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雅居樂

## **AGILE GROUP HOLDINGS LIMITED**

*(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.



“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 <sup>***</sup> ), 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 <sup>***</sup> ), 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 地塊 (“Tianjin Jinnan District Xianshuigu Town Jinnan Xincheng A, C, D, E, F, G, I, J, K Land Parcel <sup>***</sup> ”);
“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 <sup>***</sup> ), 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*