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雅居樂

**AGILE GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3383)**

**DISCLOSEABLE TRANSACTION  
ACQUISITION OF THE ENTIRE EQUITY INTERESTS IN A PROJECT  
COMPANY**

On 1 September 2016, Zhongshan Shiguang entered into the Original Transfer Agreement, whereby it has agreed to acquire the entire equity interests in the Project Company together with loan(s) to the Project Company from Zhongshan Xiongyu and Zhongshan Jiehui, holding 60% and 40% of the equity interests in the Project Company respectively, at the Consideration of RMB 1,480 million. The Project Company is the registered and beneficial owner of the Land Parcel.

On 20 September 2016, Zhongshan Yayao, an indirect non-wholly owned subsidiary of the Company, entered into the Supplemental Transfer Agreement with Zhongshan Shiguang, Zhongshan Xiongyu, Zhongshan Jiehui and the Project Company, whereby Zhongshan Yayao has agreed to take up the obligations of Zhongshan Shiguang under the Original Transfer Agreement in place of Zhongshan Shiguang.

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

**INTRODUCTION**

On 1 September 2016, Zhongshan Shiguang entered into the Original Transfer Agreement, whereby it has agreed to acquire the entire equity interests in the Project Company together with loan(s) to the Project Company from Zhongshan Xiongyu and Zhongshan Jiehui at the Consideration of RMB 1,480 million. The Project Company is the registered and beneficial owner of the Land Parcel.

On 20 September 2016, Zhongshan Yayao entered into the Supplemental Transfer Agreement with Zhongshan Shiguang, Zhongshan Xiongyu, Zhongshan Jiehui and the Project Company, whereby Zhongshan Yayao has agreed to take up the obligations of Zhongshan Shiguang under the Original Transfer Agreement in place of Zhongshan Shiguang. The details of the Transfer Agreement are set out below:

## **THE ORIGINAL TRANSFER AGREEMENT**

### **Date:**

1 September 2016

### **Parties:**

- (a) Zhongshan Shiguang
- (b) Project Company
- (c) Zhongshan Xiongyu and Zhongshan Jiehui

### **Assets to be acquired:**

Pursuant to the Original Transfer Agreement, Zhongshan Shiguang has agreed to acquire the entire equity interests in the Project Company from Zhongshan Xiongyu and Zhongshan Jiehui. The Project Company is the registered owner of the land use rights in respect of the Land Parcel, known as 蘭溪洋島商住小區 (Lanxi Bandao Commercial and Residential Small District\*\*\*), situated in 中山市火炬開發區大環村、江尾頭村、西樑村 (Zhongshanshi Huoju Kaifa Qu Dahuancun, Jiangmeitoucun and Xiyacun\*\*\*) with a site area of approximately 131,862.8 square metres and a plot ratio of 3.0, registered under 中府國用(2015)第1500406號 (State-owned land use rights certificate Zhongfu Guoyong (2015) No. 1500406\*\*\*).

### **Consideration:**

The Consideration shall be paid by Zhongshan Shiguang to Zhongshan Xiongyu and Zhongshan Jiehui as follows:

- (a) RMB700 million shall be paid within 5 working days after completion of registration of changes of information arising under the transfer of the equity interests in the Project Company from Zhongshan Xiongyu and Zhongshan Jiehui to Zhongshan Shiguang or a third party nominated by Zhongshan Shiguang with the relevant PRC authorities (“Completion of Registration of Changes”); and
- (b) the remaining balance of the Consideration in the sum of RMB 780 million (“Remaining Balance”) shall be paid within 6 months after the date of Completion of Registration of Changes.

## **THE SUPPLEMENTAL TRANSFER AGREEMENT**

### **Date:**

20 September 2016

### **Parties:**

- (a) Zhongshan Shiguang
- (b) Project Company
- (c) Zhongshan Xiongyu and Zhongshan Jiehui
- (d) Zhongshan Yayao

## Assets to be acquired:

Pursuant to the Supplemental Transfer Agreement, Zhongshan Yayao has agreed to take up the obligations of Zhongshan Shiguang under the Original Transfer Agreement in place of Zhongshan Shiguang. In addition, the parties to the Supplemental Transfer Agreement have agreed that the Remaining Balance shall be paid within 3 months after Completion of Registration of Changes and registration of cancellation of all charge(s) registered on the Land Parcel.

The Consideration has been agreed between the parties after arm's length negotiations with reference to, amongst other things, the agreed value of the Land Parcel and there are no material liabilities in the Project Company. The book value of the Land Parcel is RMB 654 million. The Consideration will be financed by Zhongshan Yayao's internal resources and/or borrowings.

Zhongshan Shiguang is a joint venture party in each of 中山市世光創建置業有限公司 (Zhongshanshi Shiguang Chuangjian Zhiye Company Limited\*\*\*), 中山市海德房地產開發有限公司 (Zhongshanshi Haide Property Development Limited\*\*\*), 中山市東城實業發展有限公司 (Zhongshanshi Dongcheng Real Estate Development Company Limited\*\*) and 中山市名泰房地產開發有限公司 (Zhongshanshi Mingtai Property Development Company Limited\*\*) (together the "Joint Venture Companies") with Zhongshan Yajing, an indirect wholly-owned subsidiary of the Company. The equity interests of each of the Joint Venture Companies are held as to 50% and 50% by Zhongshan Shiguang and Zhongshan Yajing respectively. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Zhongshan Shiguang and its ultimate beneficial owner(s) are Independent Third Parties.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Project Company, Zhongshan Xiongyu and Zhongshan Jiehui and their ultimate beneficial owners are Independent Third Parties.

## FINANCIAL INFORMATION OF THE PROJECT COMPANY

Set out below is the unaudited financial information of the Project Company for the two years ended 31 December 2015 prepared in accordance with generally accepted accounting principles in the PRC, as provided by Zhongshan Xiongyu and Zhongshan Jiehui:

|                              | For the year ended 31 December |           |
|------------------------------|--------------------------------|-----------|
|                              | 2014                           | 2015      |
|                              | (RMB)                          |           |
| Net profit (before taxation) | (71,720)                       | (170,540) |
| Net profit (after taxation)  | (71,720)                       | (170,540) |

## INFORMATION OF THE PROJECT COMPANY

The Project Company was established in the PRC with limited liability on 10 September 2013 and is principally engaged in investment, property development and management, and sales of building materials. The registered capital of the Project Company is RMB 1 million and has been fully paid up. As at the date of this announcement, the Land Parcel is the only major asset of the Project Company.

## **INFORMATION OF THE GROUP**

The Group is one of the leading property developers in China and is principally engaged in the development of large-scale comprehensive property projects, with extensive presence in the businesses of hotel operations, property investment, property management and environmental protection.

## **REASONS FOR AND BENEFITS OF THE TRANSFER**

The Board believes that the stable economic growth of the PRC, coupled with a relatively easy keynote of policies over the property market, has continued to release the demand of first time home buyers, contributing to a quick pick-up in the trading volume in the market. It is intended that the Land Parcel will be developed for commercial and residential purposes. The Transfer will enable the Group to generate income and provide capital appreciation potential to the Group.

In view of the above, the Directors are of the view that the terms of the Original Transfer Agreement and Supplemental Transfer Agreement are fair and reasonable and the Transfer is in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

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

## **DEFINITIONS**

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

|                                |                                                                                                                                                                                                     |
|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Board”                        | board of Directors                                                                                                                                                                                  |
| “Company”                      | Agile Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 14 July 2005, the Shares of which are listed on the Main Board of the Stock Exchange |
| “Consideration”                | total consideration for the Transfer, being RMB 1,480 million                                                                                                                                       |
| “Director(s)”                  | director(s) of the Company                                                                                                                                                                          |
| “Group”                        | the Company and its subsidiaries                                                                                                                                                                    |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC                                                                                                                                              |
| “Independent Third Party(ies)” | Person(s) or company(ies) who/which is(are) independent of the Company and its connected persons                                                                                                    |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                 |

|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Original Transfer Agreement”     | the transfer agreement dated 1 September 2016 entered into between Zhongshan Shiguang, the Project Company, Zhongshan Xiongyu and Zhongshan Jiehui in relation to the acquisition of the entire equity interests in the Project Company from Zhongshan Xiongyu and Zhongshan Jiehui by Zhongshan Shiguang                                                                                                       |
| “percentage ratios”               | has the same meaning ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                                                                                                     |
| “PRC”                             | The People’s Republic of China                                                                                                                                                                                                                                                                                                                                                                                  |
| “Land Parcel”                     | being a piece of land known as 蘭溪洋島商住小區 (Lanxi Bandao Commercial and Residential Small District**) situated at 中山市火炬開發區大環村、江尾頭村、西樞村 (Zhongshanshi Huoju Kaifa Qu Dahuancun, Jiangmeitoucun and Xiyacun**) with a site area of approximately 131,862.8 square metres and a plot ratio of 3.0 registered under 中府國用(2015)第1500406號 (State-owned land use rights certificate Zhongfu Guoyong (2015) No. 1500406**) |
| “Project Company”                 | 中山君滙投資發展有限公司 (Zhongshan Junhui Investment Development Company Limited**), a company established under the laws of the PRC with limited liability on 10 September 2013, being the registered and beneficial owner of the Land Parcel                                                                                                                                                                             |
| “RMB”                             | Renminbi, the lawful currency of the PRC                                                                                                                                                                                                                                                                                                                                                                        |
| “Shares”                          | ordinary share(s) in the capital of the Company with a nominal value of HK\$0.10 each                                                                                                                                                                                                                                                                                                                           |
| “Shareholder(s)”                  | holder(s) of Shares                                                                                                                                                                                                                                                                                                                                                                                             |
| “Stock Exchange”                  | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                                                                                         |
| “Supplemental Transfer Agreement” | a supplemental transfer agreement dated 20 September 2016 entered into between Zhongshan Shiguang, the Project Company, Zhongshan Xiongyu, Zhongshan Jiehui and Zhongshan Yayao amending and supplementing the terms of the Original Transfer Agreement                                                                                                                                                         |
| “Transfer”                        | the transfer of the entire equity interests in the Project Company from Zhongshan Xiongyu and Zhongshan Jiehui to Zhongshan Yayao in accordance with the terms of the Transfer Agreement                                                                                                                                                                                                                        |
| “Transfer Agreement”              | means the Original Transfer Agreement as amended and supplemented by the Supplemental Transfer Agreement                                                                                                                                                                                                                                                                                                        |
| “working day(s)”                  | a day (other than Saturday) on which the banks are open for business in the PRC                                                                                                                                                                                                                                                                                                                                 |

|                      |                                                                                                                                                                                                                                                                                                                                               |
|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Zhongshan Xiongyu”  | 中山市雄宇投資發展有限公司 (Zhongshanshi Xiongyu Investment Development Company Limited***), a company established under the laws of PRC and an Independent Third Party                                                                                                                                                                                    |
| “Zhongshan Jiehui”   | 中山捷滙實業投資有限公司 (Zhongshan Jiehui shiye Investment Company Limited***), a company established under the laws of PRC and an Independent Third Party                                                                                                                                                                                               |
| “Zhongshan Shiguang” | 中山市世光創建實業有限公司 (Zhongshanshi Shiguang Chuangjian Industrial Company Limited***), a company established under the laws of PRC, the owner of 40% equity interests in Zhongshan Yayao                                                                                                                                                             |
| “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 under the laws of the PRC with limited liability on 27 January 2011 and an indirect wholly-owned subsidiary of the Company                                                                                                                   |
| “Zhongshan Yayao”    | 中山市雅耀房地產投資有限公司 (Zhongshanshi Yayao Real Estate Investment Company Limited***), a company established under the laws of PRC with limited liability on 20 September 2016, its equity interests being held by Zhongshan Yajing and Zhongshan Shiguang as to 60% and 40% respectively, and an indirect non-wholly owned subsidiary of the Company |
| “%”                  | per cent                                                                                                                                                                                                                                                                                                                                      |

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

Hong Kong, 28 October 2016

*As at the date of this announcement, the Board comprises thirteen 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. Cheung Wing Yui, Edward# , 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*