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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3383)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
A-LIVING SERVICES CO., LTD.#
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**RECORD DATE FOR ASSURED ENTITLEMENT
AND CLOSURE OF REGISTER OF MEMBERS**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the A-Living Shares in the Preferential Offering will be Tuesday, 23 January 2018. The register of members of the Company will be closed from Monday, 22 January 2018 to Tuesday, 23 January 2018 (both days inclusive) where no transfer of the Shares will be registered during that period. The last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Wednesday, 17 January 2018.

The Proposed Spin-off is subject to, among other things, the approval of the Listing Committee, the final decisions of the Board and of the board of directors of A-Living, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

INTRODUCTION

Reference is made to the announcement of the Company dated 14 September 2017 (the “**Announcement**”) in relation to the Proposed Spin-off.

As disclosed in the Announcement, the Company intends to spin-off A-Living by way of a separate listing of the A-Living Shares on the main board of the Stock Exchange. In connection with the Proposed Spin-off and Listing, A-Living will conduct a Global Offering comprising the Hong Kong Public Offering and the International Offering (including the Preferential Offering). In accordance with the requirements of Practice Note 15 to the Listing Rules, the Board proposes to give due regard to the interests of the Shareholders by providing the Qualifying Shareholders with the Assured Entitlement to the A-Living Shares by way of the Preferential Offering, if the Proposed Spin-off should proceed. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalised and further announcements will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the A-Living Shares in the Preferential Offering. Shareholders whose names appeared on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders) will be entitled to apply for the A-Living Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced. Subject to the relevant legal restrictions and regulatory requirements, the Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the A-Living Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the A-Living Shares under the International Offering, if qualified to do so.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

The Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the A-Living Shares in the Preferential Offering will be Tuesday, 23 January 2018. The register of members of the Company will be closed from Monday, 22 January 2018 to Tuesday, 23 January 2018 (both days inclusive) where no transfer of the Shares will be registered during that period.

In order to qualify for the Assured Entitlement, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 January 2018. The last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Wednesday, 17 January 2018.

As the Proposed Spin-off is subject to, among other things, approval of the Listing Committee, the final dates of registration and issue of the Prospectus have not yet been determined. Accordingly, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders set out in this announcement.

GENERAL

Details in respect of the Proposed Spin-off, including the structure and the expected timetable, have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

The Proposed Spin-off is subject to, among other things, the approval of the Listing Committee, the final decisions of the Board and of the board of directors of A-Living, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

DEFINITION

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

“Assured Entitlement”	the entitlement of Qualifying Shareholders to apply for the A-Living Shares on an assured basis pursuant to the Preferential Offering determined on the basis of their respective shareholdings in the Company on the Record date;
“A-Living”	雅居樂雅生活服務股份有限公司 (A-Living Services Co., Ltd. [#]), a joint stock company incorporated in the PRC with limited liability, a subsidiary of the Company;
“A-Living Shares”	H share(s) with a normal value of RMB1.00 each in the share capital of A-Living;
“Board”	the board of directors of the Company;
“Company”	Agile Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;

“Global Offering”	the Hong Kong Public Offering and the International Offering (including the Preferential Offering);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Public Offering”	the offer of the A-Living Shares for subscription by the public in Hong Kong on the terms and conditions to be set out in the prospectus and application forms of A-Living;
“International Offering”	the offer of the A-Living Shares by the group of international underwriters to A-Living for subscription by professional or qualified investors outside the United States in offshore transactions in accordance with Regulation S and in the United States to qualified institutional buyers only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as detailed in the prospectus of A-Living;
“Listing”	the listing of the A-Living Shares on the main board of the Stock Exchange;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Non-Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date and whose addresses as shown in such register are in any of the specified territories and any Shareholders or beneficial Shareholders at that time who are otherwise known by the Company to be resident in any of the specified territories;
“PRC”	the People’s Republic of China;
“Preferential Offering”	the preferential offering of the A-Living Shares to Qualifying Shareholders as the Assured Entitlement in the Global Offering;
“Proposed Spin-off”	the proposed spin-off and separate listing of the A-Living Shares on the main board of the Stock Exchange;
“Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date, other than Non-Qualifying Shareholders;
“Record Date”	the record date for ascertaining the Qualifying Shareholders who shall be entitled to the Assured Entitlements;
“Shares”	ordinary shares of the Company;

“Shareholder(s)” shareholders of the Company; and

“Stock Exchange” The Stock Exchange of Hong Kong Limited.

By order of the Board
Agile Group Holdings Limited
Chen Zhuo Lin
Chairman and President

Hong Kong, 5 January 2018

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.