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AGILE PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Agile Property Holdings Limited (the “**Company**”) will be held at the Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 13 June 2014 at 2:45 p.m. or immediately after the conclusion of the annual general meeting which is to be held on the same day and at the same place at 2:30 p.m., whichever is later for the purpose of considering and, if thought fit, to pass, with or without modification, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the market customary indemnity (the “**USD Notes Indemnity**”) granted by the Company pursuant to Section 10 of the purchase agreement (the “**USD Notes Purchase Agreement**”) dated 10 February 2014 entered into by and among the Company, Agricultural Bank of China Limited Hong Kong Branch, ABCI Capital Limited, The Hongkong and Shanghai Banking Corporation Limited, Industrial and Commercial Bank of China (Asia) Limited, ICBC International Capital Limited, ICBC International Securities Limited, J.P. Morgan Securities plc, Morgan Stanley & Co. International plc (“**Morgan Stanley**”) and Standard Chartered Bank, and in favour of and for the benefit of Morgan Stanley, each person, if any, who controls Morgan Stanley within the meaning of the United States Securities Act 1933, as amended (the “**Securities Act**”) or the United States Exchange Act 1934 (the “**Exchange Act**”), or each affiliate of Morgan Stanley within the meaning of the Securities Act and each officer, director, employee or their affiliates (the “**USD Notes Indemnified Persons**”), in relation to the issue of US\$500 million 8.375% senior notes due 2019 (the “**USD Notes Issue**”), whereby the Company will indemnify and hold harmless each USD Notes Indemnified Person, from and against any and all losses, claims, damages and liabilities (including but not limited to any legal costs or other expenses reasonably incurred in connection with defending or investing any such action or claim) caused by (i) any untrue statement or alleged untrue statement of a material fact contained in the Company’s offering memoranda in connection with the USD Notes Issue, or (ii) any omission or alleged omission to state in the offering memoranda in connection with the USD Notes Issue a material fact necessary to make the statements therein in the light of the

circumstances under which they were made not misleading, except for certain circumstances be and are hereby authorised, approved, confirmed and ratified;

- (b) the market customary indemnity (the “**RMB Notes Indemnity**”, together with the USD Notes Indemnity, the “**Indemnities**”) granted by the Company pursuant to Section 10 of the purchase agreement (the “**RMB Notes Purchase Agreement**”) dated 21 February 2014 entered into by and among the Company, The Hongkong and Shanghai Banking Corporation Limited, Morgan Stanley and Standard Chartered Bank (Hong Kong) Limited, and in favour of and for the benefit of Morgan Stanley, each person, if any, who controls Morgan Stanley within the meaning of the Securities Act or the Exchange Act, or each affiliate of Morgan Stanley within the meaning of the Securities Act and each officer, director, employee or their affiliates (the “**RMB Notes Indemnified Persons**”), in relation to the issue of RMB2,000,000,000 6.50% senior notes due 2017 (the “**RMB Notes Issue**”), whereby the Company will indemnify and hold harmless each RMB Notes Indemnified Person, from and against any and all losses, claims, damages and liabilities (including but not limited to any legal costs or other expenses reasonably incurred in connection with defending or investing any such action or claim) caused by (i) any untrue statement or alleged untrue statement of a material fact contained in the Company’s offering memoranda in connection with the RMB Notes Issue, or (ii) any omission or alleged omission to state in the offering memoranda in connection with the RMB Notes Issue a material fact necessary to make the statements therein in the light of the circumstances under which they were made not misleading, except for certain circumstances be and are hereby authorised, approved, confirmed and ratified;
- (c) that the Indemnities granted to Morgan Stanley is on normal commercial terms that are fair and reasonable so far as the Independent Shareholders are concerned and the provision of which is in the interests of the Company and shareholders of the Company as a whole; and
- (d) the directors of the Company (the “**Directors**” and each a “**Director**”) and the secretary of the Company (the “**Company Secretary**”) be, and such other persons as are authorised by any of them be, and each hereby is, authorised, in the name and on behalf of the Company, to do such further acts and things as any Director or the Company Secretary or such other person shall deem necessary or appropriate in connection with, the foregoing resolutions, including to do and perform, in the name and on behalf of the Company, all such acts and to make, execute, deliver, issue or file with any person including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents and waivers, and all amendments to any such agreements, documents, instruments or certificates, the authority for the taking of any such action and the execution and delivery of such of the foregoing to be conclusively evidenced by the performance thereby.”

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

Hong Kong, dated 25 April 2014

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

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

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not to be a shareholder of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited at 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 appointed for the holding of the meeting or any adjournment thereof, and in default, the instrument of proxy shall not be treated as valid.
3. Completion and return of the form of proxy will not preclude the appointor from attending and voting in person at the meeting or any adjournment thereof. In that event, such form of proxy will be deemed to have been revoked.
4. In the case of joint registered holders of any share of the Company, only the person whose name stands first on the register of members may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but any one of the joint holders may be appointed as proxy to vote on behalf of such joint holders, and to attend and vote at the meeting.

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.