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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

COMPLETION OF TOP-UP PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Overall Coordinators and Placing Agents



BNP PARIBAS

BNP Paribas Securities
(Asia) Limited

CREDIT SUISSE



Credit Suisse
(Hong Kong) Limited

J.P.Morgan

J.P. Morgan Securities
(Asia Pacific) Limited

(in alphabetical order)

Reference is made to the announcement of Agile Group Holdings Limited (the “**Company**”) dated 20 December 2022 (the “**Announcement**”) in relation to, among other things, the Placing and the Subscription. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Company is pleased to announce that completion of the Placing and the Subscription took place on 22 December 2022 and 30 December 2022, respectively.

All the conditions of the Placing have been fulfilled and completion of the Placing took place on 22 December 2022. A total of 268,500,000 Placing Shares have been successfully placed by the Placing Agents at the Placing Price of HK\$2.32 per Placing Share to no fewer than six (6) placees who and whose respective ultimate beneficial owners are independent of and not connected with the Company and its connected persons. None of the placees has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately upon completion of the Placing.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 30 December 2022. A total of 268,500,000 Subscription Shares (equal to the number of the Placing Shares successfully placed under the Placing) were subscribed by the Vendor at the Subscription Price of HK\$2.32 per Subscription Share, which was the same as the Placing Price. The Subscription Shares represent approximately 5.99% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after completion of the Subscription.

EFFECT OF THE PLACING AND THE SUBSCRIPTION

The table below sets out the shareholding structure of the Company (1) immediately before completion of the Placing and the Subscription; (2) immediately after completion of the Placing and before completion of the Subscription; and (3) immediately after completion of the Placing and the Subscription (as at the date of this announcement):

	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing and before completion of the Subscription		Immediately after completion of the Placing and the Subscription (as at the date of this announcement)	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
The Vendor ⁽¹⁾	2,453,096,250	58.24	2,184,596,250	51.87	2,453,096,250	54.75
Mr. Chen Zhuo Lin and Madam Luk Sin Fong, Fion ⁽²⁾	144,848,250	3.44	144,848,250	3.44	144,848,250	3.23
Mr. Chan Cheuk Yin ⁽³⁾	15,687,500	0.37	15,687,500	0.37	15,687,500	0.35
Mr. Chan Cheuk Hei and spouse ⁽⁴⁾	7,875,000	0.19	7,875,000	0.19	7,875,000	0.18
Mr. Chan Cheuk Nam and spouse ⁽⁵⁾	6,781,500	0.16	6,781,500	0.16	6,781,500	0.15
Mr. Chen Sze Long ⁽⁶⁾	307,432,500	7.30	307,432,500	7.30	307,432,500	6.86
Mr. Huang Fengchao	1,400,000	0.03	1,400,000	0.03	1,400,000	0.03
Ms. Yue Yuan	42,000	0.00	42,000	0.00	42,000	0.00
Other public Shareholders	1,274,884,500	30.27	1,274,884,500	30.27	1,274,884,500	28.45
The Placees	0	0.00	268,500,000	6.37	268,500,000	5.99
Total	<u>4,212,047,500</u>	<u>100.00</u>	<u>4,212,047,500</u>	<u>100.00</u>	<u>4,480,547,500</u>	<u>100.00</u>

Notes:

- (1) The Vendor is wholly-owned by Full Choice, being the trustee of the Chen's Family Trust, and holds the 2,453,096,250 Shares for the Chen's Family Trust. At all material times during the Placing and the Subscription, the Vendor, together with the beneficiaries of the Chen's Family Trust, hold more than 50 percent of the issued share capital of the Company;
- (2) Mr. Chen Zhuo Lin is interested in (i) 2,453,096,250 Shares held by the Vendor; (ii) 88,274,000 Shares held by him; (iii) 42,298,000 Shares held by certain companies wholly-owned by him; (iv) 14,276,250 Shares held by certain companies jointly held by him and his spouse; Madam Luk Sin Fong, Fion is the spouse of Mr. Chen Zhuo Lin and is interested in (i) 2,453,096,250 Shares held by the Vendor; (ii) 14,276,250 Shares held by certain companies jointly held by her and her spouse; (iii) 130,572,000 Shares held by her spouse and certain companies wholly-owned by her spouse;
- (3) Mr. Chan Cheuk Yin is interested in (i) 2,453,096,250 Shares held by the Vendor; and (ii) 15,687,500 Shares held by a company wholly-owned by him;
- (4) Mr. Chan Cheuk Hei is interested in (i) 2,453,096,250 Shares held by the Vendor; and (ii) 7,875,000 Shares jointly held by him and his spouse;

- (5) Mr. Chan Cheuk Nam is interested in (i) 2,453,096,250 Shares held by the Vendor; and (ii) 6,781,500 Shares jointly held by him and his spouse;
- (6) Mr. Chen Sze Long is interested in (i) 170,046,993 Shares held by him; and (ii) 137,385,507 Shares held by certain companies wholly-owned by him.

USE OF PROCEEDS FROM THE SUBSCRIPTION

The Company received total net proceeds (after deducting all relevant fees, costs and expenses to be borne or incurred by the Company) of approximately HK\$617.2 million from the Subscription. The Company intends to use the net proceeds from the Subscription for repaying the outstanding coupon payments for the secured guaranteed exchangeable bonds due 2026 issued by Farsail Goldman International Limited and guaranteed by the Company as detailed in the announcement of the Company dated 26 November 2021, refinancing of existing indebtedness and general corporate purposes.

By Order of the Board
Agile Group Holdings Limited
Ng Wai Hung
Company Secretary

Hong Kong, 30 December 2022

As at the date of this announcement, the Board comprises eleven 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. 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