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AGILE PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

CONSENT SOLICITATION IN RESPECT OF

(i) 8.375% SENIOR NOTES DUE 2019 AND

(ii) 6.50% SENIOR NOTES DUE 2017

Agile Property Holdings Limited (the “**Company**”) today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”) to:

- the indenture, dated as of February 18, 2014 (as supplemented or amended to the date hereof, the “**2014 Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Hongkong and Shanghai Banking Corporation Limited, as trustee, governing its 8.375% Senior Notes Due 2019 (Common Code 102260457, ISIN XS1022604570) (the “**2014 Notes**”); and
- the indenture, dated as of February 28, 2014 (as supplemented or amended to the date hereof, the “**RMB Indenture**” and, together with the 2014 Indenture, the “**Indentures**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and The Hongkong and Shanghai Banking Corporation Limited, as trustee, governing its 6.50% Senior Notes Due 2017 (Common Code 103830869, ISIN XS1038308695) (the “**RMB Notes**” and, together with the 2014 Notes, the “**Notes**” and, each a “**Series**”).

As previously announced on May 21, 2015, the Company issued US\$500,000,000 9.0% Senior Notes due 2020 (the “**2015 Notes**”) which had more flexible terms than the Notes and would enable the Company to pursue business opportunities that may not otherwise be available. The principal purpose of the Consent Solicitation and the Proposals is to amend certain provisions in the Indentures to bring them into conformity with the terms of the indenture governing the 2015 Notes. The Proposals include, among other things, clarification and conforming amendments in relation to (i) the provision relating to Indebtedness, and (ii) certain other provisions in the Indentures.

The record date for the Consent Solicitation is October 20, 2015 (the “**Record Date**”). Only holders of the Notes of record as of 5:00 p.m., Central European Time, on the Record Date are eligible to consent to the Proposals. The Consent Solicitation will expire at 5:00 p.m., Central European Time, on November 4, 2015, unless extended or terminated by the Company.

The Company is offering to the holders of the Notes as of the Record Date a consent fee of (i) US\$3.75 for each US\$1,000 in principal amount of the 2014 Notes, and (ii) RMB37.50 for each RMB10,000 in principal amount of the RMB Notes, in respect of which such holder has validly delivered (and has not validly revoked) a consent pursuant to the terms of the Consent Solicitation Statement (as defined below) on or prior to the expiration of the Consent Solicitation. The Company’s obligation to accept consents and pay the consent fee is conditional on, among other things, there being validly delivered unrevoked consents from the holders of not less than a majority in aggregate principal amount of the outstanding Notes of each Series.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, holders of the Notes should refer to the consent solicitation statement dated October 22, 2015 (the “**Consent Solicitation Statement**”). The Consent Solicitation Statement will be distributed to the holders of the respective Series by D.F. King, the information and tabulation agent for the Consent Solicitation. The Company has engaged The Hongkong and Shanghai Banking Corporation Limited and Standard Chartered Bank to act as solicitation agents for the Consent Solicitation. Questions from holders of Notes regarding the Consent Solicitation should be directed to the solicitation agents for the Consent Solicitation, The Hongkong and Shanghai Banking Corporation Limited, at Level 17, HSBC Main Building, 1 Queen’s Road Central, Hong Kong, attention: Liability Management (telephone: +852 2822 4100 (Hong Kong), +1 (212) 525-5552 (New York), +1 (888) HSBC-4LM (Toll Free) or +44 207 992 6237 (London); fax: +852 3409 1482 and email: liability.management@hsbcib.com); and Standard Chartered Bank, at Marina Bay Financial Centre, Tower 1, 8 Marina Boulevard, Level 20, Singapore 018981 (telephone: +852 3983 8643 and email: Asia-Liability.Management@sc.com). Requests for additional copies of the Consent Solicitation Statement should be directed to the information and tabulation agent for the Consent Solicitation, D.F. King, in London on +44 20 7920 9700 and in Hong Kong on +852 3953 7230 or via email on agile@dfkingltd.com or visit the website <http://sites.dfkingltd.com/agile>.

This announcement is not a solicitation of consent with respect to any Series of the Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statement, which sets forth a detailed description of the terms of the Consent Solicitation with respect to the relevant Series of the Notes.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons who come into possession of this announcement are required to inform themselves about, and to observe, any such restrictions.

As there is no assurance that the requisite consents necessary for the Proposals will be obtained, shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the consent fee, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for any Series of the Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

By Order of the Board
Agile Property Holdings Limited
KWANG Chin Kheng
Company Secretary

Hong Kong, October 22, 2015

As at the date of this announcement, the board of directors of the Company comprises fourteen members, which are Mr. Chen Zhuo Lin (Chairman and President), Mr. Chan Cheuk Yin** (Vice Chairperson), Madam Luk Sin Fong, Fion** (Vice Chairperson), Mr. Chan Cheuk Hung*, Mr. Huang Fengchao*, Mr. Liang Zhengjian*, Mr. Chen Zhongqi*, Mr. Chan Cheuk Hei**, Mr. Chan Cheuk Nam**, Dr. Cheng Hon Kwan#, Mr. Kwong Che Keung, Gordon#, Mr. Cheung Wing Yui, Edward#, Mr. Hui Chiu Chung, Stephen# and Mr. Wong Shiu Hoi, Peter#.*

* *Executive Directors*

** *Non-executive Directors*

Independent non-executive Directors