
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular (the “**Supplemental Circular**”) or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Agile Group Holdings Limited, you should at once hand this Supplemental Circular and the accompanying amended proxy form (the “**Amended Proxy Form**”) to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

**SUPPLEMENTAL CIRCULAR
PROPOSED CHANGE OF AUDITOR**

This Supplemental Circular should be read in conjunction with the circular of Company dated 30 April 2025 (the “**First Circular**”) to its shareholders (the “**Shareholders**”).

A notice convening the annual general meeting of the Company (“**AGM**”) was set out in the First Circular.

The Amended Proxy Form for use at the AGM is enclosed with this Supplemental Circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying Amended Proxy Form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time of the AGM. Completion and return of the Amended Proxy Form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

26 May 2025

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LETTER FROM THE BOARD



AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

Directors:

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# JP
Dr. Peng Shuolong#

* *Executive Directors*

** *Non-executive Directors*

Independent Non-executive Directors

Registered office:

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Grand Cayman KY1-1111
Cayman Islands

Principal place of office in the PRC:

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Tianhe District, Guangzhou
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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

26 May 2025

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
PROPOSED CHANGE OF AUDITOR**

1. INTRODUCTION

This Supplemental Circular shall be read in conjunction with the First Circular. Unless the context requires otherwise, capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

The purpose of this Supplemental Circular is to provide the Shareholders with information regarding the proposed change of auditor.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 22 May 2025 in relation to the proposed change of auditor of the Company. Ernst & Young (“EY”) will retire as auditor of the Company upon expiration of its current term of office with effect from the conclusion of 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 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.

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 Supplemental Circular, 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.

LETTER FROM THE BOARD

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.

3. AGM

The date, time and venue of the AGM remains unchanged, and as mentioned in the First Circular, the AGM will be held at Theatre B, 22/F United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 12 June 2025 at 2:30 p.m.. The original ordinary resolution numbered 7 for the appointment of EY as the Company's auditor will be proposed to be amended to be Prism Hong Kong Limited instead at the AGM. The Amended Proxy Form is enclosed herewith to include such proposed amended resolution. For clarification, there will not be amended notice of AGM as mentioned in the Company's announcement dated 22 May 2025, and only the Supplemental Circular together with the Amended Proxy Form will be despatched to the Shareholders.

Please refer to the First Circular dated 30 April 2025 for the details of other resolutions to be proposed at the AGM and other relevant matters.

Special arrangements about the completion and submission of the Amended Proxy Form are also set out in Appendix I to this Supplemental Circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein. Shareholders are requested to complete the Amended Proxy Form in accordance with the instructions printed thereon and return it to 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 ("**Company's Share Registrar**"), not less than 48 hours before the time appointed for the AGM or at any adjournment thereof (as the case may be). Completion and return of the Amended Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so desire.

LETTER FROM THE BOARD

4. RESPONSIBILITY STATEMENT

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 Supplemental Circular 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 Supplemental Circular misleading.

By order of the Board
Agile Group Holdings Limited
CHEN Zhuo Lin
Chairman and President

APPENDIX I TO THE SUPPLEMENTAL CIRCULAR

A Shareholder who has not yet lodged the proxy form which has been sent to the Shareholders on 30 April 2025 together with the First Circular and the accompanying notice of the AGM (the “**First Proxy Form**”) with the Company’s Share Registrar is requested to lodge the Amended Proxy Form in accordance with the instructions printed thereon. In this case, the First Proxy Form should not be lodged with the Company’s Share Registrar. A Shareholder who has already lodged the First Proxy Form with the Company’s Share Registrar should note that:

- (i) if no Amended Proxy Form is lodged with the Company’s Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his/her/its discretion or abstain on any resolution properly put to the AGM (including, if properly put, the resolutions as set out in the notice of AGM enclosed in the First Circular) except for those resolutions to which the Shareholder has indicated his/her/its voting direction in the First Proxy Form;
- (ii) if the Amended Proxy Form is lodged with the Company’s Share Registrar at a time in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (the “**Closing Time**”), the Amended Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him/her/it; or
- (iii) if the Amended Proxy Form is lodged with the Company’s Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Amended Proxy Form will be invalid and in the latter case, the validity of the Amended Proxy Form will be subject to the discretion of the Board. Whether or not the Amended Proxy Form is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Amended Proxy Form carefully and lodge the Amended Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Amended Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish.