

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy any securities in the United States, outside the United States to U.S. persons or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or outside the United States to any U.S. persons absent registration or an applicable exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company and management, as well as financial statements. No public offering of securities is to be made by the Company in the United States.



Evergrande Real Estate Group Limited

恒大地产集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3333)

PROPOSED ISSUE OF US\$ SENIOR NOTES

The Company proposes to conduct an international offering of US\$ senior notes.

The pricing of the proposed Notes, including the aggregate principal amount, the offer price for the Notes and interest rates, will be determined through a book building exercise conducted by Goldman Sachs as the sole global coordinator and Goldman Sachs, J.P. Morgan, Deutsche Bank and CMS (HK) as the joint lead managers and the joint bookrunners. Upon finalizing the terms of the Notes, Goldman Sachs, J.P. Morgan, Deutsche Bank and CMS (HK) and the Company, among others, will enter into the Purchase Agreement.

The Company intends to use the proceeds of the Notes to refinance the existing indebtedness of the Group.

The Company intends to seek a listing of the Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the Notes has been received from the Stock Exchange.

As the Proposed Notes Issue may or may not materialize, investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of US\$ senior fixed rate notes.

The pricing of the proposed Notes, including the aggregate principal amount, the offer price for the Bonds and interest rates, will be determined through a book building exercise conducted by Goldman Sachs as the sole global coordinator and Goldman Sachs, J.P. Morgan, Deutsche Bank and CMS (HK) as the joint lead managers and the joint bookrunners. The completion of the Proposed Notes Issue is subject to market conditions and investor interest. Upon finalizing the terms of the Notes, Goldman Sachs, J.P. Morgan, Deutsche Bank and CMS (HK) and the Company, among others, will enter into the Purchase Agreement, pursuant to which Goldman Sachs, J.P. Morgan, Deutsche Bank and CMS (HK) will be the initial purchasers of the Notes. The Company will make further announcement in respect of the Proposed Notes Issue upon the execution of the Purchase Agreement.

The Notes have not been and will not be registered under the U.S. Securities Act. The Notes will only be offered (i) in the United States to qualified institutional buyers in reliance on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A of the U.S. Securities Act and (ii) outside the United States to non-U.S. persons (as defined under Regulation S) in compliance with Regulation S under the U.S. Securities Act. None of the Notes will be offered to the public in Hong Kong or be placed to any connected person of the Company.

Use of Proceeds for the Notes Issue

The Proposed Notes Issue is being undertaken to refinance the existing indebtedness of the Group.

Listing

The Company will seek a listing of the Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the Notes has been received from the Stock Exchange.

GENERAL

As the Proposed Notes Issue may or may not materialize, investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors;
“CMS (HK)”	China Merchants Securities (HK) Co., Limited, one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes;
“Company”	Evergrande Real Estate Group 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;
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch, one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes;
“Directors”	the directors of the Company;
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C., the sole global coordinator and one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes;
“Group”	the Company and its subsidiaries;
“J.P. Morgan”	J.P. Morgan Securities plc, one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Initial Purchasers”	Goldman Sachs, J.P. Morgan, Deutsche Bank and CMS (HK);

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notes”	US\$ senior notes to be issued by the Company;
“PRC”	the People’s Republic of China;
“Proposed Notes Issue”	the proposed issue of the Notes by the Company;
“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, Goldman Sachs, J.P. Morgan, Deutsche Bank and CMS (HK) in relation to the Proposed Notes Issue;
“Securities Act”	the United States Securities Act of 1933, as amended;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“US\$”	United States dollars, the lawful currency of the United States of America.

By order of the Board
Evergrande Real Estate Group Limited
Hui Ka Yan
Chairman

Hong Kong, 23 October 2013

As at the date of this announcement, the executive Directors are Mr. Hui Ka Yan, Mr. Xia Haijun, Mr. Li Gang, Mr. Tse Wai Wah, Mr. Xu Wen and Mr. Lai Lixin, and the independent non-executive Directors are Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi.