

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, its management, as well as financial statements. The Company does not intend to register any part of the offering in the United States or to conduct a public offering of securities in the United States.*



## **AGILE GROUP HOLDINGS LIMITED**

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

**(Stock Code: 3383)**

### **PROPOSED SPIN-OFF AND SEPARATE LISTING OF A-LIVING SERVICES CO., LTD.# ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

### **ASSURED ENTITLEMENT OF QUALIFYING SHAREHOLDERS IN THE PREFERENTIAL OFFERING**

#### **INTRODUCTION**

References are made to the announcements of the Company dated 14 September 2017 and 5 January 2018 (the “**Announcements**”) in relation to the Proposed Spin-off. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## **ASSURED ENTITLEMENT OF QUALIFYING SHAREHOLDERS IN THE PREFERENTIAL OFFERING**

As previously announced by the Company, the Company intends to spin-off A-Living by way of a separate listing of the A-Living Shares on the main board of the Stock Exchange. In connection with the Proposed Spin-off and Listing, A-Living will conduct a Global Offering. In accordance with the requirements of Practice Note 15 to the Listing Rules, Assured Entitlement to A-Living Shares (the “**Reserved Shares**”) will be provided to the Qualifying Shareholders of the Company under the Preferential Offering, if and when the Preferential Offering is made.

As the size and structure of the Global Offering have not yet been finalized, the basis of the Assured Entitlement of Qualifying Shareholders to the Reserved Shares in the Preferential Offering has not been fixed as at the date of this announcement. The Company will make further announcement on the Proposed Spin-off and details of the Assured Entitlement as and when appropriate.

### **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

Shareholders are reminded that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the A-Living Shares in the Preferential Offering will be Tuesday, 23 January 2018. The register of members of the Company will be closed from Monday, 22 January 2018 to Tuesday, 23 January 2018 (both days inclusive) where no transfer of the Shares will be registered during that period.

In order to qualify for the Assured Entitlement, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 January 2018.

Shareholders and investors are reminded that the last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Wednesday, 17 January 2018.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

**As the Proposed Spin-off is subject to, among other things, approval of the Listing Committee, the final decisions of the Board and of the board of directors of A-Living, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Agile Group Holdings Limited**  
**Chen Zhuo Lin**  
*Chairman and President*

Hong Kong, 16 January 2018

*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*

*# For identification purpose only.*