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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

ISSUANCE OF US\$600 MILLION SENIOR PERPETUAL CAPITAL SECURITIES

Reference is made to the announcement of the Company dated 27 May 2019 in respect of the Securities Issue.

On 27 May 2019, the Company entered into the Subscription Agreement with BOC International, CLSA, Guotai Junan International, HeungKong Financial, HSBC, Orient Securities (Hong Kong) and UBS in connection with the Securities Issue.

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

Reference is made to the announcement of the Company dated 27 May 2019 in respect of the Securities Issue.

The Board is pleased to announce that on 27 May 2019, the Company entered into the Subscription Agreement with BOC International, CLSA, Guotai Junan International, HeungKong Financial, HSBC, Orient Securities (Hong Kong) and UBS in connection with the Securities Issue.

THE SECURITIES ISSUE

The Subscription Agreement

Date: 27 May 2019

Parties to the Subscription Agreement

- (a) the Company as the issuer;
- (b) BOC International;
- (c) CLSA;
- (d) Guotai Junan International;
- (e) HeungKong Financial;
- (f) HSBC;
- (g) Orient Securities (Hong Kong); and
- (h) UBS.

BOC International, CLSA, Guotai Junan International, HeungKong Financial, HSBC, Orient Securities (Hong Kong) and UBS are the joint global coordinators, joint bookrunners and joint lead managers of the Securities Issue. The joint lead managers are also the initial subscribers of the Securities. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of BOC International, CLSA, Guotai Junan International, HeungKong Financial, HSBC, Orient Securities (Hong Kong) and UBS is an independent third party and not a connected person of the Company.

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.

Principal terms of the Securities

Securities offered

Subject to certain conditions to completion, the Company will issue the Securities in the aggregate principal amount of US\$600 million, unless earlier redeemed pursuant to the terms thereof.

Issue price

The issue price of the Securities will be 100% of the principal amount of the Securities.

Status of the Securities

The Securities constitute direct, unsecured and unsubordinated obligations of the Company which rank pari passu and without any preference among themselves and pari passu with all other present and future, unsecured and unsubordinated obligations of the Company (including parity obligations of the Company).

Distributions

Subject to the terms and conditions of the Securities, the Securities confer a right to receive distributions from, and including the Issue Date at the applicable distribution rate.

Distribution shall be payable on the Securities semi-annually in arrear on 4 June and 4 December each year, with the first distribution payment date falling on 4 December 2019.

Distribution rate

The rate of distribution (the “**Distribution Rate**”) applicable to the Securities shall be:

- (i) in respect of the period from, and including, the Issue Date to, but excluding, 4 December 2023 (the “**First Reset Date**”), 8.375% per annum;
- (ii) thereafter, in respect of the period from, and including, the First Reset Date and each Reset Date falling thereafter, to, but excluding, the immediately following Reset Date (each a “**Reset Period**”), the rate per annum equal to the aggregate of the applicable Treasury Rate (as defined in the terms and conditions of the Securities) as at the relevant Reset Date plus 6.254% plus 5.00% per annum,

provided, in each case, that in the event of the occurrence of a change of control, if the Company does not elect to redeem the Securities within 30 days of a change of control triggering event in accordance with the terms and conditions of the Securities, the then prevailing Distribution Rate applicable to the Securities shall be increased by 5% per annum with effect from the next distribution payment date (or, if the relevant event occurs on or after the date which is two business days prior to the next distribution payment date, the next following distribution payment date).

Redemption at the option of the Company

The Securities may be redeemed at the Company’s option in whole, but not in part only, on the First Reset Date or any business date after the First Reset Date (each, a “**Call Settlement Date**”) on the Company giving not less than 30 nor more than 60 days’ notice to the holders of the Securities (which notice shall be irrevocable and shall oblige the Company to redeem the Securities on the relevant Call Settlement Date) at their principal amount plus distribution accrued to such date (including any arrears of distribution and any additional distribution amount).

Purchase

The Company and/or any of its subsidiaries may following the First Reset Date (but not before), at any time purchase the Securities in the open market or otherwise at any price.

Expected closing date

4 June 2019

Reasons for the Securities Issue

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

Listing

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.

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
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited
“HeungKong Financial”	HeungKong Securities Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Issue Date”	4 June 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited

“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
“Reset Date”	the First Reset Date and each date that falls a multiple of five years
“Securities”	the USD denominated senior perpetual capital securities to be issued by the Company
“Securities Issue”	the proposed issue of the Securities by the Company
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement entered into by and among the Company, BOC International, CLSA, Guotai Junan International, HeungKong Financial, HSBC, Orient Securities (Hong Kong) and UBS in relation to the 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, 28 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