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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of shareholders (the “**EGM**”) of Agile Group Holdings Limited (the “**Company**”) will be held at Harcourt Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 17 July 2017 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution. Capitalised terms defined in the circular dated 26 June 2017 issued by the Company (the “**Circular**”) shall have the same meanings when used in this notice unless otherwise specified.

ORDINARY RESOLUTION

“**THAT** the entering into and the terms and conditions of the SPA dated 9 May 2017 (as defined in the Circular) between Crown Golden Investments Limited (冠金投資有限公司), Forever Fame Property Development Holdings Limited (譽永房地產發展控股有限公司) and Crystal I Limited (a copy of which is marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and hereby approved, confirmed and ratified and any director of the Company be and is hereby authorised to give, make, sign, execute (under hand, seal or as a deed) and deliver any document and all such deeds, agreements, letters, notices, certificates, applications, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies, appointments of agents for service of process and other document (whether of a like nature or not) as the Directors may consider necessary or desirable for the purpose of giving effect to, or in connection with this resolution, and the Directors of the Company be and are hereby authorised to sign and execute all such further documents and to take all such actions and steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give full effect to or in connection with the SPA and the transactions contemplated thereunder.”

By order of the Board
Agile Group Holdings Limited
LAM Pink Yuk
Company Secretary

Hong Kong, 26 June 2017

Notes:

1. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint another person as his proxy to attend and vote for him. 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 notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 annulled.
4. The register of members of the Company will be closed from Wednesday, 12 July 2017 to Monday, 17 July, both dates inclusive, during which period no transfer of shares will be registered. In order to have right 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 11 July 2017.

As at the date of this notice, the Board comprises thirteen members, being Mr. Chen Zhuo Lin (Chairman and President), Mr. Chan Cheuk Yin** (Vice Chairperson), Madam Luk Sin Fong, Fion** (Vice Chairperson), Mr. Chan Cheuk Hung*, Mr. Huang Fengchao*, Mr. Chen Zhongqi*, Mr. Chan Cheuk Hei**, Mr. Chan Cheuk Nam**, Dr. Cheng Hon Kwan#, Mr. Kwong Che Keung, Gordon#, Mr. Cheung Wing Yui, Edward#, Mr. Hui Chiu Chung, Stephen# and Mr. Wong Shiu Hoi, Peter#.*

* *Executive Directors*

** *Non-executive Directors*

Independent Non-executive Directors