

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

ANNOUNCEMENT

UPDATES ON THE DISCLAIMER OF OPINION

Reference is made to the annual report (the “**Annual Report**”) by Agile Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the year ended 31 December 2024 (“**FY24**”) published on 29 April 2025. Unless otherwise specified, capitalised terms used herein shall have the same meaning as defined in the Annual Report.

As disclosed in the Annual Report, the Company’s former auditors expressed a disclaimer of opinion on the Company’s financial statements for FY24 relating to going concern (the “**Disclaimer of Opinion**”). To address the Disclaimer of Opinion, the Company has formulated the following action plans to mitigate its liquidity issues:

- (i) The Group has appointed a financial adviser to assist it with a restructuring of its offshore borrowings, in order to reach a consensual solution with all the stakeholders as soon as practicable.
- (ii) The Group is actively negotiating with several existing financial institutions on the renewal of certain borrowings.
- (iii) The Group will continue to implement measures to accelerate the sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables.
- (iv) The Group will continue to take active measures to control administrative costs and maintain containment of capital expenditures.
- (v) The Group will continue to seek opportunities to dispose of its assets.

The board of directors of the Company (the “**Board**”) wishes to provide an update on the steps and measures undertaken by the Company from 29 April 2025 up to the date of this announcement to alleviate liquidity pressure and address the Disclaimer of Opinion:

- (i) The Group has initiated discussions and negotiations with various types of offshore creditors. Concurrently, the Group is working with its advisors to formulate the specific terms of its offshore debt restructuring plan and has developed a cash flow forecasting model and simulated liquidation scenario analysis to support the restructuring plan, with the aim of reaching a consensual restructuring arrangement with a majority of the Group's key offshore creditors by the end of 2025.
- (ii) Measures have also been implemented to strengthen the collection of outstanding sales proceeds and other receivables. These include enhancements to the receivables collection mechanism, internal controls and employee incentive systems, and the pursuit of judicial resolutions of long-term receivables.
- (iii) In order to control administrative expenses and capital expenditures, the Group has implemented a series of cost control initiatives aimed at enhancing profitability and improving cash flow. These measures include transitioning away from a discount-driven sales model, implementing salary reductions across all levels (including senior management), and streamlining staffing to manage labour costs more effectively.
- (iv) The Group is pursuing a new model of real estate development in alignment with national policy directives. As at the date of this announcement, the Group has entered into strategic partnerships with various parties, including local authorities in Mainland China, to facilitate asset disposal by participating in government buy-back initiatives.

Each of the above measures is ongoing and the Company will continue to work with its stakeholders to address the Disclaimer of Opinion. The Company will publish an announcement to provide updates every three months from the date of this announcement until the Disclaimer of Opinion is resolved.

Forward-Looking Statements

This announcement contains certain statements that are forward-looking or which use certain forward-looking terminologies. These forward-looking statements are based on the current beliefs, assumptions and expectations of the Board. These forward-looking statements are subject to risks, uncertainties and other factors beyond the Company's control which may cause actual results or performance to differ materially from those expressed or implied in such forward-looking statements.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the board of
Agile Group Holdings Limited
CHEN Zhuo Lin
Chairman and President

Hong Kong, 30 June 2025

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