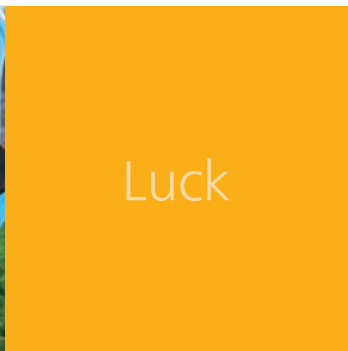


Health



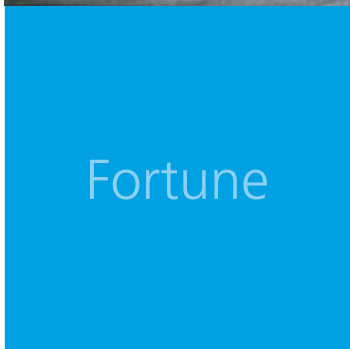
Luck



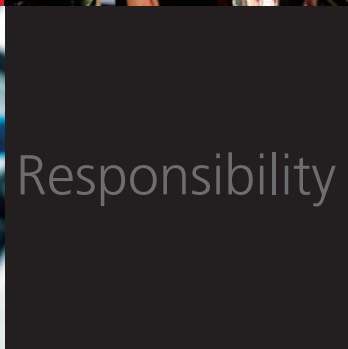
Happiness



Fortune



Responsibility



AGTech Holdings Limited

(Incorporated in Bermuda with limited liability)

Third Quarterly Report 2007

Stock Code: 8279



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast further profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

HIGHLIGHTS

- Turnover for the Nine-Month Period amounted to approximately HK\$18.7 million, representing a decrease of approximately 60.9% over the corresponding period in 2006.
- Loss attributable to shareholders for the Three-Month Period and the Nine-Month Period amounted to approximately HK\$114.9 million and approximately HK\$126.1 million respectively, primarily due to the share-based payment expense (totalling approximately HK\$111.2 million and approximately HK\$117.7 million for the Three-Month Period and the Nine-Month Period respectively) as a result of the adoption of Hong Kong Financial Reporting Standard 2 “Share-based Payment” for share options of the Company granted to Directors, employees of the Group and other eligible participants under the share option scheme of the Company and for the option granted to Ladbroke Group during the Three-Month Period and the Nine-Month Period.
- Excluding the effect of the above-mentioned share-based payment expense, loss from business operations of the Group amounted to approximately HK\$3.6 million and approximately HK\$8.3 million for the Three-Month Period and the Nine-Month Period respectively.
- The Board does not recommend the payment of an interim dividend for the Nine-Month Period.

THIRD QUARTERLY RESULTS

The board of directors (the "Board") of AGTech Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months ended 31 March 2007 (the "Three-Month Period") and the nine months ended 31 March 2007 (the "Nine-Month Period") together with the comparative unaudited figures of the corresponding period in 2006 as follows:

CONDENSED CONSOLIDATED PROFIT AND LOSS ACCOUNT (UNAUDITED)

For the three and nine months ended 31 March 2007

	Notes	Three months ended 31 March		Nine months ended 31 March	
		2007 HK\$	2006 HK\$	2007 HK\$	2006 HK\$
Turnover	2	5,610,881	6,477,178	18,721,786	47,935,229
Cost of sales		(3,928,155)	(5,359,724)	(13,644,680)	(39,843,711)
Gross profit		1,682,726	1,117,454	5,077,106	8,091,518
Other revenue		(521)	-	191,308	-
Bank interest income		282,528	57,787	483,539	106,337
Selling and administrative expenses		(5,610,063)	(3,680,241)	(14,089,277)	(10,693,179)
Loss from business operations		(3,645,330)	(2,505,000)	(8,337,324)	(2,495,324)
Share-based payment		(111,238,826)	-	(117,749,614)	-
Loss for the period		(114,884,156)	(2,505,000)	(126,086,938)	(2,495,324)
Attributable to:					
Equity holders of the Company		(114,849,139)	(2,505,000)	(126,051,921)	(2,495,324)
Minority interests		(35,017)	-	(35,017)	-
		(114,884,156)	(2,505,000)	(126,086,938)	(2,495,324)
Basic loss per share	5	(3.826) cents	(0.468) cent	(4.379) cents	(0.466) cent

Notes:

(1) Basis of preparation of the accounts

The unaudited condensed consolidated accounts have been prepared in accordance with the requirements of the GEM Listing Rules, accounting principles generally accepted in Hong Kong which include Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The same accounting policies and methods of computations have been followed by the Group as compared to the audited financial statements of the Group for the year ended 30 June 2006.

The condensed consolidated accounts have not been audited by the Company's auditors, but have been reviewed by the Company's audit committee.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards (hereinafter collectively referred to as "HKFRSs"). The Group has not early applied the following new standards, amendment or interpretations that have been issued but are not yet effective. The Directors of the Company anticipate that the application of these standards, amendment or interpretations will have no material impact on the results and the financial position of the Group.

HKAS 1 (Amendment)	Capital disclosure ¹
HKFRS 7	Financial instruments: Disclosures ¹
HKFRS 8	Operating Segments ⁵
HK(IFRIC) – int 10	Interim Financial Reporting and Impairment ²
HK(IFRIC) – Int 11	HKFRS 2: Group and Treasury Share Transactions ³
HK(IFRIC) – Int 12	Service Concession Arrangements ⁴

¹ Effective for accounting periods beginning on or after 1 January 2007.

² Effective for accounting periods beginning on or after 1 November 2006.

³ Effective for accounting periods beginning on or after 1 March 2007.

⁴ Effective for accounting periods beginning on or after 1 January 2008.

⁵ Effective for accounting periods beginning on or after 1 January 2009.

(2) Turnover

Turnover represents the net amounts received and receivable from sales of computer software products and provision of maintenance services by the Group to customers during the periods.

(3) Taxation

No provision for profits tax has been made in the financial statements as the Group either incurred tax losses for the periods or its estimated assessable profit was wholly absorbed by the estimated tax losses brought forward in the jurisdiction in which the Group operates.

(4) Dividend

The Board does not recommend the payment of an interim dividend for the Nine-Month Period (2006: Nil).

(5) Basic loss per share

The calculations of the basic loss per share are based on the following data:

	For the three months ended 31 March		For the nine months ended 31 March	
	2007	2006	2007	2006
	HK\$	HK\$	HK\$	HK\$
Loss attributable to equity holders of the Company	<u>(114,849,139)</u>	<u>(2,505,000)</u>	<u>(126,051,921)</u>	<u>(2,495,324)</u>
Weighted average number of ordinary shares	<u>3,001,795,000</u>	<u>535,000,000</u>	<u>2,878,558,522</u>	<u>535,000,000</u>

(6) Share capital and reserves

	Share capital	Share premium	Share option reserve	Statutory reserve	Exchange reserve	Contributed surplus	Accumulated losses	Minority interests	Total
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
At 1 July 2006	5,350,000	20,576,560	-	292,038	(22,887)	11,108,399	(32,304,734)	-	4,999,376
Recognition of Share-based payment	-	-	111,335,764	-	-	-	-	-	111,335,764
Issue of shares upon exercise of share options and share placing	653,590	67,209,360	-	-	-	-	-	-	67,862,950
Reduction of share premium to offset against accumulated losses and transfer to contributed surplus	-	(87,785,920)	-	-	-	47,191,476	40,594,444	-	-
Exchange differences on translation of the financial statements of foreign subsidiaries not recognized in the profit and loss account	-	-	-	-	126,675	-	-	-	126,675
Loss for the period	-	-	-	-	-	-	(126,051,921)	(35,017)	(126,086,938)
Minority interests arising from joint venture business	-	-	-	-	-	-	(35,017)	4,900,000	4,864,983
At 31 March 2007	<u>6,003,590</u>	<u>-</u>	<u>111,335,764</u>	<u>292,038</u>	<u>103,788</u>	<u>58,299,875</u>	<u>(117,797,228)</u>	<u>4,864,983</u>	<u>63,102,810</u>
At 1 July 2005	5,350,000	20,576,560	-	-	(73,454)	11,108,399	(29,210,533)	-	7,750,972
Exchange differences on translation of the financial statements of foreign subsidiaries not recognized in the profit and loss account	-	-	-	-	50,566	-	-	-	50,566
Loss for the period	-	-	-	-	-	-	(2,495,324)	-	(2,495,324)
At 31 March 2006	<u>5,350,000</u>	<u>20,576,560</u>	<u>-</u>	<u>-</u>	<u>(22,888)</u>	<u>11,108,399</u>	<u>(31,705,857)</u>	<u>-</u>	<u>5,306,214</u>

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the Three-Month Period, the Group's major source of income continued to be derived from various projects in Macao. Specifically, the e-government application to enhance the automatic queuing system of the one-stop e-government system, as well as the surveillance system for the Judiciary Police of Macao, previously implemented and/or installed by the Group successfully passed the user acceptance tests by the customers. Furthermore, the Group also secured variation orders from existing customers which are gaming operators in Macao.

In the People's Republic of China (the "PRC"), during the Three-Month Period, the Group expanded its scope of products and services into a project involving the development of, and the provision of training and after-sales services relating to, certain lottery system for a PRC client and such project is still in progress.

Principal corporate exercises completed or undertaken during the Three-Month Period

1. *Formation of joint venture company with, and grant of option by the Company to, Ladbroke Group*

On 23 January 2007, the Company announced that Ladbroke Group, Maxprofit Investment Holdings Limited ("MIH", being an indirect wholly-owned subsidiary of the Company), Asia Gaming Technologies Limited (the "JV Company"), Ladbrokes plc and the Company had entered into a joint venture shareholders' agreement dated 19 January 2007 (the "JV Agreement") to establish the JV Company. The principal activities of the JV Company include (i) the management and development of specific fixed odds betting products (which are games for proposed adoption within the PRC sports lottery market) (the "Products"), (ii) the sale and distribution of the Products to customer(s) which is(are) licensed or authorised by the relevant regulatory authority(ies) in the PRC to operate a business which sells and distributes the Products to consumers in the PRC, (iii) the provision of maintenance, after-sales, training and consultancy services relating to the Products, and (iv) the management, development, sale and distribution of such other additional Products and the provision of such other additional services as the parties to the JV Agreement may agree from time to

time in writing. Completion of the JV Agreement took place on 21 March 2007 and the JV Company is owned in the ratio of 51% by MIH and 49% by Ladbroke Group. The total capital contributions from MIH and Ladbroke Group were HK\$5,100,000 and HK\$4,900,000 respectively. *(Note: As of the date hereof, fixed odds betting products are a new kind of betting products not yet approved or accessible to the general public in the PRC, and no entity is licensed or authorised to sell fixed odds betting products in the PRC at this stage. The JV Company is a venture set up by MIH and Ladbroke Group to explore the opportunity to introduce certain fixed odds betting products of Ladbroke Group and its group companies to the sports lottery market of the PRC).*

In addition, pursuant to the terms of the JV Agreement, Ladbroke Group was granted an option by the Company at a nominal consideration of HK\$1 on 21 March 2007 and such option, if exercised during the exercise period commencing from 21 March 2007 and ending on the first anniversary of such date, will entitle Ladbroke Group to subscribe for up to an aggregate of 157,990,000 new ordinary shares of HK\$0.002 each (the "Shares") in the Company (representing approximately 5.26% of the issued share capital of the Company as at the date hereof and approximately 5.00% of the enlarged issued share capital of the Company if the option is exercised in full by Ladbroke Group) at an exercise price of HK\$2.0033 per Share (subject to adjustment). The maximum total consideration payable by Ladbroke Group to the Company upon exercise in full of the option shall amount to HK\$316,501,367. The formation of the JV Company and the grant of the aforesaid option by the Company to Ladbroke Group under the JV Agreement constituted discloseable transactions for the Company under the GEM Listing Rules.

2. *Subscription for an approximate 20.69% interest in the registered capital of 上海卡友信息服務有限公司 (Shanghai Cardinfo Co., Ltd.) ("Shanghai Cardinfo")*

As disclosed in the announcement and the circular of the Company dated 21 March 2007 and 11 April 2007 respectively, SYSTEK LTD (being an indirect wholly-owned subsidiary of the Company) entered into a formal subscription agreement on 20 March 2007 to subscribe for an approximate 20.69% interest in the registered capital of Shanghai Cardinfo upon completion of such agreement (the "Subscription") at a cash consideration of RMB60 million (equivalent to approximately HK\$60 million).

Shanghai Cardinfo, a subsidiary of 中國銀聯股份有限公司 (China UnionPay Company Limited) (“China UnionPay”) as at the date of the aforesaid formal subscription agreement, is principally engaged in the provision of electronic payment services through its fixed-line telephone-based payment system known as “信付通”, which enables the users to settle transactions (including electronic fund transfers, bill payments, payments for air tickets and online shopping transactions) with China UnionPay’s bankcards and credit cards. Shanghai Cardinfo is also engaged in the publication and distribution of periodicals for targeted readers including China UnionPay, banks, credit card and other bank customers in the PRC. China UnionPay was jointly established by a consortium of financial institutions in the PRC and is the exclusive operator of a unified nationwide inter-bank bankcard information exchange network in the PRC. There were over 100 million China UnionPay bankcards issued up to February 2006. With the support provided by the China UnionPay group entities, the Directors consider that the Subscription will provide the Group with a springboard to enter the vast payment market in the PRC which has a population of over 1.3 billion and increasing gross domestic products per capita. The Subscription constituted a discloseable transaction for the Company under the GEM Listing Rules.

3. *Change of Company name, share premium reduction, share option scheme limit refreshment and change of board lot size*

On 27 February 2007:

- under the laws of Bermuda, the name of the Company was changed from “MegaInfo Holdings Limited” to “AGTech Holdings Limited” (with “亞博科技控股有限公司” being adopted as its new Chinese name for identification purpose only). The certificate of incorporation on change of name was issued by the Registrar of Companies in Bermuda on 1 March 2007 and the certificate of registration of change of name of overseas company was issued by the Registrar of Companies in Hong Kong on 21 March 2007. The stock short name for trading in the Shares on GEM was changed from “MEGAINFO” to “AGTECH HOLDINGS” in English and from “萬佳訊” to “亞博科技控股” in Chinese with effect from 2 April 2007. The stock code of “8279” of the Company remains unchanged;

- the entire amount standing to the credit of the share premium account of the Company on 27 February 2007 (being the date of the special general meeting of the Company at which the relevant special resolution approving the reduction of the share premium account of the Company was passed by its shareholders) was reduced, with part of the credit arising therefrom having been applied to offset against the accumulated losses of the Company in full and the remaining balance of the credit being credited to the contributed surplus account of the Company; and
- the 10% limit on the grant of options under the share option scheme adopted by the Company on 18 November 2004 (the “Share Option Scheme”) was refreshed.

In addition, the board lot size for trading in the Shares was changed from 20,000 Shares to 4,000 Shares with effect from 9:30 a.m. on Monday, 26 February 2007.

Business Outlook

On 23 April 2007, the Company announced that AGTech Investment Holdings Limited (being an indirect wholly-owned subsidiary of the Company) entered into a letter of intent in respect of a possible acquisition of the entire issued share capital of SHINING CHINA INC (the “Possible Acquisition”). SHINING CHINA INC is an investment holding company and, through its subsidiaries (collectively, the “Shining China Group”), is principally engaged in the provision of consultancy services (including providing training services as well as proposals, recommendations and advice on sales management and on the advertising and marketing strategies in respect of sports lottery tickets issuance and sales) to a PRC company engaged in, among other things, the provision of marketing strategy, promotional and sales management services to 體育彩票管理中心 (the sports lottery administration centres) of certain municipalities and provinces in the PRC.

The Group has been looking for suitable investment opportunities in order to broaden its income source and maximise the return of the shareholders of the Company. The Board considers that the Possible Acquisition will be an attractive investment opportunity for the Group to widen the scope of its services in the PRC market and, in particular, will represent a major step forward of the Group in further expanding its business into the sports lottery market in the PRC following its first foray into such market through the establishment of a joint venture company with Ladbroke Group as announced by the Company on 23 January 2007.

Financial Performance Review

During the Three-Month Period, the turnover of the Group amounted to approximately HK\$5.6 million, representing an increase of approximately 42.8% over the six-month period ended 31 December 2006 and a decrease of approximately 13.4% over the corresponding period in 2006. Turnover of the Group for the Nine-Month Period amounted to approximately HK\$18.7 million, representing a decrease of approximately 60.9% over the corresponding period in 2006. The decrease in the turnover of the Group during the Nine-Month Period was mainly attributable to the fact that a high level of turnover was brought about by the East Asian Games project for the corresponding periods in the previous financial year while no projects of that scale were undertaken by the Group during the Nine-Month Period. Notwithstanding the aforesaid decrease in turnover, the Group managed to secure projects with higher margins during the Three-Month Period and the gross profit percentage for the Three-Month Period stood at approximately 30.0%, an improvement over the gross profit percentage of the corresponding period in 2006 of approximately 17.3%.

During the Three-Month Period, the net loss of the Group amounted to approximately HK\$114.9 million, whereas a net loss of approximately HK\$2.5 million was recorded by the Group for the corresponding period in 2006. Net loss of the Group for the Nine-Month Period amounted to approximately HK\$126.1 million, whereas a net loss of approximately HK\$2.5 million was recorded by the Group for the corresponding period in 2006. The increase in the losses of the Group for the Three-Month Period and the Nine-Month Period as compared to the corresponding periods in 2006 was primarily attributable to (i) the increase in administrative expenses (totalling approximately HK\$117.7 million for the Nine-Month Period) as a result of the adoption of Hong Kong Financial Reporting Standard 2 "Share-based Payment" for share options of the Company granted to Directors, employees of the Group and other eligible participants under the Share Option Scheme and for the above-mentioned option granted to Ladbroke Group during the Three-Month Period and the Nine-Month Period; (ii) the aforesaid lack of large projects undertaken by the Group during the Three-Month Period and the Nine-Month Period; and (iii) the increase in legal and professional fees as well as staff costs of the Group during the Three-Month Period and the Nine-Month Period as a result of the above-mentioned corporate exercises and business expansion of the Group, and the recruitment of additional personnel to strengthen the management team following the change in control of the Company in June 2006.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES OF HK\$0.002 EACH IN THE CAPITAL OF THE COMPANY ("SHARES"), UNDERLYING SHARES AND DEBENTURES

As at 31 March 2007, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange, were as follows:

Interests in ordinary Shares:

Directors	Number of Shares			Approximate percentage held
	Personal Interest	Corporate Interest	Total	
Mr. Sun Ho	26,750,000	2,006,250,000 (Note)	2,033,000,000	67.73%
Mr. Kot Wai Ming	26,750,000	–	26,750,000	0.89%
Mr. Wang Ronghua	2,675,000	–	2,675,000	0.09%
Mr. Hua Fengmao	1,355,000	–	1,355,000	0.05%
Mr. Kwok Wing Leung Andy	2,675,000	–	2,675,000	0.09%

Note: These 2,006,250,000 Shares were held in the name of MAXPROFIT GLOBAL INC. As MAXPROFIT GLOBAL INC is beneficially and wholly-owned by Mr. Sun Ho, an executive Director and chairman of the Company, Mr. Sun was deemed to be interested in such Shares.

Save as disclosed above, as at 31 March 2007, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares (in respect of share options of the Company which were regarded as unlisted physically settled equity derivatives) and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2007, so far as was known to the Directors or chief executive of the Company, the following persons (not being Directors or chief executives of the Company) had, or were deemed to have, interests and long positions in the Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or, were expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or held any option in respect of such capital and recorded in the register kept by the Company pursuant to section 336 of the SFO:

Interests in the Shares:

Name of Shareholder	Capacity	Number of Shares held	Approximate percentage of issued share capital of the Company
MAXPROFIT GLOBAL INC	Beneficial owner (Note 1)	2,006,250,000	66.84%

Long positions in the underlying Shares:

Name of holder of the underlying Shares	Capacity	Number of underlying Shares entitled	Approximate percentage of issued share capital of the Company
Ladbroke plc	Interests in controlled corporation (Note 2)	157,990,000	5.26%

Notes:

- As disclosed above, Mr. Sun Ho was deemed to be interested in those 2,006,250,000 Shares by virtue of his interest in MAXPROFIT GLOBAL INC.
- The 157,990,000 Shares were deemed corporate interest of Ladbroke plc arising as a result of the grant of an option by the Company to Ladbroke Group pursuant to a joint venture shareholders' agreement dated 19 January 2007. Under the SFO, Ladbroke plc was deemed to own the 157,990,000 Shares which were directly held by Ladbroke Group and indirectly held through Ladbroke Group International, Travel Document Service, Cayman Investments No. 1, International Finance Investment, Ladbroke US Investments Ltd, Martia Ltd and Ladbroke Group Holdings Ltd, all of which are wholly-owned subsidiaries of Ladbroke plc.
- According to the register kept by the Company pursuant to section 336 of the SFO, as at 31 March 2007, GE Asset Management Incorporated held 149,820,000 Shares (representing approximately 4.99% of the then issued share capital of the Company). However, on 4 April 2007, the Company was informed by the legal adviser to GE Asset Management Incorporated that GE Asset Management Incorporated had increased its holding of the Shares (in the capacity of an investment manager) to 150,000,000 Shares (representing approximately 5.00% of the then issued share capital of the Company) and the date of the relevant event was 16 March 2007.

Save as disclosed above, as at 31 March 2007, the Directors or chief executive of the Company were not aware of any other substantial shareholder (not being a Director or chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares, underlying Shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who was expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or held any option in respect of such capital and recorded in the register kept by the Company pursuant to section 336 of the SFO.

INTERESTS OF OTHER PERSONS

As at 31 March 2007, apart from the interests in the Shares, underlying Shares and debentures of the Company and its associated corporations held by the Directors, chief executive and substantial shareholders of the Company stated above, there were no other persons with interests recorded in the register of the Company required to be kept under section 336 of the SFO.

MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, other than Mr. Sun Ho as disclosed above, there was no other person during the Nine-Month Period who was directly or indirectly interested in 5% or more of the Shares then in issue and who was able, as a practical matter, to direct or influence the management of the Company.

INTERESTS IN COMPETING BUSINESS

During the period under review, none of the Directors or any person who is (or group of persons who together are) entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and who is (or are) able, as a practical matter, to direct or influence the management of the Company (together with their respective associates) had an interest in a business, which competes or may compete with the business of the Group.

AUDIT COMMITTEE

The audit committee of the Company comprises three independent non-executive Directors, namely, Mr. Kwok Wing Leung Andy, Mr. Wang Ronghua and Mr. Hua Fengmao. The unaudited consolidated third quarterly results of the Group for the Nine-Month Period have been reviewed and commented on by the audit committee.

CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard interests of the shareholders of the Company.

During the period under review, the Company has adopted the code provisions and certain recommended best practices in the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 15 of the GEM Listing Rules, except that under the code provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The roles of chairman and chief executive officer of the Company were performed by the same individual, Mr. Sun Ho, during the period under review. The Company considered that the combination of the roles of chairman and chief executive officer could effectively formulate and implement the strategies of the Company. The Company considered that there was no imminent need to change the arrangement.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Nine-Month Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

By order of the Board
AGTech Holdings Limited
Sun Ho
Chairman

Hong Kong, 11 May 2007

As at the date of this report, the Board comprises Mr. Sun Ho and Mr. Kot Wai Ming as executive Directors; and Mr. Kwok Wing Leung Andy, Mr. Wang Ronghua and Mr. Hua Fengmao as independent non-executive Directors.