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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.

On 19 December 2017, the Company (as borrower) and certain of its subsidiaries (as guarantors) entered into a facility agreement (the “**Facility Agreement**”) with a bank (as lender), pursuant to which a term loan facility of HK\$400,000,000 with a term of 36 months has been granted to the Company.

Pursuant to the Facility Agreement, it will be an event of default if 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, “**the Chen Family**”), collectively (directly or indirectly), do not own more than 50% of the total issued ordinary share capital of the Company; and/or the Chen Family does not or cease to be entitled to exercise management control of the Company; and/or Mr. Chen Zhuo Lin is not or ceases to be the chairperson of the board of directors of the Company.

If an event of default has occurred and is continuing, the lender may: (a) cancel the facility amount under the Facility Agreement; (b) declare that all or part of the loans, 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 loans be payable on demand; and/or (d) exercise all or any of its rights, remedies, powers or discretions under the Facility Agreement and other ancillary documents.

As at the date of this announcement, the Chen Family is collectively interested in 2,523,880,500 ordinary shares of the Company, representing approximately 64.43% of the total issued share capital of the Company.

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

Hong Kong, 19 December 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