

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 34-98921 / November 13, 2023

The Securities and Exchange Commission announced the temporary suspension, pursuant to Section 12(k) of the Securities Exchange Act of 1934, of trading in the securities of Agri-Fintech Holdings, Inc. (TMNA) (CIK No. 0001648365), of Draper, Utah at 4:00 a.m. EST on November 14, 2023 and terminating at 11:59 p.m. EST on November 28, 2023.

The Commission temporarily suspended trading in the securities of Agri-Fintech Holdings, Inc. because of questions and concerns regarding the adequacy and accuracy of publicly available information in the marketplace concerning Agri-Fintech and its assets. According to Agri-Fintech's public filings, including its Form 10-K for FY 2022, its Forms 10-Q for FY 2022 Q1 and Q2, and its October 6, 2023 press release, Agri-Fintech sold its sole operating subsidiary, Tingo Mobile Ltd., to Tingo Group, Inc. ("Tingo Group") (CIK No. 0000854800), on December 1, 2022, in exchange for significant holdings of Tingo Group common stock and convertible Series A and Series B Preferred stock, which represent 75% of Tingo Group's outstanding common stock on a fully converted basis. Agri-Fintech's only material asset is its significant holdings of Tingo Group stock, and Agri-Fintech currently operates as a temporary investment company pursuant to Section 3(a) of the Investment Company Act of 1940 and Rule 3a-2 thereunder. It appears to the Securities and Exchange Commission that there is a lack of adequate and accurate information concerning the securities of Tingo Group because of questions and concerns regarding the adequacy and accuracy of publicly available information in the marketplace concerning Tingo Group, including press releases, periodic filings with the Securities and Exchange Commission—including Forms 10-K, 10-Q, and 8-K—and other publicly disseminated statements, since at least May 10, 2022, about the financial statements and business operations of Tingo Group and its wholly-owned subsidiaries, including Tingo Mobile Ltd.

The Commission cautions broker-dealers, shareholders, and prospective purchasers that they should carefully consider the foregoing information along with all other currently available information and any information subsequently issued by the company.

Further, brokers and dealers should be alert to the fact that, pursuant to Rule 15c2-11 under the Exchange Act, at the termination of the trading suspension, no quotation may be entered unless and until they have strictly complied with all of the provisions of the rule. If any broker or dealer has any questions as to whether or not it has complied with the rule, it should not enter any quotation but instead should immediately contact the staff in the Division of Trading and Markets, Office of Interpretation and Guidance, at (202) 551-5777. If any broker or dealer is uncertain as to what is required by Rule 15c2-11, it should refrain from entering quotations relating to Agri-Fintech Holdings, Inc. securities until such time as it has familiarized itself with the rule and is certain that all of its provisions have been met. If any broker or dealer enters any

quotation which is in violation of the rule, the Commission will consider the need for prompt enforcement action.

If any broker-dealer or other person has any information that may relate to this matter, they should immediately contact Rebecca Reilly, Assistant Regional Director, at 212-336-0051.