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FACILITY AGREEMENT WITH SPECIFIC PERFORMANCE COVENANTS

This announcement is made by Agile Group Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

On 12 December 2018, the Company (as borrower) and certain of its subsidiaries (as original guarantors) entered into a facility agreement (the “**Facility Agreement**”) with a bank (as facility agent and security agent) and certain financial institutions (as original lenders) pursuant to which a term loan facility of HK\$770 million (or its United States Dollars (“**USD**”) equivalent) (the “**Loan**”) with a term of 36 months has been granted to the Company at the rate of interest equivalent to the aggregate of a margin rate of 3.90% per annum plus the Hong Kong interbank offered rate for Hong Kong Dollars (“**HKD**”) (in respect of any Loan in HKD) on the relevant date or the London interbank offered rate administered by ICE Benchmark Administration Limited on the relevant date (in respect of any Loan in USD).

Pursuant to the Facility Agreement, it will be an event of default if Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam (collectively, “**the Chen Family**”), collectively (directly or indirectly), do not own more than 50% of the total issued ordinary share capital of the Company; and/or the Chen Family does not or cease to be entitled to exercise management control of the Company; and/or Mr. Chen Zhuo Lin is not or ceases to be the chairman of the board of directors of the Company.

If an event of default has occurred and is continuing, the facility agent may: (a) cancel the total commitments under the Facility Agreement; (b) declare that all or part of the loans, together with accrued interest, and all other amounts accrued or outstanding under the Facility Agreement and other ancillary documents be immediately due and payable; (c) declare that all or part of the loans be payable on demand; and/or (d) exercise or direct the security agent to exercise all or any of its rights, remedies, powers or discretions under the Facility Agreement and other ancillary documents.

As at the date of this announcement, the Chen Family is collectively interested in 2,606,474,500 ordinary shares of the Company, representing approximately 66.54% of the total issued share capital of the Company.

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

Hong Kong, 12 December 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