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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

GLOBAL OFFERING AND FINAL OFFER PRICE

The Board announces that A-Living has fixed the final offer price for the A-Living Shares in the Global Offering at HK\$12.30 per A-Living Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee).

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.

INTRODUCTION

References are made to the previous announcements of the Company (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.

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

Please refer to the announcement published by A-Living on its website at www.agileliving.com.cn and the website of the Stock Exchange at www.hkexnews.hk on 8 February 2018 for information in respect of, among other things, the results and allocation of the Global Offering.

DETERMINATION OF THE FINAL OFFER PRICE

The final offer price for the A-Living Shares in the Global Offering is HK\$12.30 per A-Living Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

If the Global Offering proceeds at the final offer price of HK\$12.30 per A-Living Share, the market capitalisation of A-Living immediately following completion of the Global Offering (but before the exercise of the Over-allotment Option) will be approximately HK\$16,400 million.

LISTING DATE

Assuming completion of the Global Offering occurs in accordance with the current timetable, (i) A-Living is expected to be listed on the Main Board of the Stock Exchange on Friday, 9 February 2018 and (ii) the A-Living Shares are expected to commence dealing on the Main Board of the Stock Exchange at 9:00 a.m. on Friday, 9 February 2018. The A-Living Shares will be traded in board lots of 250 A-Living Shares each and the stock code is 3319.

GENERAL

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.

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

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

Hong Kong, 8 February 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.