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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 PERPETUAL CAPITAL SECURITIES

The Company proposes to conduct an international offering of senior perpetual capital securities.

The completion of the Proposed Securities Issue is subject to market conditions and investors' interests. BOC International, CLSA, HeungKong Financial, HSBC, and UBS are the joint global coordinators, joint bookrunners and joint lead managers of the Proposed Securities Issue. The Company intends to use the proceeds of the Proposed Securities Issue for refinancing certain existing indebtedness. 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 Securities on the SGX-ST. Admission to the Official List of the SGX-ST and quotation of the Securities on the SGX-ST is not to be taken as an indication of the merits of the Company or any other subsidiary or associated company of the Company or the Securities. 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 Securities has been, and will be, sought in Hong Kong.

As no binding agreement in relation to the Proposed Securities Issue has been entered into as at the date of this announcement, the Proposed Securities Issue may or may not materialise. 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 Securities Issue will be made by the Company should the Subscription Agreement be signed.

THE PROPOSED SECURITIES ISSUE

Introduction

The Company proposes to conduct an international offering of senior perpetual capital securities.

The completion of the Proposed Securities Issue is subject to market conditions and investors' interests. BOC International, CLSA, HeungKong Financial, HSBC and UBS are the joint global coordinators, joint bookrunners and joint lead managers of the Proposed

Securities Issue. As at the date of this announcement, the amount, terms and conditions of the Proposed Securities Issue have yet to be determined. Upon finalising the terms of the Securities, BOC International, CLSA, HeungKong Financial, HSBC, UBS and the Company will enter into the Subscription Agreement. The Company will make a further announcement in respect of the Proposed Securities Issue upon the signing of the Subscription Agreement.

The Securities 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 Securities will be offered to the public in Hong Kong and none of the Securities will be placed with any connected person of the Company. The Securities will not be the subject of public offering in any jurisdiction.

Reasons for the Proposed Securities Issue

The Company intends to use the proceeds of the Proposed Securities Issue for refinancing certain existing indebtedness. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

Listing

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

GENERAL

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DEFINITIONS

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

“BOC International”	BOCI Asia Limited
“CLSA”	CLSA Limited
“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
“connected person”	has the meaning ascribed to it under the Listing Rules
“Group”	the Company and its subsidiaries
“HeungKong Financial”	HeungKong Securities Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement
“Proposed Securities Issue”	the proposed issue of the Securities by the Company
“Securities”	the USD denominated senior perpetual capital securities to be issued by the Company
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement proposed to be entered into by and among the Company, BOC International, CLSA, HeungKong Financial, HSBC and UBS in relation to the Proposed Securities Issue
“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, 27 May 2019

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