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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

PROPOSED ISSUE OF USD DENOMINATED SENIOR NOTES

The Company proposes to conduct an international offering of senior notes.

The completion of the Proposed Notes Issue is subject to market conditions and investors' interests. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. Standard Chartered Bank, Barclays, China International Capital Corporation, Credit Suisse and Goldman Sachs (Asia) L.L.C. are the joint global coordinators, joint bookrunners and joint lead managers, and BOCOM International, CLSA, CMBC Capital and HeungKong Financial are the joint bookrunners and joint lead managers of the Proposed Notes Issue. The Company intends to use the net proceeds of the Notes for the refinancing of certain existing medium to long term offshore indebtedness, which will become due within one year in accordance with the Company's Sustainable Finance Framework. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the 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 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 Notes has been, and will be, sought in Hong Kong.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed 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 Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of senior notes.

The completion of the Proposed Notes Issue is subject to market conditions and investors' interests. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. Standard Chartered Bank, Barclays, China International Capital Corporation, Credit Suisse and Goldman Sachs (Asia) L.L.C. are the joint global coordinators, joint bookrunners and joint lead managers, and BOCOM International, CLSA, CMBC Capital and HeungKong Financial are the joint bookrunners and joint lead managers of the Proposed Notes Issue. As at the date of this announcement, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalising the terms of the Notes, Standard Chartered Bank, Barclays, China International Capital Corporation, Credit Suisse, Goldman Sachs (Asia) L.L.C., BOCOM International, CLSA, CMBC Capital, HeungKong Financial, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. The Company will make a further announcement in respect of the Proposed Notes Issue upon the signing of the Purchase Agreement.

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

Reasons for the Proposed Notes Issue

The Company intends to use the net proceeds for the refinancing of certain existing medium to long term offshore indebtedness, which will become due within one year in accordance with the Company's Sustainable Finance Framework. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

Listing

Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the 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 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 Notes has been, and will be, sought in Hong Kong.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed 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 Proposed 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:

"Barclays"	Barclays Bank PLC
"Board"	the board of directors of the Company
"BOCOM International"	BOCOM International Securities Limited
"China International Capital Corporation"	China International Capital Corporation Hong Kong Securities Limited
"CLSA"	CLSA Limited
"CMBC Capital"	CMBC Securities Company 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
"Credit Suisse"	Credit Suisse (Hong Kong) Limited
"Goldman Sachs (Asia) L.L.C."	Goldman Sachs (Asia) L.L.C.
"HeungKong Financial"	HeungKong Securities 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 Notes
"JV Subsidiary Guarantor"	each subsidiary of the Company which in the future will provide a JV Subsidiary Guarantee
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Notes"	the USD denominated senior notes to be issued by the Company
"PRC"	the People's Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
"Proposed Notes Issue"	the proposed issue of the Notes by the Company
"Purchase Agreement"	the agreement proposed to be entered into by and among the Company, the Subsidiary Guarantors, Standard Chartered Bank, Barclays, China International Capital Corporation, Credit Suisse, Goldman Sachs (Asia) L.L.C., BOCOM International, CLSA, CMBC Capital and HeungKong Financial in relation to the Proposed Notes Issue
"Securities Act"	the United States Securities Act of 1933, as amended
"SGX-ST"	Singapore Exchange Securities Trading Limited
"Standard Chartered Bank"	Standard Chartered Bank
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subsidiary Guarantees"	the guarantees provided by the Subsidiary Guarantors in respect of the Notes
"Subsidiary Guarantors"	certain subsidiaries of the Company which guarantee the Notes
"United States"	the United States of America
"USD"	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, 15 July 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*