
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Agile Property Holdings Limited** (the “Company”), you should at once hand this circular and accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



雅居樂

AGILE PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at Salon 5, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 20 June 2016 at 2:30 p.m. is set out in Appendix to this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such case, the proxy form previously submitted shall be deemed to be revoked.

27 May 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix — Notice of Extraordinary General Meeting	7

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise.

“BBS”	Bronze Bauhinia Star;
“Board”	the board of Directors of the Company;
“Change of Company Name”	the proposed change of the English name of the Company from “Agile Property Holdings Limited” to “Agile Group Holdings Limited” and the proposed change of the dual foreign name in Chinese of the Company from “雅居樂地產控股有限公司” to “雅居樂集團控股有限公司”;
“Company”	Agile Property Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	the directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Salon 5, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 20 June 2016 at 2:30 p.m. for the Shareholders to consider and, if thought fit, approve, the Change of Company Name;
“EGM Notice”	the notice of EGM set out in Appendix to this circular;
“GBS”	Gold Bauhinia Star;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“JP”	Justice of the Peace;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“OBE”	Officer of the Order of the British Empire;
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	the holder(s) of the Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.



雅居樂

AGILE PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

Directors:

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. Chen Zhongqi*
Mr. Chan Cheuk Hei**
Mr. Chan Cheuk Nam**
Dr. Cheng Hon Kwan[#] *GBS, OBE, JP*
Mr. Kwong Che Keung, Gordon[#]
Mr. Cheung Wing Yui, Edward[#] *BBS*
Mr. Hui Chiu Chung, Stephen[#] *JP*
Mr. Wong Shiu Hoi, Peter[#]

* Executive Directors

** Non-executive Directors

Independent Non-executive Directors

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal office in the PRC:

33rd Floor, Agile Center
26 Huaxia Road
Zhujiang New Town
Tianhe District, Guangzhou City
Guangdong Province
PRC
Postal Code: 510623

*Principal place of business
in Hong Kong:*

33rd Floor, Citibank Tower
3 Garden Road
Central
Hong Kong

27 May 2016

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the announcement of the Company dated 23 May 2016 in respect of the Change of Company Name. The purpose of this circular is to provide you with information on the resolution to be proposed at the EGM regarding the Change of Company Name and to give you EGM Notice.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Agile Property Holdings Limited” to “Agile Group Holdings Limited”, and to change its dual foreign name in Chinese from “雅居樂地產控股有限公司” to “雅居樂集團控股有限公司”.

3. CONDITIONS FOR THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

4. REASONS FOR THE CHANGE OF COMPANY NAME

The Group is principally engaged in property development, property management, hotel operations and property investment.

With further development and expansion of the business scope of the Group, the Board considers that the Change of Company Name will reflect the future strategy of the Group. In addition, the new name can also refresh the Company’s corporate image and identity.

The Board is of the opinion that the Change of Company Name will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

5. EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and/or its financial position. All existing share certificates of the Company in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be effective and evidence of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing its new name and the new dual foreign name in Chinese. Upon the Change of Company Name becoming effective, any new share certificates of the Company will be issued under its new name and new dual foreign name in Chinese.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the shares of the Company will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name for trading in the Shares as and when appropriate.

6. EGM

The EGM Notice is set out in Appendix to this circular.

In compliance with the Listing Rules, the resolution will be voted by way of a poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish and in such case, the proxy form previously submitted shall be deemed to be revoked.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolution as set out in the EGM Notice.

By Order of the Board
Agile Property Holdings Limited
CHEN Zhuo Lin
Chairman and President



雅居樂

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 Agile Property Holdings Limited (the “**Company**”) will be held at Salon 5, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 20 June 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, to pass (with or without modification) the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Agile Property Holdings Limited” to “Agile Group Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “雅居樂地產控股有限公司” to “雅居樂集團控股有限公司” with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company or Company Secretary be and are hereby authorised to do all such acts, deeds and things and execute all documents as he/she/they consider necessary or expedient to give effect to such proposed change of Company names and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Agile Property Holdings Limited
CHEUNG SUM SAM
Company Secretary

Hong Kong, 27 May 2016

Principal place of office in the PRC:

33rd Floor, Agile Center
26 Huaxia Road
Zhujiang New Town
Tianhe District, Guangzhou City
Guangdong Province
PRC
Postal Code: 510623

Principal place of business in Hong Kong:

33rd Floor, Citibank Tower
3 Garden Road
Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting or any adjournment thereof is entitled to appoint another person as his/her proxy to attend and vote for him/her. A shareholder who is the holder of two or more shares in the share capital of the Company may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. In order to be valid the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with 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 fixed for holding the meeting or any adjournment thereof.
3. The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
4. Completion and return of proxy form will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof should he/she so wish and in such case, the proxy form shall be deemed to be revoked.