



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 Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Monday, 20 May 2013 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 indemnities (the “**Indemnity**”) granted by the Company pursuant to Clause 5 of the subscription agreement (the “**Subscription Agreement**”) dated 11 January 2013 entered into by and among the Company, The Hongkong and Shanghai Banking Corporation Limited, UBS AG, Hong Kong Branch, Morgan Stanley & Co. International plc (“**Morgan Stanley**”) and ICBC International Securities Limited, in favour of and for the benefit of Morgan Stanley, and any of its affiliates or any officer, director, employee or agent or any such affiliate or any person (if any) by whom any of them is controlled (the “**Indemnified Persons**”), in relation to the issue of US\$700 million subordinated perpetual capital securities whereby the Company will indemnify and hold harmless each Indemnified Person, from and against any loss, liability, cost, claim, damages expense (including but not limited to legal costs and expenses properly incurred) or demand, which arises out of, in relation to or in connection with, among others, (i) any breach or alleged breach by the Company of any of the undertakings and agreements under the Subscription Agreement, (ii) any inaccurate or alleged inaccurate representation or warranty made by the Company under the Subscription Agreement, (iii) any untrue statement or alleged untrue statement contained in the documents set out under the Subscription Agreement, (iv) any omission or alleged omission to state in the document set out under the Subscription Agreement a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, or (v) whatsoever as set out in the Subscription Agreement be and are hereby authorised, approved, confirmed and ratified;

- (b) that the Indemnity 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
- (c) the directors of the Company (the “**Directors**” and each a “**Director**”) and the secretary of the Company (“**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 16 April 2013

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 26th Floor, Tesbury Centre, 28 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 notice, the Board of the Company comprises nine directors of which Mr. Chen Zhuo Lin (Chairman), Mr. Chan Cheuk Yin (Vice Chairperson and Co-President), Ms. Luk Sin Fong, Fion (Vice Chairperson and Co-President), Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei, Mr. Chan Cheuk Nam are executive directors and Dr. Cheng Hon Kwan, Mr. Kwong Che Keung, Gordon and Mr. Cheung Wing Yui are independent non-executive directors.