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AGILE PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Agile Property Holdings Limited (the “**Company**”) will be held at Four Seasons Grand Ballroom, Level 2, Four Seasons Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 13 June 2014 at 2:30 p.m. for the following purposes:

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 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. To re-elect Mr. Chan Cheuk Yin as a director of the Company.
4. To re-elect Mr. Chan Cheuk Hei as a director of the Company.
5. To re-elect Mr. Kwong Che Keung, Gordon as a director of the Company.
6. To re-elect Mr. Huang Fengchao as a director of the Company.
7. To re-elect Mr. Liang Zhengjian as a director of the Company.
8. To re-elect Mr. Chen Zhongqi 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 auditors 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:

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**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other 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 paragraphs (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 in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted and issued during or after 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, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares 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 Article 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 Resolution 11.A.(iii) 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 any recognised regulatory body or any stock exchange).”

- 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.”

12. To transact any other business.

By Order of the Board
Agile Property Holdings Limited
WAI Ching Sum
Company Secretary

Hong Kong, 25 April 2014

Principal place of office in the PRC:
40th Floor
Guangzhou International Finance Center
No. 5 Zhujiang Xi Road
Zhujiang New Town
Tianhe District, Guangzhou City
Guangdong Province
PRC
Postal Code: 510623

Principal place of business in Hong Kong:
33rd Floor
Citibank Tower
3 Garden Road
Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting 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 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 deposited 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 and adjourned meeting.
3. Delivery of proxy form shall not preclude a shareholder from attending and voting in person at the annual general meeting or any adjournment thereof and in such event, the proxy form shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 10 June 2014 to Friday, 13 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to have right to attend and vote at the meeting, 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 4:00 p.m. on Monday, 9 June 2014.
5. The register of members of the Company will be closed from Thursday, 19 June 2014 to Monday, 23 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the payment of the final dividend to be approved at the meeting, 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 4:00 p.m. on Wednesday, 18 June 2014.
6. The Chinese language translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the board of directors of the Company comprises twelve members, of which Mr. Chen Zhuo Lin (Chairman and President), Mr. Chan Cheuk Hung, Mr. Huang Fengchao, Mr. Liang Zhengjian and Mr. Chen Zhongqi are the executive directors; Mr. Chan Cheuk Yin, Ms. Luk Sin Fong, Fion, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam are non-executive directors and Dr. Cheng Hon Kwan, Mr. Kwong Che Keung and Mr. Cheung Wing Yui are the independent non-executive directors.