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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)

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, 30 August 2024 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 2024;
2.
 - (a)
 - (i) To re-elect Mr. Deng Xiangping as an executive director of the Company;
 - (ii) To re-elect Mr. Hu Desheng as an executive director of the Company;
 - (iii) To re-elect Dr. Ye Hengqing 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, 31 July 2024

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 Tengis 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, 26 August 2024 to Friday, 30 August 2024, 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. 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 Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 23 August 2024.
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.

As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Tan Bingzhao, Mr. Deng Xiangping, Mr. Yan Guohao, Ms. Liang Minling and Mr. Hu Desheng; and three independent non-executive Directors, namely, Dr. Lin Jinying, Dr. Lu Zhenghua and Dr. Ye Hengqing.