AGILE
雅居樂

AGILE GROUP HOLDINGS LIMITED

(*Incorporated in the Cayman Islands with limited liability*)

(Stock Code: 3383)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2023

HIGHLIGHTS

Financial Highlights

	For the year ended 31 December	
	2023	2022
Revenue *(RMB million)*	**43,310**	54,034
Gross (loss)/profit *(RMB million)*	**(524)**	1,001
Net loss *(RMB million)*	**(12,777)**	(13,373)
Loss attributable to shareholders of the Company *(RMB million)*	**(13,801)**	(14,981)
Basic loss per share *(RMB)*	**(2.873)**	(3.827)

Operational Highlights

For the year ended 31 December 2023:

- The Group's pre-sold value was RMB45.30 billion, while the corresponding accumulated gross floor area ("**GFA**") presold was 3.039 million sq.m., with an average selling price of RMB14,904 per sq.m..
- As at 31 December 2023, the Group had a land bank with total planned GFA of 33.35 million sq.m. in a total of 79 cities and regions, with an average land cost of RMB3,030 per sq.m..
- Revenue from property development business and diversified businesses accounted for 54.5% and 45.5% respectively. The proportion of revenue from diversified businesses increased by 5.6 percentage points when compared with the corresponding period of last year.
- As at 31 December 2023, the Group's total debt reduced by RMB5,933 million when compared with 31 December 2022.
- As at 31 December 2023, the Group's total cash and bank balances amounted to RMB12,553 million.
- As at 31 December 2023, the Group's net gearing ratio was 65.8%, increasing 8.5 percentage points when compared with 31 December 2022.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "**Board**") of Agile Group Holdings Limited ("**Agile**" or the "**Company**") and its subsidiaries (the "**Group**"), I hereby present the consolidated results of the Group for the year ended 31 December 2023 as follows:

Results

During the year, the revenue and the gross loss of the Group amounted to RMB43,310 million and RMB524 million, respectively. The Group's net loss and net loss attributable to shareholders of the Company for the year were RMB12,777 million and RMB13,801 million, respectively.

During the year, the Group's revenue from recognised sales of property development and diversified businesses was RMB23,598 million and RMB19,712 million, respectively, accounting for 54.5% and 45.5% of the total revenue. The proportion of the revenue from diversified businesses increased by 5.6 percentage points when compared with last year. The rise reflects the sustained effectiveness of the Group's operating model of "focusing on property development, supported by a synergy of diversified businesses".

Market Review

During the year, the Board of Governors of the Federal Reserve System (the "**Federal Reserve**") shrunk rate hikes and halted its interest rate-hiking campaign in the second half of the year. The international situation was still complicated and severe due to the ongoing geopolitical tensions, such as the Russia-Ukraine conflict. In China, the People's Bank of China continued adopting a loose monetary policy to stimulate the economy, with the annual gross domestic product growing by 5.2% year on year in 2023.

During the year, the Central Government remained committed to the long-term goal of "houses are for living in, not for speculation" and constantly improved its regulatory policies for the real estate sector by easing restriction policies on home purchases and lowering home loan interest rates in more cities, especially higher tier cities, respectively, so as to unlock the purchasing power.

Stable Progress in Property Business with Orderly Promotion of Projects Delivery

During the year, the aggregated pre-sold value of the Group, together with the joint ventures and associates of the Group as well as property projects which were on sale under the "Agile" brand name and managed by the Group amounted to RMB45.30 billion, while the corresponding aggregated GFA presold was 3.039 million sq.m. and the average pre-selling price was RMB14,904 per sq.m.. During the year, the Group delivered more than 72,000 residential units cumulatively in 60 cities (including Haikou, Lingshui, Guangzhou and Zhongshan) under 120 projects.

Quality Land Bank and Inventory to Satisfy Future Sales Demand

As at 31 December 2023, the Group had a land bank with a total planned GFA of approximately 33.35 million sq.m. in 79 cities. The Group also continued to cultivate two major city clusters, namely the Guangdong-Hong Kong-Macao Greater Bay Area (Greater Bay Area) and the Yangtze River Delta. The Group held approximately 7.15 million sq.m. of land bank in the Greater Bay Area, which accounted for approximately 21.4% of its total land bank, with 44 projects under development currently. In the Yangtze River Delta, the Group held approximately 3.30 million sq.m. of land bank, which accounted for approximately 9.9% of its total land bank, with 40 projects under development currently. In Hong Kong, the Group has two high-quality property projects, including the King's Road & Mount Parker Road Project and the Kowloon Tong Eastbourne Road Project, with an aggregate land bank of 20,389 sq.m..

The Group had a total of 3 projects under development overseas, including one high-quality property project in Malaysia, namely Agile Bukit Bintang Kuala Lumpur, and Agile Sky Residence Phnom Penh and Project 88 under development in Phnom Penh, Cambodia and San Francisco, the United States, respectively. As at 31 December 2023, the Group held 123,524 sq.m. of land bank overseas, which accounted for approximately 0.4% of its total land bank.

The Group adopts a prudent yet proactive development strategy with China's property market as the stronghold for its development while employing prudent strategies for expansion in overseas markets.

Continuous Increase in Proportion of Revenue from Diversified Businesses

In respect of diversified businesses, the Group's property management services and other services continued to generate synergies and solid revenue for the Group. During the year, the contributions of the revenue from the property development business and the revenue from diversified businesses were 54.5% and 45.5%, respectively; particularly, the contribution of the revenue from diversified businesses increased by 5.6 percentage points when compared with last year, demonstrating the sustained effectiveness of the Group's operating model of "focusing on property development, supported by a synergy of diversified businesses".

A-Living refocused on the essence of service and operation, and pursued quality growth with the non-cyclical businesses as the core

During the year, A-Living Smart City Services Co., Ltd.^ (雅生活智慧城市服務股份有限公司) ("**A-Living**") adhered to the development strategy of "brand enhancement, steady development, enhancing competence, facilitating integration", refocused on the essence of service and operation, and pursued quality growth with the non-cyclical businesses as the core. Despite the fluctuations in the macro environment and the challenges brought by competition in the industry, all the staff of A-Living worked together to ensure good quality and to effectively enhance property owners' experience of the services. Meanwhile, A-Living adjusted its strategy according to the current situation, focused on operating efficiency, paid close attention to payment collection and cash flow, and improved management efficiency with refined operations. During the year, A-Living continued to be recognized by the industry and the market for its performance, and was ranked second among the "2023 Top 100 Property Management Companies in China" and ranked among the top-tier property management companies in terms of the market expansion of third party projects. With its industry-leading overall strengths, the brand value of A-Living exceeded RMB21.2 billion.

Despite the challenges brought by the macro environment and industry fluctuations, A-Living's overall operation was stable, and its property management scale grew steadily. As at 31 December 2023, GFA under management and the contracted GFA of A-Living were 590.5 million sq.m. and 766.6 million sq.m., respectively. Third-party projects accounted for 80.8% of the total contracted GFA.

Environmental Protection Arm Becoming an Integrated Service Provider Featuring a Synergy among Diversified Businesses

Since its establishment in 2015, Agile Environmental Protection Group has been envisioning "Clean and Beautiful Homeland, Happy and Better Life" for people and rapidly expanding its business, mainly engaged in hazardous industrial waste treatment, eco-industrial park, and wastewater treatment. The company has established its presence in over 40 industrial hubs across 14 provinces, municipalities or autonomous regions nationwide. It has formed a strategic structure prioritising environmental protection services for industries over those for municipalities to make it an integrated service provider achieving a synergy among diversified businesses.

Allotment of Shares in Agile to Enhance the Cash Flow of the Group

During the year, the Company conducted top-up placing and subscription of a total of approximately 566 million Shares in Agile in January and August, with total proceeds of approximately HK$876 million. As at 31 December 2023, the total issued share capital of the Company was 5,046,047,500 Shares, of which approximately 58.20% was held by the Chen's Family and Directors of the Company.

During the year, the Group's Share Award Scheme was terminated in June to reduce administrative costs and improve the cash flow position.

Reasonable Planning for Debt Repayment to Demonstrate Excellent Corporate Creditworthiness

A healthy financial position is the backbone of the Group's rapid business development and the Group continues its consistent stable financial strategy, demonstrating excellent corporate creditworthiness and ability to repay debts.

During the year, in offshore, the 2020 syndicated loan refinancing comprising two tranches in the amount of approximately HK$2.308 billion and approximately US$36.9 million with a term of 12 months was granted to the Group in March, and the 2021 syndicated loan refinancing comprising two tranches in the amount of approximately HK$5.257 billion and approximately US$47.2 million with a term of 19 months was granted to the Group in May. The total equivalents of refinancing value of the above two syndicated loans exceed HK$8.2 billion.

In onshore, the Group issued RMB1,200 million 4.70% medium-term notes due 2026 in January; and publicly issued RMB700 million corporate bonds in March. In addition, in April, the Group repurchased and fully resold RMB10.124 million out of its public domestic corporate bonds of RMB1,450 million with an initial coupon rate of 5.9% due 2024; and the Group repaid the panda bond of RMB1,200 million with a coupon rate of 6.5% and the preferred asset-backed security of RMB950 million with a coupon rate of 6.5% respectively in October 2023.

The Group is dedicated to controlling its financing costs and has maintained an effective borrowing rate of 7.61%. As at 31 December 2023, the Group's net gearing ratio was 65.8%. Total cash and bank deposits amounted to RMB12,553 million.

Good Corporate Governance and Performance of Corporate Social Responsibilities

The Group upholds the concept of "mutual communication for a win-win situation". Subject to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and relevant laws, the Group maintains effective mutual communication and builds good relationships with commercial and investment banks, rating agencies, investors and analysts, thereby improving its corporate transparency on an ongoing basis.

Throughout 30 years of development, the Group has developed projects at different development stages, such as urban high-end offerings, low-density offerings, large residential buildings and tourism real estate, and launched the "5N Omni-dimensional Product System" which includes A-Garden, A-County, A-Home, A-Mansion and Mountain & Sea Series, and "5S+ Living Service System", a set of full-cycle service standards to cover the journey from home inspection to living after moving-in.

The Group has always been committed to becoming a provider of quality living services by focusing on people's pursuit of a beautiful life and a world-class, visionary and exceptional developer, establishing role models of human life to create an outstanding experience of "Lifestyle of a Lifetime" for owners, partners and employees. The Group also plays its part in environment protection, cares about the well-being of its staff, and promotes sustainable development in communities through supporting and participating in charity and community activities across areas such as environmental protection, medical care, education, culture, and sports.

Prospects and Strategy

It is expected that the market will keep track of the impacts of the Federal Reserve's interest rate cuts, the Russia-Ukraine conflict, the United States presidential election, and inflation on the global economy in 2024. With the introduction of a streak of policies by the Chinese government to stimulate the economy, China's economy is expected to recover further.

The Chinese Central Government will not change its stance that "houses are for living in, not for speculation" so as to stabilise the real estate market. People's demand for buying their first homes or improving their housing situation will be satisfied by local governments' continuous targeted implementation of housing policies. Furthermore, a whitelist mechanism has been established for local governments to coordinate the work of addressing financing issues facing real estate developers, which will boost the improvement in policies for the real estate sector and facilitate the recovery of the sales and healthy development of the industry.

The Group is convinced that by adhering to the business model of "focusing on property development, supported by a synergy of diversified businesses" and with the efforts of all employees, the overall business will be able to develop steadily, and further increase the brand awareness of Agile across the country and cement its position in the competitive market. Meanwhile, the Group will continue to uphold its commitment to corporate social responsibilities through participating in charitable activities to contribute to the communities.

Acknowledgement

On behalf of the Board, I would like to extend my heartfelt gratitude to our shareholders, customers, staff and other stakeholders for their unwavering support and dedication in contributing to and sustaining the steady growth of the Group.

CHEN Zhuo Lin
Chairman and President
Hong Kong, 28 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Note	**Year ended 31 December 2023 (RMB'000)**	2022 (RMB'000)
Revenue	3	**43,310,454**	54,034,327
Cost of sales		**(43,834,877)**	(53,033,344)
Gross (loss)/profit		**(524,423)**	1,000,983
Other income and gains, net	3	**632,545**	2,269,787
Selling and marketing costs		**(1,090,094)**	(1,232,913)
Administrative expenses		**(3,842,655)**	(4,305,384)
Net impairment losses on financial and contract assets		**(1,517,160)**	(1,687,410)
Impairment losses on investments accounted for using the equity method		**(99,277)**	(1,401,226)
Other expenses		**(3,114,280)**	(1,156,477)
		(9,555,344)	(6,512,640)
Finance costs, net	4	**(851,197)**	(3,101,837)
Share of losses of investments accounted for using the equity method		**(1,444,061)**	(757,452)
Loss before income tax		**(11,850,602)**	(10,371,929)
Income tax expenses	5	**(926,249)**	(3,001,356)
Loss for the year		**(12,776,851)**	(13,373,285)
Loss attributable to:			
– Shareholders of the Company		**(13,801,195)**	(14,981,154)
– Holders of Perpetual Capital Securities		**1,041,397**	995,305
– Non-controlling interests		**(17,053)**	612,564
		(12,776,851)	(13,373,285)
Loss per share attributable to shareholders of the Company			
– Basic and diluted (in RMB per share)	6	**(2.873)**	(3.827)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December	
	2023	2022
	(RMB'000)	*(RMB'000)*
Loss for the year	**(12,776,851)**	(13,373,285)
Other comprehensive income:		
Items that will not be reclassified subsequently to profit or loss:		
– Changes in the fair value of equity investments at fair value through other comprehensive income, net of tax	**–**	(8,357)
– Share of other comprehensive income of associates and joint ventures	**2,199**	–
– Revaluation gains arising from property, plant and equipment transferred to investment properties, net of tax	**75,378**	14,958
Items that may be reclassified to profit or loss in subsequent periods:		
– Currency translation differences	**(830)**	(3,207)
Other comprehensive income for the year, net of tax	**76,747**	3,394
Total comprehensive loss for the year	**(12,700,104)**	(13,369,891)
Attributable to:		
– Shareholders of the Company	**(13,722,377)**	(14,979,105)
– Holders of Perpetual Capital Securities	**1,041,397**	995,305
– Non-controlling interests	**(19,124)**	613,909
	(12,700,104)	(13,369,891)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	**As at 31 December 2023 *(RMB'000)***	As at 31 December 2022 *(RMB'000)*
ASSETS			
Non-current assets			
Property, plant and equipment		**12,993,107**	13,827,590
Investment properties	*8*	**9,585,752**	9,367,543
Right-of-use assets		**2,609,738**	2,848,669
Goodwill		**3,404,994**	4,668,472
Other intangible assets		**1,432,476**	1,684,010
Investments accounted for using the equity method		**25,373,636**	28,774,197
Properties under development		**20,516,104**	19,919,251
Other receivables	*9*	**9,972,774**	8,381,269
Financial assets at fair value through other comprehensive income		**43,443**	32,093
Deferred income tax assets		**5,059,142**	3,765,838
		90,991,166	93,268,932
Current assets			
Completed properties held for sale		**18,873,383**	19,603,176
Inventories		**309,818**	283,886
Prepayments for acquisition of land use rights		**1,279,394**	2,062,840
Contract assets		**3,111,970**	4,164,317
Properties under development		**56,081,722**	67,116,816
Trade and other receivables	*9*	**50,995,522**	61,502,865
Prepaid income taxes		**4,779,458**	4,348,755
Financial assets at fair value through profit or loss		**2,801,807**	2,846,949
Restricted cash		**3,916,329**	7,628,349
Cash and cash equivalents		**8,637,126**	8,463,079
Assets of disposal groups classified as held for sale		**30,457**	2,092,251
		150,816,986	180,113,283
Total assets		**241,808,152**	273,382,215

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

	Note	**As at 31 December 2023** ***(RMB'000)***	As at 31 December 2022 *(RMB'000)*
EQUITY			
Capital and reserves attributable to the shareholders of the Company			
Share capital and premium		**5,378,677**	4,705,779
Shares held for Share Award Scheme		**–**	(156,588)
Reserves		**22,063,091**	35,897,012
		27,441,768	40,446,203
Perpetual Capital Securities		**14,265,874**	13,224,477
Non-controlling interests		**20,649,169**	22,056,183
Total equity		**62,356,811**	75,726,863
LIABILITIES			
Non-current liabilities			
Borrowings		**27,684,144**	35,458,984
Other payables	*10*	**4,883,909**	5,500,842
Financial liabilities at fair value through profit or loss		**56,999**	434,595
Lease liabilities		**98,071**	136,636
Deferred income tax liabilities		**3,566,724**	3,869,070
		36,289,847	45,400,127
Current liabilities			
Borrowings		**25,869,427**	24,027,305
Trade and other payables	*10*	**53,622,669**	60,156,496
Financial liabilities at fair value through profit or loss		**697,537**	144,333
Contract liabilities		**41,353,892**	45,870,354
Lease liabilities		**152,962**	195,862
Current income tax liabilities		**21,465,007**	20,803,206
Liabilities directly associated with assets classified as held for sale		**–**	1,057,669
		143,161,494	152,255,225
Total liabilities		**179,451,341**	197,655,352
Total equity and liabilities		**241,808,152**	273,382,215

Notes:

1. BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, financial assets at fair value through other comprehensive income ("**FVOCI**") and financial assets and financial liabilities at fair value through profit or loss ("**FVPL**") which have been measured at fair value. Disposal groups classified as held for sale are stated at the lower of their carrying amounts and fair values less costs to sell. These consolidated financial statements are presented in Renminbi ("**RMB**") and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

(a) New and amended standards adopted by the Group

The Group has adopted the following new and revised HKFRSs for the first time for the current year's consolidated financial statements:

HKFRS 17	*Insurance Contracts*
Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies*
Amendments to HKAS 8	*Definition of Accounting Estimates*
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
Amendments to HKAS 12	*International Tax Reform – Pillar Two Model Rules*

The amendments listed above do not have significant impacts on the amounts recognised in the current or prior periods (if applicable).

(b) The Group has not applied the following revised HKFRSs, that have been issued but are not yet effective, in these consolidated financial statements. The Group intends to apply these revised HKFRSs, if applicable, when they become effective.

Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or and Joint Venture*[3]
Amendments to HKFRS 16	*Lease Liability in a Sale and Leaseback*[1]
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current (the "2020 Amendments")*[1, 4]
Amendments to HKAS 1	*Non-current Liabilities with Covenants (the "2022 Amendments")*[1, 4]
Amendments to HKAS 7 and HKFRS 7	*Supplier Finance Arrangements*[1]
Amendments to HKAS 21	*Lack of Exchangeability*[2]

1 Effective for annual periods beginning on or after 1 January 2024
2 Effective for annual periods beginning on or after 1 January 2025
3 No mandatory effective date yet determined but available for adoption
4 As a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

The Group has already commenced an assessment of the impact of these new and revised standards certain of which are relevant to the Group's operations, and not expected to have a material impact on the entity upon initial application.

1. **BASIS OF PREPARATION (continued)**

(c) Going concern basis

During the year ended 31 December 2023, the Group recorded a net loss of RMB12,776,851,000. As at 31 December 2023, the Group had cash and bank balances (including restricted cash) of RMB12,553,455,000 and short-term borrowings of RMB25,869,427,000. The real estate sector has continued to experience a downward trend mainly contributed by insufficient demand. Though many industry easing policies were introduced by various local government to stimulate demand, sales remained sluggish for most regions. Considering the above market condition, the Company remains cautious about its liquidity in the near term. The above conditions indicated the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

In view of these circumstances and the current economic environment, the directors of the Company have given consideration to the future liquidity of the Group and its available sources of financing including credit facilities in assessing whether the Group will have sufficient financial resources to continue as a going concern. The directors of the Company also have implemented various measures to ensure the Group maintains adequate working capital, including:

(i) accelerating the pre-sale of properties and speeding up the collection of sales proceeds;

(ii) closely monitoring the process of construction of its property development projects to ensure that construction and related payments are fulfilled and the relevant properties sold under pre-sale arrangement are completed and delivered to the customers on schedule, such that the Group is able to release restricted pre-sale proceeds as planned;

(iii) seeking continuously for re-financing of existing borrowings as well as new debt financing and bank borrowings at costs acceptable to the Group to finance the settlement of its existing financial obligations and future operating and capital expenditures;

(iv) disposing of certain of its non-core properties and non-core businesses to generate more cashflow when needed; and

(v) not committing on significant capital expenditures and land acquisitions before securing the necessary funding.

Taking into account (i) the Group's net current assets position of RMB7,655,492,000; (ii) the cash flow projection including the Group's ability to obtain new financing and to renew or refinance the existing credit facilities before maturity; (iii) the fact that the Group has successfully extended the repayment of current portion of borrowings of approximately RMB7,498,214,000 after the end of the reporting period and up to the date of this report; and (iv) the availability of unpledged assets that are immediately available for sales, the directors of the Company consider that the Group has sufficient working capital to meet in full its financial obligations as they fall due for at least the next twelve months from the end of the reporting period. Accordingly, these consolidated financial statements have been prepared on the going concern basis which assumes, inter alia, the realisation of assets and satisfaction of liabilities in the normal course of business.

Notwithstanding the above, significant uncertainties exist as to whether the Group is able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the followings:

(i) to accelerate the pre-sale of properties and to speed up the collection of sales proceeds; and

(ii) the successful obtaining new borrowings and refinancing of the existing bank borrowings to finance the settlement of its existing financial obligations and future operating and capital expenditures.

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial information.

2. OPERATING SEGMENT INFORMATION

The executive directors of the Company, which are the chief operating decision-makers of the Group, review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on reports reviewed by the executive directors of the Company that are used to make strategy decision.

The Group is organised into three business segments: property development, property management and others. The associates and joint ventures of the Group are principally engaged in property development and property management and are included in the property development and property management segment, respectively.

(a) Property development segment mainly comprises the business units involved in development and sales of properties.

(b) Property management segment mainly comprises the business units involved in property management business and city sanitation and cleaning services operated by A-Living Smart City Services Co., Ltd.

(c) Others mainly comprises the business units involved in provision of property construction services, ecological landscaping services, intelligent home and decoration services, environmental protection service and commercial management services, each of which segments is less than 10% of the Group's consolidated revenue, and therefore separate segment information is not considered necessary.

The corresponding items of segment information for the prior year have been restated following to a change of structure of the Group's internal organisation that causes a change of the composition of its reportable segments in the current year.

As the executive directors of the Company consider most of the Group's consolidated revenue and results are attributable from the market in the Chinese Mainland, and most of the non-current assets are located in Chinese Mainland, disclosure of entity-wide geographical information for revenue and non-current assets is not considered necessary.

The executive directors of the Company assess the performance of the operating segments based on a measure of segment results, being loss/profit before income tax before deducting finance costs.

Inter-segment transfers or transactions are entered into at terms and conditions agreed upon by respective parties. Eliminations comprise inter-segment trade and non-trade balances. Pricing policy for inter-segment transactions is determined by reference to market prices.

Segment assets consist primarily of property, plant and equipment, right-of-use assets, other intangible assets, properties under development, completed properties held for sale, investment properties, prepayment for acquisition of land use rights, receivables, contract assets and cash and bank balances. Unallocated assets comprise deferred income tax assets, prepaid income taxes, financial assets at FVOCI and financial assets at FVPL. Segment liabilities comprise operating liabilities. Unallocated liabilities comprise taxation, borrowings and financial liabilities at FVPL.

Capital expenditure comprises additions to property, plant and equipment, right-of-use assets, investment properties and other intangible assets including assets from acquisition of subsidiaries during the year.

2. OPERATING SEGMENT INFORMATION (continued)

Segment information provided to the executive directors of the Company for the reporting segments for the years ended 31 December 2023 and 2022 is as follows:

Year ended 31 December 2023

	Property development *(RMB'000)*	Property management *(RMB'000)*	Others *(RMB'000)*	Group *(RMB'000)*
Gross segment sales	23,597,923	15,443,449	5,178,824	44,220,196
Inter-segment sales	–	(909,742)	–	(909,742)
Sales to external customers	23,597,923	14,533,707	5,178,824	43,310,454
Fair value losses on investment properties *(note 8)*	–	–	(36,724)	(36,724)
Operating (losses)/profits	(7,169,724)	730,558	(3,116,178)	(9,555,344)
Share of profits and losses of investment accounted for using the equity method	(1,484,271)	44,937	(4,727)	(1,444,061)
Segment result	(8,653,995)	775,495	(3,120,905)	(10,999,405)
Finance costs, net *(note 4)*				(851,197)
Loss before income tax				(11,850,602)
Income tax expenses *(note 5)*				(926,249)
Loss for the year				(12,776,851)
Depreciation and amortisation	233,624	392,309	544,618	1,170,551
Provisions for impairment of properties under development and completed properties held for sale	2,480,931	–	–	2,480,931
Net impairment losses on financial and contract assets	522,665	339,008	655,487	1,517,160
Impairment of goodwill	–	427,889	691,952	1,119,841
Impairment of property, plant and equipment	–	–	33,129	33,129
Impairment losses on investments accounted for using the equity method	99,277	–	–	99,277

2. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2022 (restated)

	Property development *(RMB'000)*	Property management *(RMB'000)*	Others *(RMB'000)*	Group *(RMB'000)*
Gross segment sales	32,455,666	15,378,576	7,895,824	55,730,066
Inter-segment sales	–	(1,695,739)	–	(1,695,739)
Sales to external customers	32,455,666	13,682,837	7,895,824	54,034,327
Fair value gains on investment properties *(note 8)*	–	–	28,357	28,357
Operating (losses)/profits	(5,341,097)	1,372,508	(2,544,051)	(6,512,640)
Share of profits and losses of investment accounted for using the equity method	(809,383)	56,393	(4,462)	(757,452)
Segment result	(6,150,480)	1,428,901	(2,548,513)	(7,270,092)
Finance costs, net *(note 4)*				(3,101,837)
Loss before income tax				(10,371,929)
Income tax expenses *(note 5)*				(3,001,356)
Loss for the year				(13,373,285)
Depreciation and amortisation	304,488	332,805	668,425	1,305,718
Provisions for impairment of properties under development and completed properties held for sale	3,788,621	–	–	3,788,621
Net impairment losses on financial and contract assets	287,453	338,657	1,061,300	1,687,410
Impairment of goodwill	–	–	403,115	403,115
Impairment of property, plant and equipment	284,933	–	–	284,933
Impairment losses on investments accounted for using the equity method	1,401,226	–	–	1,401,226

2. OPERATING SEGMENT INFORMATION (continued)

Segment assets and liabilities and capital expenditure as at 31 December 2023 are as follows:

	Property development *(RMB'000)*	**Property management** *(RMB'000)*	**Others** *(RMB'000)*	**Elimination** *(RMB'000)*	**Group** *(RMB'000)*
Segment assets	**159,860,086**	**21,566,215**	**76,239,395**	**(28,541,394)**	**229,124,302**
Unallocated assets					**12,683,850**
Total assets					**241,808,152**
Segment assets include: Investments accounted for using the equity method	**23,555,079**	**1,202,285**	**616,272**	**–**	**25,373,636**
Segment liabilities	**42,725,269**	**11,070,112**	**74,857,516**	**(28,541,394)**	**100,111,503**
Unallocated liabilities					**79,339,838**
Total liabilities					**179,451,341**
Capital expenditure	**397,861**	**321,787**	**984,041**	**–**	**1,703,689**

Segment assets and liabilities and capital expenditure as at 31 December 2022 are as follows (restated):

	Property development *(RMB'000)*	Property management *(RMB'000)*	Others *(RMB'000)*	Elimination *(RMB'000)*	Group *(RMB'000)*
Segment assets	185,810,340	20,809,461	97,232,252	(41,463,473)	262,388,580
Unallocated assets					10,993,635
Total assets					273,382,215
Segment assets include: Investments accounted for using the equity method	26,983,338	1,169,571	621,288	–	28,774,197
Segment liabilities	55,381,282	9,704,211	89,295,839	(41,463,473)	112,917,859
Unallocated liabilities					84,737,493
Total liabilities					197,655,352
Capital expenditure	275,700	478,667	2,704,588	–	3,458,955

Non-current assets

As at 31 December 2022 and 2023, non-current assets of the Group were mainly located in Chinese Mainland.

Information about a major customer

During the current and prior years, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

3 REVENUE, OTHER INCOME AND GAINS, NET

An analysis of revenue is as follows:

	2023 ***RMB'000***	2022 *RMB'000* (restated)
Revenue from contracts with customers		
Sales of properties	**23,597,923**	32,455,666
Property management services	**14,533,707**	13,682,837
Others	**4,941,902**	7,676,170
Revenue from other sources		
Gross rental income from investment property operating leases	**236,922**	219,654
Total	**43,310,454**	54,034,327

Revenue from contracts with customers

Disaggregated revenue information

Year ended 31 December 2023

	Property development ***RMB'000***	**Property management** ***RMB'000***	**Others** ***RMB'000***	**Group** ***RMB'000***
Types of goods and services				
– Sales of properties	23,597,923	–	–	23,597,923
– Property management services	–	14,533,707	–	14,533,707
– Others	–	–	4,941,902	4,941,902
Total	23,597,923	14,533,707	4,941,902	43,073,532
Timing of revenue recognition				
– At a point in time	23,112,452	634,067	1,063,466	24,809,985
– Over time	485,471	13,899,640	3,878,436	18,263,547
Total	23,597,923	14,533,707	4,941,902	43,073,532

3 REVENUE, OTHER INCOME AND GAINS, NET (continued)

Revenue from contracts with customers (continued)

Disaggregated revenue information (continued)

Year ended 31 December 2022 (restated)

	Property development *RMB'000*	Property management *RMB'000*	Others *RMB'000*	Group *RMB'000*
Types of goods and services				
– Sales of properties	32,455,666	–	–	32,455,666
– Property management services	–	13,682,837	–	13,682,837
– Others	–	–	7,676,170	7,676,170
Total	32,455,666	13,682,837	7,676,170	53,814,673
Timing of revenue recognition				
– At a point in time	31,837,708	366,920	827,793	33,032,421
– Over time	617,958	13,315,917	6,848,377	20,782,252
Total	32,455,666	13,682,837	7,676,170	53,814,673

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2023 ***RMB'000***	2022 *RMB'000*
Sales of properties	**22,311,205**	25,867,766
Property management	**1,340,277**	1,180,991
Total	**23,651,482**	27,048,757

3 REVENUE, OTHER INCOME AND GAINS, NET (continued)

An analysis of other income and gains, net is as follows:

	2023 **(RMB'000)**	2022 (RMB'000)
Other income		
Interest income	**245,602**	392,731
Interest income from related parties	**21,339**	103,848
Government grants	**113,824**	203,309
Miscellaneous	**46,548**	32,435
	427,313	732,323
Other gains, net		
Gains from disposal of subsidiaries	**–**	853,958
Gains from disposal of joint ventures and associates	**–**	1,119,909
Losses on disposal of right-of-use assets, investment properties, property, plant and equipment, other intangible assets and assets of disposal groups classified as held for sale	**–**	(622,749)
Fair value gains on investment properties	**–**	28,357
Fair value gains/(losses) on put options written on non-controlling interests	**14,976**	(31,086)
Remeasurement gains/(losses) resulting from joint ventures transferred to subsidiaries	**6,835**	(5,094)
Gains from bargain purchase of subsidiaries	**186**	6,790
Exchange gains, net *(note (a))*	**124,141**	62,142
Gains on redemption of senior notes	**–**	119,734
Miscellaneous	**59,094**	5,503
	205,232	1,537,464
	632,545	2,269,787

Note:

(a) Amounts do not include the exchange gain or loss related to borrowings which are included in the "finance costs, net" *(note 4)*.

4. FINANCE COSTS, NET

An analysis of finance costs is as follows:

	2023	2022
	(RMB'000)	*(RMB'000)*
Interest expense:		
– Bank borrowings, syndicated loans and other borrowings	**2,962,985**	2,814,205
– Senior notes and exchangeable bonds	**1,027,083**	1,111,909
– PRC Corporate Bonds, Panyu Asset-Backed Securities ("**Panyu ABS**"), Commercial Mortgage Backed Securities ("**CMBS**") and Medium Term Notes ("**MTN**")	**541,091**	538,339
– Lease liabilities	**15,036**	25,704
Exchange losses from borrowings	**435,019**	2,676,011
	4,981,214	7,166,168
Less: interest and exchange losses capitalised	**(4,099,537)**	(4,097,155)
Changes in fair value of derivative financial instruments	**(30,480)**	32,824
	851,197	3,101,837

5. INCOME TAX EXPENSES

No provision for Hong Kong profits tax has been made for the years ended 31 December 2023 and 2022 as the Group did not generate any assessable profits arising in Hong Kong during the years.

Chinese Mainland corporate income tax has been provided at the rate of 25% for the year ended 31 December 2023 (2022: 25%). Dividend distribution made by Chinese Mainland subsidiaries, joint ventures and associates to shareholders outside of Chinese Mainland in respect of their profits earned after 1 January 2008 is subject to withholding income tax at tax rates of 5% or 10%, where applicable.

Certain subsidiaries of the Group obtained the Certificate of High-New Technical Enterprise. According to the Corporate Income Tax Law of the Chinese Mainland (the "**CIT Law**"), corporations which obtain the Certificate of High-New Technical Enterprise are entitled to enjoy additional tax deduction for research and development costs and a preferential corporate income tax rate of 15%. The tax rate applicable to these companies during the year ended 31 December 2023 was 15% (2022: 15%).

Certain subsidiaries of the Group have enjoyed a preferential policy in Zhuhai Hengqin (Free Trade Area) with an enterprise income tax rate of 15% during the year ended 31 December 2023 (2022: 15%). Certain subsidiaries of the Group in the Chinese Mainland are located in western cities, and they are subject to a preferential income tax rate of 15% (2022: 15%).

Certain subsidiaries of the Group in the Chinese Mainland provide environmental protection services and these companies enjoy the policy of "three exemption and three half corporate income tax". Such subsidiaries are not subject to CIT for the first three years since the year when the relevant subsidiaries generating revenue, and the relevant subsidiaries are subject to a preferential income tax rate of 12.5% for the next three years.

Certain subsidiaries of the Group in Chinese Mainland are located in Hainan Free Trade Port and subject to a preferential income tax rate of 15% in certain years (2022: 15%).

Certain subsidiaries of the Group enjoy the preferential income tax treatment for Small and Micro Enterprise with the income tax rate of 20% and are eligible to have their tax calculated based on 25% or 50% of their taxable income.

Chinese Mainland land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including costs of land and development and construction expenditures.

5. INCOME TAX EXPENSES (continued)

	2023 *(RMB'000)*	2022 *(RMB'000)*
Current income tax:		
– Corporate income tax	**1,825,734**	2,879,352
– Chinese Mainland land appreciation tax	**723,983**	1,978,834
	2,549,717	4,858,186
Deferred income tax	**(1,623,468)**	(1,856,830)
Income tax expenses	**926,249**	3,001,356

6. LOSS PER SHARE

The calculation of the basic and diluted loss per share amounts is based on the loss for the year attributable to shareholders of the Company, and the weighted average number of ordinary shares of 4,804,212,000 (2022: 3,914,834,000) in issue during the year less shares held for Share Award Scheme.

The calculations of the basic and diluted loss per share are based on:

	2023	2022
Loss attributable to shareholders of the Company *(RMB'000)*	**(13,801,195)**	(14,981,154)
Weighted average number of ordinary shares in issue less shares held for Share Award Scheme *(thousands)*	**4,804,212**	3,914,834
Basic and diluted loss per share *(RMB per share)*	**(2.873)**	(3.827)

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

7. DIVIDENDS

The Board did not propose any interim or final dividend during the years ended 31 December 2023 and 2022.

8. INVESTMENT PROPERTIES

	2023 *(RMB'000)*	2022 *(RMB'000)*
Carrying amount at 1 January	**9,367,543**	11,514,964
Additions	**26,459**	148,011
Transfer from completed properties held for sale	**24,635**	–
Transfer from property, plant and equipment	**210,000**	70,000
Transfer to assets of disposal groups classified as held for sale	**–**	(380,734)
Revaluation (losses)/gains recognised in profit or loss	**(36,724)**	28,357
Disposals	**(6,161)**	(2,013,055)
Carrying amount at 31 December	**9,585,752**	9,367,543

Notes:

(a) The Group's investment properties consist of completed office buildings, hotels, retail shops and car parks located in Chinese Mainland and are held on lease of between 40 to 70 years.

(b) As at 31 December 2023, investment properties of RMB5,981,965,000 (2022: RMB5,756,000,000) and certain rights of receiving rental income were pledged as collateral for the Group's bank borrowings.

9. TRADE AND OTHER RECEIVABLES

	2023 **(RMB'000)**	2022 *(RMB'000)*
Trade receivables *(note (a))*		
– Third parties	**9,231,079**	10,207,660
– Joint ventures	**2,607,229**	2,644,462
– Associates	**24,228**	46,364
Gross trade receivables	**11,862,536**	12,898,486
Less: allowance for impairment of trade receivables	**(1,807,666)**	(1,430,091)
Total trade receivables	**10,054,870**	11,468,395
Other receivables due from:		
– Third parties	**22,249,975**	28,662,020
– Joint ventures	**17,736,650**	18,908,878
– Associates	**716,010**	1,035,207
– Other related parties	**272,474**	358,459
– Non-controlling interests	**4,732,091**	4,081,197
Loan and interest receivables due from related parties	**2,640,400**	2,968,591
Prepaid value added taxes and other taxes	**2,364,234**	1,887,148
Deposits for acquisition of land use rights	**677,211**	771,492
Prepayments	**1,943,273**	1,250,978
Gross other receivables	**53,332,318**	59,923,970
Less: allowance for impairment of other receivables	**(2,418,892)**	(1,508,231)
Total other receivables	**50,913,426**	58,415,739
Less: other receivables – non-current portion	**(9,972,774)**	(8,381,269)
Other receivables – current portion	**40,940,652**	50,034,470
Trade and other receivables – current portion	**50,995,522**	61,502,865

As at 31 December 2023, the fair value of trade and other receivables approximated their carrying amounts.

Note:

(a) Trade receivables mainly arose from sales of properties, provision of property management services, provision of construction services and provision of environmental protection services. Trade receivables are settled in accordance with the terms stipulated respectively in the property sale and purchase agreements or service agreements. As at 31 December 2023 and 2022, the ageing analysis of the trade receivables based on invoice date is as follows:

	2023 **(RMB'000)**	2022 *(RMB'000)*
Within 90 days	**5,277,705**	5,452,144
Over 90 days and within 365 days	**3,118,893**	3,677,415
Over 365 days	**3,465,938**	3,768,927
	11,862,536	12,898,486

10. TRADE AND OTHER PAYABLES

	2023	2022
	(RMB'000)	*(RMB'000)*
Trade payables *(note (a))*	**25,012,538**	27,585,540
Other payables due to:		
– Third parties	**12,588,371**	13,296,872
– Related parties	**9,522,910**	12,050,605
– Non-controlling interests	**2,102,581**	3,276,492
Staff welfare benefit payable	**1,153,512**	1,133,411
Accruals	**1,954,327**	2,072,339
Advances from disposal of equity interests	**–**	45,000
Other taxes payable	**6,172,339**	6,197,079
Total trade and other payables	**58,506,578**	65,657,338
Less: other payables – non-current portion	**(4,883,909)**	(5,500,842)
Trade and other payable – current portion	**53,622,669**	60,156,496

Note:

(a) The ageing analysis of the trade payables of the Group based on invoice date as at 31 December 2023 and 2022 is as follows:

	2023	2022
	(RMB'000)	*(RMB'000)*
Within 90 days	**7,723,154**	11,449,189
Over 90 days and within 180 days	**5,711,604**	5,870,261
Over 180 days and within 365 days	**3,983,982**	4,020,254
Over 365 days	**7,593,798**	6,245,836
	25,012,538	27,585,540

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

Opinion

We have audited the consolidated financial statements of Agile Group Holdings Limited (the "**Company**") and its subsidiaries (the "**Group**"), which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material uncertainty related to going concern

We draw attention to note 1 to the consolidated financial statements, which indicates that the Group recorded a net loss of RMB12,776,851,000 and as of 31 December 2023, the Group had cash and bank balances (including restricted cash) of RMB12,553,455,000 and short-term borrowings of RMB25,869,427,000. Along with the current situation as set forth in note 1, which indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

During the year, the Group's revenue was RMB43,310 million (2022: RMB54,034 million), representing a decrease of 19.8% over 2022. The Group's operating loss was RMB9,555 million (2022: operating loss RMB6,513 million), representing an increase of 46.7% over 2022.

The Group's net loss for the year was RMB12,777 million representing a decrease of 4.5% when compared with net loss RMB13,373 million in 2022.

Loss attributable to shareholders of the Company for the year was RMB13,801 million representing a decrease of 7.9% when compared with loss RMB14,981 million in 2022.

Basic loss per share was RMB2.873 for the year ended 31 December 2023 (2022: basic loss per share RMB3.827).

The loss was primarily due to the following:

1. the real estate business environment is still challenging, which has led to a slowdown of property sales, a decrease in the overall sales area and resulting in a gross loss during the year;

2. the disposal of subsidiaries, joint ventures and associates recorded losses; and

3. the loss on changes in fair value of financial assets/liabilities through profit or loss.

Land bank

As at 31 December 2023, the Group had a land bank with a total planned GFA of approximately 33.35 million sq.m. in 79 cities located in Southern China Region, Eastern China Region, Western China Region, Central China Region, Hainan Region, Yunnan Region, Northeast China Region, Northern China Region, Hong Kong and Overseas. The average land cost was RMB3,030 per sq.m., which was competitive.

Property development and sales

During the year, revenue from recognised sales of property development of the Group was RMB23,598 million, representing a decrease of 27.3% when compared with RMB32,456 million in 2022. The decrease was mainly due to challenging operating environment in the real estate industry, which has weakened confidence of buyers and slowed down property sales, resulting in a decline in the overall sales. The total recognised GFA sold was 2.13 million sq.m., representing a decrease of 35.6% when compared with 2022.

Diversified business

Property management

During the year, revenue from property management of the Group was RMB14,534 million, representing an increase of 6.2% when compared with RMB13,683 million in 2022. As at 31 December 2023, the Group's total GFA under management was 590.5 million sq.m., representing an increase of 44.7 million sq.m. or a growth rate of 8.2% as compared with 545.8 million sq.m. as at 31 December 2022.

Others

Others mainly comprise the business units involved in provision of property construction services, ecological landscaping services, intelligent home and decoration services, environmental protection service and commercial management services. During the year, revenue from others of the Group amounted to RMB5,179 million, representing a decrease of 34.4% compared with RMB7,896 million in 2022.

Cost of sales

The Group's cost of sales mainly refers to the costs incurred directly from its property development activities and property management activities, including the cost of construction, fitting-out and design, costs of land use rights, capitalised interest, employee benefit expenses, cleaning expenses, security expenses, tax surcharge and others.

During the year, the cost of sales of the Group amounted to RMB43,835 million, representing a decrease of 17.3% compared with RMB53,033 million in 2022. The decrease was mainly due to challenging operating environment in the real estate industry and property sales have slowed down, resulting the decrease of recognised GFA sold, and the drop in expenses for property development activities caused by the decline in property development revenue. The total recognised GFA sold decreased by 35.6% to 2.13 million sq.m. in 2023 when compared with 3.31 million sq.m in 2022.

Gross (loss)/profit

During the year, gross loss of the Group was RMB524 million, representing a decrease of 152.4% when compared with gross profit of RMB1,001 million in 2022. During the year, gross loss margin of the Group was 1.2%, representing a decrease of 3.1 percentage points when compared with gross profit margin of 1.9% in 2022. The decrease was mainly due to challenging operating environment in the real estate industry, which has weakened confidence of buyers and slowed down property sales, resulting in a decline in the overall sales area. The recognised average selling price increased by 13.0% over last year, whilst the relevant average costs such as construction cost increased by 20.5% compared to 2022, causing the change from gross profit and gross profit margin to gross loss and gross loss margin.

Other income and gains, net

During the year, other income and gains, net of the Group was RMB633 million, representing a decrease of 72.1% compared with RMB2,270 million in 2022. The change was mainly attributable to the followings:

(i) the interest income was RMB267 million, representing a decrease of RMB230 million compared with RMB497 million in 2022;

(ii) gains on disposal of subsidiaries was RMB854 million in 2022 whereas losses was recorded during the year and was included in other expenses; and

(iii) gains on disposal of joint ventures and associates was RMB1,120 million in 2022 whereas losses was recorded during the year and was included in other expenses.

Selling and marketing costs

During the year, the Group's selling and marketing costs amounted to RMB1,090 million, representing a decrease of 11.6% compared to RMB1,233 million in 2022. The decrease was mainly due to the decrease in advertising fee.

Administrative expenses

During the year, the Group's administrative expenses amounted to RMB3,843 million, representing a decrease of 10.7% compared to RMB4,305 million in 2022. Such decrease was mainly due to the stringent cost control by the Group during the year.

Other expenses

During the year, other expenses of the Group was RMB3,114 million, representing an increase of 169.3% when compared with RMB1,156 million in 2022, which was mainly attributable to the increase in net fair value losses on financial assets/liabilities at FVPL and losses on disposal of subsidiaries, joint ventures and associates.

Finance costs, net

The Group's finance costs mainly consist of interest expenses on bank borrowings, other borrowings, senior notes, exchangeable bonds, PRC corporate bonds, Panyu ABS, CMBS, MTN, and lease liabilities and exchange loss from borrowings, deduct capitalised interests and exchange losses on foreign currency denominated borrowings.

During the year, the Group's net finance costs amounted to RMB851 million, representing a decrease of 72.6% as compared to RMB3,102 million in 2022. Such decrease was mainly due to the exchange loss on foreign currency borrowings arising from the translation of the Group's foreign currency denominated borrowings was RMB435 million compared with a loss of RMB2,676 million in 2022 due to the higher depreciation of RMB in the prior year compared to the current year.

Share of losses of investments accounted for using the equity method

During the year, the share of losses of investments accounted for using the equity method was RMB1,444 million, representing an increase of 90.6% when compared with loss of RMB757 million in 2022.

Loss attributable to shareholders

Loss attributable to shareholders of the Company was RMB13,801 million for the year ended 31 December 2023, representing a decrease of 7.9% when compared with loss of RMB14,981 million for the year ended 31 December 2022.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash position and fund available

As at 31 December 2023, the total cash and bank balances of the Group were RMB12,553 million (31 December 2022: RMB16,091 million), of which RMB8,637 million (31 December 2022: RMB8,463 million) was cash and cash equivalents and RMB3,916 million (31 December 2022: RMB7,628 million) was restricted cash.

As at 31 December 2023 and 2022, restricted cash is mainly comprised of guarantee deposits for mortgage loans, guarantee deposits for construction of pre-sold properties, deposits for accident compensation and collateral for borrowings.

Borrowings

As at 31 December 2023, the Group's total borrowings amounted to RMB53,554 million, of which (i) bank borrowings and other borrowings; (ii) senior notes; (iii) PRC Corporate Bonds, CMBS, Panyu ABS, MTN and exchangeable bonds, amounted to RMB32,695 million, RMB12,339 million and RMB8,520 million, respectively.

Repayment schedule	**As at 31 December 2023** ***(RMB million)***	As at 31 December 2022 *(RMB million)*
Bank borrowings and other borrowings		
Within 1 year	**22,469**	20,680
Over 1 year and within 2 years	**4,703**	13,738
Over 2 years and within 5 years	**4,382**	2,665
Over 5 years	**1,141**	1,713
Subtotal	**32,695**	38,796
Senior notes		
Over 1 year and within 2 years	**9,168**	–
Over 2 years and within 5 years	**3,171**	12,112
Subtotal	**12,339**	12,112
PRC Corporate Bonds, CMBS, Panyu ABS, MTN and Exchangable Bonds		
Within 1 year	**3,401**	3,347
Over 1 year and within 2 years	**85**	65
Over 2 years and within 5 years	**5,034**	1,527
Over 5 years	**–**	3,639
Subtotal	**8,520**	8,578
Total	**53,554**	59,486

As at 31 December 2023, the Group's bank borrowings (including syndicated loans) of which RMB27,614 million (31 December 2022: RMB30,899 million) and other borrowings of which RMB1,987 million (31 December 2022: RMB3,771 million) were secured by its bank deposits, land use rights, self-used properties, trade receivables, completed properties held for sale, properties under development, investment properties, the shares of certain subsidiaries and equity interest of a joint venture.

The senior notes were guaranteed by certain subsidiaries of the Group and were secured by the pledges of their shares.

The Panyu ABS of RMB703 million was secured by the Group's receivables for certain properties under its management as at 31 December 2022 and it was matured and redeemed on 28 October 2023. The CMBS of RMB3,961 million (31 December 2022: RMB4,009 million) was secured by the Group's receivables for certain properties under its operation, land use rights, self-used properties and investment properties.

The exchangeable bonds of RMB1,240 million (31 December 2022: RMB1,223 million) were guaranteed by the Company and were secured by the pledges of A-Living Shares.

The net gearing ratio is the ratio of net borrowings (total borrowings less total cash and cash equivalents and restricted cash) to total equity. As at 31 December 2023, the net gearing ratio was 65.8% (31 December 2022: 57.3%).

Currency risk

The Group conducts its business primarily in Renminbi. Certain bank deposits and bank loans were denominated in Hong Kong dollars, United States dollars, Macao Pataca and Malaysian Ringgit, and the Company's senior notes was denominated in United States dollars.

Since 2016, the Group has adopted foreign currency hedging instruments to achieve better management over foreign exchange risk. The objective of the hedges is to minimise the volatility of the RMB cost of highly probable forecast repayments of foreign debts. The Group's risk management policy is to partially hedge forecasted foreign currency cash flows, subject to availability of appropriate hedging instruments and cost of hedging.

The Group uses a combination of foreign exchange forward contracts and foreign exchange option derivatives to hedge its exposure to foreign exchange risk.

Cost of borrowings

In 2023, the total cost of borrowings (not including the interest expense of lease liabilities) of the Group was RMB4,531 million, representing an increase of 1.5% when compared with RMB4,464 million in 2022. The increase was mainly attributable to higher effective interest rate of borrowings during 2023. The Group's effective borrowing rate for the year was 7.61% (2022: 6.03%).

Contingent liabilities and financial guarantees

The Group has cooperated with certain financial institutions to arrange mortgage loan facilities for its purchasers of properties and to provided guarantees to secure obligations of such purchasers for repayments. As at 31 December 2023, the outstanding guarantees amounted to RMB50,592 million (31 December 2022: RMB49,330 million). Such guarantees will be discharged upon the earlier of (i) issuance of the real estate ownership certificates which generally be available within one year after the purchaser take possession of the relevant properties; and (ii) the satisfaction of relevant mortgage loans by the purchasers.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interests and penalties owed by the defaulted purchasers to the financial institutions, and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantees starts from the dates the mortgagees grant the mortgage loans. No provision has been made for the guarantees as the management is of the view that the net realisable values of the related properties can cover the repayment of the outstanding mortgage principals together with the accrued interests and penalties in case of default in payments.

Several subsidiaries of the Group and other shareholders of associates have provided certain guarantees in proportion of their shareholding in associates in respect of loan facilities amounting to RMB1,938 million (31 December 2022: RMB2,923 million). As at 31 December 2023, the Group's share of the guarantees amounted to RMB1,698 million (31 December 2022: RMB1,980 million).

Several subsidiaries of the Group and joint venture partners have provided certain guarantees in proportion to their shareholdings in certain joint ventures in respect of loan facilities amounting to RMB5,237 million (31 December 2022: RMB7,165 million). As at 31 December 2023, the Group's share of the guarantees amounted to RMB3,180 million (31 December 2022: RMB4,609 million).

As at 31 December 2023, the Group provided certain guarantees to certain independent third parties in respect of loan facilities amounting to RMB3,350 million (31 December 2022: RMB3,508 million).

Allotment of Shares in Agile

(a) On 11 January 2023 (before trading hours), the Company, Top Coast Investment Limited ("**Top Coast**"), and BNP Paribas Securities (Asia) Limited, Credit Suisse (Hong Kong) Limited and J.P. Morgan Securities (Asia Pacific) Limited (as placing agents) entered into a placing and subscription agreement for the placing of 219,500,000 shares at the placing price of HK$2.25 per share and for the subscription of up to 219,500,000 new shares by Top Coast at the subscription price of HK$2.25 per Share. The net price for the subscription, after deduction of all relevant fees, costs and expenses to be borne or incurred by the Company, is estimated to be approximately HK$2.23 per subscription share. Based on a nominal value of HK$0.10 per placing share, the aggregate nominal value of the subscription shares was HK$21,950,000 on the basis of full subscription of all the subscription shares.

    The placing shares have been placed by the placing agent to not less than six placees, who/which are professional, institutional and/or other investors procured by the placing agent. To the best knowledge and reasonable belief of the Company, these placees and their ultimate beneficial owners are independent of and not connected with the Company and connected persons of the Company, and none of such placees have become a substantial shareholder of the Company immediately upon completion of the placing.

The placing and subscription were completed on 13 January 2023 and 18 January 2023, respectively. The subscription shares represent approximately 4.67% of the Company's issued share capital as enlarged by the allotment and issue of the subscription shares. The net proceeds from the subscription (after deducting all relevant fees, costs and expenses to be borne or incurred by the Company) amounted to approximately HK$489.2 million.

The rationale for the placement and the subscription is to raise additional funds to strengthen the financial position and broaden the shareholder and capital base of the Company. The Company intends to use the net proceeds from the subscription for repaying the outstanding coupon payments for US$500,000,000 5.75% senior unsecured bonds due 2025 issued by the Company, refinancing of existing indebtedness and general corporate purposes. As at 30 March 2023, the proceeds were fully utilised as planned. Please refer to the announcements of the Company dated 11 January 2023 and 18 January 2023 for further details.

(b) On 1 August 2023 (before trading hours), the Company, Top Coast, BNP Paribas Securities (Asia) Limited and J.P. Morgan Securities (Asia Pacific) Limited (as placing agents) entered into a placing and subscription agreement for the placing of 346,000,000 shares at the placing price of HK$1.13 per share and for the subscription of up to 346,000,000 new shares by Top Coast at the subscription price of HK$1.13 per share. The net price for the subscription, after deduction of all relevant fees, costs and expenses to be borne or incurred by the Company, is estimated to be approximately HK$1.12 per subscription share. Based on the nominal value of HK$0.10 each, the aggregate nominal value of the subscription shares was HK$34,600,000 on the basis of full subscription of all the subscription shares.

The placing shares have been placed by the placing agent to not less than six placees, who/which are professional, institutional and/or other investors procured by the placing agent. To the best knowledge and reasonable belief of the Company, these placees and their ultimate beneficial owners are independent of and not connected with the Company and connected persons of the Company, and none of such placees have become a substantial shareholder of the Company immediately upon completion of the placing.

The placing and subscription were completed on 3 August 2023 and 15 August 2023, respectively. The subscription shares represent approximately 6.86% of the Company's issued share capital as enlarged by the allotment and issue of the subscription shares. The net proceeds from the subscription (after deducting all relevant fees, costs and expenses to be borne or incurred by the Company) amounted to approximately HK$387.2 million.

The rationale for the placement and the subscription is to raise additional funds to strengthen the financial position and broaden the shareholder and capital base of the Company. The Company intends to use the net proceeds from the subscription for refinancing of existing indebtedness and for general corporate purposes. As at 30 August 2023, the proceeds were fully utilised as planned. Please refer to the announcements of the Company dated 1 August 2023 and 15 August 2023 for further details.

Significant Investments Held, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures, and Future Plans for Material Investments or Capital Assets

On 12 October 2023:

1. 常州雅居樂房地產開發有限公司(Changzhou Agile Real Estate Development Co., Ltd.*) ("**Changzhou Agile**"), being an indirect wholly-owned subsidiary of the Company, entered into a cooperation withdrawal agreement pursuant to which Changzhou Agile disposed its 50% equity interest in 常州嘉茂置業發展有限公司(Changzhou Jiamao Real Estate Development Co., Ltd.*) ("**Target Company 1**"), along with all rights, title and interest in the shareholder's loans associated with that 50% equity interest in Target Company 1, to 常州嘉宏房地產開發有限公司(Changzhou Jiahong Real Estate Development Co., Ltd. *) ("**Changzhou Jiahong**") at a consideration of approximately RMB360 million;

2. 常州新雅房地產開發有限公司(Changzhou Xinya Real Estate Development Co., Ltd.*) ("**Changzhou Xinya**"), being an indirect non-wholly owned subsidiary of the Company, entered into a cooperation withdrawal agreement pursuant to which Changzhou Xinya disposed its 49% equity interest in 常州嘉宏南城置業發展有限公司(Changzhou Jiahong South City Real Estate Development Co., Ltd. *) ("**Target Company 2**"), along with all rights, title and interest in the shareholder's loans associated with that 49% equity interest in Target Company 2, to 常州億兆實業投資有限公司(Changzhou Yizhao Industrial Investment Co., Ltd. *) at a consideration of approximately RMB66 million;

3. Changzhou Agile entered into a cooperation withdrawal agreement pursuant to which it acquired 50% equity interest in 常州嘉宏萬豐置業發展有限公司(Changzhou Jiahong Wanfeng Real Estate Development Co., Ltd. *) ("**Target Company 3**"), along with all rights, title and interest in the shareholder's loans associated with that 50% equity interest in Target Company 3, from Changzhou Jiahong, at a consideration of approximately RMB507 million;

4. 南通雅居樂房地產開發有限公司(Nantong Agile Real Estate Development Co., Ltd. *) ("**Nantong Agile**"), being an indirect wholly-owned subsidiary of the Company, entered into a cooperation withdrawal agreement pursuant to which Nantong Agile acquired 50% equity interest in 啟東市雅宏房地產開發有限公司(Qidong Yahong Real Estate Development Co., Ltd. *) ("**Target Company 4**"), along with all rights, title and interest in the shareholder's loans associated with that 50% equity interest in Target Company 4, from Changzhou Jiahong, at a consideration of approximately RMB105 million; and

5. Changzhou Agile entered into a cooperation withdrawal agreement pursuant to which Changzhou Agile acquired 33% interest in a development project from 常州盈豐商業管理有限公司(Changzhou Yingfeng Business Management Co., Ltd. *) at a consideration of approximately RMB175 million.

For further details of the above acquisition and disposal, please refer to the Company's announcement dated 12 October 2023.

On 8 November 2023, Agile Real Estate Development (M) Sdn Bhd ("**AREDSB**"), being an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement as vendor with another vendor (as nominee of AREDSB) pursuant to which they sold all of their shares in Agile Property Development Sdn Bhd ("**APDSB**"), representing 100% equity interests in APDSB to a purchaser for a total consideration of Ringgit 310 million. For further details, please refer to the Company's announcements dated 8 November 2023 and 2 January 2024.

Save as disclosed in this announcement, there were no other significant investments held, no material acquisitions or disposals of subsidiaries, associates and joint ventures during the period, nor was there any plan authorised by the Board for other material investments or additions of capital assets at the date of this announcement.

* *The names of the companies represent management's best efforts at translating the Chinese names of these companies as no English names have been registered or available.*

Events after the Balance Sheet Date

On 7 February 2024:

1. (i) among others, 南通雅信企業管理諮詢有限公司 (Nantong Yaxin Enterprise Management Consulting Co., Ltd.*) ("**Nantong Yaxin**", as vendor) and 星合投資(上海)有限公司(Xinghe Investment (Shanghai) Co., Ltd.*) ("**Xinghe Investment**", as purchaser) entered into an agreement (the "**Xiermei Equity Transfer Agreement**"), pursuant to which Nantong Yaxin conditionally agreed to sell, and Xinghe Investment conditionally agreed to purchase, the 40% equity interest in 啟東希爾美貿易有限公司 (Qidong Xiermei Trading Co., Ltd.*) ("**Xiermei**") at the consideration of RMB10 million, and (ii) among others, Nantong Yaxin (as assignor) and Xinghe Investment (as assignee) entered into a loan transfer agreement (the "**Xiermei Loan Transfer Agreement**", which together with the Xiermei Equity Transfer Agreement shall be collectively referred to as the "**Xiermei Agreements**"), pursuant to which Nantong Yaxin agreed to assign, and Xinghe Investment agreed to take assignment of, the shareholder's loan owed by Xiermei to Nantong Yaxin in the carrying amount of RMB318,807,000 in the consideration of RMB318,807,000.

2. (i) among others, Xinghe Investment (as vendor) and Nantong Yaxin (as purchaser) entered into a equity transfer agreement (the "**Boermei Equity Transfer Agreement**"), pursuant to which Xinghe Investment conditionally agreed to sell, and Nantong Yaxin conditionally agreed to purchase, the 20% equity interest in 啟東博爾美貿易有限公司 (Qidong Boermei Trading Co., Ltd.*) ("**Boermei**") at the consideration of RMB5 million, and (ii) among others, Xinghe Investment (as assignor) and Nantong Yaxin (as assignee) entered into a loan transfer agreement (the "**Boermei Loan Transfer Agreement**" which together with the Boermei Equity Transfer Agreement shall be collectively referred to as the "**Boermei Agreements**"), pursuant to which Xinghe Investment agreed to assign, and Nantong Yaxin agreed to take assignment of, the shareholder's loan owed by Boermei to Xinghe Investment in the carrying amount of RMB196,147,000 at a consideration of RMB196,147,000.

3. among others, Nantong Yaxin and Xinghe Investment entered into a debt offsetting agreement, pursuant to which the parties agreed that the consideration payable under the Xiermei Agreements and the Boermei Agreements shall first be offset and after offsetting, the amount that remains payable by Xinghe Investment to Nantong Yaxin shall be RMB127,660,000 (i.e. the Netted Sum). The Netted Sum shall further be discounted by approximately 40% and the amount that remains payable by Xinghe Investment to Nantong Yaxin shall be RMB76,596,000.

For further information and details of the above transactions, please refer to the Company's announcements dated 7 February 2024 and 7 March 2024.

On 28 March 2024, Guangzhou Panyu Agile Realty Development Co., Ltd.^ (廣州番禺雅居樂房地產開發有限公司) ("**Panyu Agile**") (an indirect wholly-owned subsidiary of the Company incorporated in the PRC) repurchased its public domestic corporate bonds. For further details, please refer to the section headed "PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES" of this announcement.

Save as disclosed above, the Group did not have any other material event after the Balance Sheet Date.

* *The names of the companies represent management's best efforts at translating the Chinese names of these companies as no English names have been registered or available.*

Employees and remuneration policy

As at 31 December 2023, the Group had a total of 100,863 employees, among which 51 were senior management and 125 were middle management. By geographical locations, there were 100,799 employees in Chinese Mainland, 28 employees in Hong Kong and 36 employees in overseas. For the year ended 31 December 2023, the total remuneration costs, including directors' remuneration, were RMB7,226 million (31 December 2022: RMB7,981 million).

The Group remunerates its employees by reference to the market levels, individual performance and contributions. Bonuses are also distributed based on the performance of employees. The Group also provides a comprehensive benefit package and career development opportunities, including retirement schemes, medical benefits, and both internal and external training appropriate to the employees' needs.

Property development pre-sold

During the year, the aggregated pre-sold value of the Group, together with the joint ventures and associates of the Group as well as property projects carrying "Agile" brand name managed by the Group amounted to RMB45.30 billion, while the corresponding aggregated GFA presold and average selling price were 3.039 million sq.m. and RMB14,904 per sq.m. respectively.

Property management

During the year, A-Living adhered to the development strategy of "brand enhancement, steady development, enhancing competence, facilitating integration", refocused on the essence of service and operation, and pursued quality growth with the non-cyclical businesses as the core. Despite the fluctuations in the macro environment and the challenges brought by competition in the industry, all the staff of A-Living worked together to ensure good quality and to effectively enhance property owners' experience of the services. Meanwhile, A-Living adjusted its strategy according to the current situation, focused on operating efficiency, paid close attention to payment collection and cash flow, and improved management efficiency with refined operations. During the year, A-Living continued to be recognized by the industry and the market for its performance, and was ranked second among the "2023 Top 100 Property Management Companies in China" and ranked among the top-tier property management companies in terms of the market expansion of third party projects. With its industry-leading overall strengths, the brand value of A-Living exceeded RMB21.2 billion.

Outlook

It is expected that the market will keep track of the impacts of the Federal Reserve's interest rate cuts, the Russia-Ukraine conflict, the United States presidential election, and inflation on the global economy in 2024. With the introduction of a streak of policies by the Chinese government to stimulate the economy, China's economy is expected to recover further.

The Chinese Central Government will not change its stance that "houses are for living in, not for speculation" so as to stabilise the real estate market. People's demand for buying their first homes or improving their housing situation will be satisfied by local governments' continuous targeted implementation of housing policies. Furthermore, a whitelist mechanism has been established for local governments to coordinate the work of addressing financing issues facing real estate developers, which will boost the improvement in policies for the real estate sector and facilitate the recovery of the sales and healthy development of the industry.

The Group is convinced that by adhering to the business model of "focusing on property development, supported by a synergy of diversified businesses" and with the efforts of all employees, the overall business will be able to develop steadily, and further increase the brand awareness of Agile across the country and cement its position in the competitive market. Meanwhile, the Group will continue to uphold its commitment to corporate social responsibilities through participating in charitable activities to contribute to the communities.

DIVIDENDS

During the year, the Company did not pay any interim dividend (2022: Nil) to the shareholders. The Board did not propose any final dividend for the year ended 31 December 2023 (2022: Nil).

CLOSURE OF REGISTER OF MEMBERS

*To determine the identity of shareholders who are entitled to attend and vote at the annual general meeting of the Company to be held on Monday, 20 May 2024 ("**AGM**"):*

Latest time for lodging transfer documents of shares	:	4:30 p.m. on Monday, 13 May 2024
Period of closure of register of members	:	Tuesday, 14 May 2024 to Monday, 20 May 2024 (both dates inclusive)
Record date	:	Monday, 20 May 2024

To qualify for attending and voting at the AGM, all properly completed transfer forms accompanied by the share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than the corresponding latest time for lodging transfer documents of shares.

NOTICE OF ANNUAL GENERAL MEETING

Notice of AGM will be published on the respective website of the Company at www.agile.com.cn and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") at www.hkex.com.hk and will be dispatched to the shareholders of the Company within the prescribed time and in such manner as required under the Listing Rules. A copy of the said notice will also be published on the website of Singapore Exchange Securities Trading Limited ("**SGX**") at www.sgx.com.

AUDIT COMMITTEE

The audit committee of the Company has reviewed the consolidated financial statements of the Group for the year ended 31 December 2023, and reviewed the accounting principles and practices adopted by the Group with the Group's management, and discussed the internal controls and financial reporting matters with them.

PUBLIC FLOAT

Based on the publicly available information and to the best knowledge of the Directors of the Company, at least 25% of the Company's total issued share capital is being held by the public for the year ended 31 December 2023 and as at the date of this announcement.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own code for securities transactions by directors ("**Securities Dealing Code for Directors**"), which is on terms no less exacting than the required standard as set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules. After enquiry, each of the Directors of the Company has confirmed to the Company that he or she had fully complied with the Securities Dealing Code for Directors during the year ended 31 December 2023.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

During the year ended 31 December 2023, the Company has complied with all code provisions of the Corporate Governance Code contained in Part 2 of Appendix C1 to the Listing Rules ("**CG Code**") except for the deviation as specified with considered reasons below.

The code provision C.2.1 of the CG Code requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual. In the reporting period and until now, Mr. Chen Zhuo Lin is the Chairman of the Board and the President of the Company. The Board considered that such arrangement will provide strong and consistent leadership for the development of the Group and effective execution of policies and strategies of the Group given Mr. Chen's in-depth knowledge of the operations of the Group and of the industry as well as his extensive and strong business connections. The Board considered that such arrangement will not impair the balance of power and authority of the Board and it will be subject to review from time to time, and hence serves the best interest of the Group.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

On 10 April 2023, Panyu Agile repurchased RMB10.124 million with a face value of RMB100 each out of its public domestic corporate bonds of RMB1,450 million with an initial coupon rate of 5.9% due 2024 (corporate bond code: 175934) followed by the resale of the same during the period from 10 April 2023 to 10 May 2023. These bonds are listed on the Shanghai Stock Exchange.

On 18 May 2023, Great Dawn Investments Limited (鴻昕投資有限公司) ("**Great Dawn**") (an indirect wholly-owned subsidiary of the Company incorporated in British Virgin Islands) purchased US$2.5 million out of US$500 million 5.75% senior notes due 2025 issued by the Company (ISIN code: XS2194361494) (the "**Senior Notes**") on SGX at a total consideration of approximately US$0.93 million (inclusive of accrued interests). On 7 June 2023, Great Dawn resold the aforesaid purchased Senior Notes for a total consideration of approximately US$1.01 million (inclusive of accrued interests) on SGX.

On 11 October 2023, the Company fully redeemed its non-public domestic corporate bonds in an aggregate principal amount of RMB1,200 million due 2023 with an initial coupon rate of 5.7% (corporate bond code: 135883) at its principal amount with accrued interests. These bonds had been delisted from the Shanghai Stock Exchange.

Save as disclosed above, during the year ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed securities.

On 28 March 2024, Panyu Agile repurchased RMB220 million with a face value of RMB100 each out of its public domestic corporate bonds of RMB500 million with an initial coupon rate of 7.5% due 2025 (corporate bond code: 115100). Panyu Agile decided to resell the repurchased bonds during the period from 28 March 2024 to 26 April 2024. These bonds are listed on the Shanghai Stock Exchange.

On 28 March 2024, Panyu Agile repurchased RMB20 million with a face value of RMB100 each out of its public domestic corporate bonds of RMB200 million with an initial coupon rate of 5% due 2025 (corporate bond code: 115101). Panyu Agile decided to resell the repurchased bonds during the period from 28 March 2024 to 26 April 2024. These bonds are listed on the Shanghai Stock Exchange.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT ON THE WEBSITES OF THE COMPANY, THE STOCK EXCHANGE AND SGX

This announcement is published on the respective website of the Company at www.agile.com.cn, the Stock Exchange at www.hkex.com.hk and SGX at www.sgx.com. The annual report of the Company for the year ended 31 December 2023 containing all the information required under the Listing Rules will be dispatched to the Company's shareholders and will be posted on the above websites in due course.

BOARD OF DIRECTORS

As at the date of this announcement, the Board comprises nine members, being Mr. Chen Zhuo Lin* (Chairman and President), 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 Dr. Peng Shuolong#.

* *Executive Directors*
** *Non-executive Directors*
\# *Independent Non-executive Directors*
^ *for identification purposes only*

By Order of the Board
Agile Group Holdings Limited
CHEN Zhuo Lin
Chairman and President

Hong Kong, 28 March 2024

SCOPE OF WORK OF THE INDEPENDENT AUDITOR

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income, and the related notes thereto for the year ended 31 December 2023 as set out in this preliminary announcement have been agreed by the Company's auditors, Ernst & Young, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by Ernst & Young in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by the Company's auditors on this preliminary announcement.