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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, 5 May 2017 and 18 December 2017 respectively (the “**Announcements**”) in relation to the Cooperative Framework Agreement and the Formal Agreement. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

THE SUPPLEMENTAL AGREEMENT

On 31 August 2018, Zhongshan Yajing (an indirectly wholly-owned subsidiary of the Company) has entered into a supplemental agreement with Shiguang Chuangjian, Zheng Zihong and Wu Zhangjin which is confirmed and accepted by Shiguang Shiye (the “**Supplemental Agreement**”). Pursuant to the Supplemental Agreement, the parties have agreed to change the cooperation method for the Haitang Project, such that Zhongshan Yajing shall provide a loan of RMB284.0185 million (the “**Loan**”) to Shiguang Shiye being the project company for the Haitang Project instead of setting up a new joint venture company between Zhongshan Yajing or its nominated third party and Shiguang Chuangjian and/or Shiguang Related Parties with each to hold 50% of its equity interests. A sum of RMB34.5 million paid by Zhongshan Yajing to Shiguang Shiye as deposit pursuant to the Cooperative Framework Agreement on 24 March 2017 will be deemed as part of the Loan advanced with the remaining part of RMB249.5185 million to be advanced to Shiguang Shiye within 5 working days after the date of the Supplemental Agreement (“**Remaining Loan Advanced Date**”).

A sum of RMB50 million being part of the principal amount of the Loan shall become repayable upon the expiry of the 12 months from the Remaining Loan Advanced Date. The remaining principal of the Loan in the sum of RMB234.0185 million is to become repayable upon the expiry of 18 months from the Remaining Loan Advanced Date.

The interest for the Loan is calculated at the lending rate offered by the People’s Bank of China for similar loans at or about the same period and is due and payable in accordance with terms of the Supplemental Agreement.

Pursuant to the Supplemental Agreement, Zhongshan Yajing has also agreed to authorise the use of the brand name “Agile” to Shiguang Shiye for the purposes of sales and promotion of the Haitang Project and Shiguang Shiye has agreed to pay brand royalty to Zhongshan Yajing calculated pursuant to terms of the Supplemental Agreement.

On behalf of the Board
Agile Group Holdings Limited
Lam Ping Yuk
Company Secretary

Hong Kong, 31 August 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