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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Agile Group Holdings Limited, you should at once hand this circular and accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **AGILE GROUP HOLDINGS LIMITED**

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

**(Stock Code: 3383)**

**PROPOSALS ON  
DECLARATION AND PAYMENT OF  
SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Granville & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 8 May 2017 at 2: 30 p.m. is set out in Appendix III to this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

30 March 2017

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## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise.*

“AGM”	the annual general meeting of the Company to be held at Granville & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 8 May 2017 at 2:30 p.m.;
“AGM Notice”	the notice of AGM set out in Appendix III to this circular;
“Articles of Association”	the articles of association of the Company;
“BBS”	Bronze Bauhinia Star;
“Board”	the board of Directors of the Company;
“Chen’s Family Trust”	a family trust established by Top Coast (which retired on 16 December 2016 and appointed Full Choice as the new trustee) as trustee and the beneficiaries of which are the Founding Shareholders;
“China” or “PRC”	The People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“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;
“Directors”	the directors of the Company;
“Founding Shareholders”	Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam, who are the Directors;
“Full Choice”	Full Choice Investments Limited, a company incorporated in Hong Kong with limited liability on 8 August 2016, being the new trustee of Chen’s Family Trust appointed on 16 December 2016;
“GBS”	Gold Bauhinia Star;
“Group”	the Company and its subsidiaries;

## DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“JP”	Justice of the Peace;
“Latest Practicable Date”	24 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“OBE”	Officer of British Empire;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	the holder(s) of Shares;
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to offer, allot and issue, grant options over or otherwise dispose of the unissued Shares in the capital of the Company of up to 20% of the aggregate nominal value of the entire issued share capital of the Company as at the date of passing of the ordinary resolution described in paragraph 11.B. (as modified by paragraph 11.C.) of the AGM Notice;
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB3,889,775,000 as at 31 December 2016 based on the audited consolidated financial statements of the Company as at that date;

## DEFINITIONS

“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares with an aggregate nominal value of up to 10% of the aggregate nominal value of the entire issued share capital of the Company as at the date of passing the ordinary resolution described in paragraph 11.A. of the AGM Notice;
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange;
“Special Dividend”	the proposed special dividend of HK25 cents per Share as recommended by the Board;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs;
“Top Coast”	Top Coast Investment Limited, a company incorporated in the British Virgin Islands with limited liability on 17 May 2005, being the former trustee of Chen’s Family Trust retired on 16 December 2016; and
“%”	per cent.



## AGILE GROUP HOLDINGS LIMITED

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

**(Stock Code: 3383)**

*Directors:*

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<sup>#</sup> *GBS, OBE, JP*  
Mr. Kwong Che Keung, Gordon<sup>#</sup>  
Mr. Cheung Wing Yui, Edward<sup>#</sup> *BBS*  
Mr. Hui Chiu Chung, Stephen<sup>#</sup> *JP*  
Mr. Wong Shiu Hoi, Peter<sup>#</sup>

\* *Executive Directors*

\*\* *Non-executive Directors*

<sup>#</sup> *Independent Non-executive Directors*

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal office in the PRC:*

33rd Floor, Agile Center  
26 Huaxia Road  
Zhujiang New Town  
Tianhe District, Guangzhou  
Guangdong Province  
PRC  
Postal Code: 510623

*Principal place of business  
in Hong Kong:*

18th Floor  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

30 March 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS ON  
DECLARATION AND PAYMENT OF  
SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

## LETTER FROM THE BOARD

### 1. INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to, among other matters, (i) the declaration and payment of Special Dividend out of Share Premium Account, (ii) the re-election of retiring Directors and (iii) the granting of the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate to the Directors.

### 2. DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

Subject to satisfaction of the conditions set out in the section headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Board has recommended the declaration and payment of the Special Dividend of HK25 cents per Share out of the Share Premium Account.

As at the Latest Practicable Date, the issued share capital of Company comprised 3,917,047,500 Shares. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the AGM, the Special Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$979,262,000 (equivalent to approximately RMB871,641,000). Subject to the satisfaction of the conditions set out in the section headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Articles 136 and 137 of the Articles of Association and in accordance with the laws of the Cayman Islands.

As at 31 December 2016, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately RMB3,889,775,000. Following the payment of the Special Dividend, there will be a remaining balance of approximately RMB3,018,134,000 standing to the credit of the Share Premium Account.

#### **Conditions of the Payment of Special Dividend out of Share Premium Account**

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Articles 136 and 137 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company immediately following payment of Special Dividend, is unable to pay its debts as they fall due in the ordinary course of business.

## LETTER FROM THE BOARD

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

Subject to the satisfaction of the above conditions, it is expected that the Special Dividend together with final dividend will be paid in cash on Thursday, 25 May 2017 to the qualifying Shareholders whose names appear on the register of members of the Company on Wednesday, 17 May 2017, being the record date for determination of entitlements to the Special Dividend together with final dividend.

### **Reasons for and effect of the payment of Special Dividend out of Share Premium Account**

To celebrate the 25th anniversary of the founding of the Group and to appreciate the long-term support of the Shareholders, the Board proposed the declaration and payment of the Special Dividend. After taking into consideration of the existing cash flow of the Group, the Board considers that the Company has sufficient cash resources to pay the Special Dividend and the payment of the Special Dividend will not have any material adverse effect on the financial position of the Group.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The Directors consider that the proposed declaration and payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

### **Closure of register of members**

For the purpose of ascertaining the Shareholders' entitlement to the Special Dividend together with final dividend, the register of members of the Company will be closed from Monday, 15 May 2017 to Wednesday, 17 May 2017 (both days inclusive), during such period no transfer of Shares will be registered. In order for Shareholders to qualify for the Special Dividend together with final dividend, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 May 2017.

### **3. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 87 of the Articles of Association, Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hei, Mr. Kwong Che Keung, Gordon, Mr. Hui Chiu Chung, Stephen and Mr. Wong Shiu Hoi, Peter will retire as Directors at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Particulars of Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hei, Mr. Kwong Che Keung, Gordon, Mr. Hui Chiu Chung, Stephen and Mr. Wong Shiu Hoi, Peter, are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### 4. SHARE REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Share Repurchase Mandate, details of which are set out in paragraph 11.A. of the AGM Notice. The Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the aggregate nominal value of the entire issued share capital of the Company at the date of passing the resolution approving the Share Repurchase Mandate. The Share Repurchase Mandate shall be exercisable during the period from the passing of the ordinary resolution of the Shareholders set out in paragraph 11.A. of the AGM Notice until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in the ordinary resolution of the Shareholders set out in paragraph 11.A. of the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Share Repurchase Rules, containing all relevant information relating to the Share Repurchase Mandate, is set out in Appendix II to this circular. The information in the explanatory statement provides information reasonably necessary to enable the Shareholders to make an informed decision in relation to the proposed ordinary resolution of the Shareholders set out in paragraph 11.A. of the AGM Notice to grant to the Directors the Share Repurchase Mandate.

### 5. SHARE ISSUE MANDATE AND ITS EXTENSION

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Share Issue Mandate. In addition, a further resolution will be proposed to authorise an extension of the Share Issue Mandate by adding to the aggregate nominal value of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate being the aggregate nominal value of the Shares repurchased under the Share Repurchase Mandate, if granted.

The Share Issue Mandate and the extension of the Share Issue Mandate shall be exercisable during the period from the passing of the ordinary resolutions of the Shareholders set out in paragraphs 11.B. and 11.C. of the AGM Notice until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in the ordinary resolutions of the Shareholders set out in paragraphs 11.B. and 11.C. of the AGM Notice is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in paragraphs 11.B. and 11.C. of the AGM Notice.

## LETTER FROM THE BOARD

### 6. RECOMMENDATION

The Directors consider that the declaration and payment of Special Dividend out of Share Premium Account, the re-election of the retiring Directors, the granting of the Share Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions as set out in the AGM Notice.

### 7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

### 8. AGM

AGM Notice is set out in Appendix III to this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be proposed at the AGM will be voted by poll.

### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

*This appendix sets out the particulars of the retiring Directors subject to re-election at the AGM:*

**CHAN Cheuk Yin (陳卓賢)**, aged 49, has been a Vice Chairperson of the Board and a non-executive Director since 25 March 2015. He had been an executive Director and Vice Chairperson of the Board and Co-president of the Company from August 2005 to 28 March 2014; a non-executive Director from 28 March 2014 to 10 October 2014; an executive Director and an Acting Co-chairperson of the Board and Acting Co-president of the Company from 10 October 2014 to 25 March 2015. He has over 24 years of extensive experience in real estate development and management. Mr. Chan is mainly responsible for the participation in Board meetings to provide advice on the development strategy and policy of the Group in achieving agreed corporate goals and objectives and for the scrutinization of the Group's performance. Mr. Chan has received several honorary awards, including "Guangdong Province Outstanding Entrepreneurs of Privately-owned Enterprises (廣東省優秀民營企業家)" in 2003, "2006-2007 The Most Respected Entrepreneurs in Guangzhou, PRC (2006-2007年中國廣州最受尊敬企業家)" in 2007 and "Top 10 Philanthropist in Guangdong (廣東十大慈善人物)" in 2008. For the public services, he is a member of Standing Committee of 11th Guangdong Provincial Committee of the Chinese People's Political Consultative Conference (政協第十一屆廣東省委員會) and the chairperson of Guangdong Chamber of Real Estate (廣東省地產商會), honorary chairperson of 3rd Council of Guangdong Provincial Qiaoxin Charity Foundation (廣東僑心慈善基金會). In addition, he was a member of Standing Committee of the 10th Guangdong Provincial Committee of the Chinese People's Political Consultative Conference (政協第十屆廣東省委員會) and an honorary vice chairperson of China Charity Federation (中華慈善總會) in 2007. Mr. Chan is the brother of Chen Zhuo Lin, Chan Cheuk Hung, Chan Cheuk Hei and Chan Cheuk Nam.

Mr. Chan did not hold any directorship in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Chan is interested in 2,468,783,750 Shares within the meaning of Part XV of the SFO.

Mr. Chan has entered into a redesignation letter dated 25 March 2015 with the Company and will hold office until the conclusion of AGM or early terminated by not less than one month's notice in writing served by either party on the other. The appointment of Mr. Chan is subject to the provisions of retirement and rotation of directors under the Articles of Association. Mr. Chan has received a total director's remuneration of HK\$390,000 for the year 2016. The director's remuneration of Mr. Chan was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Chan's redesignation letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

**CHAN Cheuk Hei (陳卓喜)**, aged 58, has been a non-executive Director since 28 March 2014. He had been an executive Director and a Senior Vice President of the Company from August 2005 to 28 March 2014. Mr. Chan has over 24 years of extensive experience in real estate development and related business. He is mainly responsible for the participation in Board meetings to provide advice on the development strategy and policy of the Group in achieving agreed corporate goals and objectives and for the scrutinization of the Group's performance. Mr. Chan is the brother of Chen Zhuo Lin, Chan Cheuk Yin, Chan Cheuk Hung and Chan Cheuk Nam.

Mr. Chan did not hold any directorship in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Chan is interested in 2,460,971,250 Shares within the meaning of Part XV of the SFO.

Mr. Chan has entered into a redesignation letter dated 28 March 2014 with the Company (the "Redesignation Letter"). He was re-elected as a Director at the annual general meeting of the Company held on 13 June 2014 and according to the terms of the Redesignation Letter, he will hold office until the conclusion of AGM or early terminated by notice in writing served by either party on the other. The appointment of Mr. Chan is subject to the provisions of retirement and rotation of directors under the Articles of Association. Mr. Chan has received a total director's remuneration of HK\$390,000 for the year 2016. The director's remuneration of Mr. Chan was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of the Redesignation Letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

**KWONG Che Keung, Gordon (龐志強)**, aged 67, has been an independent non-executive Director since October 2005. He is also the Chairperson of Audit Committee and a member of Remuneration Committee and Nomination Committee of the Board. Mr. Kwong is mainly responsible for providing independent advice to the Board. He holds a Bachelor of Social Science degree from The University of Hong Kong and is a fellow member of both The Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants. Mr. Kwong is currently an independent non-executive director of a number of companies, including NWS Holdings Limited (stock code: 659), OP Financial Investments Limited (stock code: 1140), Global Digital Creations Holdings Limited (stock code: 8271), China Power International Development Limited (stock code: 2380), Henderson Land Development Company Limited (stock code: 12), Henderson Investment Limited (stock code: 97), CITIC Telecom International Holdings Limited (stock code: 1883), COSCO SHIPPING Holdings Co., Ltd. (formerly known as China COSCO Holdings Company Limited) (stock code: 1919), Chow Tai Fook Jewellery Group Limited (stock code: 1929), FSE Engineering Holdings Limited (stock code: 331), Shanghai Commercial Bank Limited and Piraeus Port Authority S.A. (a company listed in Athens, Greece). He resigned as an independent non-executive director of China Chengtong Development Group Limited (stock code: 217) and Zhonghai Trust Co., Ltd. in 2013. He also resigned as supervisor of Beijing Capital International Airport Company Limited (stock code: 694) in June 2014. Mr. Kwong was a partner of Pricewaterhouse from 1984 to 1998 and a council member of Hong Kong Stock Exchange from 1992 to 1997.

Save as disclosed above, Mr. Kwong did not hold any directorship in other listed public companies in the past three years. He has no relationship with any Directors, Company's senior management, substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Kwong is interested in US\$500,000, representing approximate 0.1%, of the 9% senior notes in an aggregate principal amount of US\$500 million due by 2020 issued by the Company. Save as disclosed above, Mr. Kwong does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Kwong has entered into an appointment letter dated 13 June 2014 with the Company and will hold office until the conclusion of AGM or early terminated by not less than one month's notice in writing served by either party on the other. The appointment of Mr. Kwong is subject to the provisions of retirement and rotation of directors under the Articles of Association. Mr. Kwong has received a total director's remuneration of HK\$390,000 for the year 2016. The director's remuneration of Mr. Kwong was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Kwong's appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

Mr. Kwong has served as an independent non-executive Director for more than nine years. Notwithstanding such a long continuous period of his holding office as an independent non-executive Director, given that he has confirmed in writing to the Company of his independence with reference to various matters set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes that he is still independent. Furthermore, given the extensive knowledge and experience of Mr. Kwong, the Board believes that his re-election is in the best interests of the Company and the Shareholders as a whole and therefore he should be re-elected. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

**HUI Chiu Chung, Stephen (許照中) JP**, aged 69, has been an independent non-executive Director since 27 June 2014. He is also a member of Audit Committee, Nomination Committee and Remuneration Committee of the Board. Mr. Hui is mainly responsible for providing independent advice to the Board. He has over 40 years of experience in the securities and investment industry. He is a senior fellow member of Hong Kong Securities and Investment Institute and a fellow member of the Hong Kong Institute of Directors. He had been serving as a council member and vice chairman of the Hong Kong Stock Exchange, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission ("SFC"), a director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A for years. He was also a member of the Committee on Real Estate Investment Trusts of the SFC. Mr. Hui is a member of Hengqin New Area Development Advisory Committee and Hong Kong and Macao Legal Issues Expert Group of The

Administrative Committee of Hengqin New Area, Zhuhai. Mr. Hui was appointed by the Government of the Hong Kong as a Justice of the Peace in 2004 and is also an appointed member of Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference from 2006 to 2017. Mr. Hui was the vice chairman of OSK Holdings Hong Kong Limited (now known as RHB Holdings Hong Kong Limited) in 2011. He is currently a non-executive director of Luk Fook Holdings (International) Limited (stock code: 590) and the chairman and chief executive officer of Luk Fook Financial Services Limited. He also serves as an independent non-executive director of China South City Holdings Limited (stock code: 1668), Gemdale Properties and Investment Corporation Limited (stock code: 535), Lifestyle International Holdings Limited (stock code: 1212), SINOPEC Engineering (Group) Co., Ltd. (stock code: 2386), Zhuhai Holdings Investment Group Limited (stock code: 908) and FSE Engineering Holdings Limited (stock code: 331). He resigned as an independent non-executive director of Chun Wo Development Holdings Limited (now known as Asian Allied Infrastructure Holdings Limited) (stock code: 711) in February 2015, and retired as an independent non-executive director of Hong Kong Exchanges and Clearing Limited (stock code: 388) in April 2015.

Save as disclosed above, Mr. Hui did not hold any directorship in other listed public companies in the past three years. He has no relationship with any Director, Company's senior management or substantial or controlling Shareholders of the Company. Mr. Hui does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Hui has entered into an appointment letter dated 12 June 2015 with the Company and will hold office until the conclusion of annual general meeting of the Company in 2018 or early terminated by not less than one month's notice in writing served by either party on the other. The appointment of Mr. Hui is subject to the provisions of retirement and rotation of directors under the Articles of Association. Mr. Hui has received a total director's remuneration of HK\$390,000 for the year 2016. The director's remuneration of Mr. Hui was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Hui's appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

**WONG Shiu Hoi, Peter (黃紹開)**, aged 76, has been an independent non-executive Director since 27 June 2014. He is also a member of Nomination Committee, Remuneration Committee and Risk Management Committee of the Board. Mr. Wong is mainly responsible for providing independent advice to the Board. He holds a Master of Business Administration Degree from the University of Macau (formerly known as the University of East Asia, Macau). Mr. Wong possesses over 40 years of experience in the financial services industry. He is a former chairman of The Hong Kong Institute of Directors Limited and was an executive director, deputy chairman and chief executive of Haitong International Securities Group Limited. He is also a former member of Standing Committee of Company Law Reform, Listing Committee of the Hong Kong Stock Exchange, Financial Services Advisory Committee and Professional Services Advisory Committee of the Hong Kong Trade Development Council. He is currently a consultant of Halcyon Holdings Limited. He is a former overseas business advisor of Haitong Securities Company Limited. He is a former director of the Hong Kong Securities and Investment

Institute. He is an independent non-executive director of High Fashion International Limited (stock code: 608), Tianjin Development Holdings Limited (stock code: 882) and Target Insurance (Holdings) Limited (stock code: 6161).

Save as disclosed above, Mr. Wong did not hold any directorship in other listed public companies in the past three years. He has no relationship with any Director, Company's senior management or substantial or controlling Shareholders. Mr. Wong does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Wong has entered into an appointment letter dated 12 June 2015 with the Company and will hold office until the conclusion of annual general meeting of the Company in 2018 or early terminated by not less than one month's notice in writing served by either party on the other. The appointment of Mr. Wong is subject to the provisions of retirement and rotation of directors under the Articles of Association. Mr. Wong has received a total director's remuneration of HK\$390,000 for the year 2016. The director's remuneration of Mr. Wong was determined by the Board based on the recommendations of the remuneration committee of the Board with reference to the terms of Mr. Wong's appointment letter, his level of responsibilities with the Group, the remuneration policy of the Company and the prevailing market conditions.

#### GENERAL

Save as disclosed foregoing, there is no other information relating to the Directors to be re-elected that need to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

*This appendix serves as an explanatory statement, as required by the Listing Rules and Share Repurchase Rules to provide the requisite information to Shareholders for their consideration of the granting of Share Repurchase Mandate and also constitutes the memorandum required under section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). For the purpose of this appendix, the term "shares" shall be as defined in Takeovers Code to mean shares of all classes and securities which carry a right to subscribe or purchase shares.*

## **1. SHARE REPURCHASE RULES**

The Share Repurchase Rules permit companies whose primary listing are on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a) Shareholders' approval**

All on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors to make such repurchase.

### **(b) Source of funds**

Repurchases must only be paid out of funds which are legally available for the purpose and in accordance with the trading rules of the Stock Exchange, the laws of the Cayman Islands and the Memorandum of Association of the Company and the Articles of Association.

## **2. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, they believe the flexibility afforded by the Share Repurchase Mandate would be beneficial to the Company and its Shareholders. Shares trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their interest in the assets of the Company would increase in proportion to the number of Shares repurchased and cancelled by the Company, thereby resulting in an increase in net assets and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

### 3. SHARE CAPITAL

As at the Latest Practicable Date, the aggregate issued share capital of the Company comprised 3,917,047,500 Shares.

Subject to the passing of the ordinary resolution to approve the Share Repurchase Mandate, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM and the nominal value of each Share remaining the same, the Company would be allowed to repurchase a maximum of 391,704,750 Shares with an aggregate nominal value of HK\$39,170,475 under the Share Repurchase Mandate.

### 4. FUNDING OF REPURCHASES

Any repurchase of Shares by our Company must only be paid out of funds that are legally available for the purpose in accordance with the Memorandum of Association of the Company and the Articles of Association, the Listing Rules and the Cayman Islands Companies Law. In connection with any repurchase of Shares, funds that may be legally utilised for the purpose would be profits of the Company, available share premium, or the proceeds of a fresh issue of Shares made for the purpose of repurchase, or if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands Companies Law, out of capital of the Company. Any premium on a repurchase may also be made out of profits or the Share Premium Account or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands Companies Law, out of capital of the Company.

In the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, the working capital or gearing position of the Company may be affected. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors, in the best interests of the Company and the Shareholders as a whole, at the relevant time having regard to the circumstances then prevailing.

**5. SHARE PRICES**

The highest and lowest traded prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
<b>2016</b>		
March	4.193	3.347
April	4.362	3.977
May	4.174	3.630
June	4.130	3.750
July	4.680	4.090
August	5.100	4.180
September	4.750	4.320
October	4.480	4.210
November	4.450	4.160
December	4.380	3.880
<b>2017</b>		
January	4.200	3.960
February	5.130	4.070
March (up to the Latest Practicable Date)	7.450	4.970

**6. SHARE REPURCHASE MADE BY THE COMPANY**

On 28 February 2017, the Company redeemed an aggregate principal amount of RMB2,000 million, representing all its outstanding 6.5% senior notes due 2017 at the redemption price equal to 100% of the principal amount plus accrued and unpaid interest.

On 20 March 2017, the Company redeemed an aggregate principal amount of USD700 million, representing all its outstanding 9.875% senior notes due 2017 at the redemption price equal to 100% of the principal amount plus accrued and unpaid interest.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased any of the Company's listed securities during the six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

**7. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Memorandum of Association of the Company and the Articles of Association.

## 8. THE TAKEOVERS CODE

If, as a result of Share repurchases of the Company made pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Chen's Family Trust held 2,453,096,250 Shares, representing approximately 62.63% of the issued share capital of the Company. Apart from the foregoing, Mr. Chen Zhuo Lin and Madam Luk Sin Fong, Fion held 14,276,250 Shares through certain companies jointly owned and controlled by them. Mr. Chan Cheuk Yin held 15,687,500 Shares through a company wholly-owned and controlled by him. Besides, Mr. Chan Cheuk Hei and his spouse jointly held a total of 7,875,000 Shares, and Mr. Chan Cheuk Nam and his spouse jointly held a total of 6,781,500 Shares. For the purpose of the Takeovers Code, Mr. Chen Zhuo Lin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam are concert parties and are taken to have a total interest of 2,497,716,500 Shares, representing approximately 63.77% of the issued share capital of the Company. In the event that the Share Repurchase Mandate is exercised in full and on basis that no further Shares are issued, the percentage of Shares held by Chen's Family Trust would be increased to approximately 69.58% of the issued share capital of the Company and the total percentage of Shares held by Chen's Family Trust, Mr. Chen Zhuo Lin, Madam Luk Sin Fong, Fion, Mr. Chan Cheuk Yin, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam would be increased to approximately 70.85% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors will take all reasonable steps to ensure compliance with the prescribed minimum percentage requirement of 25% of the issued share capital of the Company be held in public hands pursuant to the Listing Rules.

## 9. DIRECTORS' SHARE DEALINGS

Neither the Directors nor their close associates (as defined in the Listing Rules), to the best knowledge of Directors having made all reasonable enquiries, have any present intention to sell any Shares to the Company under the Share Repurchase Mandate if such is approved by the Shareholders.

## 10. CORE CONNECTED PERSONS

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.



雅居樂

**AGILE GROUP HOLDINGS LIMITED***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 3383)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Agile Group Holdings Limited (the “**Company**”) will be held at Granville & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 8 May 2017 at 2:30 p.m. for the purposes of considering and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

1. To receive and adopt the audited financial statements together with the report of directors and the independent auditor’s report of the Company and its subsidiaries for the year ended 31 December 2016.
2. To declare a final dividend of HK20 cents per ordinary share for the year ended 31 December 2016.
3. To declare a special dividend of HK25 cents per ordinary share entirely out of the share premium account of the Company.
4. To re-elect Mr. Chan Cheuk Yin as a director of the Company.
5. To re-elect Mr. Chan Cheuk Hei as a director of the Company.
6. To re-elect Mr. Kwong Che Keung, Gordon as a director of the Company.
7. To re-elect Mr. Hui Chiu Chung, Stephen as a director of the Company.
8. To re-elect Mr. Wong Shiu Hoi, Peter as a director of the Company.
9. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of directors.
10. To re-appoint auditor and to authorise the Board to fix their remuneration.
11. As ordinary business, to consider and, if thought fit, pass (with or without modifications) the following resolutions (the “**Resolutions**”) as ordinary resolutions numbered 11.A. to 11.C.:

11.A. “**THAT**:

- (i) subject to paragraph (ii) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant

Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(iii) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

11.B. “THAT:

(i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares, to grant rights to subscribe for, or convert any security into Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, enter into agreements to effect the same during the Relevant Period (as hereinafter defined) be and is hereby generally and unconditionally approved;

- (ii) the powers granted in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) and enter into agreements which would or might require Shares or securities to be allotted and issued after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the exercise of the power by the Directors described in paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares; or (c) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares; or (d) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (iv) the expression “Relevant Period” shall for the purposes of this Resolution have the same meaning as assigned to it under paragraph (iii) of Resolution 11.A. of this notice.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of the Stock Exchange or any recognised regulatory body or any stock exchange).”; and

11.C. "THAT subject to Resolutions 11.A. and 11.B. of this notice being passed, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 11.B. of this notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company repurchased by the Company under the authority granted to the Directors pursuant to Resolution 11.A. of this notice, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution."

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

Hong Kong, 30 March 2017

*Principal place of office in the PRC:*  
33rd Floor, Agile Center  
26 Huaxia Road  
Zhujiang New Town  
Tianhe District, Guangzhou  
Guangdong Province  
PRC  
Postal Code: 510623

*Principal place of business in Hong Kong:*  
18th Floor, Three Pacific Place  
1 Queen's Road East  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint another person as his proxy to attend and vote for him. A shareholder who is the holder of two or more shares in the share capital of the Company may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. To be valid the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. Delivery of proxy form shall not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the proxy form shall be deemed to be annulled.

4. The register of members of the Company will be closed from Tuesday, 2 May 2017 to Monday, 8 May 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to have right to attend and vote at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 30 p.m. on Friday, 28 April 2017.
5. The register of members of the Company will be closed from Monday, 15 May 2017 to Wednesday, 17 May 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend and special dividend to be approved at the meeting or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 30 p.m. on Friday, 12 May 2017.