for the gold and precious metals trading. In addition, the Group provides lottery services in the Chinese Mainland.

ABM

ABM was incorporated under the laws of Macau with limited liability. Being an indirect non-wholly owned subsidiary of the Company, ABM is a licensed commercial bank in Macau principally engaged in full-scale banking services and digital payment services. As at the date of this announcement, ABM is held as to approximately 67.3% by an indirect wholly-owned subsidiary of the Company and as to approximately 32.7% by two indirect wholly-owned subsidiaries of AIC.

AIC

AIC was incorporated in the Cayman Islands with limited liability. AIC is an associated company (for accounting purpose) of both Alibaba Holding and Ant Holdco. AIC is an investment holding company.

Alibaba Holding and Alibaba Group

Alibaba Holding is a company incorporated in the Cayman Islands, with its American depositary 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)). Alibaba Group is a global technology company focused on AI + Cloud and consumption. It provides the technology infrastructure and marketing reach to help merchants, brands, retailers and other businesses to engage with their users and customers and operate efficiently. Alibaba Group empowers consumers and enterprises with its full-stack AI capabilities and services. Alibaba Group's AI technology based on Qwen (Chinese: Qianwen), a family of large language and multimodal models, powers the intelligence behind its services across enterprise solutions, e-commerce and other Internet platforms.

DEFINITIONS

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

“ABM”	Ant Bank (Macao) Limited, a company incorporated under the laws of Macau with limited liability and an indirect non-wholly owned subsidiary of the Company
“AIC”	Ant International (Cayman) Holding Limited, a company incorporated in the Cayman Islands with limited liability
“Ali Fortune”	Ali Fortune Investment Holding Limited, a company incorporated under the laws of the British Virgin Islands and the controlling shareholder of the Company
“Alibaba Group”	Alibaba Holding and its subsidiaries from time to time

“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))
“Annual Cap(s)”	has the meaning ascribed to it under the section headed “ANNUAL CAPS AND BASIS OF DETERMINING ANNUAL CAPS” in this announcement
“Ant Group”	Ant Holdco and its subsidiaries from time to time
“Ant Holdco”	Ant Group Co., Ltd. (螞蟻科技集團股份有限公司), a company organized under the laws of the PRC
“Board”	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)
“connected person(s)”, “controlling shareholder”, “percentage ratio(s)”, and “subsidiary(ies)”	each has the meaning ascribed to it under the GEM Listing Rules
“Consultancy Services”	the Technical Consultancy Services and the Marketing and Operations Consultancy Services
“Consultancy Services Cooperation Framework Agreement”	the consultancy services cooperation framework agreement entered into between MGHL and ABM on July 17, 2026 in relation to the provision of the Consultancy Services by the MGHL Group to ABM
“Director(s)”	the director(s) of the Company
“Effective Date”	July 17, 2026 or the date of the satisfaction of all necessary approval requirements and procedures in accordance with the Consultancy Services Cooperation Framework Agreement, whichever is later

“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 dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Macau”	the Macao Special Administrative Region of the PRC
“Marketing and Operations Consultancy Services”	has the meaning ascribed to it under the section headed “CONSULTANCY SERVICES COOPERATION FRAMEWORK AGREEMENT – Scope of Services and Pricing Basis – (ii) Marketing and Operations Consultancy Services” in this announcement
“MGHL”	Maxprofit Group Holdings Limited, a company incorporated under the laws of the British Virgin Islands with limited liability and a subsidiary of the Company
“MGHL Group”	MGHL and its subsidiaries from time to time
“PRC”	the People’s Republic of China which, for the purpose of this announcement, refers to Chinese Mainland only
“Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Specific Execution Agreement(s)”	has the meaning ascribed to it under the section headed “CONSULTANCY SERVICES COOPERATION FRAMEWORK AGREEMENT – Scope of Services and Pricing Basis” in this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Technical Consultancy Services”	has the meaning ascribed to it under the section headed “CONSULTANCY SERVICES COOPERATION FRAMEWORK AGREEMENT – Scope of Services and Pricing Basis – (i) Technical Consultancy Services” in this announcement

“Transactions”

the transactions contemplated under the Consultancy Services Cooperation Framework Agreement

“%”

per cent

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

Hong Kong, July 17, 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.