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## **AGILE GROUP HOLDINGS LIMITED**

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

**(Stock Code: 3383)**

### **DISCLOSEABLE TRANSACTIONS DISPOSAL OF EQUITY INTERESTS IN THREE PROJECT COMPANIES AND ASSIGNMENTS OF RELATED SHAREHOLDER'S LOANS**

#### **DISPOSAL OF EQUITY INTERESTS IN THREE PROJECT COMPANIES AND ASSIGNMENTS OF RELATED SHAREHOLDER'S LOANS**

The Board is pleased to announce that on 28 January 2022:

1. Vendor A (being an indirect wholly-owned subsidiary of the Company), entered into Sale and Purchase Agreement A with the Purchaser, pursuant to which (i) Vendor A conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Equity Interest A; and (ii) Vendor A conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan A at a total consideration of RMB423,386,052.86 (subject to adjustment);
2. Vendor B (being an indirect wholly-owned subsidiary of the Company) entered into Sale and Purchase Agreement B with the Purchaser, pursuant to which (i) Vendor B conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Equity Interest B; and (ii) Vendor B conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan B at a total consideration of RMB271,401,080.58 (subject to adjustment); and
3. Vendor B entered into Sale and Purchase Agreement C with the Purchaser, pursuant to which (i) Vendor B conditionally agreed to sell, and the Purchaser conditionally agreed to purchase Equity Interest C; and (ii) Vendor B conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan C at a total consideration of RMB305,212,866.56 (subject to adjustment).

Accordingly, the Group shall receive total gross proceeds in the amount of RMB1,000,000,000.00 from the Transactions, comprising (i) RMB250,288,003.14 for the sale of Equity Interests; and (ii) RMB749,711,996.86 for the assignment of Sale Loans.

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

Since the Sale and Purchase Agreements were entered into by the Group with the same party, the entering into of the Sale and Purchase Agreements should be aggregated as if they were one transaction pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules for the Transactions, when aggregated as a whole, is above 5% but less than 25%, the Transactions together constitute discloseable transactions of 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.

The Board is pleased to announce that on 28 January 2022:

1. Vendor A (being an indirect wholly-owned subsidiary of the Company), entered into Sale and Purchase Agreement A with the Purchaser, pursuant to which (i) Vendor A conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Equity Interest A; and (ii) Vendor A conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan A at a total consideration of RMB423,386,052.86 (subject to adjustment);
2. Vendor B (being an indirect wholly-owned subsidiary of the Company) entered into Sale and Purchase Agreement B with the Purchaser, pursuant to which (i) Vendor B conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Equity Interest B; and (ii) Vendor B conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan B at a total consideration of RMB271,401,080.58 (subject to adjustment); and
3. Vendor B entered into Sale and Purchase Agreement C with the Purchaser, pursuant to which (i) Vendor B conditionally agreed to sell, and the Purchaser conditionally agreed to purchase Equity Interest C; and (ii) Vendor B conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan C at a total consideration of RMB305,212,866.56 (subject to adjustment).

Accordingly, the Group shall receive total gross proceeds in the amount of RMB1,000,000,000.00 from the Transactions, comprising (i) RMB250,288,003.14 for the sale of Equity Interests; and (ii) RMB749,711,996.86 for the assignment of Sale Loans.

The principal terms of the Sale and Purchase Agreements are summarised below:

## **SALE AND PURCHASE AGREEMENT A**

### **Date**

28 January 2022

### **Parties**

- (a) Vendor A; and
- (b) the Purchaser (holder of 76% of the equity interest in Project Company A).

### **Subject matter**

Pursuant to Sale and Purchase Agreement A, (i) Vendor A conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Equity Interest A (which represents 24% of the equity interest in Project Company A, with a corresponding registered capital of RMB216,000,000.00 that has been fully paid-up); and (ii) Vendor A conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan A.

Project Company A owns the land use rights over Property A, details of which are set out in the section headed “Information of the Parties — Information of Project Companies — Project Company A” below.

### **Completion**

Completion shall take place on the second working day after the date of fulfilment of the following conditions:

- (a) the Purchaser obtaining all necessary authorisations and approvals from its superior authority in the PRC for the transactions contemplated under Sale and Purchase Agreement A in accordance with the relevant procedures; and
- (b) all necessary applications, documentation and registration procedures regarding the transfer of Equity Interest A have been duly completed and/or filed by Vendor A and the Purchaser with relevant local Administration of Industry and Commerce in the PRC.

On the date of completion:

- (1) all documents, licences, company chops and property of Project Company A that are in possession of Vendor A shall be handed over to the Purchaser; and
- (2) all necessary handover arrangements relating to Project Company A have been made between Vendor A with the Purchaser, including but not limited to the resignation of all officers and employees of Project Company A nominated by Vendor A, the resolutions of the equity interest holders of Project Company A regarding the approval of the transactions contemplated under Sale and Purchase Agreement A and corresponding amendments of articles of association of Project Company A for such changes shall be approved and adopted.

In addition, Vendor A and the Purchaser will cooperate to obtain the release of all guarantees given by Vendor A and/or its associated entities in respect of the liabilities of Project Company A within forty-five (45) working days after the completion of the transfer of Equity Interest A from Vendor A to the Purchaser.

Completion of the transfer of Equity Interest A and the assignment of Sale Loan A shall take place on or before 30 January 2022. Should the parties fail to complete such transactions by 30 January 2022, the completion date shall be extended to 15 February 2022 or such later date as may be agreed between the parties.

### **Consideration**

Pursuant to Sale and Purchase Agreement A, the consideration (“**Consideration A**”) is initially agreed to be RMB423,386,052.86 (subject to adjustment), comprising (i) RMB1,000,000.00 for the sale of Equity Interest A; and (ii) RMB422,386,052.86 for the assignment of Sale Loan A.

Consideration A shall be fully paid in cash by the Purchaser to Vendor A upon completion of the transfer of Equity Interest A and assignment of Sale Loan A.

If there are any distributions of profits and/or reserves from Project Company A to Vendor A as approved by the holders of equity interests in Project Company A before completion of the transfer of Equity Interest A, Consideration A shall be reduced by the actual amount of such distribution received by Vendor A.

Consideration A was determined after arm’s length negotiations between Vendor A and the Purchaser with reference to, amongst others, (i) the financial position of Project Company A, in particular, the net losses incurred by Project Company A for the period from 11 June 2021 (being its date of incorporation) to 31 December 2021; (ii) the amount of Sale Loan A as at the date of this announcement; (iii) the prevailing market prices of similar properties within the vicinity of Property A; and (iv) the current property market conditions in the PRC.

## **SALE AND PURCHASE AGREEMENT B**

### **Date**

28 January 2022

### **Parties**

- (a) Vendor B; and
- (b) the Purchaser (holder of 33% of the equity interest in Project Company B).

### **Subject matter**

Pursuant to Sale and Purchase Agreement B, (i) Vendor B conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Equity Interest B (which represents 33% of the equity interest in Project Company B, with a corresponding registered capital of RMB132,000,000.00 that has been fully paid-up); and (ii) Vendor B conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan B.

Project Company B owns the land use rights over Property B, details of which are set out in the section headed “Information of the Parties — Information of Project Companies — Project Company B” below.

### **Completion**

Completion shall take place on the second working day after the date of fulfilment of the following conditions:

- (a) the Purchaser obtaining all necessary authorisations and approvals from its superior authority in the PRC for the transactions contemplated under Sale and Purchase Agreement B in accordance with the relevant procedures; and
- (b) all necessary applications, documentation and registration procedures regarding the transfer of Equity Interest B have been duly completed and/or filed by Vendor B and the Purchaser with the relevant local Administration of Industry and Commerce in the PRC.

On the date of completion:

- (1) all documents, licences, company chops and property of Project Company B that are in possession of Vendor B shall be handed over to the Purchaser; and
- (2) all necessary handover arrangements relating to Project Company B have been made between Vendor B with the Purchaser, including but not limited to the resignation of all officers and employees of Project Company B nominated by Vendor B, the resolutions of the equity interest holders of Project Company B regarding the approval of the transactions contemplated under Sale and Purchase Agreement B and corresponding amendments of articles of association of Project Company B for such changes shall be approved and adopted.

In addition, Vendor B and the Purchaser will cooperate to obtain the release of all guarantees given by Vendor B and/or its associated entities in respect of the liabilities of Project Company B within forty-five (45) working days after the completion of the transfer of Equity Interest B from Vendor B to the Purchaser.

Completion of the transfer of Equity Interest B and the assignment of Sale Loan B shall take place on or before 30 January 2022. Should the parties fail to complete such transactions by 30 January 2022, the completion date shall be extended to 15 February 2022 or such later date as may be agreed between the parties.

### **Consideration**

Pursuant to Sale and Purchase Agreement B, the consideration (“**Consideration B**”) is initially agreed to be RMB271,401,080.58 (subject to adjustment), comprising (i) RMB117,283,252.58 for the sale of Equity Interest B; and (ii) RMB154,117,828.00 for the assignment of Sale Loan B.

Consideration B shall be fully paid in cash by the Purchaser to Vendor B upon completion of the transfer of Equity Interest B and assignment of Sale Loan B.

If there are any distributions of profits and/or reserves from Project Company B to Vendor B as approved by the holders of equity interests in Project Company B before completion of the transfer of Equity Interest B, Consideration B shall be reduced by the actual amount of such distribution received by Vendor B.

Consideration B was determined after arm’s length negotiations between Vendor B and the Purchaser with reference to, amongst others, (i) the financial position of Project Company B, particularly, the net losses incurred by Project Company B for the period from 7 July 2021 (being its date of incorporation) to 31 December 2021; (ii) the amount of Sale Loan B as at the date of this announcement; (iii) the prevailing market prices of similar properties within the vicinity of Property B; and (iv) the current property market conditions in the PRC.

## **SALE AND PURCHASE AGREEMENT C**

### **Date**

28 January 2022

### **Parties**

- (a) Vendor B; and
- (b) the Purchaser (holder of 34% of the equity interest in Project Company C).

### **Subject matter**

Pursuant to Sale and Purchase Agreement C, (i) Vendor B conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Equity Interest C (which represents 33% of the equity interest in Project Company C, with a corresponding registered capital of RMB148,500,000.00 that has been fully paid-up); and (ii) Vendor B conditionally agreed to assign, and the Purchaser conditionally agreed to take up the assignment of Sale Loan C.

Project Company C owns the land use rights over Property C, details of which are set out in the section headed “Information of the Parties — Information of Project Companies — Project Company C” below.

### **Completion**

Completion shall take place on the second working day after the date of fulfilment of the following conditions:

- (a) the Purchaser obtaining all necessary authorisations and approvals from its superior authority in the PRC for the transactions contemplated under Sale and Purchase Agreement C in accordance with the relevant procedures; and
- (b) all necessary applications, documentation and registration procedures regarding the transfer of Equity Interest C have been duly completed and/or filed by Vendor B and the Purchaser with the relevant local Administration of Industry and Commerce in the PRC.

On the date of completion:

- (1) all documents, licences, company chops and property of Project Company C that are in possession of Vendor B shall be handed over to the Purchaser; and

- (2) all necessary handover arrangements relating to Project Company C have been made between Vendor B with the Purchaser, including but not limited to the resignation of all officers and employees of Project Company C nominated by Vendor B, the resolutions of the equity interest holders of Project Company C regarding the approval of the transactions contemplated under Sale and Purchase Agreement C and corresponding amendments of articles of association of Project Company C for such changes shall be approved and adopted.

In addition, Vendor B and the Purchaser will cooperate to obtain the release of all guarantees given by Vendor B and/or its associated entities in respect of the liabilities of Project Company C within forty-five (45) working days after the completion of the transfer of Equity Interest C from Vendor B to the Purchaser.

Completion of the transfer of Equity Interest C and the assignment of Sale Loan C shall take place on or before 30 January 2022. Should the parties fail to complete such transactions by 30 January 2022, the completion date shall be extended to 15 February 2022 or such later date as may be agreed between the parties.

### **Consideration**

Pursuant to Sale and Purchase Agreement C, the consideration (“**Consideration C**”) is initially agreed to be RMB305,212,866.56 (subject to adjustment), comprising (i) RMB132,004,750.56 for the sale of Equity Interest C; and (ii) RMB173,208,116.00 for the assignment of Sale Loan C.

Consideration C shall be fully paid in cash by the Purchaser to Vendor B upon completion of the transfer of Equity Interest C and assignment of Sale Loan C.

If there are any distributions of profits and/or reserves from Project Company C to Vendor B as approved by the holders of equity interests in Project Company C before completion of the transfer of Equity Interest C, Consideration C shall be reduced by the actual amount of such distribution received by Vendor B.

Consideration C was determined after arm’s length negotiations between Vendor B and the Purchaser with reference to, amongst others, (i) the financial position of Project Company C, in particular, the net losses incurred by Project Company C for the period from 9 July 2021 (being its date of incorporation) to 31 December 2021; (ii) the amount of Sale Loan C as at the date of this announcement; (iii) the prevailing market prices of similar properties within the vicinity of Property C; and (iv) the current property market conditions in the PRC.

## **INFORMATION OF THE PARTIES**

### **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.

Vendor A is a company established in the PRC with limited liability and holds 24% of the equity interest in Project Company A as at the date of this announcement. Vendor A is principally engaged in property development and the provision of consultancy services for the planning of tourism development projects in the PRC.

Vendor B is a company established in the PRC with limited liability. As at the date of this announcement, Vendor B holds (i) 33% of the equity interest in Project Company B, and (ii) 33% of the equity interest in Project Company C. Vendor B is principally engaged in the provision of management and consultancy services for business enterprises in the PRC.

### **Information of the Purchaser**

The Purchaser is a company established in the PRC with limited liability. As at the date of this announcement, the Purchaser holds (i) 76% of the equity interest in Project Company A; (ii) 33% of the equity interest in Project Company B; and (iii) 34% of the equity interest in Project Company C. The Purchaser is principally engaged in investment and development of property, property sales and leasing, and commercial housing sales in the PRC.

The Purchaser is an indirect wholly-owned subsidiary of China Overseas Grand Oceans Group Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 81).

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are Independent Third Parties.

### **Information of the Project Companies**

#### ***Project Company A***

Project Company A is a company established in the PRC with limited liability with a registered capital of RMB900,000,000, and its equity interest is owned as to 24% by Vendor A and 76% by the Purchaser. The principal business of Project Company A is property development in the PRC.

The principal asset of Project Company A is Property A, which is situated at the southeast side of the intersection of Wenzhengdong Road, Beicun Road and Choujiang Road of Yiwu City, Zhejiang Province, the PRC (中國浙江省義烏市稠江街道·貝村路與文政東路交叉口東南側). Property A has a total gross floor area of approximately 138,442 square metres and a site area of approximately 43,820 square metres, which is intended to be developed into commercial properties. It is currently under construction which is expected to be completed by October 2023.

Set out below is the financial information of Project Company A for the period from 11 June 2021 (being its date of incorporation) to 31 December 2021 prepared in accordance with generally accepted accounting principles in the PRC:

**For the period from  
11 June 2021 (date  
of incorporation) to  
31 December 2021  
(Audited)**

Loss before taxation	approximately RMB8,317,000
Loss after taxation	approximately RMB6,288,000

The audited net asset value of Project Company A as at 31 December 2021 was approximately RMB893,712,000.

### ***Project Company B***

Project Company B is a company established in the PRC with limited liability with a registered capital of RMB400,000,000, and its equity interest is owned as to 33% by Vendor B, 33% by the Purchaser, and 34% by Xuzhou Weirui Business Enterprise Consultancy Co., Ltd.\*\*\* (徐州威銳企業管理諮詢有限公司). The principal business of Project Company B is property development in the PRC.

The principal asset of Project Company B is Property B, which is situated at the south of Chengdong Avenue, Jingkai District, Xuzhou City, Jiangsu Province, and the east of Kunpeng Road in the PRC (中國江蘇省徐州市經開區城東大道南、鯤鵬路東). Property B has a total gross floor area of approximately 173,651 square metres and a site area of approximately 53,949 square metres, which is intended to be developed into residential properties. It is currently under construction which is expected to be completed by April 2024.

Set out below is the financial information of Project Company B for the period from 7 July 2021 (being its date of incorporation) to 31 December 2021 prepared in accordance with generally accepted accounting principles in the PRC:

**For the period from  
7 July 2021 (date of  
incorporation) to  
31 December 2021  
(Audited)**

Loss before taxation	approximately RMB1,660,000
Loss after taxation	approximately RMB1,245,000

The audited net asset value of Project Company B as at 31 December 2021 was approximately RMB398,755,000.

### ***Project Company C***

Project Company C is a company established in the PRC with limited liability with a registered capital of RMB450,000,000, and its equity interest is owned as to 33% by Vendor B, 34% by the Purchaser, and 33% by Xuzhou Weizhan Enterprise Management Consultancy Co., Ltd.\*\*\* (徐州威湛企業管理諮詢有限公司). The principal business of Project Company C is property development in the PRC.

The principal asset of Project Company C is Property C, which is situated at the north side of Xuxiao Highway, Tongshan District, Xuzhou City, Jiangsu Province and the east side of Quanrun Park in the PRC (中國江蘇省徐州市銅山區徐蕭公路北側、泉潤公園東側). Property C has a total gross floor area of approximately 180,466 square metres and a site area of approximately 61,002 square metres, which is intended to be developed into residential properties. It is currently under construction which is expected to be completed by the end of 2023.

Set out below is the financial information of Project Company C for the period from 9 July 2021 (being its date of incorporation) to 31 December 2021 prepared in accordance with generally accepted accounting principles in the PRC:

**For the period from  
9 July 2021 (date of  
incorporation) to  
31 December 2021  
(Audited)**

Loss before taxation	approximately RMB1,635,000
Loss after taxation	approximately RMB1,242,000

The audited net asset value of Project Company C as at 31 December 2021 was approximately RMB448,758,000.

#### **REASONS FOR AND BENEFITS OF ENTERING INTO THE SALE AND PURCHASE AGREEMENTS**

Having regard to the prevailing market conditions as well as the increasingly challenging operating environment of the property industry in the PRC, the Directors consider that the entering into of the Sale and Purchase Agreements would (i) provide immediate cash inflow to the Group after the disposal of its interests in the Project Companies, and thereby enhance the liquidity of the Group and facilitate the Group to meet its working capital requirements for the development of its other property projects; and (ii) streamline the Group's existing business structure and operations.

The Directors are of the view that the terms of each of the Sale and Purchase Agreements are fair and reasonable, and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

#### **FINANCIAL EFFECTS OF THE DISPOSAL AND USE OF PROCEEDS**

It is expected that upon completion of the Transactions, the Company will record an estimated loss of approximately RMB234,717,000, which is calculated with reference to the fair value of the Equity Interests held by the Company (being the aggregate consideration to be received by the Company from the disposal of the Equity Interests) of approximately RMB250,288,000 as at the date of the Sale and Purchase Agreements, after deducting:

- (i) the unaudited net investments in the Project Companies held by the Company accounted for using the equity method of approximately RMB494,170,000;

- (ii) loss from debt restructuring of approximately RMB69,851,000. Such loss is resulted from the assignment of Sale Loan A in the carrying amount of RMB492,236,935.20 (as at the date hereof) at a consideration of RMB422,386,052.86; and
- (iii) the effect of deferred income tax arising from the Transactions of approximately RMB79,016,000.

The actual loss to be recorded by the Company is subject to audit.

It is intended that the net proceeds from the Transactions will be used for general working capital of the Group and its future business development.

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

Since the Sale and Purchase Agreements were entered into by the Group with the same party, the entering into of the Sale and Purchase Agreements should be aggregated as if they were one transaction pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules for the transactions contemplated under the Sale and Purchase Agreements, when aggregated as a whole, is above 5% but less than 25%, such transactions together constitute discloseable transactions of 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.

### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions have the following meanings:

- “Board” the board of Directors;
- “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 (stock code: 3383);
- “connected person” has the meaning ascribed to it under the Listing Rules;
- “Directors” the directors of the Company;
- “Equity Interest A” 24% equity interest in Project Company A held by Vendor A, with a corresponding registered capital of RMB216,000,000.00 that has been fully paid-up by Vendor A;

“Equity Interest B”	33% equity interest in Project Company B held by Vendor B, with a corresponding registered capital of RMB132,000,000.00 that has been fully paid-up by Vendor B;
“Equity Interest C”	33% equity interest in Project Company C held by Vendor B, with a corresponding registered capital of RMB148,500,000.00 that has been fully paid-up by Vendor B;
“Equity Interests”	Equity Interest A, Equity Interest B and Equity Interest C;
“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 person(s);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan;
“Project Companies”	Project Company A, Project Company B & Project Company C;
“Project Company A”	義烏海創房地產開發有限公司 (Yiwu Haichuang Property Development Co., Ltd.***), a company established in the PRC with limited liability;
“Project Company B”	徐州威拓房地產開發有限公司 (Xuzhou Weituo Property Development Co., Ltd.***), a company established in the PRC with limited liability;
“Project Company C”	徐州潤耀地產有限公司 (Xuzhou Runyao Property Co., Ltd.***), a company established in the PRC with limited liability;
“Property A”	the principal asset of Project Company A, details of which are set out in the section headed “Information of the Parties — Information of the Project Companies — Project Company A” of this announcement;
“Property B”	the principal asset of Project Company B, details of which are set out in the section headed “Information of the Parties — Information of the Project Companies — Project Company B” of this announcement;

“Property C”	the principal asset of Project Company C, details of which are set out in the section headed “Information of the Parties — Information of the Project Companies — Project Company C” of this announcement;
“Purchaser”	中海宏洋地產集團有限公司 (China Overseas Grand Oceans Property Group Company Limited***), a company established in the PRC with limited liability;
“RMB”	Renminbi, the lawful currency of the PRC;
“Sale and Purchase Agreement A”	the sale and purchase agreement entered into between Vendor A and the Purchaser dated 28 January 2022 in respect of the transfer of Equity Interest A and the assignment of Sale Loan A;
“Sale and Purchase Agreement B”	the sale and purchase agreement entered into between Vendor B and the Purchaser dated 28 January 2022 in respect of the transfer of Equity Interest B and the assignment of Sale Loan B;
“Sale and Purchase Agreement C”	the sale and purchase agreement entered into between Vendor B and the Purchaser dated 28 January 2022 in respect of the transfer of the Equity Interest C and the assignment of Sale Loan C;
“Sale and Purchase Agreements”	Sale and Purchase Agreement A, Sale and Purchase Agreement B and Sale and Purchase Agreement C;
“Sale Loan A”	all sums owed by Project Company A to Vendor A in the amount of RMB492,236,935.20 as at the date of this announcement;
“Sale Loan B”	all sums owed by Project Company B to Vendor B in the amount of RMB154,117,828.00 as at the date of this announcement;
“Sale Loan C”	all sums owed by Project Company C to Vendor B in the amount of RMB173,208,116.00 as at the date of this announcement;
“Sale Loans”	Sale Loan A, Sale Loan B and Sale Loan C;
“Shareholders”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transactions”	relevant transactions contemplated under the Sale and Purchase Agreements;

- “Vendor A” 上海濱湖旅遊發展有限公司 (Shanghai Binhu Tourism Development Co., Ltd.\*\*\*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company;
- “Vendor B” 徐州雅建企業管理有限公司 (Xuzhou Yajian Enterprise Management Co., Ltd.\*\*\*), a company established in the PRC with limited liability 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, 28 January 2022

*As at the date of this announcement, the Board comprises eleven 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. 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*