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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

DISCLOSEABLE TRANSACTION PROVISION OF GUARANTEE

On 23 November 2016, the Company, as a guarantor, entered into the Commitment Letter in favour of the Bank, pursuant to which the Company agreed to provide guarantee in proportion to the 25% shareholding interests in Tianjin Jinnan owned by Foshan Agile (an indirect wholly-owned subsidiary of the Company) (three Independent Third Parties each holding indirectly 25% equity interests in Tianjin Jinnan respectively will provide guarantee proportionately), for the repayment of the Entrustment Loan for the principal amount of RMB4,500 million (together with all interests, penalties, fees and other costs) by Tianjin Jinnan to the Bank. The Entrustment Loan will be utilized for the project construction of the Land and repayment of shareholders' loan(s).

As one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing rules) in respect to the provision of the guarantee under the Commitment Letter is more than 5% but less than 25%, the provision of the guarantee constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

On 23 November 2016, the Company, as a guarantor, entered into the Commitment Letter in favour of the Bank, pursuant to which the Company agreed to provide guarantee in proportion to the 25% shareholding interests in Tianjin Jinnan owned by Foshan Agile (an indirect wholly-owned subsidiary of the Company) (three Independent Third Parties each holding indirectly 25% equity interests in Tianjin Jinnan respectively will provide guarantee proportionately), for the repayment of the Entrustment Loan for the principal amount of RMB4,500 million (together with all interests, penalties, fees and other costs) by Tianjin Jinnan to the Bank. The Entrustment Loan will be utilized for the project construction of the Land and repayment of shareholders' loan(s).

The major terms of the Commitment Letter are set out below:

THE COMMITMENT LETTER

Date:

23 November 2016

Parties:

(a) the Company; and

(b) the Bank.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Bank and its ultimate beneficial owner(s) are Independent Third Parties.

Guarantee: the Company, as a guarantor, agreed to provide guarantee in

proportion to the 25% shareholding interests in Tianjin Jinnan owned by Foshan Agile for the repayment of the Entrustment Loan for the principal amount of RMB4,500 million (together with all interests, penalties, fees and other costs) by Tianjin

Jinnan to the Bank.

Term of the Guarantee: from the date of issue of the Commitment Letter to the date

falling 2 years after the date of the expiry of the repayment obligations of Tianjin Jinnan under the Entrustment Loan

Agreement.

Method of Guarantee: unconditional, irrevocable, joint and several liability.

The amount of guarantee, upon being payable, is intended to be provided by the internal resources of the Group.

Information of the Entrustment Loan Agreement

Guodu Securities has entrusted the Bank to provide the Entrustment Loan in accordance with the terms and conditions of the Entrustment Loan Agreement in the principal amount of RMB4,500 million to Tianjin Jinnan for the purpose of providing funds for the project construction of the Land and repayment of shareholders' loan(s). The Entrustment Loan may be provided in the form of a lump sum or in tranches (non-revolving) of the principal amount of RMB4,500 million. The term for each tranche shall not exceed 3 years and each tranche shall be interest bearing.

INFORMATION OF THE BANK

The Bank is a financial institution established in the PRC.

INFORMATION OF TIANJIN JINNAN

Tianjin Jinnan is a limited liability company established in the PRC and is a joint venture established between the Company and three Independent Third Parties. The equity interests of Tianjin Jinnan are held by the Company and three Independent Third Parties, each of them holding indirectly 25% equity interests in Tianjin Jinnan respectively. The principal business of Tianjin Jinnan is the development of real estate properties and sale of commodity properties.

INFORMATION OF THE GROUP

The Group is one of the leading property developers in China and is principally engaged in the development of large-scale comprehensive property projects, with extensive presence in the businesses of hotel operations, property investment, property management and environmental protection.

REASONS FOR AND BENEFITS

The Board believes that the stable economic growth of the PRC, coupled with a relatively easy keynote of policies over the property market, has continued to release the demand of first time home buyers, contributing to a quick pick-up in the trading volume in the market.

The Directors consider that the provision of the guarantee will facilitate Tianjin Jinnan in meeting its financial needs in the development of the Land, which is expected to generate income when the development is completed and thereby benefiting the Company in the development of its principal business, and is in line with its business strategy and overall interest.

In view of the above, the Directors are of the view that the terms of the Commitment Letter are fair and reasonable and the entering into of the Commitment Letter is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing rules) in respect to the provision of the guarantee under the Commitment Letter is more than 5% but less than 25%, the provision of the guarantee constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Bank" 渤海銀行股份有限公司北京分行 (Beijing Branch of China

Bohai Bank), a financial institution established in the PRC;

"Board" board of Directors;

"Commitment Letter"

the entrustment loan commitment letter dated 23 November 2016 entered into between the Company and the Bank, pursuant to which the Company agreed to provide guarantee in proportion to the 25% shareholding of equity interests in Tianjin Jinnan owned by Foshan Agile for the repayment of the Entrustment Loan for the principal amount of RMB4,500 million (together with all interests, penalties, fees and other costs) by Tianjin Jinnan to the Bank;

"Company"

Agile Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 14 July 2005, the Shares of which are listed on the Main Board of the Stock Exchange;

"Director(s)"

director(s) of the Company;

"Entrustment Loan Agreement"

the entrustment loan agreement dated 23 November 2016 entered into between the Bank, Guodu Securities and Tianjin Jinnan in respect of the grant of the Entrustment Loan by the Bank to Tianjin Jinnan;

"Entrustment Loan"

an entrustment loan facility in the aggregate principal amount of RMB4,500 million granted by the Bank to Tianjin Jinnan under the Entrustment Loan Agreement;

"Foshan Agile"

佛山市雅居樂房地產有限公司 (Foshan Agile Real Estate Co. Ltd***), a limited liability company established in the PRC and is an indirect wholly-owned subsidiary of the Company;

"Group"

the Company and its subsidiaries;

"Guodu Securities"

國都證券股份有限公司 (Guodu Securities Company Limited***), a securities firm established in the PRC and an Independent Third Party;

"Hong Kong"

the Hong Kong Special Administrative Region of the PRC;

"Independent Third Party(ies)"

person(s) or company(ies) who/which is(are) independent of the Company and its connected persons;

"Land"

a piece of land situated at 天津市津南區咸水沽鎮"津南新城" A, C, D, E, F, G, I, J, K 地块 ("Tianjin Jinnan District Xianshuigu Town Jinnan Xinchen A, C, D, E, F, G, I, J, K Land Parcel***);

"Listing Rules"

the Rules Governing the Listing of Securities on the Stock Exchange;

"percentage ratios"

has the same meaning ascribed to it under the Listing Rules;

"PRC"

The People's Republic of China;

"RMB" Renminbi, the lawful currency of the PRC;

"Shares" ordinary share(s) in the capital of the Company with a nominal

value of HK\$0.10 each;

"Shareholder(s)" holder(s) of Shares;

"Stock Exchange" The Stock Exchange of Hong Kong Limited;

"Tianjin Jinnan" 天津津南新城房地產開發有限公司 (Tianjin Jinnan Xincheng

Property Development Company Limited***), a limited liability company established in the PRC which is held as to 25% by Foshan Agile and the remainder indirectly by three Independent

Third Parties;

"%" per cent.

By Order of the Board

Agile Group Holdings Limited

Chen Zhuo Lin

Chairman and President

Hong Kong, 23 November 2016

As at the date of this announcement, the Board comprises thirteen 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. Cheung Wing Yui, Edward#, Mr. Hui Chiu Chung, Stephen# and Mr. Wong Shiu Hoi, Peter#.

- * Executive Directors
- ** Non-executive Directors
- # Independent Non-executive Directors.

^{***}for translation and identification purposes only as there is no official English translation or name