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If you are in doubt as to any aspect of this 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 circular and the accompanying 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)

**PROPOSALS ON
(A) RE-ELECTION OF RETIRING DIRECTORS
AND
(B) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used herein shall have the meanings set out in the section headed "Definitions" on pages 1 to 3 of this circular.

A notice convening the AGM to be held at Salon 1-3 of JW Marriott Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 20 May 2024 at 2:30 p.m. is set out on pages 17 to 20 of this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying 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 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 April 2024

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Salon 1-3 of JW Marriott Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 20 May 2024 at 2:30 p.m. to consider and, if thought fit, to approve the resolutions contained in the AGM Notice, or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 17 to 20 of this circular;
“Articles”	the articles of association of the Company in effect from time to time;
“A-Living”	A-Living Smart City Services Co., Ltd. [^] (雅生活智慧城市服務股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 3319), and an indirect non-wholly owned subsidiary of the Company;
“Board”	the board of Directors;
“CG Code”	the corporate governance code contained in Part 2 of Appendix C1 to the Listing Rules;
“Chen’s Family Trust”	a family trust established by Top Coast as former trustee and the beneficiaries of which are the Founding Shareholders;
“China” or “PRC”	The People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region;
“Company”	Agile Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3383);
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“Founding Shareholders”	Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam, all of whom are Directors (except for Mr. Chan Cheuk Yin and Madam Luk Sin Fong, Fion who resigned as Director on 15 September 2023 and 22 December 2023 respectively);
“Full Choice”	Full Choice Investments Limited, a company incorporated in Hong Kong with limited liability on 8 August 2016, being the current trustee of the Chen’s Family Trust;
“GBS”	Gold Bauhinia Star;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“JP”	Justice of the Peace;
“Latest Practicable Date”	Monday, 22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“OBE”	Officer of British Empire;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares as set out in resolution numbered 8.B. of the AGM Notice and as extended by resolution numbered 8.C. of the AGM Notice;
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares as set out in resolution numbered 8.A. of the AGM Notice;
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“Top Coast”	Top Coast Investment Limited, a company incorporated in the British Virgin Islands with limited liability on 17 May 2005, being the former trustee of the Chen’s Family Trust; and
“%”	per cent.
^	<i>for identification purposes only</i>

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*
Mr. Chan Cheuk Hei**
Mr. Chan Cheuk Nam**
Dr. Cheng Hon Kwan# *GBS, OBE, JP*
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:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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

26 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS ON
(A) RE-ELECTION OF RETIRING DIRECTORS
AND
(B) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to, among other matters, (i) the re-election of the retiring Directors, and (ii) the granting of the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles, Mr. Chen Zhou Lin, Mr. Chan Cheuk Nam and Mr. Hui Chiu Chung, Stephen shall retire as Directors at the AGM and, being eligible, have offered themselves for re-election at the AGM.

In accordance with Article 83(3) of the Articles, Dr. Peng Shuolong shall retire as Director at the AGM and, being eligible, has offered himself for re-election at the AGM.

Pursuant to code provision B.2.3 of the CG Code, as Mr. Hui Chiu Chung, Stephen has served as an independent non-executive Director for more than nine years, his re-election will be subject to a separate resolution to be approved by the Shareholders. Despite the length of service of Mr. Hui, the Board and the nomination committee of the Board still consider Mr. Hui to be independent. Mr. Hui has not held any executive or management position in the Group nor have throughout such period been under the employment of any member of the Group. There is no evidence that the independence of Mr. Hui, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected. Besides, Mr. Hui has provided an annual confirmation of independence to the Company. In fact, the Board considers such length of service as an advantage as Mr. Hui is familiar with the management and business of the Group and therefore will be in a better position to understand the operation of the Group and make recommendations leveraging on his own skills and experience.

Despite holding a directorship in 7 listed companies, Mr. Hui attended every Board meeting and committee meeting which Mr. Hui served last year. He has provided valuable contributions to the Board and independent views and guidance on the Group's strategies and policies, investing and corporate governance matters. Therefore, the Board believes that Mr. Hui has adequate time to handle the Company's matters.

Having considered the above and reviewed the structure, size, composition and diversity of the Board from a number of aspects, in particular the age, length of service, professional experience, skills and expertise of each Director, the Board is of the view that Mr. Hui should be re-elected for a further term at the AGM. The Board thus recommends the Shareholders to vote in favour of the resolution to re-elect Mr. Hui as an independent non-executive Director as he has made valuable contribution to the Company by providing balanced and objective views to the Board.

Particulars of the Directors standing for re-election, namely, Mr. Chen Zhou Lin, Mr. Chan Cheuk Nam, Mr. Hui Chiu Chung, Stephen and Dr. Peng Shuolong are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF SHARE REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Share Repurchase Mandate, details of which are set out in resolution numbered 8.A. of the AGM Notice. The number of Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the aggregate number of Shares in issue at the date of passing of the resolution approving the Share Repurchase Mandate. Assuming the number of the issued Shares on the date of the AGM will remain to be 5,046,047,500 as it was on the Latest Practicable Date, the Share Repurchase Mandate, if granted, will allow the Directors to repurchase a maximum of 504,604,750 Shares. The Share Repurchase Mandate shall be exercisable during the period from the date of passing of the ordinary resolution approving the Share Repurchase Mandate by the Shareholders as set out in resolution numbered 8.A. of the AGM Notice until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the date on which the authority given in the ordinary resolution of the Shareholders set out in resolution numbered 8.A. of the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Share Repurchase Rules, containing all relevant information relating to the Share Repurchase Mandate, is set out in Appendix II to this circular. The information in the explanatory statement provides information reasonably necessary to enable the Shareholders to make an informed decision in relation to the proposed ordinary resolution of the Shareholders set out in resolution numbered 8.A. of the AGM Notice to grant to the Directors the Share Repurchase Mandate.

4. PROPOSED GRANTING OF SHARE ISSUE MANDATE AND ITS EXTENSION

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Share Issue Mandate to allot, issue and deal with additional Shares of up to 20% of the aggregate number of Shares in issue at the date of passing of the resolution approving the Share Issue Mandate, details of which are set out in resolution numbered 8.B. of the AGM Notice. Assuming the number of the issued Shares on the date of the AGM will remain to be 5,046,047,500 as it was on the Latest Practicable Date, the Share Issue Mandate, if granted by the Shareholders at the AGM, will allow the Directors to allot, issue and deal with up to an aggregate of 1,009,209,500 additional Shares.

In addition, an ordinary resolution will be proposed to authorise an extension of the Share Issue Mandate by adding to it the Shares which may be repurchased under the Share Repurchase Mandate, if granted, details of which are set out in resolution numbered 8.C. of the AGM Notice.

LETTER FROM THE BOARD

The Share Issue Mandate and the extension of the Share Issue Mandate shall be exercisable during the period from the date of passing of the ordinary resolutions of the Shareholders set out in resolutions numbered 8.B. and 8.C. of the AGM Notice until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the date on which the authority given in the ordinary resolutions of the Shareholders set out in resolutions numbered 8.B. and 8.C. of the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

5. RECOMMENDATION

The Directors consider that each of the proposals on (i) re-election of the retiring Directors, and (ii) granting of the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of each of the resolutions as set out in the AGM Notice.

6. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying 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 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.

7. AGM

AGM Notice is set out on pages 17 to 20 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be proposed at the AGM will be voted by poll.

An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM 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 Monday, 13 May 2024.

9. RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

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

This appendix sets out the particulars of the retiring Directors proposed to be re-elected at the AGM:

Mr. CHEN Zhuo Lin (陳卓林), aged 62, is the Chairman of the Board and the President of the Company. Mr. Chen is the founder of the Group. He has been the Chairman of the Board and an executive Director since August 2005 and a President of the Company since March 2014. Mr. Chen is also a director of certain subsidiaries of the Company. Mr. Chen has over 31 years of extensive experience in real estate development and management. He is mainly responsible for the formulation of development strategies, directions on the operations and management of overall business, decision-making on investment projects, setting the goal of the financial year for the Group and maintaining the relationship between the Group and the Shareholders. Mr. Chen received several honorary awards, including “World Outstanding Chinese Award (世界傑出華人獎)”, “Top 30 Chinese Philanthropist in 30 Years of Reform (改革開放30年, 華人慈善30人)”, “China Philanthropy Outstanding Contribution Individual Award (中華慈善突出貢獻人物獎)”, “Top 10 Persons of the Year for China Enterprise Management Excellence Award (中國企業十大卓越管理年度人物)”, “Year of the People in Education of Zhongshan (中山教育年度人物)” and “Honourary Resident in Zhongshan (中山市榮譽市民)”. For the public services, Mr. Chen serves as an executive vice chairperson of the 5th China Federation of Overseas Chinese Entrepreneurs (中國僑商聯合會), an executive director of the 5th China Overseas Friendship Association (中華海外聯誼會), an honorary vice president of Chinese Language and Culture Education Foundation of China (中國華文教育基金會), an honorary chairperson of the 4th Council of Sun Yat-sen Foundation (孫中山基金會), the executive vice chairperson of the 5th Council of Guangdong Overseas Chinese Enterprises Association (廣東省僑商投資企業協會), an executive chairperson of the 5th Council of Guangdong Real Estate Chamber of Commerce (廣東省地產商會), the chairperson of the Bureau of Friends of Hong Kong Association Development Foundation, the vice president of New Home Association, the vice chairperson of the 6th Zhongshan Overseas Chinese Commercial Association (中山市僑資企業商會) and a special counsellor of Our Hong Kong Foundation. Mr. Chen is the brother of Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam and also the spouse of Madam Luk Sin Fong, Fion. Mr. Chen is a director of each of Top Coast and Full Choice and a shareholder of Full Choice. Mr. Chen is also the father of Mr. Chen Sze Long, who is a substantial shareholder (as defined in the Listing Rules) of the Company and held a total of 307,432,500 Shares directly and through certain companies wholly-owned and controlled by Mr. Chen Sze Long.

Save as disclosed above, Mr. Chen did not hold any directorship in other listed public companies in the past three years and has no relationship with any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Chen is interested in (1) 2,453,096,250 Shares held by Full Choice as trustee of the Chen’s Family Trust through Top Coast; (2) 88,274,000 Shares held by him; (3) 42,298,000 Shares held by certain companies wholly-owned by him; (4) 14,276,250 Shares held by certain companies jointly held by him and his spouse; (5) 668,136,750 H shares of A-Living indirectly held by the Company; and (6) all 2 issued shares of Top Coast (Top Coast is wholly-owned by Full Choice which is jointly owned by Mr. Chen and Mr. Chan Cheuk Yin).

Mr. Chen has entered into a service agreement dated 12 May 2021 with the Company for a term of three years commencing from 12 May 2021 unless early terminated by not less than three months' notice in writing served by either party on the other. The terms of service of Mr. Chen as executive Director is subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Chen has received a total Director's emolument of HK\$4,466,800 for the year 2023. The Director's emolument of Mr. Chen was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Chen's service agreement, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

Mr. CHAN Cheuk Nam (陳卓南), aged 60, has been a non-executive Director since 28 March 2014. He was an executive Director and a Vice President of the Company from August 2005 to 28 March 2014. Mr. Chan is also a director of certain subsidiaries of the Company. Mr. Chan has over 31 years of extensive experience in real estate development and management. He is mainly responsible for providing advice to the Board on the development strategy and policy of the Group in achieving agreed corporate goals and objectives and the review of the Group's performance. Mr. Chan is the brother of Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hung and Mr. Chan Cheuk Hei and the brother-in-law of Madam Luk Sin Fong, Fion. Mr. Chan is also the uncle of Mr. Chen Sze Long, who is a substantial shareholder (as defined in the Listing Rules) of the Company and held a total of 307,432,500 Shares directly and through certain companies wholly-owned and controlled by Mr. Chen Sze Long.

Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies in the past three years and has no relationship with any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Chan is interested in (1) 2,453,096,250 Shares held by Full Choice as trustee of the Chen's Family Trust through Top Coast; (2) 6,781,500 Shares jointly held by him and his spouse; and (3) 668,136,750 H shares of A-Living indirectly held by the Company.

Mr. Chan was appointed under an appointment letter dated 12 May 2021 with the Company for a term of three years commencing from 12 May 2021 unless early terminated by not less than one month's notice in writing served by either party on the other. The terms of service of Mr. Chan as non-executive Director is subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Chan has received a total Director's fee of HK\$415,200 for the year ended 31 December 2023. The Director's fee of Mr. Chan was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Chan's appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

Mr. HUI Chiu Chung, Stephen (許照中), JP, aged 76, has been an independent non-executive Director since 27 June 2014. He is also the chairperson of the nomination committee, a member of the audit committee and the remuneration committee of the Board. Mr. Hui is mainly responsible for providing independent advice to the Board. He has over 50 years of experience in the securities and investment industry. He is a senior fellow member of Hong Kong Securities and Investment Institute and a fellow member of The Hong Kong Institute of Directors. He served as a council member and vice chairman of the Stock Exchange, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission (“SFC”), a director of the Hong Kong Securities Clearing Company Limited, an appointed independent non-executive director of Hong Kong Exchange and Clearing Limited, a member of the Listing Committee of the Stock Exchange, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform, an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A, a member of the Committee on Real Estate Investment Trusts of the SFC, an appointed member of Zhuhai Municipal Committee of the Chinese People’s Political Consultative Conference, a member of Hengqin New Area Development Advisory Committee and a consultant of Hong Kong and Macao Legal Issues Expert Group of The Administrative Committee of Hengqin New Area, Zhuhai. Mr. Hui is appointed by the Government of the Hong Kong Special Administrative Region as a Justice of the Peace. He is currently a non-executive director of Luk Fook Holdings (International) Limited* (stock code: 590) and the chairman and chief executive officer of Luk Fook Financial Services Limited. He also serves as an independent non-executive director of China South City Holdings Limited* (stock code: 1668), Gemdale Properties and Investment Corporation Limited* (stock code: 535), SINOPEC Engineering (Group) Co., Ltd.^ 中石化煉化工程(集團)股份有限公司* (stock code: 2386), FSE Lifestyle Services Limited* (stock code: 331), HK Acquisition Corporation* (stock code: 7841), and Lifestyle International Holdings Limited (formerly stock code: 1212) (the shares of which were delisted from Hong Kong Stock Exchange in December 2022). He has ever been an independent non-executive director of Zhuhai Holdings Investment Group Limited (formerly stock code: 908), the shares of which were delisted from Hong Kong Stock Exchange on 18 June 2021.

Save as disclosed above, Mr. Hui did not hold any directorship in other listed public companies in the past three years. He has no relationship with any Director, senior management or substantial or controlling Shareholders of the Company. Mr. Hui does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Hui has entered into an appointment letter dated 28 June 2022 with the Company for a term of three years commencing on 28 June 2022 unless early terminated by not less than one month’s notice in writing served by either party on the other. The terms of service of Mr. Hui as independent non-executive Director is subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Hui has received Director’s fee of HK\$519,000 for the year ended 31 December 2023. The Director’s fee of Mr. Hui was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Hui’s appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

Dr. Peng Shuolong (彭說龍), aged 61, has been an independent non-executive Director since 26 June 2023. He is also a member of the nomination committee, the audit committee, the remuneration committee and the risk management committee of the Board. He received a Master degree in Education from Beijing Institute of Physical Education in June 1991, and a doctorate degree in Management from South China University of Technology in January 2007. In addition, Dr. Peng obtained the qualification certificate for independent director of listed companies issued by The Shenzhen Stock Exchange in July 2018. Dr. Peng has more than 23 years of management experience. From December 2004 to July 2017, he served as a standing member of the Party Committee and vice president of South China University of Technology. From February 2014 to February 2016, he served as the deputy mayor of Liupanshui City, Guizhou Province. From December 2013 to December 2015, he served as a standing member of the Municipal Committee of Liupanshui City, Guizhou Province. From August 1999 to February 2004, he served as the general manager of the Services Group of South China University of Technology. Dr. Peng is also an independent director of each of Guangzhou Zhiguang Electric Co., Ltd. (stock code: 002169) and Guangzhou Shangpin Home Furnishing Co., Ltd. (stock code: 300616) respectively, which companies are listed on The Shenzhen Stock Exchange.

Save as disclosed above, Dr. Peng did not hold any directorship in other listed public companies in the past three years. He has no relationship with any Director, senior management or substantial or controlling Shareholders of the Company. Dr. Peng does not have any interests in the Shares within the meaning of Part XV of the SFO.

Dr. Peng has entered into an appointment letter dated 26 June 2023 with the Company for a term of three years commencing on 26 June 2023 unless early terminated by not less than one month's notice in writing served by either party on the other. The terms of service of Dr. Peng as independent non-executive Director is subject to the provisions of retirement and rotation of Directors under the Articles. Dr. Peng has received Director's fee of approximately HK\$266,600 for the year ended 31 December 2023. The Director's fee of Dr. Peng was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Dr. Peng's appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

GENERAL

Save as disclosed foregoing, there is no other information relating to the Directors to be re-elected that need to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

* *Listed on The Stock Exchange*

This appendix serves as an explanatory statement, as required by the Listing Rules and Share Repurchase Rules, to provide the requisite information to Shareholders for their consideration of the granting of the Share Repurchase Mandate.

1. SHARE REPURCHASE RULES

The Share Repurchase Rules permit companies whose primary listing are on the Stock Exchange to repurchase their fully paid-up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

All on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors to make such repurchase.

(b) Source of funds

Repurchases must only be paid out of funds which are legally available for such purpose in accordance with the issuer's constitutive documents and the laws of the jurisdiction in which the issuer is incorporated.

2. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, they believe the flexibility afforded by the Share Repurchase Mandate would be beneficial to the Company and the Shareholders. Shares trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their interest in the assets of the Company would increase in proportion to the number of Shares repurchased and cancelled by the Company, thereby resulting in an increase in net assets and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the aggregate issued share capital of the Company comprised 5,046,047,500 Shares.

Subject to the passing of the ordinary resolution to approve the Share Repurchase Mandate, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM and the nominal value of each Share remains the same, the Company would be allowed to repurchase a maximum of 504,604,750 Shares with an aggregate nominal value of HK\$50,460,475 under the Share Repurchase Mandate.

4. FUNDING OF REPURCHASES

Any repurchase of Shares by the Company must only be paid out of funds that are legally available for the purpose in accordance with the Memorandum of Association of the Company and the Articles, the Listing Rules and the laws of the Cayman Islands. Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features. In connection with any repurchase of Shares, funds that may be legally utilised for the purpose would be profits of the Company, available share premium, or the proceeds of a fresh issue of Shares made for the purpose of repurchase, or if so authorised by the Articles and subject to the provisions of the laws of the Cayman Islands, out of capital of the Company. Any premium on a repurchase may also be made out of profits or the share premium account or, if so authorised by the Articles and subject to the provisions of the laws of the Cayman Islands, out of capital of the Company.

In the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, the working capital or gearing position of the Company may be affected. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors, in the best interests of the Company and the Shareholders as a whole, at the relevant time having regard to the circumstances then prevailing.

5. SHARE PRICES

The highest and lowest traded prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	1.86	1.54
May	1.61	1.15
June	1.48	1.17
July	1.53	1.07
August	1.19	0.78
September	1.30	0.88
October	0.96	0.74
November	1.07	0.74
December	0.91	0.76

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
January	0.86	0.62
February	0.83	0.62
March	0.83	0.62
April (up to and including the Latest Practicable Date)	0.63	0.375

6. SHARE REPURCHASE MADE BY THE COMPANY

No Shares were repurchased by the Company during the six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

7. GENERAL

The Directors will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. THE TAKEOVERS CODE

If, as a result of Share repurchases of the Company made pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Chen's Family Trust held 2,453,096,250 Shares, representing approximately 48.61% of the issued share capital of the Company.

Apart from the foregoing,

- (a) Mr. Chen Zhuo Lin held a total of 130,572,000 Shares directly and through certain companies wholly-owned and controlled by him;
- (b) Mr. Chen Zhuo Lin and Madam Luk Sin Fong, Fion held a total of 14,276,250 Shares through certain companies jointly owned and controlled by them;

- (c) Mr. Chan Cheuk Yin held 15,687,500 Shares through a company wholly-owned and controlled by him;
- (d) Mr. Chan Cheuk Hei and his spouse jointly held a total of 7,875,000 Shares;
- (e) Mr. Chan Cheuk Nam and his spouse jointly held a total of 6,781,500 Shares;
- (f) Mr. Chen Sze Long, being the son of Mr. Chen Zhuo Lin and Madam Luk Sin Fong, Fion, held a total of 307,432,500 Shares directly and through certain companies wholly-owned and controlled by him; and
- (g) Mr. Huang Fengchao held 1,400,000 Shares directly.

For the purpose of the Takeovers Code, Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei, Mr. Chan Cheuk Nam, Mr. Chen Sze Long and Mr. Huang Fengchao are concert parties and are taken to have a total interest of 2,937,121,000 Shares, representing approximately 58.21% of the issued share capital of the Company.

In the event that the Share Repurchase Mandate is exercised in full and on the basis that no further Shares are issued, the percentage of Shares held by the Chen's Family Trust would be increased to approximately 54.02% of the issued share capital of the Company and the total percentage of Shares held by the Chen's Family Trust, Mr. Chen Zhuo Lin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hei, Mr. Chan Cheuk Nam, Mr. Chen Sze Long and Mr. Huang Fengchao would be increased to approximately 64.67% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors will take all reasonable steps to ensure compliance with the prescribed minimum percentage requirement of 25% of the issued share capital of the Company being held in public hands pursuant to the Listing Rules.

9. DIRECTORS' SHARE DEALINGS

Neither the Directors nor their close associates (as defined in the Listing Rules), to the best knowledge of Directors having made all reasonable enquiries, have any present intention to sell any Shares to the Company under the Share Repurchase Mandate if such is approved by the Shareholders.

10. CORE CONNECTED PERSONS

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

NOTICE OF AGM



AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Agile Group Holdings Limited (the “**Company**”) will be held at Salon 1-3 of JW Marriott Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 20 May 2024 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 2023.
2. To re-elect Mr. Chen Zhuo Lin as a director of the Company.
3. To re-elect Mr. Chan Cheuk Nam as a director of the Company.
4. To re-elect Mr. Hui Chiu Chung, Stephen as a director of the Company.
5. To re-elect Dr. Peng Shuolong 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 of the Company 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;

NOTICE OF AGM

- (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);

NOTICE OF AGM

(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).”

NOTICE OF AGM

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.”

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

Hong Kong, 26 April 2024

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 Tuesday, 14 May 2024 to Monday, 20 May 2024, 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 Monday, 13 May 2024.