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## **AGILE GROUP HOLDINGS LIMITED**

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

**(Stock Code: 3383)**

### **DISCLOSEABLE TRANSACTION PROVISION OF GUARANTEE**

#### **PROVISION OF THE 2026 GUARANTEE**

On 3 April 2026, the Project Company (as borrower) and the Bank (as lender) entered into the 2026 Facility Agreement, pursuant to which the Bank agreed to grant the 2026 Facility in a principal amount of RMB268,500,000 to the Project Company for a term of 3 years, for the refinancing of the Outstanding Loan. As at the date of the 2026 Facility Agreement, the Project Company is owned as to 65% by Zhongya Investment and as to 35% by Hengchuang Enterprise.

In connection with the 2026 Facility Agreement, on 3 April 2026, Zhongya Investment (as guarantor) entered into the 2026 Guarantee Agreement in favour of the Bank. Pursuant to the 2026 Guarantee Agreement, Zhongya Investment agreed to provide an irrevocable guarantee for the due performance of the repayment obligations of the Project Company to the Bank under the 2026 Facility Agreement.

#### **LISTING RULES IMPLICATION**

As the highest applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the transactions contemplated under the 2026 Guarantee Agreement exceeds 5% but is less than 25%, the entering into of the 2026 Guarantee Agreement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **THE 2026 GUARANTEE AGREEMENT**

The principal terms of the 2026 Guarantee Agreement are as follows:

- Date : 3 April 2026
- Parties : 1. Zhongya Investment (as guarantor); and  
2. the Bank
- Subject matter : Zhongya Investment agreed to provide an irrevocable guarantee in favour of the Bank for the due performance of the repayment obligations of the Project Company in respect of the 2026 Facility in a principal amount of RMB268,500,000 under the 2026 Facility Agreement.

In the event where the Project Company fails to repay any of its debts that fall due under the 2026 Facility Agreement, the Bank shall be entitled to exercise its rights under the 2026 Guarantee Agreement, in which Zhongya Investment shall immediately and unconditionally repay any corresponding sums to the Bank in full.

- Term : 3 years commencing from the date of expiry of the performance obligations of the Project Company under the 2026 Facility Agreement.

In connection with the 2026 Facility Agreement and in addition to the 2026 Guarantee, the following credit enhancements were also provided:

- 1) a mortgage over the Land provided by the Project Company in favour of the Bank, as security for the due performance of the repayment obligations of the Project Company to the Bank; and
- 2) a liquidity support letter provided by Ping An Real Estate in favour of the Bank, covering 35% of the due performance of the repayment obligations of the Project Company to the Bank.

## **INFORMATION OF THE PARTIES**

### **The Group**

The Group is principally engaged in property development and property management in the PRC.

## Zhongya Investment

Zhongya Investment is a company established in the PRC with limited liability and is an indirect non-wholly owned subsidiary of the Company. Zhongya Investment is principally engaged in equity investment, entrepreneurial investment, provision of corporate investment consultation services, financial consultation services, social-economic consultation services, and investment activities using its own cash and resources.

Zhongya Investment is owned as to 50% by Guangxi Beihai Yaxi Investment Development Co., Ltd. (廣西北海雅熙投資發展有限公司) (“**Beihai Yaxi**”) and as to 50% by Guangxi Beihai Yafeng Investment Development Co., Ltd. (廣西北海雅楓投資發展有限公司) (“**Beihai Yafeng**”). Beihai Yaxi is owned as to 84.61% by Zhongshan Yajing Real Estate Development Co., Ltd. (中山市雅景房地產開發有限公司) (“**Zhongshan Yajing**”) and as to 15.39% by Shenzhen Biaobang Investment Development Co., Ltd. (深圳市標榜投資發展有限公司) (“**Shenzhen Biaobang**”). Zhongshan Yajing is ultimately wholly-owned by the Company. Shenzhen Biaobang is owned as to 98% by Yang Ruiqiong (楊瑞瓊) and as to 2% by Wang Shaozhu (王少主). Beihai Yafeng is owned as to 69.23% by Zhongshan Yajing and as to 30.77% by Guangzhou Huajing Investment Co., Ltd. (廣州華景投資有限公司) (“**Guangzhou Huajing**”). Guangzhou Huajing is owned as to 50% by Huang Xuezhen (黃雪貞) and as to 50% by 楊燕茹 (Yang Yanru).

To the best of the Directors’ knowledge, information and belief, having made reasonable enquiry, each of Shenzhen Biaobang and Guangzhou Huajing and their respective ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

## Project Company

The Project Company is a company established in the PRC with limited liability which is principally engaged in property development, property investment, commercial investment, and property management.

As at the date of the 2026 Facility Agreement, the Project Company is owned as to 65% by Zhongya Investment and as to 35% by Hengchuang Enterprise. It is not accounted as a subsidiary of the Company and the financial results of Project Company is not consolidated in the financial results of the Group.

The principal asset of the Project Company is the Land, which is a land parcel situated around the west of Nanlang Town (Cuiheng New Area Start-up Zone), Zhongshan City, Guangdong Province, the PRC, with a total land area of 245,525.6 square metres. It is intended for development into residential properties and supporting public facilities (such as schools). The Land has been subdivided into multiple plots for different phases of construction and development, with residential properties being gradually delivered and occupied by owners since December 2023.

## **Hengchuang Enterprise**

Hengchuang Enterprise is a company established in the PRC with limited liability which is principally engaged in investment management and provision of investment consultation services.

Hengchuang Enterprise is owned as to 99% by Ping An Real Estate and Ping An Real Estate is ultimately owned as to more than 99% by Ping An.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiry, Ping An and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

## **The Bank**

The Bank is the Shiqi Sub-branch of Zhongshan Rural Commercial Bank Co., Ltd. (中山農村商業銀行股份有限公司石岐支行), a licensed bank in the PRC with limited liability. The Bank is principally engaged in banking and related financial services.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiry, the Bank and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE 2026 GUARANTEE AGREEMENT**

Entering into a guarantee is a standard requirement imposed by domestic financial institutions in the PRC when providing development loans, and it also serves as a credit enhancement and risk control measure required by the Bank and constitutes one of the essential conditions for securing financing in the prevailing financial environment. The 2026 Guarantee is provided as a security to enable the Project Company to obtain the 2026 Facility for the refinancing of the Outstanding Loan.

The Directors consider that the restructuring of the 2023 Facility has successfully avoided the forced enforcement of collateral i.e. the Land provided under the 2023 Facility Agreement due to loan maturity, effectively protecting the asset value of the Group, the Project Company, and the interests of creditors of the Company. At the same time, the 2026 Facility also successfully secured a reduction in loan interest rate and a slower principal repayment schedule, alleviating the financial pressure on subsequent project development and construction and reducing the cash flow pressure of the Group.

Given the 2026 Facility is provided by a licensed bank in the PRC at arms' length and on normal commercial terms, and the terms of the 2026 Guarantee Agreement was negotiated with the Bank at arms' length, and other credit enhancements were provided for the 2026 Facility including the mortgage over the Land and the liquidity support provided by Ping An Real Estate, the Directors (including the independent non-executive

Directors) consider that the terms of the 2026 Guarantee Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATION**

As the highest applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the transactions contemplated under the 2026 Guarantee Agreement exceeds 5% but is less than 25%, the entering into of the 2026 Guarantee Agreement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

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

“2023 Facility”	the loan facility with the aggregate principal amount of up to RMB700,000,000 granted by the Bank to the Project Company under the 2023 Facility Agreement
“2023 Facility Agreement”	the 2023 facility agreement dated 26 April 2023 entered into between the Project Company and the Bank in respect of the grant of the 2023 Facility
“2023 Guarantee”	the guarantee provided by Zhongya Investment to the Bank under the guarantee agreement dated 26 April 2023 entered into between Zhongya Investment and the Bank to guarantee the due performance of the repayment obligations of the Project Company in respect of the 2023 Facility under the 2023 Facility Agreement
“2026 Facility”	the loan facility in a principal amount of RMB268,500,000 granted by the Bank to the Project Company under the 2026 Facility Agreement
“2026 Facility Agreement”	the 2026 facility agreement dated 3 April 2026 entered into between the Project Company and the Bank in respect of the grant of the 2026 Facility
“2026 Guarantee”	the guarantee provided by Zhongya Investment to the Bank under the 2026 Guarantee Agreement to guarantee the due performance of the repayment obligations of the Project Company in respect of the 2026 Facility under the 2026 Facility Agreement

“2026 Guarantee Agreement”	the 2026 guarantee agreement dated 3 April 2026 entered into between Zhongya Investment and the Bank in respect of the 2026 Guarantee
“Bank”	Zhongshan Rural Commercial Bank Co., Ltd., Shiqi Sub-branch (中山農村商業銀行股份有限公司石岐支行), a licensed bank in the PRC with limited liability
“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)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hengchuang Enterprise”	Shenzhen Hengchuang Enterprise Management Co., Ltd. (深圳恒創企業管理有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of Ping An
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land”	the principal asset of the Project Company, details of which are set out in the section headed “Information of the Parties — Project Company” of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Outstanding Loan”	the outstanding loan in the amount of RMB268,500,000, owed by the Project Company to the Bank under the 2023 Facility Agreement as at 3 April 2026
“Ping An”	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司), a company established in the PRC with limited liability, the stocks of which are listed on the Main Board of the Stock Exchange (stock code: 2318) and the Shanghai Stock Exchange (stock code: 601318)
“Ping An Real Estate”	Ping An Real Estate Co., Ltd. (平安不動產有限公司), a company established in the PRC with limited liability
“PRC”	the People’s Republic of China

“Project Company”	Zhongshan City Yachen Real Estate Development and Operation Co., Ltd. (中山市雅琛房地產開發經營有限公司), a company established in the PRC with limited liability
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhongya Investment”	Guangxi Beihai Zhongya Investment Development Co., Ltd. (廣西北海中雅投資發展有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company
“%”	per cent

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

Hong Kong, 7 April 2026

*As at the date of this announcement, the Board comprises seven members, being Mr. Chen Zhuo Lin\* (Chairman and President), Madam Yue Yuan\*, Mr. Chan Cheuk Hei\*\*, Mr. Chan Cheuk Nam\*\*, Mr. Kwong Che Keung, Gordon<sup>#</sup>, Mr. Hui Chiu Chung, Stephen<sup>#</sup> and Dr. Peng Shuolong<sup>#</sup>.*

\* *Executive Directors*

\*\* *Non-executive Directors*

# *Independent Non-executive Directors*