

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF BENEFICIAL OWNERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER.

IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.

If you have recently sold or otherwise transferred your entire holding(s) of Notes (as defined below), you should immediately forward this document to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

30 May 2024

**NOTICE TO THE HOLDERS OF
USD314,000,000 5.50 per cent. Senior Sustainable Notes due 2025
issued by
Agile Group Holdings Limited (the “Company”)
(ISIN: XS2361426559; Common Code: 236142655)
(the “Notes”)**

As Trustee pursuant to the Notes, we, The Hongkong and Shanghai Banking Corporation Limited give NOTICE as follows to the Holders. Expressions defined in the Indenture which constitutes the Notes are used with the same meaning in this Notice. The Indenture means the indenture dated July 21, 2021 made between, *inter alios*, the Company and the Trustee by which the Notes were constituted.

Notice of Event of Default in relation to the Notes

NOTICE IS HEREBY GIVEN to the Holders of the Notes that The Hongkong and Shanghai Banking Corporation Limited as Paying and Transfer Agent has informed the Trustee that the Paying and Transfer Agent has not received the full payment of interest of the Notes that was due and payable by the Company on April 21, 2024 and such non-payment has continued for a period of 30 consecutive days pursuant to Section 6.01(b) of the Indenture (the “**Non-Payment**”).

Pursuant to Section 6.01(b) of the Indenture, an Event of Default occurs when there is a “*default in the payment of interest on any Note when the same becomes due and payable, and such default continues for a period of 30 consecutive days*”. The Trustee hereby notifies the Holders that an Event of Default has occurred under Section 6.01(b) of the Indenture by virtue of the Non-Payment and such Event of Default is continuing as at the date of this Notice (the “**Relevant Event of Default**”).

Direction from Holders

As more fully set forth in Section 6.05 of the Indenture, and subject to Article 7 of the Indenture, Holders of at least 25% in aggregate principal amount of the outstanding Notes may direct the time, method,

and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee. However, the Trustee may refuse to follow any direction that conflicts with law or the Indenture; that may involve the Trustee in personal liability, or that the Trustee determines in good faith may be unduly prejudicial to the rights of Holders not joining in the giving of such direction and may take other action it deems proper that is not inconsistent with any such direction received from Holders.

No further action by the Trustee

Unless instructed to do so by the Holders of at least 25% in aggregate principal amount of Notes outstanding (and subject to it being indemnified and/or secured and/or pre-funded to its satisfaction), the Trustee does not presently intend to take any further action pursuant to the Indenture.

The Holders are requested to contact the Trustee in accordance with the procedures set out below and provide indemnification and/or security and/or pre-funding to the Trustee's satisfaction and their instructions as to what actions (if any) such Holders require the Trustee to take in relation to the Non-Payment and the Relevant Event of Default.

Verification of Holdings

Please note that in any correspondence with the Trustee, the Holders will be required to submit their proof of holding together with due written authorisation. Accordingly, in order to facilitate any communications with the Holders of the Notes and the provision of any information such as transaction documents, the Trustee hereby invites all Holders to make themselves known to the Trustee and to verify their holdings of the Notes to the Trustee by contacting their custodian and directing it to have Euroclear/Clearstream to send a SWIFT to The Hongkong and Shanghai Banking Corporation Limited HSBCHKHHLAS as Trustee (attention: Issuer Services) disclosing:

1. ISIN for the Bonds (XS2361426559);
2. account no.;
3. participant name;
4. nominal amount; and
5. beneficial holder details (including email address).

If you have any questions, the Trustee may be contacted using the following details:

Address: The Hongkong and Shanghai Banking Corporation Limited

1 Queen's Road Central
Issuer Services
Level 26, HSBC Main Building
Hong Kong

For the attention of: Yu-Fann An-chi Chen/ Carmen Chien/ Amy Chim/ Nathan Wong

Email:

yu-fann.anchi.chen@hsbc.com.hk

carmen.k.m.chien@hsbc.com.hk

amyhychim@hsbc.com.hk

nathan.k.f.wong@hsbc.com.hk

The above communication is made without prejudice to any and all of the Trustee's rights under the Indenture, all of which are expressly reserved.

The Trustee provides the information above for the information of Holders, but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. The Trustee expresses no opinion as to the action (if any) that Holders should take in relation to the matters set out above. The Trustee makes no recommendations and gives no legal or investment advice herein or as to the Notes generally. Holders should take and rely on their own independent legal, financial or other professional advice, and may not rely on advice or information provided to the Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Notes or otherwise or the views of the Trustee expressed herein or otherwise.

ISIN and Common Code numbers appearing herein have been included solely for the convenience of the Holders. The Trustee assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the numbers listed above.

This notice is given by

THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED

in its capacity as Trustee