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## **AGILE GROUP HOLDINGS LIMITED**

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

**(Stock Code: 3383)**

### **PROPOSED CHANGE OF AUDITOR**

This announcement is made by Agile Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) announces that it has reached a mutual understanding with the Company’s auditor, Ernst & Young (“**EY**”), that EY will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the forthcoming annual general meeting of the Company expected to be held on 12 June 2025 (the “**AGM**”) and will not be re-appointed as the Company’s auditor at the AGM, as the Company and EY could not reach a consensus on the audit fee for the financial year ending 31 December 2025.

The Board confirms that there are no disagreements between the Company and EY (save as disclosed above in relation to the audit fee) in relation to EY’s retirement and as confirmed by EY in its retirement letter, other than the disclaimer of opinion due to multiple uncertainties relating to going concern of the Group for the financial year ended 31 December 2024 as set out in EY’s audit report dated 31 March 2025 which was contained in the Company’s 2024 annual report and published on the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 29 April 2025, there are no other matters in connection with the retirement of EY as the auditor of the Company upon the expiration of its current term of office at the conclusion of the AGM that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board and the audit committee of the Company (the “**Audit Committee**”) also confirm that save as disclosed herein, there are no other matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

As at the date of this announcement, EY has not yet commenced any audit work on the consolidated financial statements of the Group for the financial year ending 31 December 2025. Therefore, the Board and the Audit Committee expect that the proposed change of auditor will not have any material impact on the annual audit of the Group for the financial year ending 31 December 2025.

The Board would like to express its appreciation for the services of EY provided to the Company in the past years.

The Board has resolved, on the recommendation of the Audit Committee, to propose to the Shareholders at the AGM to approve the appointment of Prism Hong Kong Limited (“**Prism**”) as the Company’s auditor for the financial year ending 31 December 2025 with effect from the conclusion of the AGM and until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the auditor, subject to the approval of the Shareholders at the AGM.

The Audit Committee has considered a number of factors in assessing the appointment of Prism as the auditor of the Company, including but not limited to (i) the audit plan of Prism; (ii) its experience and technical competence in handling audit works for companies listed on the Stock Exchange; (iii) its independence and objectivity; (iv) its proposed audit fee; (v) its resources and capabilities; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Board and the Audit Committee have assessed and considered that: (i) Prism is independent, qualified and suitable to act as the new auditor of the Company; (ii) by reference to the scale of the Group’s business operations and assets, the audit fee agreed with Prism is commensurate with the scope of audit work required by the Group; and (iii) the appointment of Prism will maintain the quality of the Group’s audit and is in the interest of the Company and the Shareholders as a whole.

A supplemental circular (to be read in conjunction with the circular of the Company dated 30 April 2025 (the “**First Circular**”)) containing, among other matters, the proposed change of auditor and an amended notice of the AGM together with an amended proxy form, which shall supersede the notice of AGM enclosed with the First Circular, will be despatched to the Shareholders as soon as practicable.

By order of the board of  
**Agile Group Holdings Limited**  
**KO Tsz San**  
*Company Secretary*

Hong Kong, 22 May 2025

*As at the date of this announcement, the Board comprises nine members, being Mr. Chen Zhuo Lin\* (Chairman and President), Mr. Chan Cheuk Hung\*, Mr. Huang Fengchao\*, Madam Yue Yuan\*, Mr. Chan Cheuk Hei\*\*, Mr. Chan Cheuk Nam\*\*, Mr. Kwong Che Keung, Gordon#, Mr. Hui Chiu Chung, Stephen# and Dr. Peng Shuolong#.*

*\* Executive Directors*

*\*\* Non-executive Directors*

*# Independent Non-executive Directors*