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AGILE
雅居樂

AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

**ISSUANCE OF ADDITIONAL USD150 MILLION
5.5% SENIOR NOTES DUE 2026 (TO BE CONSOLIDATED AND FORM
A SINGLE SERIES WITH THE USD300 MILLION 5.5%
SENIOR NOTES DUE 2026
ISSUED ON 17 MAY 2021)**

Reference is made to the announcements of the Company dated 10 May 2021, 11 May 2021 and 18 May 2021 (the “**Announcements**”) in respect of the Original Notes.

On 31 May 2021, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with BOC International, BOCOM International, China CITIC Bank International, Guotai Junan International, Haitong International and The Bank of East Asia, Limited in connection with the Additional Notes Issue.

THE PURCHASE AGREEMENT

Date: 31 May 2021

PARTIES TO THE PURCHASE AGREEMENT

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors;
- (c) BOC International;
- (d) BOCOM International;
- (e) China CITIC Bank International;
- (f) Guotai Junan International;
- (g) Haitong International; and
- (h) The Bank of East Asia, Limited.

BOC International, BOCOM International, China CITIC Bank International, Guotai Junan International, Haitong International and The Bank of East Asia, Limited are the joint global coordinators, joint bookrunners and joint lead managers of the offer and sale of the Additional Notes. They are also the initial purchasers of the Additional Notes. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each

of BOC International, BOCOM International, China CITIC Bank International, Guotai Junan International, Haitong International and The Bank of East Asia, Limited is an independent third party and not a connected person of the Company.

The Additional Notes have not been and will not be registered under the Securities Act, and may not be offered, sold or delivered within the United States. Accordingly, the Additional Notes are being offered and sold only outside the United States to non-U.S. persons (as defined in Regulation S under the Securities Act) in compliance with Regulation S under the Securities Act and in accordance with any other applicable laws. 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 persons of the Company.

The restrictions on resale of the Additional Notes will apply from the closing date of the Additional Notes Issue until the date that is 40 days after the later of 17 May 2021 and the last date that the Company or any of its affiliates was the owner of the Original Notes or any predecessor of the Original Notes (the “**Resale Restriction Period**”), and will not apply after the applicable Resale Restriction Period ends.

PRINCIPAL TERMS OF THE ADDITIONAL NOTES

The following is a brief summary of the principal terms of the Additional Notes.

Notes offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$150 million, which will mature on 17 May 2026 unless earlier redeemed in accordance with the terms thereof.

Offering price

The offering price of the Additional Notes will be 99.570% of the principal amount of the Additional Notes, plus accrued interest from (and including) 17 May 2021 to (but excluding) 7 June 2021.

Interest

The Additional Notes will bear interest at a rate of 5.5% per annum, payable semi-annually in arrears on 17 May and 17 November of each year, commencing 17 November 2021.

REASONS FOR THE ADDITIONAL NOTES ISSUE

The Company intends to use the net proceeds of the Additional Notes for the refinancing of certain existing medium to long term offshore indebtedness, which will become due within one year. The Company may adjust its plans in response to changing market conditions and, thus, reallocate the use of the net proceeds.

LISTING

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), any other subsidiary or associated company of the Company, the Additional Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). The 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, or will be, sought in Hong Kong.

DEFINITIONS

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

“Additional Notes”	the additional US\$150 million 5.5% senior notes due 2026 (to be consolidated and form a single series with the Original Notes)
“Additional Notes Issue”	the issue of the Additional Notes by the Company
“Board”	the board of Directors
“BOC International”	BOCI Asia Limited
“BOCOM International”	BOCOM International Securities Limited
“China CITIC Bank International”	China CITIC Bank International 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
“Directors”	the directors of the Company
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited
“Haitong International”	Haitong International Securities Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“JV Subsidiary Guarantees”	limited recourse guarantees given by the JV Subsidiary Guarantors on the Additional Notes
“JV Subsidiary Guarantor”	each subsidiary of the Company which in the future provides a JV Subsidiary Guarantee
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Original Notes”	the US\$300 million 5.5% senior notes due 2026, which were issued on 17 May 2021 by the Company
“PRC”	the People’s Republic of China, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement
“Purchase Agreement”	the agreement dated 31 May 2021 entered into by and among BOC International, BOCOM International, China CITIC Bank International, Guotai Junan International, Haitong International and The Bank of East Asia, Limited in relation to the Additional Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees provided by the Subsidiary Guarantors in respect of the Additional Notes
“Subsidiary Guarantors”	certain subsidiaries of the Company that on the issue date of the Additional Notes will provide guarantees to secure the Company’s obligations under the Additional Notes
“The Bank of East Asia, Limited”	The Bank of East Asia, Limited
“United States”	the United States of America
“US\$”	United States dollar(s), the legal currency of the United States
“%”	per cent.

By Order of the Board
Agile Group Holdings Limited
CHEUNG Lap Kei
Company Secretary

Hong Kong, 1 June 2021

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