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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

DISCLOSEABLE TRANSACTIONS IN RELATION TO THE INVESTMENT IN WM GROUP

THE TRANSACTIONS

On 13 November, 2021, the Group entered into the following agreements:

- (i) the Joinder Agreement to the Series D Preferred Share Purchase Agreement between August State, an indirect wholly-owned subsidiary of the Company, and the Target Company, pursuant to which August State conditionally agreed to subscribe, and the Target Company conditionally agreed to issue to August State, the Subscription Shares at a cash consideration of US\$140,000,000; and
- (ii) the Deed of Adherence to the WM Shareholders Agreement between the Target Company and August State.

On 18 November, 2021, Great Dawn, an indirect wholly-owned subsidiary of the Company, entered into the Option Agreement with the Target Company, pursuant to which the Target Company agreed to grant to Great Dawn the Option, the exercise of which is at Great Dawn's discretion, to require the Target Company to conditionally issue and transfer the WM Exchange Shares at the consideration of HK\$540,182,480 (equivalent to approximately US\$69,432,195), which shall be satisfied by Great Dawn by transferring to the Target Company the Apollo Future Exchange Shares.

On 30 November, 2021, Great Dawn exercised the Option to require the Target Company to issue and transfer all of the WM Exchange Shares to Great Dawn.

Upon the exercise of the Option and the completion of the Transactions, the Company will, through its subsidiaries, acquire a total of approximately 4.42% of the issued share capital in the Target Company through the Transactions and together with Agile Guangzhou's earlier subscription of shares in WM Shanghai under the WM Shanghai Share Subscription Agreement (all of the WM Shanghai Subscribed Shares had subsequently been converted into 9,963,290 Class A WM Ordinary Shares through the Restructuring), the Company will, through its subsidiaries, after completion of the Transactions, be interested in approximately 4.58% of the share capital of the Target Company on a fully-diluted and as-converted basis.

LISTING RULE IMPLICATIONS

As one of the applicable Percentage Ratio in respect of the Transactions on an aggregate basis, is 5% or more but is less than 25%, the Transactions constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and are therefore subject to the notification and announcement requirements under the Listing Rules.

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- (ii) the Deed of Adherence to the WM Shareholders Agreement between the Target Company and August State.

On 18 November, 2021, Great Dawn, an indirect wholly-owned subsidiary of the Company, entered into the Option Agreement with the Target Company, pursuant to which the Target Company agreed to grant to Great Dawn the Option, the exercise of which is at Great Dawn's discretion, to require the Target Company to conditionally issue and transfer the WM Exchange Shares at the consideration of HK\$540,182,480 (equivalent to approximately US\$69,432,195), which shall be satisfied by Great Dawn by transferring to the Target Company the Apollo Future Exchange Shares.

On 30 November, 2021, Great Dawn exercised the Option to require the Target Company to issue and transfer all of the WM Exchange Shares to Great Dawn.

Upon the exercise of the Option and the completion of the Transactions, the Company will, through its subsidiaries, acquire a total of approximately 4.42% of the issued share capital in the Target Company through the Transactions, and together with the Agile Guangzhou's earlier subscription of shares in WM Shanghai under the WM Shanghai Share Subscription Agreement (all of the WM Shanghai Subscribed Shares had subsequently been converted into 9,963,290 WM Class A Ordinary Shares through the Restructuring), the Company will, through its subsidiaries, after completion of the Transactions, be interested in approximately 4.58% of the share capital of the Target Company on a fully-diluted and as-converted basis.

The principal terms of (1) the Option Agreement, (2) the Joinder Agreement and the Series D Preferred Share Purchase Agreement and (3) the WM Shareholders Agreement are set out below:

(i) Option Agreement

Subject Matter:

Great Dawn may at any time from the date of the Option Agreement and up to 30 November, 2021, exercise the Option according to the terms set out under the Option Agreement.

The Option requires the Target Company to issue and transfer WM Exchange Shares, being 86,996,862 Class A WM Ordinary Shares, representing approximately 1.45% of the total issued share capital of the Target Company on a fully-diluted and as-converted basis.

Consideration:

Great Dawn shall purchase, and the Target Company shall issue and sell, the WM Exchange Shares, at a consideration of US\$0.7981 per Class A WM Ordinary Share totaling US\$69,432,195 which shall be satisfied by Great Dawn by transferring to the Target Company 794,386,000 Apollo Future Exchange Shares held by Great Dawn, representing approximately 9.95% of the total issued share capital of Apollo Future as at the date of this announcement.

The Exchange Price of HK\$0.68 per Apollo Future Exchange Share represents a premium of 25.93% over the closing price of the Apollo Future Shares of HK\$0.540 per share as quoted on the Stock Exchange on 17 November, 2021, being the last trading day before the date of the Option Agreement.

The consideration and the Exchange Price was determined between Great Dawn and the Target Company after arm's length negotiations with reference to a number of factors including but not limited to:

- (i) the operation, business potential and prospect of the WM Group and the new energy market in the PRC;
- (ii) the equity interests in the WM Group that is represented by the WM Exchange Shares; and
- (iii) the pre-money valuation of the WM Group.

The Exchange Price was determined after arm's length negotiations between Great Dawn and the Target Company, taking into account the liquidity of the Apollo Future Shares in the market, the past performance and recent trading price of the Apollo Future Shares. The Board considers that the Exchange Price is fair and reasonable and in the best interest of the Company and the shareholders of the Company as a whole.

Conditions Precedent:

Completion of the Option Agreement is conditional upon satisfaction of the following conditions:

- (1) the Apollo Future Exchange Shares remaining listed and traded on the main board of the Stock Exchange and no notification or indication being received by Great Dawn from the Company or the regulatory authority prior to the completion of the Option Agreement that the listing of the Apollo Future Exchange Shares may be withdrawn or suspended prior to the Date of Exercise;
- (2) completion of the subscription of the Subscription Shares in the Target Company under the Joinder Agreement and the Series D Preferred Share Purchase Agreement;
- (3) the board of directors of each party to the Option Agreement having passed all necessary resolutions;
- (4) (where required) all necessary consent from any government or regulatory authority or any person having been obtained and/or the obligations of the parties to the Option Agreement having been performed and completed;
- (5) the representations, warranties and undertakings given by Great Dawn under the Option Agreement remaining true, accurate and not misleading as at the Date of Exercise; and

- (6) the representations, warranties and undertakings given by the Target Company under the Option Agreement remaining true, accurate and not misleading as at the Date of Exercise.

Completion:

Completion of the Option Agreement shall take place on the Date of Exercise, or such other Business Day as may be agreed by Great Dawn and the Target Company, but in any event no later than 15 December, 2021.

Following completion of the Transactions, the Company will in aggregate be interested in approximately 4.58% of the share capital of the Target Company on a fully-diluted and as-converted basis. The Company's interest in the Target Company will be accounted for as financial assets in the results of the Company.

Furthermore, following completion of the Option Agreement, the Company will cease to hold any interest in Apollo Future. It is expected that no gain or loss will be recorded in the consolidated statement of profit and loss of the Group as a result of the disposal of the Apollo Future Exchange Shares.

(ii) Joinder Agreement and Series D Preferred Share Purchase Agreement

Subject Matter:

August State, by way of the Joinder Agreement, becomes as a party to the Series D Preferred Share Purchase Agreement and has all the rights and obligations of a "Series D Investor" under the Series D Preferred Share Purchase Agreement.

Subject to the terms and conditions of the Series D Preferred Share Purchase Agreement, August State shall purchase, and the Target Company shall issue and sell the Subscription Shares. The Subscription Shares would represent, on a fully-diluted and as-converted basis, approximately 3.10% of the total shares of the Target Company (immediately following the Series D Closing (including the additional issue)), and approximately 2.97% of the total shares of the Target Company (immediately following the Series D Closing (including the additional issue) and the completion of the Option Agreement).

Conditions Precedents:

The obligation of the Series D Investors to consummate Series D Closing is conditional upon the fulfilment of the following conditions:

- (1) each of the representations and warranties made by the Series D Investor(s) under the Series D Preferred Share Purchase Agreement shall be true and correct at the date it was made and the Series D Closing;

- (2) the Series D Investor(s) shall have performed and complied with all covenants and obligations contained in the Series D Transaction Documents that are required to be performed or complied with;
- (3) the Series D Investor(s) shall have executed and delivered to the Target Company the Series D Transaction Documents to which it is a party;
- (4) the Warrantors shall have performed and complied with all covenants and obligations contained in the Series D Transaction Documents that are required to be performed or complied with;
- (5) all consents of any competent governmental authority or of any other person required to be obtained by any Warrantor shall have been duly obtained and effective as of the Series D Closing;
- (6) all corporate and other proceedings in connection with the transactions to be completed at the Series D Closing and all documents incident thereto shall have been completed;
- (7) the WM Memorandum and Articles shall have been duly adopted;
- (8) each of the parties to the Series D Transaction Documents other than the Series D Investor shall have executed and delivered such Series D Transaction Documents to such Series D Investor; and
- (9) no material adverse effect since the date of the Series D Preferred Share Purchase Agreement.

Consideration:

The consideration for the Subscription Shares is US\$140,000,000 (equivalent to approximately HK\$1,089,200,000), at approximately US\$0.7836 per Series D Preferred Share and shall be payable in cash.

The consideration payable by August State was determined among between parties after arm's length negotiations with reference to a number of factors including but not limited to:

- (i) the operation, business potential and prospect of the WM Group and the new energy market in the PRC;
- (ii) the equity interests in the WM Group that is represented by series D Preferred Shares; and
- (iii) the pre-money valuation of the WM Group.

The consideration is intended to be financed by the internal resources of the Group.

Completion:

The Series D Closing shall take place no later than five (5) Business Days after all relevant closing conditions have been satisfied or waived.

(iii) WM Shareholders Agreement

In connection with the Series D Subscription, all the shareholders of the Target Company entered into a WM Shareholders Agreement and August State entered into a Deed of Adherence as a new shareholder to the WM Shareholder Agreement. The WM Shareholders Agreement contains terms and rights customary for transactions of this nature, including in respect of voting, transfer restriction, right of first refusal and exit provisions.

August State and other Series D Investors are entitled to the redemption rights and liquidation rights subject to the rules as set out in the WM Memorandum and Articles.

FINANCIAL INFORMATION OF THE TARGET COMPANY

Set out below is the unaudited financial information of the Target Company for the past two years ended 31 December 2019 and 31 December 2020 prepared in accordance with US Generally Accepted Accounting Principles:

	For the financial year ended 31 December <i>(Approximately in RMB)</i>	
	2019	2020
Net loss before taxation	4,003.3 million	5,484.7 million
Net loss after taxation	4,004.8 million	5,484.8 million

The unaudited net liabilities value of the Target Company as at 30 June 2021 was approximately RMB1,369 million.

FINANCIAL INFORMATION OF APOLLO FUTURE

Set out below is the audited financial information of Apollo Future for the past two years ended 30 September 2019 and 30 September 2020 prepared in accordance with Hong Kong Financial Reporting Standards:

	For the financial year ended 30 September <i>(Approximately in HK\$)</i>	
	2019	2020
Net loss before taxation	625,603,000	77,966,000
Net loss after taxation	619,329,000	359,363,000

The unaudited net assets of Apollo Future as at 31 March 2021 was approximately HK\$3,964,454,000.

INFORMATION OF THE TARGET COMPANY AND WM GROUP

The Target Company is the investment holding company of the WM Group subsidiaries, including WM Motor Global, WFOE and WM Shanghai. The WM Group is a leading emerging provider of new energy mobility solutions in the PRC. The Target Company designs, manufactures and markets affordable battery electric vehicles under the Weltmeister and “威馬汽車” brand. WM Group’s vehicles are equipped with best-in-class proprietary battery management systems; robust driving ranges; and industry leading autonomous driving and smart connectivity features.

To the best of the Board’s knowledge, information and belief, having made all reasonable enquiries, the WM Group and its beneficial owners are third parties independent of the Company and its connected persons and any of their respective associates.

INFORMATION OF APOLLO FUTURE

Apollo Future is principally engaged in investment holding and the principal activities of its subsidiaries are provision of mobility technology solutions (including design, development, manufacturing and sales of high performance hypercars, and provision of mobility technology solutions), retailing and wholesale of jewellery products and watches, money lending and property investment.

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 THE TRANSACTIONS

The Board considers that the Transactions offers a good opportunity for the Group to acquire a stake in the WM Group, one of the most promising new energy mobility solution providers and electric vehicle manufacturers in the PRC. This investment is in line with the Group's strategy to continue to diversify its business portfolio, particularly in areas that have synergistic effects with the Group's focus on business sectors related to smart city services and environmental protection.

In light of the above, the Board is of the view that the terms of the transaction in relation to investment in the WM Group are fair and reasonable and in the interests of the shareholders of the Company as a whole.

LISTING RULE IMPLICATIONS

As all of the applicable Percentage Ratio in respect of the Series D Subscription are below 5%, the Series D Subscription does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

As one of the applicable Percentage Ratio in respect of the Transactions on an aggregate basis, is more than 5% but is less than 25%, the Transactions constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and are therefore subject to the notification and announcement requirements under the Listing Rules.

DEFINITIONS

“Agile Guangzhou”	雅居樂資本管理(廣州)有限公司 (Agile Capital Management (Guangzhou) Limited***), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Apollo Future”	Apollo Future Mobility Group Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange (stock code: 860)
“Apollo Future Exchange Shares”	the 794,386,000 Apollo Future Shares held by Great Dawn, representing 9.95% of the entire issued capital of Apollo Future as at the date of this announcement
“Apollo Future Shares”	ordinary shares issued by Apollo Future
“August State”	August State Investments Limited 巨國投資有限公司, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company

“Board”	the board of directors of the Company
“Business Day”	means any day that is not a Saturday, Sunday, legal holiday or other day on which commercial banks are required or authorized by law to be closed in the PRC, Hong Kong, or the Cayman Islands
“Class A WM Ordinary Shares”	class A ordinary shares of US\$0.000001 par value per share of the Target Company, with rights and privileges as set forth in the WM Memorandum and Articles
“Class B WM Ordinary Shares”	class B ordinary shares of US\$0.000001 par value per share of the Target Company, with rights and privileges as set forth in the WM Memorandum and Articles
“Company”	Agile Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange
“Date of Exercise”	the date as stated in the exercise notice which shall be within five (5) Business Day after the date on which the exercise notice is given or such date as the parties to the Option Agreement may agree in writing but in any event no later than 15 December, 2021
“Deed of Adherence”	the deed of adherence to the WM Shareholders Agreement dated 13 November, 2021 entered into between the Target Company and August State
“Exchange Price”	the price of HK\$0.68 per Apollo Future Exchange Share
“Founder(s)”	Shen Hui and Du Ligang
“Great Dawn”	Great Dawn Investments Limited 鴻昕投資有限公司, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Joinder Agreement”	the joinder agreement to the Series D Preferred Share Purchase Agreement dated 13 November, 2021 entered into between August State and Target Company

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option”	Great Dawn’s option granted to Great Dawn under the Option Agreement to require the Target Company to issue and transfer all the WM Exchange Shares to Great Dawn
“Option Agreement”	the option agreement dated 18 November, 2021 entered into between Great Dawn and the Target Company
“Percentage Ratio”	the percentage ratios under Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China
“Qualified IPO”	the closing of a firm commitment underwritten public offering of the WM Ordinary Shares (or depositary receipts or depositary shares therefor) on a recognized securities exchange pursuant to the terms set out in the WM Shareholders Agreement
“Restructuring”	the restructuring of the WM Group pursuant to which the Target Company acquired the majority equity interest in WM Shanghai
“RMB”	Renminbi, the lawful currency of the PRC
“Series A Preferred Shares”	the series A preferred shares of the Target Company, par value US\$0.000001 per share, with rights and privileges as set forth in the WM Memorandum and Articles
“Series B Preferred Shares”	the series B1 preferred shares, series B2 preferred shares, series B3 preferred shares and series B4 preferred shares of the Target Company, par value US\$0.000001 per share, with rights and privileges as set forth in the WM Memorandum and Articles
“Series B + Preferred Shares”	the series B + preferred shares of the Target Company, par value US\$0.000001 per share, with rights and privileges as set forth in the WM Memorandum and Articles
“Series C Preferred Shares”	the series C preferred shares of the Target Company, par value US\$0.000001 per share, with rights and privileges as set forth in the WM Memorandum and Articles
“Series C + Preferred Shares”	the series C + preferred shares of the Target Company, par value US\$0.000001 per share, with rights and privileges as set forth in the WM Memorandum and Articles

“Series D Closing”	closing of the sale and issuance of 178,668,470 Series D Preferred Shares according to the Joinder Agreement and Series D Preferred Share Purchase Agreement
“Series D Investor”	the investor(s) who subscribe(s) for Series D Preferred Shares on the terms and conditions of the Series D Preferred Share Purchase Agreement
“Series D Preferred Shares”	the series D preferred shares of the Target Company, with a par value of US\$0.000001 per share, and with rights and privileges as set forth in the WM Memorandum and Articles
“Series D Preferred Share Purchase Agreement”	the agreement dated 4 October, 2021 entered into by, among others, Step Ahead International Limited, the Target Company, WM Motor Global and WFOE and other parties thereto
“Series D Subscription”	the subscription of the Subscription Shares by August State pursuant to the Joinder Agreement and the Series D Preferred Share Purchase Agreement
“Series D Transaction Documents”	the Joinder Agreement, the Deed of Adherence, the WM Memorandum and Articles and the WM Shareholders Agreement, and each of the other agreements and instruments required or entered into in connection with the transactions contemplated by any of the foregoing
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of HK\$0.10 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Shares”	178,668,470 Series D Preferred Shares, representing, on a fully-diluted and as-converted basis, approximately 3.10% of the total shares of the Target Company (immediately following the Series D Closing (including the additional issue)), and approximately 2.97% of the total shares of the Target Company (immediately following the Series D Closing (including the additional issue) and the completion of the Option Agreement)
“Target Company”	WM Motor Holdings Limited, a company incorporated in the Cayman Islands with limited liability
“Transactions”	collectively, the transactions contemplated under the Option Agreement, the Joinder Agreement and the Series D Preferred Share Purchase Agreement

“US”	United States of America
“US\$”	United States dollar, the legal currency of the United States of America
“Warrantors”	the Target Company, WM Motor Global, the WFOE and the Founders and the respective holding entity of the Founders collectively
“WFOE”	威爾馬斯特汽車科技(上海)有限公司 (Weltmeister Automotive Technology (Shanghai) Co., Ltd), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Target Company
“WM Exchange Shares”	86,996,862 Class A WM Ordinary Shares, representing approximately 1.45% of the total issued share capital of the Target Company, to be issued and transferred by the Target Company to Great Dawn when Great Dawn exercises the Option under the Option Agreement
“WM Group”	the Target Company and its subsidiaries
“WM Group Companies”	companies in the WM Group
“WM Memorandum and Articles”	the third amended and restated memorandum and articles of association of the Target Company
“WM Motor Global”	WM Motor Global Investment Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Target Company
“WM Ordinary Shares”	Class A WM Ordinary Shares and Class B WM Ordinary Shares
“WM Preferred Shares”	the Series A Preferred Shares, the Series B Preferred Shares, the Series B+ Preferred Shares, the Series C Preferred Shares, the Series C+ Preferred Shares and the Series D Preferred Shares
“WM Shanghai”	威馬智慧出行科技(上海)股份有限公司 (WM Smart Mobility Technology (Shanghai) Co., Ltd.***), a company incorporated in the PRC with limited liability and a subsidiary controlled by the Target Company

“WM Shanghai Share Subscription Agreement”	the agreement dated 9 September, 2020 entered into between the WM Shanghai and Agile Guangzhou, pursuant to which WM Shanghai issued and Agile Guangzhou acquired WM Shanghai Subscribed Shares at an aggregate subscription price of RMB50,000,000
“WM Shanghai Subscribed Shares”	the 996,329 Class B ordinary shares of WM Shanghai subscribed by Agile Guangzhou under the WM Shanghai Share Subscription Agreement
“WM Shareholders Agreement”	the Amended and Restated Shareholders Agreement dated 3 November, 2021 in relation to the Target Company entered into by and among the shareholders of the Target Company
“%”	per cent.

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

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

Hong Kong, 30 November 2021

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