

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

ANNOUNCEMENT DISCLOSEABLE TRANSACTION IN RELATION TO THE JOINT DEVELOPMENT OF THE PROJECT LAND

JOINT DEVELOPMENT OF THE PROJECT LAND

The Board is pleased to announce that on 4 September 2020, Guangxi Beihai Zhongya, Shenzhen Hengchuang, Zhongshan Yajing, Panyu Agile and the Project Company entered into the Cooperative Agreement, pursuant to which Guangxi Beihai Zhongya and Shenzhen Hengchuang will jointly develop the Project Land through the Project Company, which is owned as to 65% by Guangxi Beihai Zhongya and 35% by Shenzhen Hengchuang respectively. The total commitment by Guangxi Beihai Zhongya in respect of the Project Company is expected to amount up to approximately RMB4,577 million, whereby Guangxi Beihai Zhongya shall (i) contribute and/or provide financial assistance to the Project Company in an aggregate sum of up to RMB2,975.05 million; and (ii) guarantee the obligation of the Project Company to repay the shareholder's loan of Shenzhen Hengchuang amounting up to RMB1,601.95 million.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the entering into of the Cooperative Agreement is above 5% but less than 25%, the entering into of the Cooperative Agreement constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 4 September 2020, Guangxi Beihai Zhongya, Shenzhen Hengchuang, Zhongshan Yajing, Panyu Agile and the Project Company entered into the Cooperative Agreement, pursuant to which Guangxi Beihai Zhongya and Shenzhen Hengchuang will jointly develop the Project Land through the Project Company, which is owned as to 65% by Guangxi Beihai Zhongya and 35% by Shenzhen Hengchuang respectively.

THE PROJECT LAND AND THE PROJECT

The Project Land was acquired at a consideration of RMB3,880 million (the “**Acquisition Price**”) by Guangxi Beihai Zhongya and Shenzhen Hengchuang jointly through public auction on 7 July 2020. On 14 July 2020, Guangxi Beihai Zhongya and Shenzhen Hengchuang entered into a contract with the relevant governmental authority for the grant of land use rights in respect of the Project Land. On 10 August 2020, Guangxi Beihai Zhongya, Shenzhen Hengchuang and the Project Company entered into a supplemental contract with the relevant governmental authority for the assignment of the contractual rights and obligations in respect of the Project Land to the Project Company.

The Project involves the development of mixed-use properties on the Project Land, covering a site area of approximately 246,000 square metres with a total construction floor area of approximately 919,000 square metres. The Project Land comprises various plots of land that are granted for terms ranging from forty (40) to seventy (70) years depending on their respective categories of usage.

THE PROJECT COMPANY

The Project Company was established in the PRC with limited liability on 14 July 2020. It has not commenced any substantive business operation since its establishment. The Project Company has recorded net loss of RMB1.94 million and its unaudited net asset value as at 31 August 2020 is nil.

As the major corporate decisions of the Project Company will require unanimous approval of the JV Partners as shareholders, the Project Company will not become a subsidiary of the Company and the financial results and position of the Project Company will not be consolidated into the Company’s financial statements.

THE COOPERATIVE AGREEMENT

The principal terms of the Cooperative Agreement are set out below:-

- Date** : 4 September 2020
- Parties** : (1) Guangxi Beihai Zhongya, as one of the JV Partners;
(2) Shenzhen Hengchuang, as one of the JV Partners;
(3) Zhongshan Yajing, as one of the Joint Guarantors;
(4) Panyu Agile, as one of the Joint Guarantors; and
(5) Project Company.
- Total registered capital of the Project Company** : RMB1,000 million, to be contributed in the Relevant Proportion as follows:
(1) RMB650 million by Guangxi Beihai Zhongya; and
(2) RMB350 million by Shenzhen Hengchuang.
- Payment of the Acquisition Price** : An aggregate sum of RMB1,164 million has been paid by the JV Partners in the Relevant Proportion on 3 July 2020 for the Deposit. The first instalment of the Acquisition Price after offsetting the Deposit amounted

to RMB776 million and was settled by the Project Company on 13 August 2020 using the shareholders' loans contributed by the JV Partners in the Relevant Proportion to the Project Company. The remainder of the Acquisition Price, being RMB1,940 million, and related taxes and expenses shall be settled by the Project Company, with the shareholders' loans to be contributed by the JV Partners in the Relevant Proportion, on or before 13 July 2021.

Total commitment : It is expected that the JV Partners will contribute and/or provide financial assistance to the Project Company (including but not limited to shareholder's loans) for a total amount of up to approximately RMB4,577 million in the Relevant Proportion, whereby Guangxi Beihai Zhongya will contribute and/or provide financial assistance to the Project Company for an aggregate sum of up to RMB2,975.05 million and Shenzhen Hengchuang will contribute and/or provide financial assistance to the Project Company for an aggregate sum of up to RMB1,601.95 million. Guangxi Beihai Zhongya has also guaranteed the obligation of the Project Company to repay the shareholder's loan of Shenzhen Hengchuang amounting up to RMB1,601.95 million in the event of default of repayment by the Project Company following the transfer of Shenzhen Hengchuang's equity interest in the Project Company to a third party purchaser. As such, the total commitment of Guangxi Beihai Zhongya towards the Project Company is expected to amount up to approximately RMB4,577 million.

The amount of the total commitment of the Company in the Project Company was determined after arm's length negotiations between the Parties, taking into account, among other factors, the funding needs for the Project, the Relevant Proportion and the aforesaid guarantee by Guangxi Beihai Zhongya. The Group will finance its commitment towards the Project Company from its own resources.

Board composition : The board of directors of the Project Company shall consist of three (3) directors, two (2) of whom shall be nominated by Guangxi Beihai Zhongya and the remaining director shall be nominated by Shenzhen Hengchuang. The chairman of the board of directors of the Project Company, who shall also be the legal representative of the Project Company, shall be nominated by Guangxi Beihai Zhongya.

Guarantee : Zhongshan Yajing and Panyu Agile have given guarantees in favour of Shenzhen Hengchuang under which they shall be jointly and severally liable for the obligations of Guangxi Beihai Zhongya under the Cooperative Agreement.

Termination Shenzhen Hengchuang may give notice to Guangxi Beihai Zhongya of its desire to transfer all of its equity interest in the Project Company to a third party purchaser or to request Guangxi Beihai Zhongya to purchase all of its equity interest in the Project Company at any time after the earlier of (i) the date when the Project Company has sold not less than 90% of the total saleable area of the properties expected to be constructed on the Project Land; or (ii) 30 December 2030.

The transfer price of Shenzhen Hengchuang's equity interest in the Project Company shall be based on the then prevailing fair market value of the equity interest in the Project Company held by Shenzhen Hengchuang, taking into account the financial statements of the Project Company, the valuation of the unsold properties and carpark spaces constituting the remaining saleable area of the Project Land and the valuation of self-owned commercial properties, as appraised by an accounting firm and property valuer(s) jointly appointed by the JV Partners respectively or at such valuation as agreed between the JV Partners based on the average of past sales price of similar properties on the Project Land.

REASONS FOR ENTERING INTO OF COOPERATIVE AGREEMENT

Through the cooperation under the Cooperative Agreement, the Group and Ping An are able to share the resources and complement the strengths of each other, which is beneficial to the development of the Project Land. The Directors consider that the entering into of the Cooperative Agreement provides an opportunity to expand the Group's property development portfolio, which is consistent with the core business strategies of the Group and in line with the Group's interests in the long run.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Cooperative Agreement are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms, and in the interests of the Group and the Shareholders as a whole.

GENERAL INFORMATION ABOUT THE GROUP AND ALL OTHER PARTIES

Information of the Group

The Company is an investment holding company. 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.

Information of Guangxi Beihai Zhongya

Guangxi Beihai Zhongya is a company established in the PRC with limited liability on 15 June 2020 and an indirect non-wholly owned subsidiary of the Company. Its principal business is equity investment.

Information of Shenzhen Hengchuang

Shenzhen Hengchuang is a company established in the PRC with limited liability on 9 July 2013 and an indirect non-wholly owned subsidiary of Ping An. Its principal business is investment management.

Information of the Joint Guarantors

Information of Zhongshan Yajing

Zhongshan Yajing is a company established in the PRC with limited liability on 27 January 2011 and an indirect wholly-owned subsidiary of the Company. It is principally engaged in the development and management of real estate properties.

Information of Panyu Agile

Panyu Agile is a company established in the PRC with limited liability on 27 March 2000 and an indirect wholly-owned subsidiary of the Company. Its principal businesses are the development and management of real estate properties, real estate property consultancy services and property rental services.

To the best of the knowledge, information and belief of Directors, having made all reasonable enquiries, (i) a subsidiary of Ping An is a substantial shareholder of an insignificant subsidiary (as defined under Rule 14A.09 of the Listing Rules) of the Company; (ii) various subsidiaries of Ping An are shareholders of certain insignificant subsidiaries (as defined under Rule 14A.09 of the Listing Rules) of the Company; and (iii) various subsidiaries of Ping An are shareholders of certain joint venture companies of the Company. Other than the aforesaid, Shenzhen Hengchuang and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the entering into of the Cooperative Agreement is above 5% but less than 25%, the entering into of the Cooperative Agreement constitutes a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Acquisition Price”	has the meaning ascribed to it under the section headed “The Project Land and the Project” in this announcement;
---------------------	--

“Board”	the board of Directors of the Company;
“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;
“Cooperative Agreement”	the cooperative agreement dated 4 September 2020 and entered into among Guangxi Beihai Zhongya and Shenzhen Hengchuang as JV Partners, Zhongshan Yajing and Panyu Agile as Joint Guarantors, and the Project Company;
“Deposit”	the deposit in the amount of RMB1,164 million for the public auction of the land use rights of the Project Land paid by the JV Partners in the Relevant Proportion on 3 July 2020;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Guangxi Beihai Zhongya”	廣西北海中雅投資發展有限公司 (Guangxi Beihai Zhongya Investment Development Co., Ltd.***), a company established in the PRC with limited liability on 15 June 2020, and an indirect non-wholly owned subsidiary of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Joint Guarantors”	Zhongshan Yajing and Panyu Agile;
“JV Partners”	the holders of equity interests in the Project Company, being Guangxi Beihai Zhongya and Shenzhen Hengchuang;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Panyu Agile”	廣州番禺雅居樂房地產開發有限公司 (Guangzhou Panyu Agile Realty Development Co., Ltd.***), a company established in the PRC with limited liability on 27 March 2000, and an indirect wholly-owned subsidiary of the Company;
“Parties”	Guangxi Beihai Zhongya, Shenzhen Hengchuang, Zhongshan Yajing and Panyu Agile being the parties to the Cooperative Agreement and a “Party” shall mean each and any one of them as the context may require;

“Ping An”	中國平安保險（集團）股份有限公司 (Ping An Insurance (Group) Company of China, Ltd.), a company established in the PRC with limited liability on 21 March 1988, the shares of which are listed on the main board of the Stock Exchange and the Shanghai Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this announcement excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region;
“Project”	the development of mixed-use properties on the Project Land by the JV Partners through the Project Company;
“Project Company”	中山市雅琛房地產開發經營有限公司 (Zhongshan Yachen Real Estate Development Operation Co., Ltd.***), a company established in the PRC with limited liability on 14 July 2020;
“Project Land”	中國廣東省中山市翠亨新區 G26-2020-0053 宗地 (Plot G26-2020-0053, Cuiheng New District, Zhongshan, Guangdong Province, the PRC***) covering a site area of approximately 246,000 square metres with a total construction floor area of approximately 919,000 square metres;
“Relevant Proportion”	the proportional equity interest of Guangxi Beihai Zhongya and Shenzhen Hengchuang in the Project Company, being 65:35;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of HK\$0.10 each;
“Shareholder(s)”	holder(s) of the Share(s);
“Shenzhen Hengchuang”	深圳恒創投資管理有限公司 (Shenzhen Hengchuang Investment Management Co., Ltd.***), a company established in the PRC with limited liability on 9 July 2013, and an indirect non-wholly owned subsidiary of Ping An;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“Zhongshan Yajing”

中山市雅景房地產開發有限公司 (Zhongshan Yajing Real Estate Development Co., Ltd.***), a company established in the PRC with limited liability on 27 January 2011, and an indirect wholly-owned subsidiary of the Company; and

“%”

per cent.

By Order of the Board
Agile Group Holdings Limited
CHEUNG Lap Kei
Company Secretary

Hong Kong, 4 September 2020

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*