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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

PROPOSED ADDITIONAL ISSUE OF USD DENOMINATED SENIOR NOTES

Reference is made to the Announcements in respect of the Original Notes.

The Company proposes to conduct a further international offering of US\$-denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the offer price.

Completion of the Additional Notes Issue is subject to, among others, market conditions and investors' interest. Upon finalising the terms of the Additional Notes, it is expected that BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank, UBS, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. If the Additional Notes are issued, the Company intends to use the proceeds of the Additional Notes Issue mainly for refinancing certain existing offshore indebtedness.

The Original Notes are listed on the SGX-ST. Application will be 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.

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

THE ADDITIONAL NOTES ISSUE

Introduction

Reference is made to the Announcements in respect of the Original Notes. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Company proposes to conduct a further international offering of US\$-denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the offer price.

Details of the Additional Notes Issue, including the aggregate principal amount and the offer price for the Additional Notes, will be determined through a book building exercise to be conducted by BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank and UBS.

The completion of the Additional Notes Issue is subject to market conditions and investors' interest. Upon finalising the terms of the Additional Notes, it is expected that BNP PARIBAS, BOC International, BOCOM International, CEB International, China International Capital Corporation, CMB International, Guotai Junan International, HSBC, Standard Chartered Bank, UBS, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. The Company will make a further announcement in respect of the Additional Notes Issue upon the signing of the Purchase Agreement.

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

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

Listing

The Original Notes are listed on the SGX-ST. Application will be 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, and will be, sought in Hong Kong.

GENERAL

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

DEFINITIONS

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

“Additional Notes”	the guaranteed US\$-denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single series with the Original Notes)
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Announcements”	the announcements dated 11 July 2018 and 12 July 2018 in respect of the issue of the Original Notes
“BOC International”	BOCI Asia Limited
“CEB International”	CEB International Capital Corporation Limited
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited
“CMB International”	CMB International Capital Limited
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited

“Original Notes”	the 8.5% senior notes due 2021 in the aggregate principal amount of US\$200 million issued by the Company on 18 July 2018
“Purchase Agreement”	the agreement proposed to be 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, 19 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