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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

FURTHER ANNOUNCEMENT IN RELATION TO DISCLOSEABLE TRANSACTION RELATING TO CAPITAL INCREASE COOPERATION AGREEMENT

References are made to the announcements of Agile Group Holdings Limited (the “**Company**”) dated 29 March 2017 and 5 May 2017 respectively (“**Announcements**”) in relation to the Cooperative Framework Agreement and Formal Agreement. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

THE SUPPLEMENTAL AGREEMENT

On 6 November 2017, Zhongshan Yajing (an indirectly wholly-owned subsidiary of the Company) has entered into the Supplemental Agreement with Shiguang Chuangjian, Zheng Zihong, Wu Zhangjin, Shiguang Shiye and Hehua Hotel. Pursuant to the Supplemental Agreement, Zhongshan Yajing has agreed to invest in Hehua Hotel by way of injection of new registered capital of RMB43.70 million and the provision of the Loan of approximately RMB128.12 million and Zhongshan Yajing shall own 50% equity interest in Hehua Hotel.

According to the Loan Agreement entered into between Zhongshan Yajing (as the lender), Hehua Hotel (as borrower) and Shiguang Chuangjian (as guarantor) on 6 November 2017, Zhongshan Yajing has agreed to provide the non-interest bearing Loan to Hehua Hotel. Part of the Loan in the sum of approximately RMB31.01 million is deemed to have been granted by converting the equivalent amount paid by Zhongshan Yajing on 24 March 2017 pursuant to the Cooperative Framework Agreement and the remainder of approximately RMB97.11 million has been advanced to Hehua Hotel on 1 December 2017. The repayment date of the Loan is to be fixed and agreed by the parties.

Upon completion of the contemplated transactions under the Supplemental Agreement on 8 December 2017, each of Zhongshan Yajing and Shiguang Shiye owns 50% equity interests in Hehua Hotel, respectively.

The book value of Hehua Hotel is approximately RMB(70.65) million.

DEFINITIONS

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

- “Hehua Hotel” 中山市和華酒店有限公司 (Zhongshan Hehua Hotel Co., Ltd.#), a company established under the laws of the PRC with limited liability on 21 March 1995, which was wholly-owned by Shiguang Shiye;
- “Loan” a non-interest bearing loan in the total principal amount of approximately RMB128.12 million provided by Zhongshan Yajing to Hehua Hotel;
- “Loan Agreement” a loan agreement dated 6 November 2017 entered into between Zhongshan Yajing (as the lender), Hehua Hotel (as borrower) and Shiguang Chuangjian (as guarantor) in respect of the grant of the Loan; and
- “Supplemental Agreement” a supplemental agreement to the Formal Agreement entered into on 6 November 2017 between Zhongshan Yajing, Shiguang Chuangjian, Zheng Zihong, Wu Zhangjin, Shiguang Shiye and Hehua Hotel.

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

Hong Kong, 18 December 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 identification purpose only.