



AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

PROXY FORM FOR ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 20 MAY 2024

I/We^(Note 1) _____ (name)
of _____ (address)
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.10 each in the capital
of Agile Group Holdings Limited (the “Company”) hereby appoint^(Note 3) the Chairman of the Meeting or _____
_____ (name)
of _____ (address)
as my/our proxy to vote for me/us on my/our behalf at the annual general meeting (the “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. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
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 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 of directors of the Company to fix their remuneration.		
8.	A. To grant a general mandate to the directors of the Company to repurchase shares of the Company. [#]		
	B. To grant a general mandate to the directors of the Company to issue shares of the Company. [#]		
	C. To add the number of shares repurchased under resolution 8.A. to the mandate granted to the directors of the Company under resolution 8.B. [#]		

The full text of the resolution is set out in the notice convening the Meeting.

Date: _____ day of _____ 2024 Signature^(Note 5): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “FOR”. If you wish to vote against a resolution, tick in the box marked “AGAINST”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In order to be valid, this 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 appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and return of this proxy form will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the proxy form shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. However, the Company may not be able to process your instructions and/or requests if no sufficient information is provided.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its branch share registrar and transfer office in Hong Kong, and/or other companies or bodies for any of the stated purposes, and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.