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AGILE PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

ANNOUNCEMENT

INSIDE INFORMATION

RE-DESIGNATION OF DIRECTORS

APPOINTMENT OF ACTING CO-CHAIRPERSONS AND ACTING CO-PRESIDENT AND RESUMPTION OF TRADING

This announcement ("**Announcement**") is made by Agile Property Holdings Limited ("**Company**") pursuant to the provisions on inside information under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("**SFO**") and Rule 13.09 of the Rules Governing the Listing of Securities ("**Listing Rules**") of the Stock Exchange of Hong Kong Limited ("**Stock Exchange**").

Reference is made to the announcement of the Company dated 3 October 2014 for trading halt of the Company's shares (stock code: 3383), the debt securities and subordinated perpetual capital securities of the Company (stock codes: 6026, 85950 and 4593) ("**Securities**") on the Stock Exchange with effect from 9:00 a.m. on 3 October 2014 pending the release of an announcement in relation to inside information ("**Trading Suspension**").

The Measures

On 1 October 2014, Madam Luk Sin Fong, Fion ("**Madam Luk**"), a non-executive director of the Company ("**Director**") and the spouse of Mr. Chen Zhuo Lin ("**Mr. Chen**"), an executive Director, the Chairman of the board of Directors (the "**Board**") and the President of the Company, informed the Company that she received a notice from the Kunming City People's Procuratorate ("**Procuratorate**") of the People's Republic of China ("**PRC**") that Mr. Chen was required to stay at a designated residence since the evening of 30 September 2014 (the "**Measures**").

The Company confirms that it has not received any legal documents in connection with the Measures from the Procuratorate or any other regulatory, governmental or judicial authority in the PRC. Except for the aforesaid information provided by Madam Luk, the Directors are not aware of any other information which is related to the Measures as at the date of this Announcement, and so far no information evidences the Measures are related to the Company and its subsidiaries ("**Group**") or related to any lost or misappropriation of funds or assets of the Group as at the date of this Announcement.

Re-designation of Directors, appointment of acting co-Chairpersons and acting co-Presidents

The Board has on 10 October 2014 re-designated each of Mr. Chan Cheuk Yin ("**Mr. Chan**") and Madam Luk as an executive Director from a non-executive Director and as an acting Co-chairperson of the Board and an acting Co-president of the Company to assist Mr. Chen in discharging his duties and responsibilities as the Chairman of the Board and President of the Company during the course of the Measures. Mr. Chen will remain the Chairman of the Board and President of the Company.

Mr. Chan and Madam Luk will together as acting Co-chairpersons of the Board and acting Co-presidents of the Company assist Mr. Chen in performing his duties towards the Group and they, together with the management team of the Group, will be responsible for the day-to-day operations of the Group and execution of the instructions from the Board. Each of Mr. Chan and Madam Luk, both of whom have significant shareholding interests in the Company, had previously been involved in the management of the Company as executive Directors, the vice-chairpersons of the Board and co-presidents of the Company since the listing of the shares of the Company on the Stock Exchange in 2005 until 28 March 2014 and they both have over 21 years of extensive experience in real estate development and management in the PRC. Given their experience and familiarity with the operation of the Group, the Board is confident that the management, operations and business of the Group will not be affected by the Measures.

Profiles of Mr. Chan and Madam Luk

CHAN Cheuk Yin (陳卓賢), aged 47, had been an executive Director and vice chairperson of the Board and co-president from August 2005 until 28 March 2014. He had been acting as a non-executive Director from 28 March 2014 until 9 October 2014. He has over 21 years of extensive experience in real estate development and management. Mr. Chan is mainly responsible for the execution of the Group's overall strategy and managing the overall operation of projects in Eastern China Region, Southwest China Region, Central China Region, Northeast China Region, Northern China Region, Yunnan and Hainan Province Regions. Mr. Chan was awarded "Guangdong Province Outstanding Entrepreneurs of Privately owned Enterprises" (廣東省優秀民營企業家) in 2003, "2006-2007 The Most Respected Entrepreneurs in Guangzhou, PRC" (2006-2007 中國廣州最受尊敬企業家) in

2007 and “Top 10 Philanthropist in Guangdong” (廣東十大慈善人物) in 2008. For the public services, he is the chairperson of Guangdong Chamber of Real Estate (廣東省地產商會), vice chairperson of Zhongshan Real Estate Industry Association (中山市房地產行業協會) in 2005, a member of Standing Committee of 10th Guangdong Provincial Committee of the Chinese People’s Political Consultative Conference (政協第十屆廣東省委員會), an honorary vice chairperson of China Charity Federation (中華慈善總會) in 2007 and a member of Standing Committee of 11th Guangdong Provincial Committee of the Chinese People’s Political Consultative Conference (政協第十一屆廣東省委員會) in 2013. Mr. Chan is the brother of Mr. Chen, Mr. Chan Cheuk Hung (an executive Director), Mr. Chan Cheuk Hei (a non executive Director) and Mr. Chan Cheuk Nam (a non executive Director).

Following his re-designation, Mr. Chan will enter into a letter of appointment with the Company with no specific term of appointment and subject to rotation in accordance with the requirements of the articles of association of the Company. Mr. Chan’s annual remuneration of HK\$390,000 following his re-designation will remain unchanged and subject to review by the Remuneration Committee of the Board. Mr. Chan has not been a director of any other listed companies in the past three years. As at the date of this announcement, Mr. Chan is interested in 2,194,030,000 shares of the Company within the meaning of Part XV of the SFO.

Madam Luk Sin Fong, Fion (陸倩芳), aged 53, had been an executive Director and vice chairperson of the Board and co-president of the Company from August 2005 until 28 March 2014. She had been acting as a non-executive Director from 28 March 2014 until 9 October 2014. Madam Luk is also a member of each of the remuneration committee and nomination committee of the Company. Madam Luk has over 21 years of extensive management experience in real estate development and management; in particular has outstanding achievement in strategic marketing and marketing management. She is mainly responsible for planning and marketing, sales, finance, administration and human resources management, information technology, property management, hotel management, commercial leasing, corporate social responsibility and charitable activities of the Group, and managing the overall operation of projects in the Southern China Region. Madam Luk holds a Master’s degree in Business Administration from University of Western Sydney, Australia. She has received several honorary resident awards in Foshan and Nanhai in 2004 and in Zhongshan in 2009 respectively, as well as other awards including “Zhongshan Outstanding Entrepreneurs” (中山優秀企業家) in 2006 and “Top 10 Excellent CBO” (中國十大卓越CBO) in 2008. For public services, Madam Luk is currently a vice chairperson of Guangzhou Housing Society (廣州市房地產協會) and an honorary chairperson of Guangdong Provincial Qiaoxin Charity Foundation (廣東省僑心慈善基金會). She is the spouse of Mr. Chen.

Following her re-designation, Madam Luk will enter into a letter of appointment with the Company with no specific term and subject to rotation in accordance with the requirements of the articles of association of the Company. Madam Luk’s annual remuneration of HK\$390,000 will remain unchanged and subject to review by the Remuneration Committee

of the Board. Madam Luk will continue to remain as a member of each remuneration committee and nomination committee of the Company. Madam Luk has not been a director of any other listed companies in the past three years. As at the date of this announcement, Madam Luk is interested in 2,193,220,000 shares of the Company within the meaning of Part XV of the SFO.

Both Mr. Chan and Madam Luk are among the beneficiaries of a family trust ("**Chen's Family Trust**") which is the controlling shareholder of the Company and interested in 2,180,530,000 shares of the Company within the meaning of Part XV of the SFO. The trustee of the Chen's Family Trust is Top Coast Investment Limited and its other beneficiaries are Mr. Chen, Mr. Chan Cheuk Hung (an executive Director), Mr. Chan Cheuk Hei (a non-executive Director) and Mr. Chan Cheuk Nam (a non-executive Director). Save as disclosed above, none of Mr. Chan and Madam Luk has any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Neither Madam Luk nor Mr. Chan has been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to their re-designations that need to be brought to the attention of the shareholders of the Company.

Possible impact of the Measures on loan facilities and securities documents

The Company has reviewed its loan facilities and securities documents and confirms its view that, as at the date of this Announcement, none of the provisions thereof have been breached solely because of the Measures and/or the Trading Suspension.

Impact of the Measures on the proposed Rights Issue

Reference is made to the announcement of the Company dated 22 September 2014 in relation to the proposed rights issue of the Company ("**Rights Issue Announcement**") and the announcement of the Company dated 10 October 2014 ("**Update Announcement**") in relation to, among other things, the lapse of the Underwriting Agreement and the discontinuance of the proposed Rights Issue. Capitalised terms used in this paragraph shall have the same meaning as they were defined in the Rights Issue Announcement and the Update Announcement. As disclosed in the Update Announcement, the Rights Issue has not proceeded and the Underwriting Agreement has lapsed. For details of the impact of the Measures and the Trading Suspension on the Rights Issue, please refer to the Rights Issue Announcement and the Update Announcement. Notwithstanding the lapse of the Underwriting Agreement, the Joint Underwriters have informed the Company that they would continue to monitor further developments and continue their discussions with the Company in respect of its fund raising options at the soonest practicable time, including a possible rights issue which may or may not occur. In addition, the Company has also been informed by the Committed Shareholder that in the event of any future fund raising exercise of the Company where the Committed Shareholder is entitled to participate, the Committed Shareholder would provide support and intends to use its own financial resources to fund such participation.

Resumption of trading

The Company will make further announcements if there is any further information and clarification regarding the Measures. As far as the Company is aware, as at the date of this Announcement, there is no other inside information that is required to be disclosed except for the Measures. As requested by the Company, trading in the Securities on the Stock Exchange was suspended with effect from 9:00 a.m. on 3 October 2014. An application has been made for resumption of the trading of the Securities on the Stock Exchange with effect from 9:00 a.m. on 13 October 2014.

By Order of the Board of
Agile Property Holdings Limited
Luk Sin Fong, Fion
Acting Co-chairperson and
Acting Co-president

Hong Kong, 10 October 2014

As at the date of this announcement, the Board of the Company comprises fourteen members of which Mr. Chen Zhuo Lin (Chairman and President), Mr. Chan Cheuk Yin (Acting Co-chairperson and Acting Co-president), Madam Luk Sin Fong, Fion (Acting Co-chairperson and Acting Co-president), Mr. Chan Cheuk Hung, Mr. Huang Fengchao, Mr. Liang Zhengjian and Mr. Chen Zhongqi are the executive Directors, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam are the non-executive Directors and Dr. Cheng Hon Kwan, Mr. Kwong Che Keung, Gordon, Mr. Cheung Wing Yui, Mr. Hui Chiu Chung, Stephen and Mr. Wong Shiu Hoi, Peter are independent non-executive Directors.