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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 PROVISION OF GUARANTEE**

Reference is made to the announcement of the Company dated 27 March 2018 (the “Previous Announcement”) in relation to the provisions of guarantees. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as ascribed to them in the Previous Announcement.

#### **PROVISION OF GUARANTEE FOR THE TRUST LOAN FACILITIES GRANTED TO WUHAN CHANGKAI**

The Board announces that on 19 February 2019, the Company as guarantor entered into Undertaking Letter C to guarantee the repayment obligations of Wuhan Changkai under the trust loan facilities granted to Wuhan Changkai by Lender C under the Trust Loan Agreement in the amount of RMB900,000,000 in favour of Lender C.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, Lender C and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons and any of their respective associates.

#### **IMPLICATIONS UNDER THE LISTING RULES**

As the Company has already provided guarantees to Lender A and the Facility Principal, and Lender B respectively under the Undertaking Letters in respect of repayment obligations of Wuhan Changkai as referred in the Previous Announcement, the Company is again required to provide guarantee to Lender C under Undertaking Letter C in respect of the repayment obligations of Wuhan Changkai (being the same debtor), pursuant to Rule 14.22 of the Listing Rules, the transactions under the Undertaking Letters and Undertaking Letter C (together, the “Transactions”) 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 Transactions, when aggregated, is more than 5% but less than 25%, the Transactions together constitute a discloseable transaction for the Company.

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Major terms of Trust Loan Agreement and Undertaking Letter C are set out below:-

Date:	19 February 2019
Borrower:	Wuhan Changkai
Lender:	Lender C
Guarantor:	the Company
Guarantee:	to guarantee the repayment obligations of Wuhan Changkai under the trust loan facilities granted to Wuhan Changkai by Lender C under Trust Loan Agreement in the amount of RMB900,000,000 (together with interests, damages and enforcement expenses for breach of the underlying trust loan facilities, all under Trust Loan Agreement) in favour of Lender C
Term:	3 years from the date of fulfillment of the repayment obligations of Trust Loan by Wuhan Changkai under Trust Loan Agreement
Source of funding for the fulfillment of the undertaking:	internal resources of the Group
Loan facility:	the trust loan facilities in an amount of RMB900,000,000 granted by Lender C to Wuhan Changkai at a floating interest rate equivalent to 85% above the RMB Benchmark Loan Interest Rate at the time, which is to be adjusted annually
Purpose of Trust Loan:	Trust Loan shall be used to fund the development and construction of Phase 2 of the Project
Maturity of repayment under the Trust Loan Agreement:	31 December 2021, subject to early repayment under the provisions of Trust Loan Agreement

Security of Trust Loan Agreement: the security for repayment of Trust Loan given to Lender C includes the charge over the ownership of the ongoing construction work of Phase 2 of the Project by Wuhan Changkai and the charge of 100% equity interest in Wuhan Changkai by its holders within thirty working days after full repayment of the Entrustment Loan by Wuhan Changkai under the Entrustment Loan Agreement

## **REASONS FOR AND BENEFITS OF PROVIDING THE GUARANTEE**

To meet the funding requirements for the development and construction of Phase 2 of the Project, Wuhan Changkai has secured the trust loan facilities by entering into the Trust Loan Agreement with Lender C. Apart from the charge of the ownership of the ongoing construction work of Phase 2 of the Project by Wuhan Changkai and the 100% equity interest in Wuhan Changkai by its holders within thirty working days after full repayment of the Entrustment Loan by Wuhan Changkai under the Entrustment Loan Agreement, the Company is also required to execute Undertaking C to guarantee the repayment obligations of Wuhan Changkai under the Trust Loan Agreement.

The Directors believe that the terms of Undertaking Letter C 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 Undertaking Letter C in accordance with its terms.

## **IMPLICATIONS UNDER THE LISTING RULES**

Since the guarantee provided by the Company to Lender A and the Facility Principal, and Lender B respectively under the Undertaking Letters and the guarantee provided by the Company to Lender C under Undertaking Letter C are to guarantee the repayment obligations of the same debtor, that is Wuhan Changkai, pursuant to Rule 14.22 of the Listing Rules, the Transactions are to be aggregated and treated as one transaction.

The aggregate of the guaranteed Entrustment Loan and the Loan or the Outstanding Loans Balance respectively together with the amount guaranteed by the Company under Undertaking Letter C represents more than 5% but less than 25% of one of the applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules), and hence the Transactions together constitute a discloseable transaction for the Company.

The provision of the guarantee under Undertaking Letter C is therefore 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 C**

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

## **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 mixed-use property projects, with extensive presence in the businesses of property management, hotel operations, property investment, environmental protection and construction.

## **DEFINITIONS**

“Lender C”	the lender of the trust loan facilities under Trust Loan Agreement, which is a licensed financial institution in the PRC and is an Independent Third Party of the Group
“Trust Loan”	the trust loan facilities of RMB900,000,000 granted by Lender C under Trust Loan Agreement
“Outstanding Loans Balance”	the aggregate outstanding loan balance owed by Wuhan Changkai under the Entrustment Loan and the Loan as at the date of this announcement, being RMB1,200,000,000 and RMB620,000,000 respectively
“Project”	the investment in development and construction of 雅居樂國際花園 (Agile International Garden***) over the Land
“RMB Benchmark Loan Interest Rate”	the RMB loan interest rate determined and announced by The People’s Bank of China from time to time for providing benchmark loan interest rate for financial institutions in PRC from time to time
“Trust Loan Agreement”	the agreement dated 19 February 2019 and entered into between Wuhan Changkai as borrower, Lender C as lender in respect of the trust loan facilities in the principal amount of RMB900,000,000

“Undertaking Letter C”

the undertaking letter dated 19 February 2019 and entered into by the Company as the guarantor in favour of Lender C to guarantee the repayment obligations of Wuhan Changkai under Trust Loan Agreement

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

Hong Kong, 19 February 2019

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

\* *Executive Directors*

\*\* *Non-executive Directors*

# *Independent Non-executive Directors*

\*\*\* *for translation and identification purposes only as there is no official English translation or name*