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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

DISCLOSEABLE TRANSACTION IN RELATION TO THE PROVISIONS OF GUARANTEES

PROVISION OF GUARANTEES FOR THE ENTRUSTED LOAN FACILITIES AND LOAN FACILITIES GRANTED TO WUHAN CHANGKAI

The Board announces that on 27 March 2018, the Company as guarantor entered into the Undertaking Letter A to guarantee the repayment obligations of Wuhan Changkai under the entrustment loan facilities granted to Wuhan Changkai by Lender A under the Entrustment Loan Agreement in the amount of RMB2,700,000,000 in favour of Lender A and the Facility Principal. On the same date, the Company as guarantor also entered into the Undertaking Letter B to guarantee the repayment obligations of Wuhan Changkai under the loan facilities granted to Wuhan Changkai by Lender B under the Loan Agreement in the amount of RMB1,400,000,000 in favour of Lender B.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Lender A, the Facility Principal, Lender B and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons and any of their respective associates.

IMPLICATIONS UNDER THE LISTING RULES

Pursuant to Rule 14.22 of the Listing Rules, the two guarantees provided by the Company under the Undertaking Letters are to be aggregated and treated as one transaction and as one of the applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the provision of the two guarantees under the Undertaking Letters, when aggregated, is more than 5% but less than 25%, the provision of the two guarantees by the Company under the Undertaking Letters together constitute a discloseable transaction for the Company and is subject to the requirements of reporting and announcement under Chapter 14 of the Listing Rules, but is exempted from the requirement of shareholders' approval.

PROVISION OF GUARANTEES FOR THE ENTRUSTED LOAN FACILITIES AND LOAN FACILITIES GRANTED TO WUHAN CHANGKAI

GUARANTEE TO LENDER A AND THE FACILITY PRINCIPAL

The Board announces that on 27 March 2018, the Company as guarantor entered into the Undertaking Letter A to guarantee the repayment obligations of Wuhan Changkai under the entrustment loan facilities granted to Wuhan Changkai by Lender A under the Entrustment Loan Agreement in the amount of RMB2,700,000,000 in favour of Lender A and the Facility Principal.

Details of the Undertaking Letter A are set out below:-

Date:	27 March 2018
Borrower:	Changkai Wuhan, a joint venture company incorporated in the PRC with limited liability on 6 March 2000 and the Company indirectly and beneficially owns 50% equity interests in Changkai Wuhan
Lender:	Lender A and the Facility Principal
Guarantor:	the Company
Guarantee:	to guarantee the repayment obligations of Wuhan Changkai under the entrustment loan facilities granted to Wuhan Changkai by Lender A under the Entrustment Loan Agreement in the amount of RMB2,700,000,000 (together with interests, damages and enforcement expenses for breach of the underlying entrustment loan facilities, all under Entrustment Loan Agreement) in favour of Lender A and the Facility Principal
Term:	3 years from the date of fulfillment of the repayment obligation of the Entrustment Loan by Wuhan Changkai under the Entrustment Loan Agreement
Source of funding for the fulfillment of the undertaking:	internal resources of the Group
Loan facility:	the entrustment loan facilities in an amount of RMB2,700,000,000 granted by Lender A to Wuhan Changkai at an interest rate equivalent to 6.6% per annum

Purpose of Entrustment Loan:	RMB2,400,000,000 of Entrustment Loan shall be used to repay the shareholder's loan of Wuhan Changkai and RMB300,000,000 shall be used for provision of loan to Zhongying Changjiang
Maturity of repayment under the Entrustment Loan Agreement:	16 November 2019, subject to early repayment under the provisions of the Entrustment Loan Agreement
Security of the Entrustment Loan Agreement:	the security for repayment of Entrustment Loan given to Lender A, includes amongst others, the charge over the land use rights of the Land by Wuhan Changkai and the charge of a total 100% equity interests in Wuhan Changkai by its equity holders

GUARANTEE TO LENDER B

On the same date, the Company as guarantor also entered into the Undertaking Letter B to guarantee the repayment obligations of Wuhan Changkai under the loan facilities granted to Wuhan Changkai by Lender B under the Loan Agreement in the amount of RMB1,400,000,000 in favour of Lender B.

Details of the Undertaking Letter B are set out below:-

Date:	27 March 2018
Borrower:	Wuhan Changkai
Lender:	Lender B
Guarantor:	the Company
Guarantee:	to guarantee the repayment obligations of Wuhan Changkai under the loan facilities granted to Wuhan Changkai by Lender B under the Loan Agreement in the amount of RMB1,400,000,000 (together with interests, damages and enforcement expenses for breach of the underlying loan facility, all under Loan Agreement) in favour of Lender B
Term:	3 years from the date of fulfillment of the repayment obligation of the Entrustment Loan by Wuhan Changkai under the Entrustment Loan Agreement
Source of funding for the fulfillment of the undertaking:	internal resources of the Group

Loan facility:	a loan facility in an amount of RMB1,400,000,000 granted by Lender B to Wuhan Changkai at an interest rate equivalent to 7.1% per annum
Purpose of the Loan:	The Loan shall be used to provide funding to the Investment Project.
Maturity of payment under Loan Agreement:	29 September 2020, subject to early repayment under the provisions of Loan Agreement
Security of the Loan Agreement:	the security of the Loan provided by Wuhan Changkai to the Lender B includes the second charge over the land use rights of the Land

REASONS FOR AND BENEFITS OF PROVIDING THE GUARANTEES

Wuhan Changkai charged the land use rights of the Land to Lender A as security for repayment of the Entrustment Loan and charged, by way of a second charge, the land use rights of the Land to Lender B as security for repayment of the Loan. The Entrustment Loan Agreement and Loan Agreement provided that the Company shall execute Undertaking Letters if Wuhan Changkai intends to release the charges over the land use rights of the Land in order for the pre-sale of the projects on the Land.

The Directors believe that the terms of the Undertaking Letters are made on an arm's length basis and on normal commercial terms, and are made in the ordinary and usual course of business of the Group and are fair and reasonable and in the interest of the Shareholders as a whole. The Directors consider that it will be in the interest of the Company to enter into the Undertaking Letters in accordance with their respective terms.

IMPLICATIONS UNDER THE LISTING RULES

Pursuant to Rule 14.22 of the Listing Rules, the two guarantees provided by the Company under the Undertaking Letters are to be aggregated and treated as one transaction and as one of the applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) in respect of the provision of the two guarantees under the Undertaking Letters, when aggregated, is more than 5% but less than 25%, the provision of the two guarantees by the Company under the Undertaking Letters together constitute a discloseable transaction for the Company and is subject to the requirements of reporting and announcement under Chapter 14 of the Listing Rules, but is exempted from the requirement of shareholders' approval.

INFORMATION OF LENDER A, FACILITY PRINCIPAL AND LENDER B

Lender A is the lender of the loan facilities under Entrustment Loan Agreement, which is a licensed financial institution in the PRC and is an Independent Third Party of the Group.

Lender B is the lender of the loan facilities under Loan Agreement, which is a licensed bank in the PRC and is an Independent Third Party of the Group.

The Facility Principal is the principal of the loan facilities under Entrustment Loan Agreement, which is a company established in the PRC and holds 37.5% equity interests in Suzhou Agile Land Co., Ltd, an indirect subsidiary of the Company. The Facility Principal is principally engaged in the provision of asset management in the PRC.

INFORMATION OF WUHAN CHANGKAI

Wuhan Changkai is a limited company established under the laws of the PRC, which is owned as to 50% by each of Nanjing Agile and Zhongying Changjiang. It is principally engaged in the real estate development and sales, indoor and outdoor design, decorating and construction services in the PRC.

INFORMATION OF THE GROUP

The Group is one of the leading property developers in the PRC 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.

DEFINITIONS

“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Agile Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 14 July 2005, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Entrustment Loan”	the entrustment loan facilities of RMB 2,700,000,000 granted by Lender A under the Entrustment Loan Agreement

“Entrustment Loan Agreement”	the agreement entered into between Wuhan Changkai as borrower, Lender A and the Facility Principal on 16 November 2016 in respect of the entrustment loan facilities in the principal amount of RMB2,700,000,000, as may be supplemented, varied or amended from time to time
“Facility Principal	the facility principal of the loan facilities under Entrustment Loan Agreement, which is a company established in the PRC and holds 37.5% equity interests in Suzhou Agile Land Co., Ltd, an indirect subsidiary 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
“Investment Project”	the investment in development and construction of phase 1 of 雅居樂國際花園 (Agile International Garden***) on the Land
“Land”	a piece of land situated at 武漢市江夏區廟山辦事處鄔樹村 (Wuhan City Jiangxiaqu Miaoshan Banshichu Wushu Village***) with a site area of approximately 406,582.82 square metres and a permitted plot ratio between 1.0 and 1.97 registered under land use rights certificate 鄂(2016) 武漢市江夏不動產權第 0000388 號 (E (2016) Wuhan City Jiangxia Property Certificate No.0000388***)
“Lender A”	the original lender of the loan facilities under the Entrustment Loan Agreement, which is a licensed financial institution in the PRC and is an Independent Third Party of the Group
“Lender B”	the lender of the loan facilities under Loan Agreement, which is a licensed bank in the PRC and is an Independent Third Party of the Group

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan facilities of RMB 1,400,000,000 granted by Lender B under the Loan Agreement
“Loan Agreement”	the agreement entered into between Wuhan Changkai as borrower, Lender B as lender on 29 September 2017 in respect of the loan facilities in the principal amount of RMB1,400,000,000
“Nanjing Agile”	南京雅居樂房地產開發有限公司(Nanjing Agile Real Estate Development Co., Ltd.***), a company established in the PRC with limited liability on 30 April 2006 and is an indirect wholly-owned subsidiary of the Company, which in turn holds 50% of the equity interests in Wuhan Changkai. Nanjing Agile is principally engaged in property development in the PRC
“PRC”	The People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	ordinary share(s) in the capital of the Company with a nominal value of HK\$0.10 each
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Undertaking Letter A”	the undertaking letter entered into by the Company as the guarantor in favour of Lender A and Facility Principal to guarantee the repayment obligation of Wuhan Changkai under Entrustment Loan Agreement
“Undertaking Letter B”	the undertaking letter entered into by the Company as the guarantor in favour of Lender B to guarantee the repayment obligation of Wuhan Changkai under Loan Agreement

“Undertaking Letters”	collectively, the Undertaking Letter A and the Undertaking Letter B
“Wuhan Changkai”	武漢長凱物業發展有限公司 (Wuhan Changkai Property Development Co., Ltd.***), a limited company established under the laws of the PRC, which is owned as to 50% by Nanjing Agile and 50% by Zhongying Changjiang
“Zhongying Changjiang”	中盈長江國際新能源投資有限公司 (Zhongying Changjiang International New Energy Investment Co., Ltd.***), a company established in the PRC with limited liability and holds 50% equity interests in Wuhan Changkai and is principally engaged in research and development of the new energy, energy-saving and environmental protection industries; asset operation and management; industrial consulting
“%”	per cent.

The English names of the PRC entities are translations of their Chinese names and are included for identification purpose only.

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

Hong Kong, 27 March 2018

As at the date of this announcement, the Board comprises twelve 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. 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*