

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



雅居樂

AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

**INSIDE INFORMATION
POSSIBLE ACQUISITION OF
100% EQUITY INTEREST IN
THE TARGET COMPANY**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE TRANSFER NOTICE

On 5 April 2017, the Target Company delivered the Transfer Notice to Forever Fame (an indirect wholly-owned subsidiary of the Company) pursuant to the Shareholders' Agreement, notifying the Vendors' intention to sell 100% equity interest in the Target Company to third party purchaser(s) for US\$900,000,000 and on the material terms and conditions set out in the Transfer Notice. Such sale, if completed, will result in the indirect transfer of 30% equity interest in Crown Golden (an indirect non-wholly owned subsidiary of the Company) to the third party purchaser(s).

THE PURCHASE NOTICE

On 19 April 2017, Forever Fame delivered the Purchase Notice to the Target Company in response to the Transfer Notice pursuant to the Shareholders' Agreement.

The details of the Purchase Notice are set out below:

As at the date of this announcement, the Vendors hold in aggregate 100% equity interest in the Target Company which in turn holds 30% equity interest in Crown Golden. Since the Target Company is a substantial shareholder of Crown Golden and the Vendors are associates of the Target Company and therefore all of the Vendors and the Target Company are connected persons of the Company at the subsidiary level.

Subject Matter

Pursuant to the Purchase Notice, Forever Fame notified the Target Company of its intention to exercise its right under the Shareholders' Agreement for the possible acquisition of 100% interest in the Target Company for US\$900,000,000 and on terms and conditions no less favourable to those set out in the Transfer Notice ("**Possible Acquisition**").

Definitive Agreement

Pursuant to the Shareholders' Agreement, Forever Fame, the Vendors shall negotiate in good faith and execute a binding Sale and Purchase Agreement with respect of the Possible Acquisition within 30 days after the delivery of the Purchase Notice.

Other Material Terms and Conditions of the Possible Acquisition

If a binding Sale and Purchase Agreement is agreed amongst the Vendors and Forever Fame, US\$35,000,000, as part of the Consideration will be paid to the Vendors within 5 working days after the signing of the Sale and Purchase Agreement and the balance of the Consideration will be paid to the Vendors at the closing of the Possible Acquisition, which will be no later than 90 days after the date of execution of the Sale and Purchase Agreement.

REASONS FOR AND BENEFITS OF THE TRANSFER

Crown Golden and its subsidiaries are principally engaged in the development of tourism property project of the Group in Hainan, the PRC, which is a high-end resort and residential development projects. The Directors consider that the Possible Acquisition, if it materialises, is in line with the Group's principal activities.

The Board believes that if the Possible Acquisition is completed, it will enhance the Group's position in the PRC property market. The Board considers that the Possible Acquisition 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 and conditions as set out in the Purchase Notice are fair and reasonable and the Possible Acquisition is in the interests of the Company and its Shareholders as a whole.

As the Possible Acquisition contemplated under the Purchase Notice is subject to definitive agreement(s) to be entered into and may or may not proceed, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Purchase Notice”	the notice dated 19 April 2017 from Forever Fame to the Target Company pursuant to the Shareholders’ Agreement, notifying its intention to exercise its right under the Shareholders’ Agreement for the possible acquisition of 100% interest in the Target Company for US\$900,000,000 on terms and conditions no less favourable to those set out in the Transfer Notice;
“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“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;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Consideration”	the total consideration for the Possible Acquisition under the Sale and Purchase Agreement;
“Crown Golden”	Crown Golden Investments Limited 冠金投資有限公司, a company incorporated in the British Virgin Islands with limited liability on 15 February 2007, its equity interests being held by Forever Fame and the Target Company as to 70% and 30% respectively, and an indirect non-wholly owned subsidiary of the Company;
“Director(s)”	director(s) of the Company;
“Forever Fame”	Forever Fame Property Development Holdings Limited 譽永房地產發展控股有限公司, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

“Sale and Purchase Agreement”	the sale and purchase agreement to be entered into by the relevant parties in respect of the Possible Acquisition;
“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;
“Shareholders’ Agreement”	the shareholders’ agreement entered into between Forever Fame, the Target Company and Crown Golden on 30 June 2008, which sets out their respective rights and obligations of the parties thereto in respect of Crown Golden and its subsidiaries;
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	Crystal I Limited, a company incorporated in the Cayman Islands with limited liability and is 100% held by the Vendors in aggregate;
“Transfer Notice”	the notice dated 5 April 2017 from the Target Company to Forever Fame pursuant to the Shareholders’ Agreement, notifying the Vendors’ intention to sell 100% equity interest in the Target Company to third party purchaser(s);
“US\$”	United States dollars, the lawful currency of the United States of America;
“Vendors”	Jade VII, Inc. and SSF III Honolulu Holdings Limited, both are companies incorporated in the Cayman Islands with limited liability;
“working days”	any day other than a Saturday, Sunday or other day on which commercial banks in Hong Kong or the PRC are required or authorised by law or executive order to be closed; and
“%”	per cent.

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

Hong Kong, 19 April 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