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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

- (1) APPOINTMENT OF EXECUTIVE DIRECTOR;**
- (2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (3) CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND**
- (4) RE-COMPLIANCE WITH RULE 13.92 OF THE LISTING RULES REGARDING DIVERSITY OF BOARD MEMBERS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Agile Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from the date of this announcement, (i) Madam YUE Yuan (“**Madam Yue**”) has been appointed as an executive Director and a member of each of the Company’s remuneration committee (the “**Remuneration Committee**”), nomination committee (the “**Nomination Committee**”), and risk management committee (the “**Risk Management Committee**”); (ii) Dr. CHENG Hon Kwan (“**Dr. Cheng**”) has resigned as an independent non-executive Director and stepped down as a member of the Company’s audit committee (the “**Audit Committee**”) and the Nomination Committee, and as a member and the committee chairperson of the Remuneration Committee; (iii) Dr. PENG Shuolong (“**Dr. Peng**”), who is currently an independent non-executive Director, has been appointed as the committee chairperson of the Remuneration Committee; and (iv) with the appointment of Madam Yue as a Director, the Company has re-complied with Rule 13.92 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

APPOINTMENT OF EXECUTIVE DIRECTOR

With effect from the date of this announcement, Madam Yue has been appointed as an executive Director.

The biographical detail of Madam Yue are set out as follows:

Madam Yue, aged 49, is the vice president of the Company and vice president of the property business of the Group. Madam Yue joined the Group in 2006. She is mainly responsible for the management of the affairs of the operation centre, cost procurement centre and human resources and administration centre of the Company, and property business of the Group. Madam Yue holds a Bachelor of Engineering degree from Lanzhou Jiaotong University (蘭州交通大學) (formerly known as Lanzhou Railway University (蘭州鐵道學院)) and a Master of Science degree in Construction Project Management from the University of Hong Kong. She is a PRC registered budgeting engineer and a member of the Royal Institution of Chartered Surveyors. Madam Yue has been appointed as a non-executive director of A-Living Smart City Services Co., Ltd. ^{Note} (“**A-Living**”) (stock code: 3319) since 29 May 2024 and she has previously served as a non-executive director of A-Living from May 2019 to July 2023.

Madam Yue entered into an appointment letter with the Company for a fixed term of three years unless early terminated by not less than three months’ notice in writing served by either party on the other. The terms of service of Madam Yue as executive Director is subject to rotation in accordance with the requirements of the articles of association of the Company. Madam Yue’s will receive a director fee of HK\$415,200 per year and will continue to receive salary as a vice president of the Company of RMB1,920,000 per year and a discretionary bonus as may be decided by the Board and the Remuneration Committee at their discretion, having regard to her performance and market conditions. Her director fee will be determined by the Board based on the recommendation of the Remuneration Committee with reference to the scope of responsibility, taking into consideration of the prevailing market conditions.

As at the date of this announcement, Madam Yue is interested in an aggregate of 42,000 shares of the Company (personally held as beneficial owner), representing less than 0.01% of the issued share capital of the Company.

Save as disclosed above, as at the date of this announcement, Madam Yue (i) does not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; (iii) does not have any other interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Saved as disclosed herein, there is no other information in relation to the appointment of Madam Yue to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Madam Yue that need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to welcome Madam Yue on joining the Board.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Cheng has, due to his advancing age and desire to ease workload so as to spare more time for his personal commitments, tendered his resignation as an independent non-executive Director with effect from the date of this announcement.

Dr. Cheng has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to express its sincere gratitude to Dr. Cheng for his valuable contributions to the Company during his tenure of office.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

With effect from the date of this announcement, the changes in the composition of the Board's committees are as follows:

1. Madam Yue has been appointed as a member of the Remuneration Committee, the Nomination Committee and the Risk Management Committee;
2. Dr. Cheng has stepped down as a member of the Audit Committee and the Nomination Committee, and as a member and the committee chairperson of the Remuneration Committee; and
3. Dr. Peng has been appointed as the committee chairperson of the Remuneration Committee.

RE-COMPLIANCE WITH RULE 13.92 OF THE LISTING RULES REGARDING DIVERSITY OF BOARD MEMBERS

Reference is made to the announcements of the Company dated 22 December 2023, 27 February 2024, 21 March 2024, 21 June 2024 and 20 September 2024 in which, following the resignation of Madam Luk as a non-executive Director with effect from 22 December 2023, there has been a single gender board comprising only of male Directors. The Board is pleased to announce that with effect from the appointment of Madam Yue as a Director, the Company has re-complied with Rule 13.92 of the Listing Rules.

By Order of the Board
Agile Group Holdings Limited
KO Tsz San
Company Secretary

Hong Kong, 18 December 2024

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

Note: for identification purposes only