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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

DISCLOSEABLE TRANSACTION

CAPITAL INCREASE COOPERATION AGREEMENT

Reference is made to the announcement of the Company dated 29 March 2017 in respect of the Cooperative Framework Agreement.

On 5 May 2017, Zhongshan Yajing (an indirect wholly-owned subsidiary of the Company) has entered into the Formal Agreement with Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin. Pursuant to the Formal Agreement, the cooperation mode for 8 projects has been classified into two types. Group 1 Projects consist of the Huashengtang Project, the Wenhua Project, the Bosheng Project and the Shenzhong Project whereas Group 2 Projects consist of the Haitang Project, the Yadu Project, the Dongcheng Project and the Hehua Project. The Formal Agreement specified the terms of cooperation of Group 1 Projects.

The Company will make further announcement as and when necessary upon the entering into further agreement(s) after the terms of cooperation for Group 2 Projects are finalised.

INTRODUCTION

Reference is made to the announcement of the Company dated 29 March 2017 in respect of the Cooperative Framework Agreement (the “Announcement”). Terms used in this announcement shall have the same meaning as those used in the Announcement unless otherwise specified.

On 5 May 2017, Zhongshan Yajing (an indirect wholly-owned subsidiary of the Company) has entered into the Formal Agreement with Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin. Pursuant to the Formal Agreement, the cooperation mode for 8 projects has been classified into two types. Group 1 Projects consist of the Huashengtang Project, the Wenhua Project, the Bosheng Project and the Shenzhong Project whereas Group 2 Projects consist of the Haitang Project, the Yadu Project, the Dongcheng Project and the Hehua Project. The Formal Agreement specified the terms of cooperation of Group 1 Projects.

The Company will make further announcement as and when necessary upon entering into further agreement(s) after the terms of cooperation for Group 2 Projects are finalised.

The details of the Formal Agreement are set out below:

THE CAPITAL INCREASE COOPERATION AGREEMENT

Date:

5 May 2017

Parties:

- (1) Zhongshan Yajing, an indirect wholly-owned subsidiary of the Company
- (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.

Transaction

Pursuant to the Formal Agreement, Zhongshan Yajing will cooperate with Shiguang Chuangjian and Shiguang Related Parties by way of injection of fund into each of the Type 1 Project Companies as its new registered capital and (if required) shareholder's loans such that 50% of the equity interests of each of the Type 1 Project Companies will be held by each of (1) Zhongshan Yajing and (2) Shiguang Chuangjian and/or Shiguang Related Parties respectively.

In respect of Group 2 Projects, a new joint venture project company will be set up for each of the Haitang Project, the Yadu Project and the Dongcheng Project by (1) Zhongshan Yajing or a third party nominated by Zhongshan Yajing; and (2) Shiguang Chuangjian and/or Shiguang Related Parties each to hold 50% of its equity interests. These project companies will then acquire and develop the relevant projects. As for the Hehua Project, either a new joint venture company will be set up between the parties or Zhongshan Yajing will inject funds into the project company for the Hehua Project as its new registered capital and (if required) shareholder's loans. The parties will enter into further agreement(s) once the terms of cooperation are finalized.

Payment

Upon the signing of the Formal Agreement, Zhongshan Yajing shall pay the consideration for Group 1 Projects being part of the Total Amount in the manner stipulated below:

1. For Huashengtang Project, RMB215.037 million shall be paid within 10 working days after the increase of the registered capital of the relevant Type 1 Project Company;
2. For Bosheng Project, RMB173.458 million shall be paid within 10 working days after the increase of the registered capital of the relevant Type 1 Project Company;
3. For Wenhua Project, RMB115.043 million shall be paid within 10 working days after the increase of the registered capital of the relevant Type 1 Project Company; and

4. For Shenzhong Project, RMB500 million shall be paid within 5 days after the signing of the Formal Agreement, RMB289.527 million shall be paid within 10 working days after the increase of the registered capital of the relevant Type 1 Project Company and RMB122.223 million shall be paid within 10 working days after the expiration of 6 months after the increase of the registered capital.

The aggregate book value of the Type 1 Project Companies is approximately RMB312,491,000.

Management of Group 1 Projects

The board of directors for each of Type 1 Project Companies shall consist of 5 directors with 3 of them be nominated by Zhongshan Yajin and the remaining 2 be nominated by the other joint venture parties. The chairman of the board shall be nominated by Zhongshan Yajin.

Type 1 Project Companies will not be subsidiaries of the Company and accordingly their financial results, assets and liabilities will not be consolidated into the accounts of the Group.

Distribution of profits

Profits of Type 1 Project Companies will be distributed among the parties according to their percentage of equity interests held.

DEFINITIONS

Terms used in this announcement shall have the same meaning as those defined below unless otherwise specified:

“Bosheng Project”	a project known as 鉑晟 (Bosheng***) which is situated at 中山市火炬開發區大環村 (Huojukaifaqu Dahuancun***), Zhongshan City, Guangdong Province, the PRC with a site area of 45,016 square metres;
“Dongcheng Project”	a project known as 東城 (Dongcheng***) which is situated at Zhongshan City, Guangdong Province, the PRC;
“Formal Agreement”	a capital increase cooperation agreement entered into between Zhongshan Yajin, Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin on 5 May 2017;
“Group 1 Projects”	consists of the Huashengtang Project, the Wenhua Project, the Bosheng Project and the Shenzhong Project;
“Group 2 Projects”	consists of the Hehua Project, the Haitang Project, the Yadu Project and the Dongcheng Project;
“Haitang Project”	a project known as 海棠 (Haitang***) which is situated at Zhongshan City, Guangdong Province, the PRC;
“Hehua Project”	a project known as 和華 (Hehua***) which is situated at Zhongshan City, Guangdong Province, the PRC;

- “Huashengtang Project” a project known as 花生唐 (Huashengtang***) which is situated at 中山市坦洲鎮七村 (Tanzhouzhen Qicun***), Zhongshan City, Guangdong Province, the PRC with a site area of approximately 40,895 square metres;
- “Shenzhong Project” a project known as 深中 (Shenzhong***) which is situated at 中山市南朗鎮橫門海富路 (Nanlangzhen Hengmen Haifulu***), Zhongshan City, Guangdong Province, the PRC with a site area of approximately 180,717 square metres;
- “Type 1 Project Company(ies)” the joint venture companies for each of the Group 1 Projects;
- “Wenhua Project” a project known as 文華 (Wenhua***) which is situated at 中山市三鄉鎮泉眼村“東圍” (Sanxiangzhen Quanyancun “Dongwei”***), Zhongshan City, Guangdong Province, the PRC with a site area of approximately 35,992 square metres; and
- “Yadu Project” a project known as 雅度 (Yadu***) which is situated at Zhongshan City, Guangdong Province, the PRC.

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

Hong Kong, 5 May 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*