AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3383)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND (3) RE-COMPLIANCE WITH THE LISTING RULES

APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the "**Board**") of Directors (the "**Directors**") of Agile Group Holdings Limited (the "**Company**") is pleased to announce that Mr. Lo Ka Ki ("**Mr. Lo**") has been appointed as an independent non-executive Director, the chairperson of the audit committee of the Company (the "**Audit Committee**") and a member of each of the remuneration committee (the "**Remuneration Committee**"), the nomination committee (the "**Nomination Committee**") and the risk management committee (the "**Risk Management Committee**") of the Company, with effect from 19 August 2026.

The biographical details of Mr. Lo are set out below:

Mr. Lo Ka Ki, aged 47, has more than 20 years of professional experience in auditing, accounting, and corporate management. Mr. Lo has held senior roles across certified public accountant ("**CPA**") practices and the commercial sector, including an international CPA firm and several listed companies. He currently serves as the managing director and a director of two CPA firms headquartered in Hong Kong. Mr. Lo is an independent non-executive director of WLS Holdings Limited (stock code: 8021), the shares of which are listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), and an independent non-executive director of China Smarter Energy Group Holdings Limited (stock code: 1004) and China Evergrande New Energy Vehicle Group Limited (stock code: 708), the shares of both companies are listed on the Main Board of the Stock Exchange.

Mr. Lo obtained his master degree in professional accounting from The Hong Kong Polytechnic University in 2009. He is a fellow member and a practising member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Save as disclosed above, Mr. Lo does not hold any position in the Company or any subsidiary of the Company, nor any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement. As far as the Board is aware, Mr. Lo does not have any relationship with any director, senior management or substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company. As at the date of this announcement, Mr. Lo does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Pursuant to the letter of appointment for an initial term of three years entered between Mr. Lo and the Company, Mr. Lo is entitled to a director's fee of HK$180,000 per annum which was determined by the Board based on the recommendation of the Remuneration Committee with reference to his experience, duties, responsibilities and the prevailing market conditions. Mr. Lo will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election pursuant to the Company's articles of association.

Mr. Lo has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he is financially independent of the Company or its subsidiaries or any core connected persons (as such term is defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed in the Appendix to this announcement and as at the date of this announcement, Mr. Lo and the Company are not aware of any other matters that need to be brought to the attention of the shareholders of the Company and there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in connection with the appointment of Mr. Lo.

The Board would like to take this opportunity to welcome Mr. Lo for joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that Mr. Lo has been appointed as the chairperson of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Risk Management Committee with effect from 19 August 2026.

RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Company dated 7 July 2026 in relation to the non-compliance with the Listing Rules.

Following the appointment of Mr. Lo, (i) the Company has met the minimum number of independent non-executive directors as required under Rule 3.10(1) of the Listing Rules; (ii) the Company has one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules; and (iii) the Audit Committee comprises three members, one of whom possesses appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Listing Rules.

The Company is pleased to announce that it has re-complied with the requirements under Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules.

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

Hong Kong, 19 August 2026

As at the date of this announcement, the Board comprises seven members, being Mr. Chen Zhuo Lin (Chairman and President), Madam Yue Yuan*, Mr. Chan Cheuk Hei**, Mr. Chan Cheuk Nam**, Mr. Lo Ka Ki#, Mr. Hui Chiu Chung, Stephen# and Dr. Peng Shuolong#.*

* *Executive Directors*
** *Non-executive Directors*
\# *Independent Non-executive Directors*

Appendix

Reference is made to the press release published by Accounting and Financial Reporting Council ("**AFRC**") on 10 March 2026 (the "**Press Release**") in relation to AFRC's disciplinary actions against Jon Gepsom CPA Limited ("**Jon Gepsom**") and two of its associated practitioners including Mr. Lo, which involved, among others, the failure of Jon Gepsom and the two associated practitioners to comply with the statutory registration requirements and auditor independence. AFRC has publicly reprimanded each of Jon Gepsom and the two associated practitioners, and imposed (among others) a pecuniary penalty of HK$35,000 against Mr. Lo. Further details of the disciplinary actions are set out in the Press Release.

Upon enquiries with Mr. Lo in respect of the matter set out in the Press Release, the Board has carefully assessed the aforementioned matter and considers that Mr. Lo is suitable to act as an independent non-executive Director for the following reasons:

(1) the matter set out in the Press Release did not involve any fraud, dishonesty or integrity issues, nor have a material adverse impact on Mr. Lo's character as a director of listed companies in Hong Kong; and

(2) Mr. Lo possesses extensive professional knowledge and practical experience in accounting, auditing, and corporate management, which will provide valuable independent guidance to the Board.