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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

TERMINATION OF EXISTING SHARE AWARD SCHEME

EXISTING SHARE AWARD SCHEME

The Existing Share Award Scheme was adopted on 10 December 2013 and will expire on the tenth anniversary of its adoption on 9 December 2023, subject to any early termination thereof as determined by the Board. On 3 January 2014, the Board resolved to award 32,750,000 Shares (the “**Awarded Shares**”) to 116 Selected Employees. On 10 February 2014, the Company issued and allotted a total of 34,470,000 Shares (“**Trust Shares**”) to the Employee Share Trustee as trustee to hold on trust for the Selected Employees. The Trust Shares represent approximately 0.7% of the issued share capital of the Company as at the date of this announcement.

The relevant vesting conditions for the Awarded Shares have not been satisfied, and the award for all of the Awarded Shares has lapsed by 28 August 2017. As at the date of this announcement, the Employee Share Trustee still holds all of the Trust Shares in accordance with the terms of the Trust Deed.

TERMINATION OF EXISTING SHARE AWARD SCHEME

The Board, after considering the recommendation of the Remuneration Committee, resolved to terminate the Existing Share Award Scheme with effect from 20 June 2023 in accordance with the terms of the Scheme Rules and the Trust Deed.

REASONS FOR TERMINATION OF EXISTING SHARE AWARD SCHEME

The Existing Share Award Scheme has been terminated as there is no outstanding award under the Existing Share Award Scheme as at the date of this announcement and the Company does not expect to grant further awards under the Existing Share Award Scheme prior to its expiry on 9 December 2023.

The Board believes that the termination of the Existing Share Award Scheme would reduce administrative costs of the Company and improve the cash flow position of the Company. Also, given that there are other forms of incentives, such as bonuses, comprehensive benefit packages and career development opportunities, that are offered to reward employees for their contributions to the success of the Group, the Board believes that the termination of the Existing Share Award Scheme will not have a significant impact on the Group's ability to attract, keep and motivate talent.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

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|-------------------------------|--|
| “Awarded Shares” | has the meaning ascribed to it under the section headed “Existing Share Award Scheme” in this announcement; |
| “Board” | the board of Directors of the Company; |
| “Company” | Agile Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange; |
| “Directors” | the directors of the Company; |
| “Employee Share Trustee” | Bank of Communications Trustee Limited; |
| “Existing Share Award Scheme” | the employees' share award scheme adopted by the Company on 10 December 2013; |
| “Group” | the Company and its subsidiaries; |
| “Remuneration Committee” | remuneration committee of the Board; |
| “Scheme Rules” | the rules relating to the Existing Share Award Scheme; |
| “Selected Employees” | employee(s) selected by the Board for participation in the Existing Share Award Scheme; |

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| “Shares” | ordinary share(s) of HK\$0.10 each in the capital of the Company; |
| “Trust Deed” | the trust deed constituting the Existing Share Award Scheme dated 20 December 2013 and entered into by the Company and the Employee Share Trustee; |
| “Trust Shares” | has the meaning ascribed to it under the section headed “Existing Share Award Scheme” in this announcement; and |
| “%” | per cent. |

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

Hong Kong, 20 June 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