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雅居樂

AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

DISCLOSEABLE TRANSACTION

COOPERATIVE FRAMEWORK AGREEMENT

On 29 March 2017, Zhongshan Yajing (an indirect wholly-owned subsidiary of the Company), Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin entered into the Cooperative Framework Agreement, pursuant to which Zhongshan Yajing has agreed to jointly develop 8 projects situated in different locations in Zhongshan area with a total land area of 660,859 square metres for a total amount of approximately RMB2,770 million.

As one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Transaction is above 5% but less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the announcement and reporting requirements under the Listing Rules.

The Company will make further announcement(s) as and when appropriate pursuant to the Listing Rules. Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

INTRODUCTION

On 29 March 2017, Zhongshan Yajing (an indirect wholly-owned subsidiary of the Company), Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin entered into the Cooperative Framework Agreement, pursuant to which Zhongshan Yajing has agreed to jointly develop 8 projects situated in different locations in Zhongshan area with a total land area of 660,859 square metres for a total amount of approximately RMB2,770 million.

The details of the Cooperative Framework Agreement are set out below:

THE COOPERATIVE FRAMEWORK AGREEMENT

Date:

29 March 2017

Parties:

- (1) Zhongshan Yajing
- (2) Shiguang Chuangjian
- (3) Zheng Zihong
- (4) Wu Zhangjin

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Shiguang Chuangjian and its ultimate beneficial owners, Zheng Zihong and Wu Zhangjin are Independent Third Parties. Zhongshan Yajing is an indirect wholly-owned subsidiary of the Company.

Transaction

Pursuant to the Cooperative Framework Agreement, Zhongshan Yajing will carry out equity cooperation with Shiguang Chuangjian and Shiguang Related Parties by way of provision of the Total Amount to the project companies to develop the 8 projects situated in different locations in Zhongshan area and thereby to own 50% equity interests in each of them.

Subject to the results of the due diligence on the 8 projects and the formal agreement (the "**Formal Agreement**") to be entered into by the Parties after further negotiations, Zhongshan Yajing is entitled to adjust the Total Amount or to terminate the co-operation of all or any of the projects with Shiguang Chuanjian and Shiguang Related Parties.

The Total Amount has been agreed among the Parties after arm's length negotiations with reference to, amongst other things, the current plot ratios, the assets value, and the future prospect and development of the business of the 8 projects. The Total Amount will be financed by the Group's internal resources and/or borrowings. The aggregate book value of the 8 projects is approximately RMB643,039,000.

Termination of the Cooperative Framework Agreement

Zhongshan Yajing shall have the right to terminate the Cooperative Framework Agreement if it is not satisfied with the results of the due diligence on the 8 projects and that all Parties fail to come up with remedial solution(s) within 10 business days after the said due diligence results.

INFORMATION ON SHIGUANG CHUANGJIAN

Shiguang Chuangjian is a company established in August 2003 under the laws of PRC with its registered office address at 中國廣東省中山市三鄉鎮 (Guangdong Province Zhongshanshi Sanxiangzhen***). Its main businesses include property development and renting out commercial properties and premises. Save that (i) Zhongshan Yajing and Shiguang Shiye each holds 60% and 40% equity interests of Zhongshan Yayao respectively, which is an indirect non wholly-owned subsidiary of the Company which in turn owns 100% equity interests in Zhongshan Junhui; and (ii) Zhongshan Yajing and Shiguang Shiye each holds 50% equity interests in Zhongshan Dongcheng, Zhongshan Haide, Zhongshan Mingtai, Shiguang Zhiye and Zhongshan Yarui, with each of them a joint venture company, Shiguang Chuangjian is an Independent Third Party.

INFORMATION ON PROPOSED DEVELOPMENT

The 8 projects are intended to be developed for commercial and/or residential purposes.

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 OF THE TRANSACTION

The Board believes that the Transaction upon completion will enhance the Group's position in the PRC property market. To the Board's knowledge, it is intended that the 8 projects will be developed for residential and/or commercial purposes. The Board considers that the Transaction will enable the Group to generate income and provide capital appreciation potential to the Group.

In view of the above, the Directors are of the view that the terms of the Cooperative Framework Agreement are fair and reasonable and the Transaction is in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Transaction is above 5% but less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the announcement and reporting requirements under the Listing Rules.

The Company will make further announcement as and when appropriate pursuant to the Listing Rules. **Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

DEFINITIONS

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

“Board”	board of Directors of the Company;
“Company”	Agile Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 14 July 2005, which shares are listed on the Main Board of the Stock Exchange;
“Cooperative Framework Agreement”	the cooperative framework agreement dated 29 March 2017 entered into between Zhongshan Yajing, Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin;
“Director(s)”	director(s) of the Company;

“Group”	the Company and its subsidiaries;
“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;
“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;
“RMB”	Renminbi, the lawful currency of the PRC;
“PRC”	the People’s Republic of China;
“Parties”	Zhongshan Yajing, Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin;
“Shiguang Chuangjian”	中山市世光創建集團有限公司(Zhongshanshi Shiguang Chuangjian Group Company Limited***), a company established under the laws of PRC with limited liability and an Independent Third Party and is owned as to 50% equity interests by Wu Zhangjin and Zheng Zihong respectively;
“Shiguang Related Parties”	Zheng Zihong and Wu Zhangjin;
“Shiguang Shiye”	中山市世光創建實業有限公司(Zhongshanshi Shiguang Chuangjian Industrial Company Limited***), a company established under the laws of PRC with limited liability in January 2000 and registered office address at 中國廣東省中山市三鄉鎮 (Guangdong Province Zhongshanshi Sanxiangzhen ***) and is owned as to 8% equity interests by Wu Zhangjin, 8% equity interests by Zheng Zihong and 84% equity interests by Shiguang Chuangjian respectively; and an Independent Third Party;
“Shiguang Zhiye”	中山市世光創建置業有限公司(Zhongshanshi Shiguang Chuangjian Zhiye Company Limited***), a company established under the laws of PRC with limited liability on 7 June 2006 and is owned as to 50% equity interests by Zhongshan Yajing and Shiguang Shiye respectively;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transaction”	equity cooperation with Shiguang Chuangjian and Shiguang Related Parties by Zhongshan Yajing by way of provision of the Total Amount to the project companies to develop the 8 projects situated in different locations in Zhongshan area;

“Total Amount”	The total amount of funds to be injected by Zhongshan Yajing for the Transaction, being approximately RMB2,770 million;
“Wu Zhangjin”	吳章錦, an Independent Third Party who owns 8% equity interests in Shiguang Shiye and 50% equity interests in Shiguang Chuangjian;
“Zheng Zihong”	鄭子宏, an Independent Third Party who owns 8% equity interests in Shiguang Shiye and 50% equity interests in Shiguang Chuangjian;
“Zhongshan Yajing”	中山市雅景房地產開發有限公司 (Zhongshan Yajing Real Estate Development Co., Ltd.***), a company established in under the laws of the PRC with limited liability on 27 January 2011 and an indirect wholly-owned subsidiary of the Company;
“Zhongshan Dongcheng”	中山市東城實業發展有限公司 (Zhongshanshi Dongcheng Real Estate Development Company Limited***), a company established under the laws of PRC with limited liability on 14 October 2005 and is owned as to 50% equity interests by Zhongshan Yajing and Shiguang Shiye respectively;
“Zhongshan Haide”	中山市海德房地產開發有限公司 (Zhongshanshi Haide Property Development Limited***), a company established under the laws of PRC with limited liability on 21 October 2003 and is owned as to 50% equity interests by Zhongshan Yajing and Shiguang Shiye respectively;
“Zhongshan Junhui”	中山君滙投資發展有限公司 (Zhongshan Junhui Investment Development Company Limited**), a company established under the laws of the PRC with limited liability on 10 September 2013 and a direct wholly-owned subsidiary of Zhongshan Yayao;
“Zhongshan Mingtai”	中山市名泰房地產開發有限公司 (Zhongshangshi Mingtai Property Development Company Limited***), a company established under the laws of PRC with limited liability on 27 September 2007 and is owned as to 50% equity interests by Zhongshan Yajing and Shiguang Shiye respectively;
“Zhongshan Yarui”	中山市雅睿房地產投資有限公司 (Zhongshan Yarui Property Investment Company Limited***), a company established under the laws of PRC with limited liability on 21 November 2016 and is owned as to 50% equity interests by Zhongshan Yajing and Shiguang Shiye respectively;

“Zhongshan Yayao”

中山市雅耀房地產投資有限公司 (Zhongshanshi Yayao Real Estate Investment Company Limited^{***}), a company established under the laws of PRC with limited liability on 20 September 2016 and is owned as to 60% equity interests by Zhongshan Yajing and 40% equity interests by Shiguang Chuangjian respectively, and an indirect non wholly-owned subsidiary of the Company; and

“%”

per cent.

By Order of the Board
Agile Group Holdings Limited
Lam Ping Yuk
Company Secretary

Hong Kong, 29 March 2017

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*