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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

ISSUANCE OF ADDITIONAL US\$400 MILLION 8.5% SENIOR NOTES DUE 2021 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US\$200 MILLION 8.5% SENIOR NOTES DUE 2021 ISSUED ON 18 JULY 2018

Reference is made to the Announcements.

On 19 July 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank and UBS, in connection with the Additional Notes Issue.

The estimated net proceeds of the Additional Notes Issue, after deduction of the underwriting fees, commissions and other estimated expenses, will amount to approximately US\$396.2 million, which the Company intends to use mainly for refinancing certain existing offshore indebtedness.

The Original Notes are listed on the SGX-ST. Application has been made to the SGX-ST for the listing and quotation of the Additional Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Additional Notes on, the SGX-ST are 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 Additional 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 Additional Notes has been, or will be, sought in Hong Kong.

Reference is made to the Announcements. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements. The Board is pleased to announce that on 19 July 2018, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank and UBS, in connection with the Additional Notes Issue.

The Purchase Agreement

Date: 19 July 2018

Parties to the Purchase Agreement:

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors;
- (c) BNP PARIBAS;
- (d) BOC International;
- (e) BOCOM International;
- (f) CEB International;
- (g) China International Capital Corporation;
- (h) CMB International;
- (i) Guotai Junan International;
- (j) HSBC;
- (k) Standard Chartered Bank; and
- (l) UBS.

BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank and UBS are the joint global coordinators, joint bookrunners and joint lead managers of the Additional Notes Issue. They are also the initial purchasers of the Additional Notes. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank and UBS is an independent third party and not a connected person of the Company.

The Additional Notes have not been and will not be registered under the Securities Act, and may not be offered, sold or delivered within the United States. Accordingly, the Additional Notes are being offered and sold only outside the United States to non-U.S. persons (as defined in Regulation S under the Securities Act) in compliance with Regulation S under the Securities Act and in accordance with any other applicable laws. None of the Additional Notes will be offered to the public in Hong Kong and none of the Additional Notes will be placed with any connected persons of the Company.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 12 July 2018, other than the following:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in an aggregate principal amount of US\$400 million, to be consolidated and form a single series with the Original Notes. Both the Original Notes and the Additional Notes will mature on 18 July 2021, unless earlier redeemed in accordance with the terms thereof.

Offering Price

The offering price of the Additional Notes will be 100% of the principal amount of the Additional Notes plus accrued interest from (and including) 18 July 2018 to (but excluding) 26 July 2018.

Reasons for the Additional 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 net proceeds from the Additional Notes Issue, after deduction of the underwriting fees, commissions and other estimated expenses, will amount to approximately US\$396.2 million, which the Company intends to use mainly for refinancing certain existing offshore indebtedness.

Listing

The Original Notes are listed on the SGX-ST. Application has been made to the SGX-ST for the listing and quotation of the Additional Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Additional Notes on, the SGX-ST are 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 Additional 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 Additional Notes has been, or will be, sought in Hong Kong.

DEFINITIONS

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

“Announcements”	the announcements dated 11 July 2018 and 12 July 2018 in respect of the issue of the Original Notes and 19 July 2018 in respect of the Additional Notes Issue
“Purchase Agreement”	the agreement entered into by and among the Company, the Subsidiary Guarantors, BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank and UBS in relation to the Additional Notes Issue

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

Hong Kong, 20 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