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## **AGILE GROUP HOLDINGS LIMITED**

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

(Stock Code: 3383)

### **FACILITY AGREEMENT WITH SPECIFIC PERFORMANCE COVENANTS**

This announcement is made by Agile Group Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

#### **FACILITY AGREEMENT**

On 17 July 2017, the Company as borrower and certain of its subsidiaries as guarantors entered into a facility agreement (the “**Facility Agreement**”) with Standard Chartered Bank (Hong Kong) Limited as original lender, mandated lead arranger and bookrunner, and facility agent (the “**Facility Agent**”) and security agent (the “**Security Agent**”), pursuant to which a term loan facility in the amount of HK\$3,519,000,000 has been granted to the Company for a term of 36 months.

Pursuant to the Facility Agreement, it will be an event of default if (i) Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam collectively (directly or indirectly) do not own more than 50% of the total issued ordinary share capital of the Company; and/or (ii) Chen Zhuo Lin, Chan Cheuk Yin, Luk Sin Fong, Fion, Chan Cheuk Hung, Chan Cheuk Hei and Chan Cheuk Nam together do not or cease to be entitled to exercise management control of the Company; and/or (iii) Mr. Chen Zhuo Lin is not or ceases to be the chairperson of the board of directors of the Company. In case of an event of default that is continuing, the Facility Agent may, by notice to the Company: (a) cancel the commitments for the loan; (b) declare that all or part of the loan, together with accrued interest, and all other amounts accrued or outstanding under the Facility Agreement and other ancillary documents be immediately due and payable; (c) declare that all or part of the loan be payable on demand; and/or (d) exercise or direct the Security Agent to exercise all or any of its rights, remedies, powers or discretions under the Facility Agreement and other ancillary documents.

By Order of the Board  
**Agile Group Holdings Limited**  
**LAM Ping Yuk**  
*Company Secretary*

Hong Kong, 17 July 2017

*As at the date of this announcement, 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*