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## **AGILE GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3383)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Agile Group Holdings Limited (the “**Company**”) will be held at Basement I, Regal Ballroom, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 25 May 2023 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

#### **AS ORDINARY RESOLUTIONS**

1. To consider and receive the audited financial statements together with the report of directors and the independent auditor’s report of the Company and its subsidiaries for the year ended 31 December 2022.
2. To re-elect Mr. Chan Cheuk Yin as a director of the Company.
3. To re-elect Mr. Chan Cheuk Hei as a director of the Company.
4. To re-elect Dr. Cheng Hon Kwan as a director of the Company.
5. To re-elect Mr. Kwong Che Keung, Gordon as a director of the Company.
6. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of directors of the Company.
7. To re-appoint Ernst & Young as auditor and to authorise the Board to fix their remuneration.

8. As ordinary business, to consider and, if thought fit, pass (with or without modifications) the following resolutions numbered 8.A. to 8.C. as ordinary resolutions:

8.A. **“THAT:**

- (i) subject to paragraph (ii) of this resolution numbered 8.A., the directors of the Company (**“Directors”**) be and are hereby authorized and granted an unconditional general mandate during the Relevant Period (as hereinafter defined) to repurchase shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), and that the exercise by the Directors of all powers of the Company to repurchase such Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution numbered 8.A. shall not exceed 10% of the aggregate number of Shares in issue at the date of passing of this resolution numbered 8.A., and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution numbered 8.A.:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8.B. **“THAT:**

- (i) subject to paragraph (ii) of this resolution numbered 8.B., the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with or otherwise dispose of the unissued Shares in the capital of the Company, to grant rights to subscribe for, or convert any security into, Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, enter into agreements to effect the same which would or might require any Shares to be allotted, issued or dealt with be and is hereby generally and unconditionally approved;

- (ii) the powers granted in paragraph (i) of this resolution numbered 8.B. shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) and enter into agreements which would or might require Shares or securities to be allotted and issued after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the exercise of the power by the Directors described in paragraph (i) of this resolution numbered 8.B., otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; (c) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares; or (d) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of Shares in issue at the date of passing of this resolution numbered 8.B. and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of the Stock Exchange or any recognised regulatory body or any stock exchange).”

- 8.C. “**THAT** subject to resolutions numbered 8.A. and 8.B. of this notice being passed, the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 8.B. of this notice be and is hereby extended by the addition thereto of the number of Shares repurchased by the Company under the authority granted to the Directors pursuant to resolution numbered 8.A. of this notice, provided that the number of Shares repurchased by the Company shall not exceed 10% of the aggregate number of Shares in issue at the date of passing of this resolution.”

#### **AS SPECIAL RESOLUTION**

9. To consider and, if thought fit, pass the following resolution as special resolution:

“**THAT:**

- (a) the existing articles of association of the Company be amended in the manner as set out in the circular of the Company dated 24 April 2023 (the “**Circular**”) and the second amended and restated articles of association substantially in the form of the document attached as “APPENDIX III — SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION” to the Circular and produced to the meeting and for the purpose of identification initialled by the chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect (the “**Proposed Adoption**”); and
- (b) any one Director be and is hereby authorised to execute all such documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Adoption and any of the foregoing.”

By order of the Board  
**Agile Group Holdings Limited**  
**Ng Wai Hung**  
*Company Secretary*

Hong Kong, 24 April 2023

*Principal place of office in the PRC:*  
33rd Floor, Agile Center  
26 Huaxia Road  
Zhujiang New Town  
Tianhe District, Guangzhou  
Guangdong Province  
PRC  
Postal Code: 510623

*Principal place of business in Hong Kong:*  
Suites 1801-1806  
18th Floor, Three Pacific Place  
1 Queen's Road East  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint another person as his/her proxy to attend and vote for him/her. A shareholder who is the holder of two or more shares in the share capital of the Company may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. To be valid the proxy form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. Delivery of proxy form shall not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the proxy form shall be deemed to be revoked.
4. The register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 19 May 2023.

*As at the date of this announcement, the Board comprises eleven members, being Mr. Chen Zhuo Lin\* (Chairman and President), Mr. Chan Cheuk Yin\*\* (Vice Chairperson), Madam Luk Sin Fong, Fion\*\* (Vice Chairperson), Mr. Chan Cheuk Hung\*, Mr. Huang Fengchao\*, Mr. Chan Cheuk Hei\*\*, Mr. Chan Cheuk Nam\*\*, Dr. Cheng Hon Kwan#, Mr. Kwong Che Keung, Gordon#, Mr. Hui Chiu Chung, Stephen# and Mr. Wong Shiu Hoi, Peter#.*

\* *Executive Directors*

\*\* *Non-executive Directors*

# *Independent Non-executive Directors*