

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Evergrande Real Estate Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 PAYMENT OF 2012 DIVIDEND

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the Extraordinary General Meeting to be held at Ballroom, Level 3, JW Marriot Hotel, Pacific Place, 88 Queensway, Hong Kong on 21 October 2013 at 3 p.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the Extraordinary General Meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof (as the case may be) should you so wish.

3 October 2013

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DEFINITIONS

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

“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Evergrande Real Estate Group Limited (恒大地產集團有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and to consider and, if thought fit, approve, among other things, the Proposed Dividend Payment
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	1 October 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Dividend Payment”	the proposed payment of a final dividend of RMB0.1429 (equivalent to HK\$0.1802) per Share for the financial year ended 31 December 2012
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of US\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Hui Ka Yan (*Chairman*)

Mr. Xia Haijun (*Vice Chairman and President*)

Mr. Li Gang (*Vice Chairman and
Standing Vice President*)

Mr. Tse Wai Wah

Mr. Xu Wen

Mr. Lai Lixin

Independent Non-executive Directors:

Mr. Chau Shing Yim, David

Mr. He Qi

Ms. Xie Hongxi

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal place of business in the PRC:

43rd Floor,

Evergrande International Centre

No. 78 Huangpu Avenue West

Guangzhou, Guangdong Province

China (Postal Code: 510620)

Principal place of business in Hong Kong:

Suites 1501-1507

One Pacific Place

88 Queensway, Hong Kong

3 October 2013

To the Shareholders:

Dear Sir or Madam,

PROPOSED DIVIDEND PAYMENT

INTRODUCTION

The purpose of this circular is to provide you with information regarding a resolution to be proposed at the Extraordinary General Meeting relating to the Proposed Dividend Payment.

LETTER FROM THE BOARD

PROPOSED DIVIDEND PAYMENT

The Board is pleased to announce that at the Board meeting held on 2 October 2013, the Board has resolved to recommend the payment of a 2012 final dividend of RMB0.1429 (equivalent to HK\$0.1802) per Share.

The Proposed Dividend Payment is subject to approval by the Shareholders at a general meeting to be convened to approve the Proposed Dividend Payment.

For the calculation of the dividend payment, an exchange rate based on the median exchange rate for RMB and HK\$ announced by the People's Bank of China on 30 September 2013 of HK\$1.00 to RMB0.79287 was used.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 5 to 6 of this circular.

Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

CLOSURE OF THE SHAREHOLDERS' REGISTER

For the purpose of determining the list of shareholders who are entitled to attend and vote at the Extraordinary General Meeting, the shareholders' register of the Company will be closed from Thursday, 17 October 2013 to Monday, 21 October 2013. No transfer of shares of the Company will be registered during that period. In order to qualify to attend and vote at the Extraordinary General Meeting, all instruments of transfer together with the relevant share certificate(s) must be lodged with the office of the Company's branch share registrar in Hong

LETTER FROM THE BOARD

Kong, Computershare Hong Kong Investor Services Limited, at shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 16 October 2013.

For the purpose of ascertaining entitlement to the final dividend for the year ended 31 December 2012, the register of members of the Company will be closed from 25 October 2013 to 28 October 2013, both days inclusive. In order to be entitled to the dividend for the year ended 31 December 2012, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 24 October 2013.

It is expected that the proposed 2012 final dividend will be paid to the Shareholders on or before 5 November 2013 whose names appeared on the register of members of the Company on 25 October 2013 after the approval of the Proposed Dividend Payment at the Extraordinary General Meeting.

Yours faithfully

For and on behalf of

EVERGRANDE REAL ESTATE GROUP LIMITED

Hui Ka Yan

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



恒大地产集团®

EVERGRANDE REAL ESTATE GROUP

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)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Evergrande Real Estate Group Limited (the “Company”) will be held at 3 p.m. on Monday, 21 October 2013 at Ballroom, Level 3, JW Marriot Hotel, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

ORDINARY BUSINESS

“THAT

- (a) the payment of a 2012 dividend of RMB0.1429 (equivalent to HK\$0.1802) per share be and is hereby approved; and
- (b) any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her to be incidental to, ancillary to or in connection with the matters contemplated in this resolution.”

By Order of the Board
Hui Ka Yan
Chairman

Hong Kong, 3 October 2013

Notes:

- 1. A form of proxy for use at the meeting is enclosed herewith.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- 3. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

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