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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

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 27 June 2019, the Company (as borrower) and one of its subsidiaries (as guarantor) entered into a facility agreement (the “**Facility Agreement**”) with a bank (as agent and original lender), pursuant to which a term loan facility of MOP1,854 million (or its Hong Kong Dollars equivalent) with a term of 24 months has been granted to the Company at the rate of interest equivalent to the aggregate of a margin rate of 2.4% per annum plus the Hong Kong interbank offered rate for Hong Kong Dollars on the relevant date.

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 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 agent may: (a) cancel the commitments/any part of any commitments under the Facility Agreement; (b) declare that whole 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; and/or (c) declare that whole or part of the loans be payable on demand.

As at the date of this announcement, the Chen Family is collectively interested in 2,628,288,500 ordinary shares of the Company, representing approximately 67.10% 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, 27 June 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