



# **Agile Group Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3383)**

## **Terms of Reference for Executive Committee**

ADOPTED ON 5 DECEMBER 2025

## **Terms of Reference for Executive Committee**

The board (the “**Board**”) of directors (the “**Director(s)**”) of **AGILE GROUP HOLDINGS LIMITED** (the “**Company**”, together with its subsidiaries, the “**Group**”) established an Executive Committee (the “**Committee**”) and adopted these Terms of Reference at the meeting held on 5 December 2025. The Committee’s composition and duties are set out below:

### **1. Membership and Quorum**

The members of the Committee shall be appointed by the Board and shall comprise at least two directors (excluding non-executive directors of the Company). A quorum of a meeting of the Committee shall be two.

The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board. Meetings of the Committee (the “**Meeting(s)**”) shall be convened and chaired by the Chairman. In the absence of the Chairman at a Meeting, the attending members may elect among themselves a member to convene and chair the Meeting.

### **2. Attendance of Meetings and Secretary**

Other members of the Board shall also have the right of attendance.

The company secretary of the Company shall be the secretary of the Committee and shall be responsible for recording and keeping the minutes of Meetings.

### **3. Frequency, Means and Procedure of Meeting**

The Committee shall convene Meetings as required for the affairs of the Company, and there shall be no fixed limit on the number of Meetings. Any Committee member may request additional Meetings to be held.

The Committee may, from time to time, determine the means or procedure governing the convening of Meetings.

### **4. Duties**

The duties of the Committee shall be as follows:

- (i) to determine the organizational structure of the Company’s internal management, including the establishment, dissolution, or alteration of the functions or number of the Company’s departments;

- (ii) to determine the appointment, replacement, or recommendation of members of the boards of directors of subsidiaries or associates (if any) or joint ventures (if any);
- (iii) to approve the establishment or dissolution of subsidiaries or associates or joint ventures (excluding those require the approval from the Board and/or the independent board committee or are subject to the announcement and/or shareholders' approval requirement(s));
- (iv) to approve transactions of the Group (excluding any transaction that is subject to announcement and/or shareholders' approval under applicable laws and regulations or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"));
- (v) to determine and handle the following matters, provided that the relevant matters will not trigger the Company's obligation to make announcements under applicable laws and regulations or the Listing Rules:
  - to determine and handle appropriate financing and related activities with banks and the corresponding provision of financial assistance to subsidiaries or associates (if any) or joint ventures (if any) or third parties;
  - to review all investments and major capital expenditures proposed by subsidiaries, and to assess their significance in terms of nature or cost (from a holding company perspective);
  - to plan, approve and execute acquisitions or disposals, and to approve major proposals or tenders;
  - to direct and execute opportunities for developing new businesses beyond existing business; and
  - to affix the Company's seal to any instruments or documents relating to any of the foregoing matters and to approve the execution of such instruments or documents by one or more Directors of the Company.
- (vi) to oversee the formulation, revision, and implementation of the Company's strategies;
- (vii) to oversee the execution of the Company's business plans and business operations;
- (viii) to oversee the operations of subsidiaries;

- (ix) to approve the authorization scope of the Company's senior management and any changes thereto;
- (x) to approve land swaps, land disposal and withdrawal, and land use change adjustment plan (excluding any transaction that is subject to announcement and/or shareholders' approval under applicable laws and regulations or the Listing Rules);
- (xi) to approve the withdrawal from businesses and investment projects (excluding any transaction that is subject to announcement and/or shareholders' approval under applicable laws and regulations or the Listing Rules); and
- (xii) to handle any other specific matters authorized by the Board to the Committee.

For the avoidance of doubt, the duties and powers of the Committee shall not include the following matters:

- (i) any transaction or matter that is subject to announcement and/or shareholders' approval under applicable laws and regulations or the Listing Rules; and
- (ii) any transaction or matter that is required to be approved by the Board and/or the independent board committee under applicable laws and regulations or the Listing Rules.

## **5. Powers**

The Committee shall have the power to:

- (i) obtain such training and resources as it considers necessary for the performance of its duties;
- (ii) engage external advisers or experts (including legal advisers) to provide any advice or assistance, with the relevant fees borne by the Company; and
- (iii) obtain from any Director, officer, or employee of the Group any information, records, or reports necessary for the performance of its duties, and, where necessary, require any Director, officer, or employee to attend Meetings and respond to questions.

## **6. Reporting Procedures**

The secretary of the Committee shall circulate the relevant minutes of Meetings of the Executive Committee to all members of the Board.