
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)

**(1) RENEWAL OF GENERAL MANDATES
TO ISSUE SHARES AND TO BUY BACK SHARES,
(2) RE-ELECTION OF DIRECTORS
(3) CHANGE OF COMPANY NAME
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 3:00 p.m. on Thursday, 16 June 2016 at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong is set out at pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, 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 later than 48 hours before the time appointed for the holding of the annual general 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 said meeting or any adjourned meeting thereof should you so wish.

17 May 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement on the Share Buy-back Mandate	9
Appendix II — Details of the Directors to be re-elected	12
Notice of Annual General Meeting	14

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Thursday, 16 June 2016 at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong, for the purpose of considering and if thought fit, approving the resolutions proposed in this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the English name of the Company from “Evergrande Real Estate Group Limited” to “China Evergrande Group” and the change of the dual foreign name of the Company from “恒大地產集團有限公司” to “中國恒大集團”;
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“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;
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with new shares and other securities, representing 20% of the total number of shares of the Company in issue as at the date of passing of the relevant resolutions;
“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;

DEFINITIONS

“Latest Practicable Date”	13 May 2016, 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;
“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;
“Share Buy-back Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to buy back shares of the Company up to a maximum of 10% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution;
“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;
“US\$”	United States dollar, the lawful currency of the United States; and
“%”	per cent.



恒大地產集團®

EVERGRANDE REAL ESTATE GROUP

Evergrande Real Estate Group Limited

恒大地產集團有限公司

(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*)
Ms. He Miaoling
Mr. Tse Wai Wah
Mr. Xu Wen
Mr. Huang Xiangui

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

17 May 2016

To the Shareholders:

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES
TO ISSUE SHARES AND TO BUY BACK SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) CHANGE OF COMPANY NAME,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the renewal of the general mandates to allot, issue and deal with the Shares and to buy back Shares, the re-election of Directors and the Change of Company Name.

At the Annual General Meeting, resolutions will be proposed, among others, for the Shareholders to approve (i) the renewal of the General Mandate and the Share Buy-back Mandate; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; (iii) the re-election of Directors, and (iv) the Change of Company Name.

RENEWAL OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

General mandate to issue Shares

At the annual general meeting of the Company held on 12 June 2015, an ordinary resolution was passed giving a general mandate to the Directors to allot and issue up to 3,129,948,180 Shares, representing 20% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, no Shares have been issued under such general mandate to issue Shares.

Share Buy-back Mandate

At the annual general meeting of the Company held on 12 June 2015, an ordinary resolution was passed giving a general mandate to the Directors to buy back up to 1,564,974,090 Shares, representing 10% of the total number of shares of the Company in issue as at the date of the passing of the relevant resolution. During the month of July 2015, the Company repurchased on the market 1,150,616,000 Shares in aggregate under such share buy back mandate.

At the extraordinary general meeting held on 18 September 2015, the Company refreshed the share buy-back mandate to enable the Company to buy back up to 1,451,027,090 Shares, representing 10% of the issued share capital of the Company as at the date of the passing of the resolution to refresh the share buy-back mandate. Between October and December 2015, the Company repurchased in aggregate 772,697,000 Shares and in January 2016, the Company repurchased a further 127,665,000 Shares.

The general mandates to issue and buy back Shares will expire at the conclusion of the forthcoming Annual General Meeting. At the Annual General Meeting, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue Shares representing 20% of the total number of shares of the Company in issue as at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual

LETTER FROM THE BOARD

general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company;

- (b) to grant the Share Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 13,677,274,900 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Share Buy-back Mandate and assuming there is no change to the number of issued shares of the Company prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 1,367,727,490 Shares, being 10% of the total number of shares of the Company in issue as at the date of the passing of the resolution in relation thereof. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Share Buy-back Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Share Buy-back Mandate at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

Pursuant to Article 16.18 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being will retire from office by rotation. The retiring Directors will be eligible for re-election. Pursuant to Article 16.18 of the Articles of Association, Mr. Hui Ka Yan, Mr. Xia Haijun and Ms. He Miaoling will retire at the forthcoming Annual General Meeting, and being eligible, will offer themselves for re-election.

The biographical details of such re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Evergrande Real Estate Group Limited” to “China Evergrande Group” and to change the dual foreign name of the Company from the change of the dual foreign name of the Company from “恒大地產集團有限公司” to “中國恒大集團”.

Conditions for the Change of Company Name

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

- (a) the Shareholders approving the proposed Change of Company Name by way of a special resolution; and
- (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the passing of the special resolution approving the Change to Company Name by the Shareholders. A certificate of change of name will be issued by the Registrar of Companies in the Cayman Islands upon the filing of the special resolution. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Company has in recent years diversified its businesses and the businesses of the Group now encompass property development, finance, internet, healthcare, culture and tourism. Although property development remains the core business of the Company, the Directors consider that the proposed Change of Company Name will better reflect the diversified business strategy and corporate identity of the Company.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall, after the Change of Company Name having become effective, continue to be evidence of the title of the securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Share certificates of the Company which are issued after the Change of Company Name having become effective will be in the new name of the Company. The Company will make further announcement in respect of the change in the stock short name of the Company for trading purpose (if any). Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the results of the general meeting to approve the Change of Company Name, the effective date of the Change of Company Name.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 3:00 p.m. on Thursday, 16 June 2016 at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular.

A form of proxy for use in connection with the Annual General Meeting is enclosed herewith. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, 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 the holding of the Annual General Meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the Annual General Meeting will be by poll.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 14 June 2016 to 16 June 2016, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 13 June 2016.

For determining entitlement to the proposed final dividend, the register of members of the Company will be closed from 22 June 2016 to 24 June 2016, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all share transfers, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 21 June 2016.

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 Group. The Directors, having made all reasonable enquiries, confirm

LETTER FROM THE BOARD

that to the best of their knowledge and belief the information contained in this document 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 document misleading.

RECOMMENDATION

The Directors consider that the renewal of the General Mandate and the Share Buy-back Mandate and the re-election of Directors are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
For and on behalf of
EVERGRANDE REAL ESTATE GROUP LIMITED
Hui Ka Yan
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Share Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 13,677,274,900 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that there is no change in the number of issued shares of the Company during the period from the Latest Practicable Date to the Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 1,367,727,490 Shares, being 10% of the total number of shares of the Company in issue as at the date of the passing of the relevant resolution at the Annual General Meeting.

2. REASONS FOR SHARE BUY BACK

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a buy back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY BACK

The Company is empowered by its memorandum and articles of association to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share buy back may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Law, out of capital of the Company. The amount of premium payable on the buy back of Shares may only be paid out of either the profits or out of the share premium of the Company or subject to the Companies Law, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy back by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

In the event that the proposed share buy back were to be carried out in full at any time during the proposed buy back period, the working capital position and the gearing levels of the Company may be affected. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make the buy back pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

6. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Hui Ka Yan and his associates were interested in approximately 74.33% of the issued shares of the Company. In the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buy-back Mandate, the aggregate percentage shareholdings of Mr. Hui Ka Yan and his close associates would increase to approximately 82.59%. Accordingly, such increases would not trigger any mandatory offer obligation under Rules 26 of the Takeovers Code.

The Directors do not intend to buy back Shares to the extent that the Company cannot satisfy its minimum requirement for public float.

7. SHARE BUY BACK BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has purchased in aggregate 900,362,000 Shares on the Stock Exchange. Details of the purchases are as follows:

Month of repurchase	Number of Shares repurchased	Highest price per Share HK\$	Lowest price per Share HK\$	Aggregate purchase price HK\$
October 2015	115,827,000	5.69	5.18	630,095,260
November 2015	469,260,000	6.61	5.93	2,969,308,640
December 2015	187,610,000	6.81	5.90	1,227,824,400
January 2016	<u>127,665,000</u>	6.70	5.91	<u>821,992,990</u>
	<u>900,362,000</u>			<u>5,649,221,290</u>

8. SHARE PRICES

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest HK\$	Lowest HK\$
2015		
May	8.40	4.94
June	5.45	4.11
July	5.50	3.04
August	5.34	4.21
September	5.17	4.27
October	5.98	4.49
November	6.85	5.93
December	6.83	5.45
2016	6.72	4.79
January	6.30	5.10
February	5.43	4.70
March	6.30	5.10
April	6.13	5.55
May (up to the Latest Practicable Date)	5.77	5.13

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Hui Ka Yan, aged 57, is the Chairman of the Board. Mr. Hui is responsible for organizing the overall development strategies of the Group. He has over 30 years of experience in real estate investment, property development and corporate management. Currently, Mr. Hui is a member of the 12th National Committee of the Chinese People's Political Consultative Conference and also the vice-chairman of the China Enterprise Confederation, China Enterprise Directors Association and China Real Estate Association. He was accredited as a "National Model Worker" (one of the highest civilian honors in China) by the State Council. He graduated from Wuhan University of Science and Technology in 1982, and was awarded an honorary doctorate degree in commerce by the University of West Alabama in 2008. Mr. Hui has been a professor in management in Wuhan University of Science and Technology since 2003 and was appointed as doctoral tutor of that university in 2010.

Mr. Hui held no other directorships in any listed public companies in the last three years. Mr. Hui does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Hui is interested in 74.33% of the issued share capital of the Company. Save as disclosed, Mr. Hui does not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Hui has entered into a service contract with the Company subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Hui is receiving a Director's fee of RMB251,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

Mr. Xia Haijun, aged 51, is Vice president of the Board and Chief Executive Officer of the Group. Mr. Xia has over 20 years of experience in property development and corporate management. Mr. Xia takes full charge of our daily operations, including administration and information management, financial management, treasury management, large-scale projects cooperation and investor relationship, etc. Mr. Xia graduated from Jinan University with a master degree in business administration in 1998 and a doctor's degree in industrial economy in 2001.

Mr. Xia joined us as our chief executive officer in June 2007 and was elected as an executive Director on 6 March 2008.

Mr. Xia held no other directorships in any listed public companies in the last three years. Mr. Xia does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Xia is interested in 100,000,000 options to subscribe for Shares in the Company, representing approximately 0.73% of the issued share capital of the Company. Save as disclosed, Mr. Xia does not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Xia has entered into a service contract with the Company subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Xia is receiving a Director's fee of RMB251,000 per annum, the total emoluments and discretionary bonus Mr. Xia received as the chief executive officer was RMB168,004,000, which was determined by reference to his duties and responsibilities with the Company.

Ms. He Miaoling, age 50, is an executive Director and vice president. Ms. He is responsible for the Group's marketing management and business administration for property projects. She has more than 16 years of experience in marketing strategies and brand promotion in the property projects. Ms. He joined the Group in August 1997, and has a bachelor's degree in applied mathematics and a master's degree in engineering management.

Ms. He was a director of the Company between 14 October 2009 and 23 June 2012. Save as disclosed, Ms. He has not been a director of any other listed companies in the past three years preceding the date of this announcement.

Ms. He has entered into a service contract with the Company for a term of three years, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Ms. He will receive a Director's fee of RMB240,000 per annum, the total emoluments, together with discretionary bonus, was RMB8,108,000, which was determined by the Board with reference to her experience, duties and responsibilities in the Company as well as the current market rate.

Ms. He has no relationship with any Directors, senior management or substantial shareholders of the Company. As at the Latest Practicable Date, Ms. He is interested in 12,335,000 options to subscribe for Shares in the Company, representing approximately 0.09% of the issued share capital of the Company. Save as disclosed, Ms. He does not have any other interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

GENERAL

None of retiring Directors has been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to their re-election that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Evergrande Real Estate Group Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 16 June 2016 at Island Ballroom, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the year ended 31 December 2015;
2. To declare a final dividend of RMB0.38 per share for the year ended 31 December 2015;
3. To re-elect the following Directors:
 - (a) Mr. Hui Ka Yan as an executive Director;
 - (b) Mr. Xia Haijun as an executive Director;
 - (c) Ms. He Miaoling as an executive Director.
4. To authorise the board of Directors to fix the Directors’ remuneration;
5. To re-appoint PricewaterhouseCoopers as the auditors of the Company and authorise the board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation gives to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**); or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or

NOTICE OF ANNUAL GENERAL MEETING

other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”;

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”; and

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution no. 6 be and is hereby extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 7, provided that such number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

9. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“(a) **THAT** subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Evergrande Real Estate Group Limited” to “China Evergrande Group” and the dual foreign name of the Company be changed from “恒大地產集團有限公司” to “中國恒大集團”; and

(b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

By Order of the Board
Hui Ka Yan
Chairman

Hong Kong, 17 May 2016

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company’s Hong Kong branch share registrar, 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 appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
4. The register of members of the Company will be closed from 14 June 2016 to 16 June 2016 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be

NOTICE OF ANNUAL GENERAL MEETING

lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13 June 2016.

As at the date of this notice, the board of Directors comprises nine members, of which Mr. Hui Ka Yan, Mr. Xia Haijun, Ms. He Miaoling, Mr. Tse Wai Wah, Mr. Xu Wen and Mr. Huang Xiangui are the executive Directors; and Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi are the independent non-executive Directors.