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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Agile Group Holdings Limited, you should at once hand this circular and accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**PROPOSALS ON  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at Granville & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 14 May 2018 at 2:30 p.m. is set out in Appendix III to this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

10 April 2018

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	4
2. Re-election of Retiring Directors .....	5
3. Share Repurchase Mandate .....	5
4. Share Issue Mandate and its Extension .....	5
5. Recommendation .....	6
6. Action to be Taken .....	6
7. AGM .....	6
8. Responsibility Statement .....	7
<b>Appendix I — Particulars of Retiring Directors subject to Re-election</b> .....	8
<b>Appendix II — Explanatory Statement on Share Repurchase Mandate</b> .....	12
<b>Appendix III — Notice of Annual General Meeting</b> .....	17

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise.*

“AGM”	the annual general meeting of the Company to be held at Granville & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 14 May 2018 at 2:30 p.m.;
“AGM Notice”	the notice of AGM set out in Appendix III to this circular;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“Chen’s Family Trust”	a family trust established by Top Coast as trustee (which retired on 16 December 2016) and the beneficiaries of which are the Founding Shareholders;
“China” or “PRC”	The People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“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;
“Directors”	the directors of the Company;
“Founding Shareholders”	Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam, who are the Directors;
“Full Choice”	Full Choice Investments Limited, a company incorporated in Hong Kong with limited liability on 8 August 2016, being the new trustee of Chen’s Family Trust appointed on 16 December 2016;
“GBS”	Gold Bauhinia Star;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

## DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“JP”	Justice of the Peace;
“Latest Practicable Date”	29 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“OBE”	Officer of British Empire;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	the holder(s) of Shares;
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to offer, allot and issue, grant options over or otherwise dispose of the unissued Shares in the capital of the Company of up to 20% of the aggregate nominal value of the entire issued share capital of the Company as at the date of passing of the ordinary resolution described in paragraph 9.B. (as modified by paragraph 9.C.) of the AGM Notice;
“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares with an aggregate nominal value of up to 10% of the aggregate nominal value of the entire issued share capital of the Company as at the date of passing the ordinary resolution described in paragraph 9.A. of the AGM Notice;
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange;

## DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs;
“Top Coast”	Top Coast Investment Limited, a company incorporated in the British Virgin Islands with limited liability on 17 May 2005, being the former trustee of Chen’s Family Trust retired on 16 December 2016; and
“%”	per cent.



**AGILE**  
**雅居樂**  
**AGILE GROUP HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3383)**

*Directors:*

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<sup>#</sup> *GBS, OBE, JP*  
Mr. Kwong Che Keung, Gordon<sup>#</sup>  
Mr. Hui Chiu Chung, Stephen<sup>#</sup> *JP*  
Mr. Wong Shiu Hoi, Peter<sup>#</sup>

\* *Executive Directors*

\*\* *Non-executive Directors*

<sup>#</sup> *Independent Non-executive Directors*

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal office in the PRC:*

33rd Floor, Agile Center  
26 Huaxia Road  
Zhujiang New Town  
Tianhe District, Guangzhou  
Guangdong Province  
PRC  
Postal Code: 510623

*Principal place of business*

*in Hong Kong:*  
18th Floor  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

10 April 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS ON  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to, among other matters, (i) the

## LETTER FROM THE BOARD

re-election of retiring Directors and (ii) the granting of the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate to the Directors.

### **2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 87 of the Articles of Association, Mr. Chen Zhuo Lin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Nam and Dr. Cheng Hon Kwan will retire as Directors at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Particulars of Mr. Chen Zhuo Lin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Nam and Dr. Cheng Hon Kwan, are set out in Appendix I to this circular.

### **3. SHARE REPURCHASE MANDATE**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Share Repurchase Mandate, details of which are set out in paragraph 9.A. of the AGM Notice. The Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the aggregate nominal value of the entire issued share capital of the Company at the date of passing the resolution approving the Share Repurchase Mandate. The Share Repurchase Mandate shall be exercisable during the period from the passing of the ordinary resolution of the Shareholders set out in paragraph 9.A. of the AGM Notice until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in the ordinary resolution of the Shareholders set out in paragraph 9.A. of the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Share Repurchase Rules, containing all relevant information relating to the Share Repurchase Mandate, is set out in Appendix II to this circular. The information in the explanatory statement provides information reasonably necessary to enable the Shareholders to make an informed decision in relation to the proposed ordinary resolution of the Shareholders set out in paragraph 9.A. of the AGM Notice to grant to the Directors the Share Repurchase Mandate.

### **4. SHARE ISSUE MANDATE AND ITS EXTENSION**

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Share Issue Mandate. In addition, a further resolution will be proposed to authorise an extension of the Share Issue Mandate by adding to the aggregate nominal value of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate being the aggregate nominal value of the Shares repurchased under the Share Repurchase Mandate, if granted.

## LETTER FROM THE BOARD

The Share Issue Mandate and the extension of the Share Issue Mandate shall be exercisable during the period from the passing of the ordinary resolutions of the Shareholders set out in paragraphs 9.B. and 9.C. of the AGM Notice until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in the ordinary resolutions of the Shareholders set out in paragraphs 9.B. and 9.C of the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in paragraphs 9.B. and 9.C. of the AGM Notice.

### **5. RECOMMENDATION**

The Directors consider that the re-election of the retiring Directors, the granting of the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions as set out in the AGM Notice.

### **6. ACTION TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

### **7. AGM**

AGM Notice is set out in Appendix III to this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be proposed at the AGM will be voted by poll.



## LETTER FROM THE BOARD

### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board  
**Agile Group Holdings Limited**  
**CHEN Zhuo Lin**  
*Chairman and President*

*This appendix sets out the particulars of the retiring Directors subject to re-election at the AGM:*

**CHEN Zhuo Lin (陳卓林)**, aged 56, is the Chairman of the Board and the President of the Company. Mr. Chen is the founder of the Group. He has been the Chairman of the Board and an executive Director since August 2005 and a President of the Company since March 2014. Mr. Chan is also a director of certain subsidiaries of the Company. Mr. Chen has over 25 years of extensive experience in real estate development and management. He is mainly responsible for the formulation of development strategies, directions on the operations and management of overall business, decision-making on investment projects, setting the goal of the financial year for the Group and maintaining the relationship between the Group and the Shareholders. Mr. Chen received several honorary awards, including “World Outstanding Chinese Award”, “Top 30 Chinese Philanthropists in 30 Years of Reform (改革開放30年，華人慈善30人)”, “China Philanthropy Outstanding Contribution Individual Award (中華慈善突出貢獻人物獎)”, “Top 10 Persons of the Year for China Enterprise Management Excellence Award (中國企業十大卓越管理年度人物)”, “Year of the People in Education of Zhongshan (中山教育年度人物)” and “Honourary Resident in Zhongshan (中山市榮譽市民)”. For the public services, Mr. Chen serves as an executive vice chairperson of China Overseas Chinese Entrepreneurs Association (中國僑商投資企業協會), a honorary vice president of Chinese Language and Culture Education Foundation of China (中國華文教育基金會), the vice chairperson of Friends of Hong Kong Association Development Foundation, the vice chairman of Hong Kong New Home Association, the vice chairperson of Zhongshan Association of Enterprise with Overseas Chinese Investment (中山市僑資企業商會), a honorary vice chairperson of Sun Yat-sen Foundation (孫中山基金會), the vice chairperson of Guangdong Overseas Chinese Enterprises Association (廣東省僑商投資企業協會) and an executive chairperson of the 4th Guangdong Chamber of Real Estate (廣東省地產商會). Mr. Chen is the brother of Chan Cheuk Yin, Chan Cheuk Hung, Chan Cheuk Hei and Chan Cheuk Nam and also the spouse of Luk Sin Fong, Fion.

Mr. Chen did not hold any directorship in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Chen is interested in 2,493,536,500 Shares within the meaning of Part XV of the SFO.

Mr. Chen has entered into a service agreement dated 12 June 2015 with the Company and will hold office until the conclusion of the AGM or early terminated by not less than three months’ notice in writing (or payment in lieu of notice) served by either party on the other. The appointment of Mr. Chen is subject to the provisions of retirement and rotation of Directors under the Articles of Association. Mr. Chen has received a total Director’s remuneration of HK\$4,518,000 for the year 2017. The Director’s remuneration of Mr. Chen was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Chen’s service agreement, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

**LUK Sin Fong, Fion (陸倩芳)**, aged 56, has been the Vice Chairperson of the Board and a non-executive Director since 25 March 2015. She had been an executive Director, Vice Chairperson of the Board and Co-president of the Company from August 2005 to 28 March 2014; a non-executive Director from 28 March 2014 to 10 October 2014; an executive Director, an Acting Co-chairperson of the Board and an Acting Co-president of the Company from 10 October 2014 to 25 March 2015. She is also a member of remuneration committee and nomination committee of the Board and a director of certain subsidiaries of the Company. Madam has over 25 years of extensive experience in real estate development and management; in particular she has outstanding achievement in strategic marketing and marketing management. She is mainly responsible for the participation in Board meetings to provide advice on the development strategy and policy of the Group in achieving agreed corporate goals and objectives and for the scrutinization of the Group's performance. Madam Luk holds a Master's degree in Business Administration from Western Sydney University (formerly known as University of Western Sydney) in Australia. She has received several honorary awards including honorary resident in Foshan and Nanhai District in 2004 and Zhongshan in 2009, respectively, "Zhongshan Outstanding Entrepreneurs (中山優秀企業家)" in 2006 and "Top 10 Excellent CBO (中國十大卓越 CBO)" in 2008. For the public services, Madam Luk is currently the vice chairperson of Guangzhou Housing Society (廣州市房地產協會) and an honorary chairperson of Guangdong Provincial Qiaoxin Charity Foundation (廣東省僑心慈善基金會). She is the spouse of Chen Zhuo Lin.

Madam Luk did not hold any directorship in other listed public companies in the last three years. Madam Luk is interested in 2,493,536,500 Shares within the meaning of Part XV of the SFO.

Madam Luk has entered into a redesignation letter dated 25 March 2015 with the Company and will hold office until the conclusion of AGM or earlier terminated by not less than one month's notice in writing served by either party on the other. The appointment of Madam Luk is subject to the provisions of retirement and rotation of directors under the Articles of Association. Madam Luk has received a total Director's remuneration of HK\$420,000 for the year 2017. The Director's remuneration of Madam Luk was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Madam Luk's redesignation letter, her level of responsibilities towards the Group, the remuneration policy of the Company and prevailing market conditions.

**CHAN Cheuk Nam (陳卓南)**, aged 54, has been a non-executive Director since 28 March 2014. He had been an executive Director and a Senior Vice President of the Company from August 2005 to 28 March 2014. Mr. Chan is also a director of certain subsidiaries of the Company. Mr. Chan has over 25 years of extensive experience in real estate development and management. He is mainly responsible for the participation in Board meetings to provide advice on the development strategy and policy of the Group in achieving agreed corporate goals and objectives and for the scrutinization of the Group's performance. Mr. Chan is the brother of Chen Zhuo Lin, Chan Cheuk Yin, Chan Cheuk Hung and Chan Cheuk Hei.

Mr. Chan did not hold any directorship in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Chan is interested in 2,459,877,750 Shares within the meaning of Part XV of the SFO.

Mr. Chan has entered into an appointment letter dated 13 May 2016 with the Company and will hold office from 13 May 2016 for a 3 years period or early terminated by not less than one month's notice in writing served by either party on the other. The appointment of Mr. Chan is subject to the provisions of retirement and rotation of Directors under the Articles of Association. Mr. Chan has received a total Director's remuneration of HK\$420,000 for the year 2017. The Director's remuneration of Mr. Chan was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Chan's appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

**CHENG Hon Kwan (鄭漢鈞)**, GBS, OBE, JP, aged 90, has been an independent non-executive Director since 27 October 2005. He is also the Chairperson of remuneration committee and a member of audit committee and nomination committee of the Board. Dr. Cheng is mainly responsible for providing independent advice to the Board. He holds a Bachelor of Science in Engineering degree from Tianjin University and a postgraduate diploma from The Imperial College London. Dr. Cheng was also awarded several honorary doctorate degrees by The Hong Kong University of Science and Technology, City University of Hong Kong, The Open University of Hong Kong and The Open University, United Kingdom, and is an honorary fellow of The Imperial College London and City and Guilds of London Institute. Dr. Cheng is a former president, honorary fellow and gold medallist of The Hong Kong Institution of Engineers; former vice president, fellow and gold medallist of The Institution of Structural Engineers; fellow of The Institution of Civil Engineers, United Kingdom and of American Society of Civil Engineers, and honorary fellow of The Institution of Engineers, Australia. He is also an honorary member of both Hong Kong Institute of Planners and Hong Kong Institute of Architects and obtained National Class 1 Registered Structural Engineer qualification. Dr. Cheng is an Authorised Person and a Registered Structural Engineer under the Buildings Ordinance (Chapter 123 of the laws of Hong Kong); and former chairperson of Hong Kong Housing Authority and Transport Advisory Committee. He is a former member of both Executive Council and Legislative Council and a former standing member of the Tianjin Committee Chinese People's Political Consultative Conference. Dr. Cheng is currently a permanent honorary chairperson of Hong Kong Tianjin Friendship Association. Dr. Cheng is currently an independent non-executive director of Tianjin Development Holdings Limited (stock code: 882). He resigned as an independent non-executive director of Wing Hang Bank, Limited (delisted on Hong Kong Stock Exchange) in August 2014. He also retired as an independent non-executive director of Hang Lung Group Limited (stock code: 10) and resigned as an independent non-executive director of Hang Lung Properties Limited (stock code: 101) in April 2015.

Save as disclosed above, Dr. Cheng did not hold any directorship in other listed public companies in the past three years. He has no relationship with any Director, Company's senior management or substantial or controlling Shareholders of the Company. Dr. Cheng does not have any interests in the Shares within the meaning of Part XV of the SFO.

Dr. Cheng has entered into an appointment letter dated 12 June 2015 with the Company and will hold office until the conclusion of AGM or early terminated by not less than one month's notice in writing served by either party on the other. The appointment of Dr. Cheng is subject to the provisions of retirement and rotation of Directors under the Articles of Association. Dr. Cheng has received a total Director's remuneration of HK\$420,000 for the year 2017. The Director's remuneration of Dr. Cheng was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Dr. Cheng's appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

Dr. Cheng has served as an independent non-executive Director for more than nine years. Notwithstanding such a long continuous period of his holding office as an independent non-executive Director, given that he has confirmed in writing to the Company of his independence with reference to various matters set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes that he is still independent. Furthermore, given the extensive knowledge and experience of Dr. Cheng, the Board believes that his re-election is in the best interests of the Company and the Shareholders as a whole and therefore he should be re-elected. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

#### **GENERAL**

Save as disclosed foregoing, there is no other information relating to the Directors to be re-elected that need to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

*This appendix serves as an explanatory statement, as required by the Listing Rules and Share Repurchase Rules to provide the requisite information to Shareholders for their consideration of the granting of Share Repurchase Mandate and also constitutes the memorandum required under section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). For the purpose of this appendix, the term "shares" shall be as defined in Takeovers Code to mean shares of all classes and securities which carry a right to subscribe or purchase shares.*

## **1. SHARE REPURCHASE RULES**

The Share Repurchase Rules permit companies whose primary listing are on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a) Shareholders' approval**

All on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors to make such repurchase.

### **(b) Source of funds**

Repurchases must only be paid out of funds which are legally available for the purpose and in accordance with the trading rules of the Stock Exchange, the laws of the Cayman Islands and the Memorandum of Association of the Company and the Articles of Association.

## **2. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, they believe the flexibility afforded by the Share Repurchase Mandate would be beneficial to the Company and its Shareholders. Shares trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their interest in the assets of the Company would increase in proportion to the number of Shares repurchased and cancelled by the Company, thereby resulting in an increase in net assets and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

### 3. SHARE CAPITAL

As at the Latest Practicable Date, the aggregate issued share capital of the Company comprised 3,917,047,500 Shares.

Subject to the passing of the ordinary resolution to approve the Share Repurchase Mandate, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM and the nominal value of each Share remaining the same, the Company would be allowed to repurchase a maximum of 391,704,750 Shares with an aggregate nominal value of HK\$39,170,475 under the Share Repurchase Mandate.

### 4. FUNDING OF REPURCHASES

Any repurchase of Shares by our Company must only be paid out of funds that are legally available for the purpose in accordance with the Memorandum of Association of the Company and the Articles of Association, the Listing Rules and the Cayman Islands Companies Law. In connection with any repurchase of Shares, funds that may be legally utilised for the purpose would be profits of the Company, available share premium, or the proceeds of a fresh issue of Shares made for the purpose of repurchase, or if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands Companies Law, out of capital of the Company. Any premium on a repurchase may also be made out of profits or the Share Premium Account or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands Companies Law, out of capital of the Company.

In the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, the working capital or gearing position of the Company may be affected. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors, in the best interests of the Company and the Shareholders as a whole, at the relevant time having regard to the circumstances then prevailing.

**5. SHARE PRICES**

The highest and lowest traded prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
<b>2017</b>		
March	7.45	4.97
April	7.42	6.68
May	7.86	6.05
June	7.68	6.73
July	9.46	7.14
August	9.65	7.89
September	12.92	9.14
October	12.50	11.12
November	12.38	10.72
December	11.90	10.42
<b>2018</b>		
January	15.12	11.82
February	15.06	10.76
March (up to the Latest Practicable Date)	16.78	12.98

**6. SHARE REPURCHASE MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased any of the Company's listed securities during the six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.



## 7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Memorandum of Association of the Company and the Articles of Association.

## 8. THE TAKEOVERS CODE

If, as a result of Share repurchases of the Company made pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Chen's Family Trust held 2,453,096,250 Shares, representing approximately 62.63% of the issued share capital of the Company. Apart from the foregoing, Mr. Chen Zhuo Lin held 26,164,000 Shares through certain companies wholly-owned and controlled by him. Mr. Chen Zhuo Lin and Madam Luk Sin Fong, Fion held 14,276,250 Shares through certain companies jointly owned and controlled by them. Mr. Chan Cheuk Yin held 15,687,500 Shares through a company wholly-owned and controlled by him. Besides, Mr. Chan Cheuk Hei and his spouse jointly held a total of 7,875,000 Shares, and Mr. Chan Cheuk Nam and his spouse jointly held a total of 6,781,500 Shares. For the purpose of the Takeovers Code, Mr. Chen Zhuo Lin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam are concert parties and are taken to have a total interest of 2,523,880,500 Shares, representing approximately 64.43% of the issued share capital of the Company. In the event that the Share Repurchase Mandate is exercised in full and on basis that no further Shares are issued, the percentage of Shares held by Chen's Family Trust would be increased to approximately 69.58% of the issued share capital of the Company and the total percentage of Shares held by Chen's Family Trust, Mr. Chen Zhuo Lin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam would be increased to approximately 71.59% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors will take all reasonable steps to ensure compliance with the prescribed minimum percentage requirement of 25% of the issued share capital of the Company be held in public hands pursuant to the Listing Rules.

**9. DIRECTORS' SHARE DEALINGS**

Neither the Directors nor their close associates (as defined in the Listing Rules), to the best knowledge of Directors having made all reasonable enquiries, have any present intention to sell any Shares to the Company under the Share Repurchase Mandate if such is approved by the Shareholders.

**10. CORE CONNECTED PERSONS**

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.



**AGILE**  
**雅居樂**  
**AGILE GROUP HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3383)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Agile Group Holdings Limited (the “**Company**”) will be held at Granville & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 14 May 2018 at 2:30 p.m. for the purposes of considering and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

1. To receive and adopt the audited financial statements together with the report of directors and the independent auditor’s report of the Company and its subsidiaries for the year ended 31 December 2017.
2. To declare a final dividend of HK68 cents per ordinary share for the year ended 31 December 2017.
3. To re-elect Mr. Chen Zhuo Lin as a director of the Company.
4. To re-elect Madam Luk Sin Fong, Fion as a director of the Company.
5. To re-elect Mr. Chan Cheuk Nam as a director of the Company.
6. To re-elect Dr. Cheng Hon Kwan as a director of the Company.
7. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of directors.
8. To re-appoint auditor and to authorise the Board to fix their remuneration.
9. As ordinary business, to consider and, if thought fit, pass (with or without modifications) the following resolutions (the “**Resolutions**”) as ordinary resolutions numbered 9.A. to 9.C.:

9.A. “**THAT**:

- (i) subject to paragraph (ii) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(iii) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

9.B. **“THAT:**

(i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares, to grant rights to subscribe for, or convert any security into Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, enter into agreements to effect the same during the Relevant Period (as hereinafter defined) be and is hereby generally and unconditionally approved;

- (ii) the powers granted in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) and enter into agreements which would or might require Shares or securities to be allotted and issued after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the exercise of the power by the Directors described in paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or (c) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares; or (d) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (iv) the expression “Relevant Period” shall for the purposes of this Resolution have the same meaning as assigned to it under paragraph (iii) of Resolution 9.A. of this notice.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of the Stock Exchange or any recognised regulatory body or any stock exchange).”; and

9.C. “**THAT** subject to Resolutions 9.A. and 9.B. of this notice being passed, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 9.B. of this notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company repurchased by the Company under the authority granted to the Directors pursuant to Resolution 9.A. of this notice, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

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

Hong Kong, 10 April 2018

*Principal place of office in the PRC:*  
33rd Floor, Agile Center  
26 Huaxia Road  
Zhujiang New Town  
Tianhe District, Guangzhou  
Guangdong Province  
PRC  
Postal Code: 510623

*Principal place of business in Hong Kong:*  
18th Floor, Three Pacific Place  
1 Queen’s Road East  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint another person as his proxy to attend and vote for him. A shareholder who is the holder of two or more shares in the share capital of the Company may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. To be valid the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. Delivery of proxy form shall not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the proxy form shall be deemed to be annulled.

4. The register of members of the Company will be closed from Wednesday, 9 May 2018 to Monday, 14 May 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to have right to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 8 May 2018.
5. The register of members of the Company will be closed from Monday, 21 May 2018 to Thursday, 24 May 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend to be approved at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 18 May 2018.