THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in **Nimble Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

敏捷控股
NIMBLE HOLDINGS

NIMBLE HOLDINGS COMPANY LIMITED
敏捷控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 186)

RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Flat C, 32/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 29 August 2025 at 4:00 p.m. is set out on pages 12 to 15 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy 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 appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment of such meeting) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

21 July 2025

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

"AGM"	the annual general meeting of the Company to be held at Flat C, 32/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 29 August 2025 at 4:00 p.m. or, where the context so admits, any adjournment of such annual general meeting
"AGM Notice"	the notice of the AGM set out on pages 12 to 15 of this circular
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company, as amended from time to time
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"CCASS"	The Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited
"Companies Act"	Companies Act 1981 of Bermuda, as amended from time to time
"Company"	Nimble Holdings Company Limited (敏捷控股有限公司), incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to issue and allot Shares, details of which are set out in Resolution 4 of the AGM Notice

"Latest Practicable Date"	14 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Tan"	Mr. Tan Bingzhao, an executive Director, the chairman of the Board and a controlling Shareholder
"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares, details of which are set out in Resolution 5 of the AGM Notice
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules
"Wealth Warrior"	Wealth Warrior Global Limited, a limited company incorporated in the British Virgin Islands, wholly owned by Mr. Tan and a controlling Shareholder
"%"	per cent.

References to time and dates in this circular are to time and dates in Hong Kong.

敏捷控股
NIMBLE HOLDINGS

NIMBLE HOLDINGS COMPANY LIMITED
敏捷控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 186)

Executive Directors:
Mr. Tan Bingzhao
Mr. Deng Xiangping
Mr. Yan Guohao
Ms. Liang Minling
Mr. Hu Desheng

Independent Non-Executive Directors:
Dr. Lin Jinying
Dr. Lu Zhenghua
Dr. Ye Hengqing

Registered Office:
Wessex House, 5th Floor
45 Reid Street
Hamilton HM 12, Bermuda

Principal Place of Business in Hong Kong:
Flat C01, 32/F, TML Tower
3 Hoi Shing Road
Tsuen Wan
New Territories, Hong Kong

21 July 2025

To the Shareholders

Dear Sir or Madam,

RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the forthcoming AGM, ordinary resolutions will be proposed to seek Shareholders' approval for, among other things, the proposed re-election of the Directors, the re-appointment of ZHONGHUI ANDA CPA Limited as auditor of the Company and the proposed grant of the Issue Mandate and the Repurchase Mandate. The purpose of this circular is to provide you with information regarding the above matters, and to provide you with the AGM Notice.

RE-ELECTION OF DIRECTORS

In accordance with Clause 84 of the Bye-laws, each of Mr. Tan and Mr. Yan Guohao will retire from office as executive Directors and Dr. Lin Jinying will retire from office as independent non-executive Director by rotation at the AGM and they, being eligible, offer themselves for re-election as executive Directors and independent non-executive Director respectively at the AGM.

The Nomination Committee, after reviewing the composition of the Board, the qualifications, skill and experience, time commitment and contributions of the retiring Directors with reference to the Company's board diversity policy and corporate strategy, has recommended to the Board on the re-election of Mr. Tan, Mr. Yan Guohao and Dr. Lin Jinying as Directors at the AGM. The Board accepted the recommendation from the Nomination Committee and proposes re-election of Mr. Deng Xiangping, Mr. Tan, Mr. Yan Guohao and Dr. Lin Jinying as Directors at the AGM.

Dr. Lin Jinying has confirmed that he fulfils the independence requirements under Rule 3.13 of the Listing Rules. The Board considers that Dr. Lin Jinying is independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

Details of the retiring Directors offering themselves for re-election as executive Directors and independent non-executive Director are set out in Appendix II to this circular.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares (including any sale or transfer of the Treasury Shares, if any) of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital (excluding Treasury Shares, if any) of the Company as at the date of approval of the Issue Mandate.

Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 1,098,446,577 Shares.

Details of the proposed resolution on the Issue Mandate are set out in Resolution 4 of the AGM Notice.

PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to repurchase Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital (excluding Treasury Shares, if any) of the Company as at the date of approval of the Repurchase Mandate.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 549,223,288 Shares.

Details of the proposed resolution on the Repurchase Mandate are set out in Resolution 5 of the AGM Notice.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

AGM

A notice convening the AGM to be held at Flat C, 32/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 29 August 2025 at 4:00 p.m. is set out on pages 12 to 15 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, the re-election of the Directors, the re-appointment of auditor, the Issue Mandate and the Repurchase Mandate. For the avoidance of doubt, holders of Treasury Shares (if any) are prohibited by law or the Listing Rules from exercising their right to vote the Treasury Shares at the Company's general meeting(s).

ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy 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 appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 August 2025 to Friday, 29 August 2025, both days inclusive, in order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the above meeting. The record date will be Friday, 29 August 2025. All transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 22 August 2025.

RECOMMENDATION

The Directors consider the proposed resolutions as set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Nimble Holdings Company Limited
Tan Bingzhao
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK$54,922,328.89 comprising 5,492,232,889 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that there will be no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 549,223,288 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2025, being the date its latest audited consolidated financial statements were made up to. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

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

	Trading price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.188	0.142
August	0.188	0.135
September	0.135	0.105
October	0.41	0.12
November	0.27	0.236
December	0.27	0.232
2025		
January	0.232	0.23
February	0.23	0.23
March	0.24	0.23
April	0.35	0.24
May	0.25	0.246
June	0.246	0.227
July (up to the Latest Practicable Date)	0.227	0.227

5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Wealth Warrior held 3,616,712,779 Shares, and Mr. Tan is also deemed to be interested in 439,180,000 Shares through a discretionary trust. Wealth Warrior and Mr. Tan, together, held 4,055,892,779 Shares, representing approximately 73.85% of the issued share capital of the Company. Assuming the full exercise of the power under the Repurchase Mandate (and if the present shareholdings remain the same and there will be no other change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM), the interest of Wealth Warrior together with Mr. Tan in the issued share capital of the Company will be increased to approximately 82.05%. As such, an exercise of the Repurchase Mandate in full will not result in Wealth Warrior or Mr. Tan becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Company is not aware of

any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate. In addition, as at the Latest Practicable Date, the Company complied with the minimum public float requirements under the Listing Rules. The Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in the number of the Shares which are in the hands of the public falling below 25%.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares in the six months immediately preceding the Latest Practicable Date.

7. GENERAL

None of the Directors or, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell to the Company or its subsidiaries any Shares nor has he/she/it undertaken not to do so in the event that the Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

Following a buy-back of Shares, the Company may cancel any Shares bought back and/or hold them as Treasury Shares subject to, among others, Bye-laws of the Company, market conditions and its capital management needs at the relevant time of the buy-backs, which may change due to evolving circumstances.

For Treasury Shares (if any) deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasures deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

The Company has confirmed that neither this explanatory statement nor the Repurchased Mandate has any unusual features.

Details of the retiring Directors standing for re-election at the AGM, namely Mr. Tan, Mr. Yan Guohao and Dr. Lin Jinying are set out below:

Mr. Tan Bingzhao

Mr. Tan Bingzhao ("Mr. Tan"), aged 61, has been appointed as an executive Director, the chairman of the Board and the chief executive officer of the Company with effect from 2 December 2017. Mr. Tan is also the chairman of the Nomination Committee of the Company. He serves as a director of certain subsidiaries of the Company since January 2018. He is currently the honourary chairman and was the president of Guangzhou Nimble Investment Limited# ("Guangzhou Nimble", 廣州市敏捷投資有限公司) from 2004 to 2014. Guangzhou Nimble is a company established in the PRC in 2004 and principally engaged in property development and investment holding. Mr. Tan possesses extensive experience in property development and investment in the PRC as well as corporate management. Mr. Tan graduated from Guangdong Open University (previously known as "Guangdong Radio and TV University"#) in 1987, specialising in industrial building and civil construction. He obtained a degree of Master of Business Administration from The Chinese University of Hong Kong in November 2020.

According to the service contract entered into between Mr. Tan and a subsidiary of the Company, Mr. Tan's term of appointment is three years, starting from 2 December 2023 and ending on 1 December 2026 (both dates inclusive). He is entitled to a remuneration of HK$2,400,000 per year which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. Mr. Tan is subject to re-election and retirement by rotation pursuant to the Bye-laws.

Mr. Yan Guohao

Mr. Yan Guohao ("Mr. Yan"), aged 39, has been appointed as an executive Director of the Company with effect from 31 March 2023. He joined the Group in March 2021 and has been appointed as the deputy general manager of Guangzhou Nimble Household Appliances Trading Ltd# (廣州敏捷家電貿易有限公司), a wholly-owned subsidiary of the Company in the PRC and Swift Up Limited, a wholly-owned subsidiary of the Company in Hong Kong, since August 2022 and February 2023 respectively. He was the executive assistant of the chief executive officer of Guangzhou Nimble before March 2021. He has extensive experience in real estate development industry. He graduated from South China Agricultural University# (華南農業大學) in 2011, majoring in civil engineering management.

According to the service contract entered into between Mr. Yan and a subsidiary of the Company, Mr. Yan's term of appointment is three years, starting from 31 March 2023 and ending on 30 March 2026 (both dates inclusive). He is entitled to a remuneration of HK$480,000 per year which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. Mr. Yan is subject to re-election and retirement by rotation pursuant to the Bye-laws.

For identification purposes only

Dr. Lin Jinying

Dr. Lin Jinying ("Dr. Lin"), aged 62, has been appointed as an independent non-executive Director with effect from 2 December 2017. She is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee of the Company. Dr. Lin obtained her bachelor's degree in chemistry from South China Normal University in 1984 and her postgraduate diploma in food engineering in Jiangnan University (previously known as "Wuxi Institute of Light Industry"[#]) in 1987. She received her doctorate degree in food engineering from South China University of Technology ("SCUT") in 2010.

According to the letter of appointment entered into between Dr. Lin and the Company, Dr. Lin's term of appointment is three years, starting from 2 December 2023 and ending on 1 December 2026 (both dates inclusive). He is entitled to receive an annual director's fee of HK$144,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. Dr. Lin is subject to re-election and retirement by rotation pursuant to the Bye-laws.

Save as disclosed above:

(i) each of the retiring Directors has not held any other directorship 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) as at the Latest Practicable Date, each of the retiring Directors did not have, or was not deemed to have, any interest in the Shares (within the meaning of Part XV of the SFO);

(iii) each of the retiring Directors (a) does not hold any other position in the Company or its subsidiaries; and (b) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and

(iv) there is no other information in relation to the re-election of the retiring Directors that is required to be disclosed nor are/were the retiring Directors involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

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NIMBLE HOLDINGS

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(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 186)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Nimble Holdings Company Limited (the "**Company**") will be held at Flat C, 32/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Friday, 29 August 2025 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the directors' report and the auditor's report of the Company for the year ended 31 March 2025;

2. (a) (i) To re-elect Mr. Tan Bingzhao as an executive director of the Company;

   (ii) To re-elect Mr. Yan Guohao as an executive director of the Company;

   (iii) To re-elect Dr. Lin Jinying as an independent non-executive director of the Company; and

   (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;

3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor and to authorise the directors of the Company to fix their remuneration;

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. "**THAT**:

   (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**"), including any sale and transfer of Shares out of treasury that are held as Treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited), if any, to grant rights to subscribe for, or convert any securities 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, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

(b) other than in respect of an Excluded Issue (as defined below), the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) (including any Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred, if any) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital (excluding any Treasury Shares, if any) of the Company in issue as at the date of the passing of this Resolution; and

(c) for the purpose of this Resolution:

"Excluded Issue" means:

(i) a Rights Issue (as defined below);

(ii) the grant of options or rights to acquire Shares or an issue of Shares upon the exercise of options or rights granted under any share option scheme or similar arrangement for the time being adopted and approved by shareholders of the Company; or

(iii) the exercise of rights of subscription or conversion under the terms of any existing options, warrants or similar rights granted by the Company or any securities which carry rights to subscribe for or are convertible into Shares.

"Relevant Period" means the period from the passing of this Resolution until the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

"Rights Issue" means an offer of Shares or an issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company 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 of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

5. "**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares of HK$0.01 each in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for each purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of Shares in issue (excluding any Treasury Shares, if any) as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

"Relevant Period" means the period from the date of the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution."

6. "**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in the notice convening this meeting, the general mandate referred to in Resolution 4 as set out in the said notice be and is hereby extended by the addition to the total number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company pursuant to the mandate referred to in Resolution 5 as set out in the said notice, provided that such amount shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this Resolution."

By order of the Board
Nimble Holdings Company Limited
Tan Bingzhao
Chairman

Hong Kong, 21 July 2025

Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. For the avoidance of doubt, holders of Treasury Shares (if any) have no right to vote at the Company's general meeting(s).

2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar 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 for holding the above meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending and voting in person if he/she is subsequently able to be present and, in such event, the proxy form shall be deemed to be revoked.

3. A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorised to sign the same.

4. In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the above meeting, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company, will alone be entitled to vote in respect of such shares.

5. On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he/she is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.

6. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 25 August 2025 to Friday, 29 August 2025, both days inclusive, in order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the above meeting. The record date will be Friday, 29 August 2025. All transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 22 August 2025.

7. References to time and dates in this notice are to Hong Kong time and dates.

8. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.