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AGILE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

DISCLOSEABLE TRANSACTION DISPOSAL OF EQUITY INTEREST IN A PROJECT COMPANY

THE AGREEMENT

On 22 April 2026, the Vendor (an indirect non-wholly owned subsidiary of the Company), the Purchaser and the Project Company entered into the Agreement, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Equity Interest for the Consideration in the amount of RMB95,000,000. The Consideration will be settled by the Purchaser assigning to the Vendor the Assigned Debt. The Assigned Debt will be satisfied by the transfer of the Target Properties to the Vendor.

Following completion of the Disposal, the Company will cease to have any interest in the Project Company and the Project Company will cease to be a subsidiary of the Company. Accordingly, the financial results of the Project Company will no longer be consolidated in the financial results of the Company.

LISTING RULES IMPLICATIONS

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

THE AGREEMENT

The principal terms of the Agreement are set out below:

Date

22 April 2026

Parties

- (1) The Vendor (an indirect non-wholly owned subsidiary of the Company);
- (2) The Purchaser; and
- (3) The Project Company

Subject Matter

The Vendor agreed to sell, and the Purchaser agreed to purchase, the Equity Interest for the Consideration in the amount of RMB95,000,000. The Consideration will be settled by the Purchaser assigning to the Vendor the Assigned Debt. The Assigned Debt will be satisfied by the transfer of the Target Properties to the Vendor.

Following completion of the Disposal, the Company will cease to have any interest in the Project Company and the Project Company will cease to be a subsidiary of the Company. Accordingly, the financial results of the Project Company will no longer be consolidated in the financial results of the Company.

Consideration

The Consideration shall be satisfied in the manner below:

- (a) The Purchaser shall assign to the Vendor the Assigned Debt in the principal amount of RMB95,000,000.
- (b) The Project Company shall settle the Assigned Debt by the transfer of the Target Properties to the Vendor.

The Vendor shall dispose of the Target Properties within six months from the date of the Agreement and the net sales proceeds shall be paid to the Vendor. The Target Properties which have not been disposed of after the six months from the date of the Agreement will be transferred to the Vendor. The Purchaser shall pledge the 50% equity interest in the Project Company held by it in favour of the Vendor to secure the payment of the net sales proceeds and the transfer of the remaining Target Properties.

Target Properties

Particulars of the Target Properties are set out below:

Type of Property	Quantity	Area (square metres)	Unit Registered Price per square metre (Note) (RMB)	Total Registered Price (Note) (RMB)
Commercial properties	28	2,803.98	27,263.04	76,445,019
Sports centres	<u>2</u>	<u>3,093.86</u>	<u>6,000.00</u>	<u>18,563,160</u>
Total	<u>30</u>	<u>5,897.84</u>	<u>16,108.98</u>	<u>95,008,179</u>

Note: The registered price above refers to the regulated selling price of the properties, which is subject to the government regulation and has been filed with and approved by the relevant authorities in the PRC.

The Target Properties are part of the unsold properties held by the Project Company.

Basis of determining the Consideration

The Consideration was determined after arm's length negotiation among the parties to the Agreement with reference to (i) the paid-up capital of the Project Company held by the Vendor in the amount of RMB95,000,000; (ii) the unaudited net asset value of the Project Company of approximately RMB136,946,543 as at 31 December 2025; (iii) the registered price of the Target Properties, being the registered price which was determined by the relevant authorities in the PRC when applying for pre-sale; (iv) the prospect of the development of the Project and the financial position of the Project Company; (v) the property market conditions in the PRC; and (vi) the information set out under the sections headed "Exit Arrangement" and "REASONS FOR AND BENEFITS OF THE DISPOSAL" below.

The Directors (including the independent non-executive Directors) consider the Consideration is fair and reasonable, on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

Completion

The parties to the Agreement shall apply to the company registration authority for the necessary registration and filing in respect of the Disposal and the changes in directors, supervisors, and senior management on the date of the Agreement (the "Completion").

Subject to the Completion, within 5 days after receipt of notice from the Vendor, the Purchaser and the Project Company shall cooperate with the Vendor to complete the online signing and freezing procedures (網簽凍結手續) for the Target Properties.

Within 10 days after the Completion, the Purchaser and the Project Company shall cooperate with the Vendor to complete the registration and filing procedures for the pledge of the Purchaser's 50% equity interest in the Project Company in favour of the Vendor, and shall deliver the original of the notice of equity pledge registration to the Vendor.

Exit arrangements

The Vendor and the Purchaser have agreed on the following exit arrangements in respect of the outstanding assets and liabilities of the Project Company:

- (1) The outstanding expenses in the amount of approximately RMB14,300,000, which have been incurred but remain unpaid by the Project Company, shall be settled by the Vendor within 3 months of the signing of the Agreement.
- (2) The Project Company has reserved properties with an aggregate registered price of approximately RMB77,320,000 (the “**Reserved Properties**”) for the purpose of settling outstanding payments and other outstanding issues of the Project Company.

After resolving all the outstanding issues, the remaining properties held by the Project Company, including any unsold portion of the Reserved Properties (the “**Additional Target Properties**”) shall be distributed equally between the Vendor and the Purchaser.

INFORMATION ON THE PROJECT COMPANY

The Project Company is a company established in the PRC with limited liability and is engaged in the real estate development and management.

The Project Company is owned as to 50% by the Purchaser and 50% by the Vendor. As at the date of the Agreement, the Project Company was a non-wholly owned subsidiary of the Company. The Project Company was established for the joint development of the Huzhou No. 1 Project (the “**Project**”), a commercial and residential project located at Huzhou, Zhejiang Province, the PRC. The Project has gross floor area of approximately 130,500 square metres and saleable area of approximately 151,427 square metres for commercial and residential purposes, comprising residential properties, commercial properties, car parking spaces, storage rooms and sports centres. As at the date of this announcement, the unsold properties, including the Target Properties, under the Project comprise 172 residential properties, 28 commercial properties, 423 car parking spaces, 37 storage rooms and 2 sports centres, with a total saleable area of approximately 37,280 square metres, with the total registered price of RMB625,800,000 and the unit registered price of RMB16,786 per square metre.

Set out below is the unaudited financial information of the Project Company for the two financial years ended 31 December 2025:

	For the year ended 31 December 2025 (unaudited) RMB'000	For the year ended 31 December 2024 (unaudited) RMB'000
(Loss)/profit before taxation	(4,642)	32,175
(Loss)/profit after taxation	(15,734)	32,175

The total assets and net asset value of the Project Company as at 31 December 2025 were approximately RMB718,486,208 and RMB136,946,543, respectively.

FINANCIAL EFFECT OF THE DISPOSAL TO THE GROUP AND THE USE OF PROCEEDS

At as the date of this announcement, the Project Company is owned as to 50% by the Group through the Vendor and is accounted as a subsidiary of the Company. Following completion of the Disposal, the Company will cease to have any equity interest in the Project Company and will hold the Assigned Debt owed by the Project Company.

Following completion of the Disposal, the Group is expected to record an estimated loss of approximately RMB267,487,461. The estimated loss is calculated with reference to the fair value of the Group's 50% equity interest in the Project Company as at the date of the Agreement (being the Consideration of the Disposal), after deducting the unaudited net asset value of the Target Company held by the Group and the outstanding capitalised interest expenses attributable to the Group's general borrowings to be shared by the Project Company of approximately RMB362,487,461 as at 31 December 2025. The actual financial impact of the Disposal to be recorded by the Group is subject to review and final audit by the Company's auditors.

As no immediate cash proceeds will be generated from the Disposal, the Group is expected to realise net sale proceeds from the Disposal through subsequent disposal of the Target Properties. The net sale proceeds from the disposal of the Target Properties will be used for the repayment of the Vendor's debt and other operational liabilities.

The Group will continue to dispose of any Target Properties transferred to the Vendor after the six months of the date of the Agreement, with the sale proceeds used for the same purpose. Alternatively, the Group may transfer certain Target Properties to settle the Vendor's debt and other operational liabilities.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in property development and property management in the PRC and the Purchaser is principally engaged in real estate development, sales, and leasing, car parking services and property agency and consultancy. It is commonplace in the property development industry in the PRC to unwind project companies to allow greater flexibility in managing the residual properties in the relevant projects and greater flexibility in the capital management of the project companies.

The Disposal is primarily attributable to the different views on the business strategies and operational approaches in relation to the future development and operation of the Project between the Purchaser and the Vendor in light of the changes in the PRC property market. The Vendor and the Purchaser have been unable to reach consensus on the timing and pricing strategy for the sale of the residual properties.

Considering that the Project Company has not been generating profits to the Group, the Directors consider that the Disposal represents a pragmatic arrangement for the Group and provides an exit opportunity from the Project. Following completion of the Disposal, the Purchaser assumed full responsibility for the operation and development of the Project, while the Group retained its economic interest in the form of debt which is expected to be realised progressively at a later stage. The Vendor will have the flexibility to dispose of such assets, through sale or by offsetting the Vendor's debt and other operational liabilities.

Accordingly, the Directors, including the independent non-executive Directors, consider that the terms of the Agreement and the transactions contemplated thereunder are entered into after arm's length negotiations between the parties on normal commercial terms and the terms are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

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

The Vendor is a company established in the PRC with limited liability and is an indirect non-wholly owned subsidiary of the Company, which is principally engaged in corporate management and information consultancy. The Vendor is owned as to 90% by Changzhou Agile Real Estate Development Co., Ltd.^ (常州雅居樂房地產開發有限公司) (“**Changzhou Agile**”), as to 7% by Pingxiang Hengshun Enterprise Management Consulting Partnership (Limited Partnership)^ (萍鄉恆順企業管理顧問合夥企業(有限合夥)) (“**Pingxiang Hengshun**”) and as to 3% by Qushui Guangfeng Enterprise Management Partnership (Limited Partnership)^ (曲水廣豐企業管理合夥企業(有限合夥)) (“**Qushui Guangfeng**”). Changzhou Agile is an indirect wholly-owned subsidiary of the Company. To the best of the Directors' knowledge, information and belief, having

made reasonable enquiry, Pingxiang Hengshun and Qushui Guangfeng and their respective ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

The Purchaser is a company established in the PRC with limited liability and principally engaged in real estate development, sales, and leasing, car parking services and property agency and consultancy. The Purchaser is owned as to 52% by Gao Chongping, 12% by Xie Jianhua, 12% by Li Shengyong, 12% by Zhang Weimin and 12% by Ni Jian.

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

LISTING RULES IMPLICATION

As the highest applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal exceeds 5% but is less than 25%, the Disposal 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 expressions shall have the following meaning:

“Additional Target Properties”	has the meaning as defined in the section headed “Exit arrangements” of this announcement
“Agreement”	the equity transfer agreement dated 22 April 2026 entered into among the Vendor, the Purchaser and the Project Company in relation to the Disposal
“Assigned Debt”	the debt in the principal amount of RMB95,000,000 owed to the Purchaser by the Project Company to be assigned by the Purchaser to the Vendor
“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(s)”	has the meaning ascribed to it under the Listing Rules

“Consideration”	a total consideration in the amount of RMB95,000,000 for the Disposal
“Director(s)”	director(s) of the Company
“Disposal”	the disposal of 50% equity interest in the Project Company by the Vendor to the Purchaser pursuant to the Agreement
“Equity Interest”	the 50% equity interest in the Project Company owned by the Vendor
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Project”	has the meaning as defined in the section headed “Information on the Project Company” of this announcement
“Project Company”	Zhejiang Xiangya Real Estate Development Co., Ltd.^ (浙江祥雅房地產開發有限公司), a company established in the PRC with limited liability
“Purchaser”	China Real Estate Development Group Nantong Co., Ltd.^ (中國房地產開發集團南通有限公司), a company established in the PRC with limited liability
“Reserved Properties”	has the meaning as defined in the section headed “Exit arrangements” of this announcement
“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
“Target Properties”	has the meaning as defined in the section headed “Target Properties” of this announcement

“Vendor” Nantong Yaxin Enterprise Management Consulting Co., Ltd.^
(南通雅信企業管理諮詢有限公司), a company established in the
PRC with limited liability

“%” per cent

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

Hong Kong, 22 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#, Mr. Hui Chiu Chung, Stephen# and Dr. Peng Shuolong#.*

* *Executive Directors*

** *Non-executive Directors*

Independent Non-executive Directors

^ *for translation and identification purposes only as there is no official translation*