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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 ACQUISITION OF 50% EQUITY INTERESTS IN WUHAN CHANGKAI

Reference is made to the announcements of the Company dated 9 November 2016, 27 March 2018, 19 February 2019 and 26 March 2019 (the “**Announcements**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as ascribed to them in the Announcements.

Pursuant to the Announcements, Nanjing Agile injected capital into Wuhan Changkai and thereby owns 50% of its equity interests. Each of the equity interests in Wuhan Changkai held by Nanjing Agile and Zhongying Changjiang has been pledged to Lender A to secure the repayment of the Entrustment Loan.

ACQUISITION OF 50% EQUITY INTERESTS IN WUHAN CHANGKAI

The Board announces that on 9 May 2019, Zhongying Changjiang, Nanjing Agile and Wuhan Changkai entered into the equity transfer agreement (“**Equity Transfer Agreement**”) pursuant to which Nanjing Agile shall acquire 50% equity interests held by Zhongying Changjiang in Wuhan Changkai at the Total Consideration of RMB3,313,601,199.78.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, other than its 50% equity interests held in Wuhan Changkai, Zhongying Changjiang and its 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

As one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Equity Transfer Agreement is above 5% but less than 25%, the entering into the Equity Transfer Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules, but is exempted from the requirement of shareholders' approval.

INTRODUCTION

On 9 May 2019, Zhongying Changjiang, Nanjing Agile and Wuhan Changkai entered into the Equity Transfer Agreement, pursuant to which Nanjing Agile shall acquire 50% equity interests held by Zhongying Changjiang in Wuhan Changkai at the total consideration of RMB3,313,601,199.78 ("**Total Consideration**").

THE EQUITY TRANSFER AGREEMENT

Date:

9 May 2019

Parties:

- (a) Zhongying Changjiang
- (b) Nanjing Agile
- (c) Wuhan Changkai

To the best of Directors' knowledge, information and belief and having made all reasonable enquiries, other than its 50% equity interests held in Wuhan Changkai, Zhongying Changjiang and its ultimate beneficial owners are third parties independent of the Company and its connected persons and any of their respective associates.

Conditions

The parties to the Equity Transfer Agreement agree to fulfill the following conditions upon execution of the Equity Transfer Agreement:-

- (a) Zhongying Changjiang shall apply to Lender A for the release of the pledge of its 50% equity interests in Wuhan Changkai and to sign the relevant documents for the transfer of its 50% equity interests in Wuhan Changkai to Nanjing Agile on the day of release of the pledge. Thereafter it shall co-operate with Nanjing Agile and Wuhan Changkai for the registration of the pledge of said equity interests in Wuhan Changkai to Lender A.

- (b) Nanjing Agile or its nominated entity shall provide Zhongying Changjiang the financial proof showing the balance of its bank account of not less than RMB280 million. It shall also guarantee the balance of this bank account of not less than RMB280 million before paying the cash consideration.

Consideration

Pursuant to the Equity Transfer Agreement, the Total Consideration shall consist of the following:-

- (a) cheque payment of RMB278,985,456.25 by Nanjing Agile to Zhongying Changjiang upon the issue of new business registration certificate to Wuhan Changkai; and
- (b) Nanjing Agile shall repay to Wuhan Changkai the outstanding loan of RMB3,034,615,743.53 on behalf of Zhongying Changjiang.

The Total Consideration payable by Nanjing Agile under the Equity Transfer Agreement was agreed between the parties after arm's length negotiations with reference to the current operations, business prospects and net asset value of Wuhan Changkai. The Total Consideration is intended to be financed by the internal resources of the Group.

Information of the Land

Wuhan Changkai is the registered owner of the Land which is situated at 武漢市江夏區廟山辦事處鄔樹村(Wuhanshi Jiangxiaqu Miaoshan Banshichu Wushu Village***) with a site area of approximately 406,582.82 square metres registered under land use rights certificate 鄂(2016) 武漢市江夏不動產權第 0000388 號(E(2016)Wuhanshi Jiangxia Property Certificate No.0000388***). The land is for residential use for a term of 70 years. The estimated total gross floor area of the Land is approximately 785,517 square metres which includes pre-sale gross floor area of approximately 275,837 square metres and unsold gross floor area of approximately 509,680 square metres.

FINANCIAL INFORMATION OF WUHAN CHANGKAI

Set out below is the financial information of Wuhan Changkai for the past two years ended 31 December 2018 prepared in accordance with generally accepted accounting principles in the PRC:

	For the financial year ended 31 December <i>(Approximately in RMB)</i>	
	2017 <i>(Audited)</i>	2018 <i>(Unaudited)</i>
Net loss (before taxation)	266,879,000.00	446,231,000.00
Net loss (after taxation)	259,467,000.00	503,644,000.00

The unaudited total equity of Wuhan Changkai as at 31 March 2019 was approximately RMB(221,481,000.00).

INFORMATION OF WUHAN CHANGKAI

Wuhan Changkai is a company established in the PRC with limited liability with its registered address situated in 武漢市江夏區廟山開發區江夏大道凱迪工業園管委會對面 (Jiangxia Avenue opposite Kaidi Industrial Park Development Zone Administrative Committee of Wuhan City Jiangxia Miaoshan***) and is the registered owner of the Land. The principal business of Wuhan Changkai is property development; sales of commercial residential properties; indoor and outdoor design, decorating and construction services and property management in the PRC. Upon the completion of the Equity Transfer Agreement, Wuhan Changkai will become an indirect wholly-owned subsidiary of the Company.

INFORMATION OF ZHONGYING CHANGJIANG

Zhongying Changjiang is a company established in the PRC with limited liability and holds 50% equity interests in Wuhan Changkai as at the date of this announcement and is principally engaged in research and development of the new energy, energy-saving and environmental protection industries; asset operation and management and industrial consulting.

INFORMATION OF NANJING AGILE

Nanjing Agile is a company established in the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company. As at the date of this announcement, Nanjing Agile owns 50% equity interests in Wuhan Changkai. It is principally engaged in property development 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, environmental protection, construction, real estate construction management and commercial.

REASONS FOR AND BENEFITS OF ENTERING INTO THE EQUITY TRANSFER AGREEMENT

The Directors believe that the entering into of the Equity Transfer Agreement is beneficial to the Company and the Shareholders as a whole as it could generate more income and provide capital appreciation potential to the Group.

The Directors believe that the terms of the Equity Transfer Agreement 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 Equity Transfer Agreement.

IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Equity Transfer Agreement is above 5% but less than 25%, the entering into the Equity Transfer Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules, but is exempted from the requirement of shareholders' approval.

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

Hong Kong, 9 May 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#, 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*