

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

PUBLICATION OF THE PROSPECTUS ISSUED BY A-LIVING SERVICES CO., LTD.[#] AND EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE RANGE

The Board is pleased to announce that in connection with the Proposed Spin-off and the Global Offering, A-Living published the Prospectus on 29 January 2018. The Prospectus is available for viewing and downloading from the websites of A-Living at www.agileliving.com.cn and the Stock Exchange at www.hkexnews.hk from 29 January 2018.

Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by A-Living on 29 January 2018 and (b) the Prospectus, during normal business hours from 9:00 a.m. on Monday, 29 January 2018 until 12:00 noon on Friday, 2 February 2018.

As disclosed in the Prospectus, the total number of the A-Living Shares to be offered pursuant to the Global Offering will be 333,334,000 A-Living Shares (assuming the Over-allotment Option is not exercised), representing approximately 25% of the total number of the A-Living Shares in issue immediately upon completion of the Global Offering, or 383,334,000 A-Living Shares (assuming the Over-allotment Option is exercised in full), representing approximately 27.71% of the total number of the A-Living Shares in issue immediately upon completion of the Global Offering and the exercise in full of the Over-allotment Option. The offer price for the A-Living Shares in the Global Offering is expected to be not less than HK\$10.80 per A-Living Share and not more than HK\$14.20 per A-Living Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

INTRODUCTION

References are made to the announcements of the Company dated 14 September 2017, 5 January 2018, 16 January 2018 and 24 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.

PUBLICATION OF THE PROSPECTUS

In connection with the Proposed Spin-off and the Global Offering, A-Living published the Prospectus on 29 January 2018. The Prospectus contains, among other things, (a) details of the number of the A-Living Shares to be offered in the Global Offering, the offer price range, other details of the Global Offering and (b) certain business and financial information in relation to A-Living.

The Prospectus is available for viewing and downloading from the websites of A-Living at www.agileliving.com.cn and the Stock Exchange at www.hkexnews.hk from 29 January 2018. Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by A-Living on 29 January 2018 and (b) the Prospectus, during normal business hours from 9:00 a.m. on Monday, 29 January 2018 until 12:00 noon on Friday, 2 February 2018.

PREFERENTIAL OFFERING

Qualifying Shareholders will be provided with the Assured Entitlement to an aggregate of 27,835,340 Reserved Shares in the Preferential Offering (representing approximately 8.35% of the A-Living Shares initially available under the Global Offering (before any exercise of the Over-allotment Option)) and the basis of the Assured Entitlement is one (1) Reserved Share for every integral multiple of 50 Shares held by Qualifying Shareholders on the Record Date, being Tuesday, 23 January 2018. The Reserved Shares will be offered out of the A-Living Shares initially being offered for subscription under the International Offering and will not be subject to reallocation.

A blue application form has been despatched by A-Living to each Qualifying Shareholder at the address of such Qualifying Shareholder as shown on the register of members of the Company on the Record Date. In addition, Qualifying Shareholders will receive from A-Living a copy of the

Prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under the Company's corporate communications policy. The procedures for applying for the Reserved Shares pursuant to the Preferential Offering are set out in the Prospectus.

EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE RANGE

As disclosed in the Prospectus, the total number of the A-Living Shares to be offered pursuant to the Global Offering will be 333,334,000 A-Living Shares (assuming the Over-allotment Option is not exercised), representing approximately 25% of the total number of the A-Living Shares in issue immediately upon completion of the Global Offering, or 383,334,000 A-Living Shares (assuming the Over-allotment Option is exercised in full), representing approximately 27.71% of the total number of the A-Living Shares in issue immediately upon completion of the Global Offering and the exercise in full of the Over-allotment Option.

The offer price for the A-Living Shares in the Global Offering is expected to be not less than HK\$10.80 per A-Living Share and not more than HK\$14.20 per A-Living Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

On the basis of the number of the A-Living Shares to be offered pursuant to the Global Offering and the expected offer price range as stated above, if the Global Offering proceeds:

- (a) the market capitalisation of A-Living will be between approximately HK\$14,400 million and approximately HK\$18,933.3 million (assuming that the Over-allotment Option is not exercised); and
- (b) the Company, through its wholly-owned subsidiaries, will indirectly control in aggregate approximately 54% of the total issued share capital of A-Living immediately upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

GENERAL

In connection with the Global Offering, the price of the A-Living Shares may be stabilized in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) are contained in the Prospectus.

The Global Offering (including the Preferential Offering) is subject to, among other things, (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the A-Living Shares; (ii) the final offer price for the A-Living Shares in the Global Offering having been duly agreed among A-Living and the joint global coordinators of the Global Offering (for themselves and on behalf of the Underwriters); and (iii) the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Global Offering (including the Preferential Offering) will proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

This announcement is not intended to, and does not, constitute an offer to sell or a solicitation of an offer to subscribe for or purchase any A-Living Shares in connection with the Global Offering or otherwise. Any such offer or solicitation is made solely through the Prospectus or other offering documents that may be issued in compliance with applicable laws and any decision to subscribe the A-Living Shares in connection with the Global Offering or otherwise should be made solely on the basis of the information contained in the Prospectus and such other offering documents. No action has been or will be taken in any jurisdiction (other than in Hong Kong) that would permit a public offering of the A-Living Shares to be offered in the Global Offering in any jurisdiction where action for that purpose is required.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off and the Global Offering as and when appropriate.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Hong Kong Underwriters”	the underwriters for the Hong Kong Public Offering;
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 25 January 2018 entered into by, among others, A-Living and the Hong Kong Underwriters relating to the Hong Kong Public Offering;
“International Underwriters”	the underwriters for the International Offering;
“International Underwriting Agreement”	the underwriting agreement to be entered into by, among others, A-Living and the International Underwriters in relation to the International Offering;
“Over-allotment Option”	the option to be granted by A-Living to the International Underwriters pursuant to the International Underwriting Agreement under which A-Living may be required to allot and issue up to an aggregate of 50,000,000 additional A-Living Shares to, among other things, cover over-allocations in the International Offering;

“SFC”

the Securities and Futures Commission of Hong Kong; and

“Underwriters”

the Hong Kong Underwriters and the International Underwriters.

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

Hong Kong, 29 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.