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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

PROPOSED ISSUE OF USD DENOMINATED SENIOR NOTES

The Company proposes to conduct an international offering of guaranteed senior notes.

The completion of the Proposed Notes Issue is subject to market conditions and investors interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. HSBC, ICBC (Asia), Standard Chartered Bank and UBS are the joint global coordinators, joint bookrunners and joint lead managers of the Proposed Notes Issue; and BNP PARIBAS, BOCOM International, China CITIC Bank International and Industrial Bank Co., Ltd. Hong Kong Branch are the joint bookrunners and joint lead managers of the Proposed Notes Issue. The Company intends to use the proceeds of the Notes mainly for refinancing of certain existing offshore indebtedness, including without limitation to, the 2016 Hang Seng Bank Syndicated Loan. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGXST. Admission to the Official List of the SGX-ST and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this announcement.

No listing of the Notes has been, and will be, sought in Hong Kong.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of guaranteed senior notes.

The completion of the Proposed Notes Issue is subject to market conditions and investors interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. HSBC, ICBC (Asia), Standard Chartered Bank and UBS are the joint global coordinators, joint bookrunners and joint lead managers of the Proposed Notes Issue; and BNP PARIBAS, BOCOM International, China CITIC Bank International and Industrial Bank Co., Ltd. Hong Kong Branch are the joint bookrunners and joint lead managers of the Proposed Notes Issue. As at the date of this announcement, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalising the terms of the Notes, HSBC, ICBC (Asia), Standard Chartered Bank, UBS, BNP PARIBAS, BOCOM International, China CITIC Bank International and Industrial Bank Co., Ltd. Hong Kong Branch, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. The Company will make a further announcement in respect of the Proposed Notes Issue upon the signing of the Purchase Agreement.

The Notes may only be offered, sold or delivered to non-U.S. persons (as defined in Regulation S under the Securities Act) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. None of the Notes will be offered to the public in Hong Kong and none of the Notes will be placed with any connected person of the Company. The Notes will not be the subject of a public offering in any jurisdiction.

Reasons for the Proposed Notes Issue

The Group is one of the leading property developers in the PRC and is principally engaged in the development of large-scale mixed-use property projects, with extensive presence in the businesses of property management, hotel operations, property investment, environmental protection and construction.

The Company intends to use the proceeds mainly for refinancing of certain existing offshore indebtedness, including without limitation to, the 2016 Hang Seng Bank Syndicated Loan. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

Listing

Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGXST. Admission to the Official List of the SGX-ST and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this announcement.

No listing of the Notes has been, and will be, sought in Hong Kong.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

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

“2016 Hang Seng Bank Syndicated Loan”	the HK\$6,707 million term loan facility, with greenshoe option of HK\$2,000 million, with various lenders, among others, China CITIC Bank International, BNP PARIBAS, HSBC and Standard Chartered Bank, and Hang Seng Bank Limited as the facility agent which the Company entered into on 26 May 2016
“BNP PARIBAS”	BNP Paribas
“BOCOM International”	BOCOM International
“Company”	Agile Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“China CITIC Bank International”	China CITIC Bank International Limited
“connected person”	has the meaning ascribed to it under the Listing Rules
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited
“Industrial Bank Co., Ltd. Hong Kong Branch”	Industrial Bank Co., Ltd. Hong Kong Branch
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Notes”	the guaranteed USD denominated senior notes to be issued by the Company
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Purchase Agreement”	the agreement proposed to be entered into by and among the Company, the Subsidiary Guarantors, HSBC, ICBC (Asia), Standard Chartered Bank, UBS, BNP PARIBAS, BOCOM International, China CITIC Bank International and Industrial Bank Co., Ltd. Hong Kong Branch in relation to the Proposed Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Standard Chartered Bank”	Standard Chartered Bank
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	certain subsidiaries of the Company which guarantee the Notes
“UBS”	UBS AG Hong Kong Branch
“United States”	the United States of America
“USD”	United States dollar(s)
“%”	per cent.

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

Hong Kong, 11 July 2018

As at the date of this announcement, the Board comprises twelve 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. Hui Chiu Chung, Stephen# and Mr. Wong Shiu Hoi, Peter#.*

* *Executive Directors*

** *Non-executive Directors*

Independent Non-executive Directors