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## **AGILE PROPERTY HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 3383)

### **LOAN AGREEMENT WITH SPECIFIC PERFORMANCE COVENANTS AND AMENDED FACILITY AGREEMENTS**

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

The Company wishes to announce that pursuant to the Facility Agreement, it will be an event of default if the Controlling Shareholders collectively, directly or indirectly, do not own more than 50% of the total issued share capital of the Company; and/or the Controlling Shareholders collectively do not or cease to be entitled to exercise management control of the Company.

The Company and its subsidiaries also entered into five Amendment Agreements, two of which were entered into with The Hongkong and Shanghai Banking Corporation Limited as lender, two of which were entered into with Standard Chartered Bank (Hong Kong) Limited as agent, and one of which was entered into with Standard Chartered Bank (Hong Kong) Limited as lender, to amend the terms of the Credit Facility Agreements referred to in each of the Announcements.

This announcement is made by Agile Property Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

#### **LOAN AGREEMENT**

On 13 November 2012, the Company entered into a facility agreement (the “**Facility Agreement**”) with Bank of China Limited, Macau Branch as lender (the “**Lender**”) pursuant to which a term loan facility in the amount of US\$35,000,000 (the “**Loan**”) has been granted to the Company for a term of 12 months.

Pursuant to the Facility Agreement, it will be an event of default if (i) Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin, Ms. Luk Sin Fong, Fion, Mr. Chan Cheuk Hung, Mr. Chan Cheuk Hei and Mr. Chan Cheuk Nam (collectively referred to as the “**Controlling Shareholders**”) collectively, directly or indirectly, do not own more than 50% of the total issued share capital of the Company; and/or (ii) the Controlling Shareholders collectively do not or cease to be entitled to exercise management control of the Company. In case of an event of default, the Lender may, by notice to the Company: (a) cancel the Commitment (as defined in the Facility Agreement); (b) declare that all or part of the Loan, together with accrued interest, and all other amounts accrued or outstanding under the Finance Documents (as defined in the Facility Agreement) be immediately due and payable; (c) declare that all or part of the Loan be payable on demand by the Lender; and/or (d) exercise all or any of its rights, remedies, powers or discretions under the Finance Documents (as defined in the Facility Agreement).

## AMENDMENT AGREEMENTS

References are made to the Company's announcements dated 2 May 2012, 6 March 2012, 14 July 2011, 16 June 2011, 9 September 2010 and 8 September 2010 (the "Announcements"). Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

On 13 November 2012, the Company and its subsidiaries also entered into five amendment agreements (the "Amendment Agreements"), two of which were entered into with The Hongkong and Shanghai Banking Corporation Limited as lender, two of which were entered into with Standard Chartered Bank (Hong Kong) Limited as agent, and one of which was entered into with Standard Chartered Bank (Hong Kong) Limited as lender, to amend the terms of the credit facility agreements (the "Credit Facility Agreements") referred to in each of the Announcements.

Pursuant to the Credit Facility Agreements, it will be an event of default if Mr. Chen Zhuo Lin ceases to be the chairman of the board of directors of the Company (the "Board"). Pursuant to the Amendment Agreements, such event of default has been amended to the effect that it will be an event of default only if Mr. Chen Zhuo Lin is not or ceases to be the chairman of the Board, and within 15 business days of him ceasing to act as chairman, he is not replaced by either: (i) Ms. Luk Sin Fong, Fion as chairman of the Board; (ii) Mr. Chan Cheuk Yin as chairman of the Board; or (iii) Ms. Luk Sin Fong, Fion and Mr. Chan Cheuk Yin as co-chairpersons of the Board.

By order of the Board of  
**Agile Property Holdings Limited**  
**Wai Ching Sum**  
*Company Secretary*

Hong Kong, 13 November 2012

*As at the date of this announcement, the board of directors of the Company comprises nine directors of which Chen Zhuo Lin (Chairman), Chan Cheuk Yin (Vice Chairperson and Co-President), Luk Sin Fong, Fion (Vice Chairperson and Co-President), Chan Cheuk Hung, Chan Cheuk Hei and Chan Cheuk Nam are executive directors and Cheng Hon Kwan, Kwong Che Keung, Gordon and Cheung Wing Yui are independent non-executive directors.*