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**CHINA EVERGRANDE GROUP**

**中國恒大集團**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3333)**

**(1) EXCHANGE OFFER  
FOR OUTSTANDING SENIOR NOTES**

**(i) 8.75% SENIOR NOTES DUE 2018**  
**(ISIN (144A/Reg S): US300151AB32/USG3225AAD57,**  
**Common Code (144A/Reg S): 098624279/098129359,**  
**CUSIP (144A/Reg S): 300151AB3/G3225AAD5)**

**(ii) 12.0% SENIOR NOTES DUE 2020**  
**(ISIN (Reg S): XS1165146488, Common Code (Reg S): 116514648)**

**(iii) 7.80% SENIOR PRIVATE NOTES DUE 2019**  
**(ISIN (Reg S): XS1342921993, Common Code (Reg S): 134292199)**

**(iv) 8.0% SENIOR NOTES DUE 2019**  
**(ISIN (Reg S): XS1344520561, Common Code (Reg S): 134452056)**

**AND**

**(2) PROPOSED ISSUANCE OF NEW NOTES**

On June 8, 2017, the Company commenced the Exchange Offer with respect to the Old Notes held by non-U.S. persons outside the United States. The Exchange Offer is being made upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum.

The Company has mandated Credit Suisse, China CITIC Bank International and Haitong International as Dealer Managers in relation to the Exchange Offer. The Company has also mandated D.F. King as Information and Exchange Agent for the Exchange Offer. For detailed descriptions of the terms and conditions of the Exchange Offer, Eligible Holders should refer to the Exchange Offer Memorandum.

The Company is conducting a Concurrent New Money Issuance for the purpose of refinancing existing indebtedness of the Group and for general corporate purposes.

The Company expects that any Additional New Notes sold in the Concurrent New Money Issuance will be sold at an issue price that is equal to or greater than 100% of the principal amount of such New Notes sold.

Upon issuance, any Additional New Notes sold in the Concurrent New Money Issuance will be on the same terms and form a single series with the corresponding New Notes issued in the Exchange Offer.

Depending on market conditions and the Company's financing arrangements, the Company intends to exercise its redemption rights under the Indentures governing the Old Notes.

The Company will seek a listing of the New Notes on the SGX-ST. Application has been made to the SGX-ST for the listing and quotation of the New Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and the listing and quotation of the New Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Exchange Offer, the Company or the New Notes. No listing of the New Notes has been sought in Hong Kong.

**Shareholders, Eligible Holders of the Old Notes and potential investors should note that completion of the Exchange Offer and the Concurrent New Money Issuance is subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance as set forth in the Exchange Offer Memorandum and summarized in the announcement. No assurance can be given that the Exchange Offer and the Concurrent New Money Issuance will be completed and the Company reserves the right to amend, withdraw or terminate the Exchange Offer and the Concurrent New Money Issuance with or without conditions.**

**The Company may, in its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance. As the Exchange Offer and the Concurrent New Money Issuance may or may not proceed, shareholders, holders of the Old Notes and potential investors should exercise caution when dealing in the securities of the Company or the Old Notes.**

**THE EXCHANGE OFFER IS NOT BEING CONDUCTED IN A MANNER ELIGIBLE FOR THE EXCHANGE AND TENDER OFFER PROCEDURES OF DTC. To participate in the Exchange Offer, an Eligible Holder with Old Notes held directly in DTC must either hold such Old Notes through a direct participant in Euroclear or Clearstream or arrange for the transfer of its Old Notes under DTC so that they are held through a Euroclear or Clearstream direct participant. U.S. PERSONS (AS DEFINED UNDER REGULATION S) AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER OLD NOTES IN THE EXCHANGE OFFER.**

## **THE EXCHANGE OFFER**

### **Introduction**

The Company is offering to exchange its Old Notes held by Eligible Holders in accordance with the terms and conditions as set out in the Exchange Offer Memorandum and as summarized under the “Summary of Terms of the Exchange Offer” section below.

The Exchange Offer is subject to certain conditions as described in the Exchange Offer Memorandum, including an affirmative determination by the Company that consummating any Exchange Offer is in its best interests.

Notwithstanding anything to the contrary contained herein, but subject to applicable law, the Company may, in its sole and absolute discretion, terminate, waive, extend, amend or modify the Exchange Offer, in each case in whole or in part, at any time before the Settlement Date.

In addition to the Exchange Offer, the Company is conducting a separate Concurrent New Money Issuance to issue and sell Additional New Notes to Eligible Holders. Credit Suisse, China CITIC Bank International and Haitong International are acting as the joint lead managers and joint bookrunners in connection with the Concurrent New Money Issuance.

The Exchange Offer is not being made within, and the Exchange Offer Memorandum is not for distribution in the United States or to any U.S. person (as defined under Regulation S). The Exchange Offer Memorandum is not an offer of securities for sale in the United States or to any U.S. person (as defined under Regulation S) or any other jurisdiction where it is unlawful to offer such securities, including the New Notes and any guarantees with respect thereto, for sale. Securities may not be offered, sold or delivered in the United States absent registration or an exemption from registration. The New Notes and the related guarantees have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to any U.S. person (as defined under Regulation S).

## **Summary of Terms of the Exchange Offer**

Upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum, the Company is offering to exchange: its Existing 2018 Notes, Existing 2020 Notes, Existing 2019 Private Notes and Existing 2019 Notes for New 2021 Notes, New 2023 Notes and New 2025 Notes.

Holders of the Old Notes validly accepted and exchanged in the Exchange Offer will, from and including the Settlement Date, waive any and all rights with respect to the Old Notes (other than the right to receive the relevant components of the applicable Exchange Consideration) and will release and discharge the Company from any and all claims such Eligible Holder may have, now or in the future, arising out of or related to such Old Notes, including any and all accrued and unpaid interest thereon.

Each US\$1.00 of accrued interest on the Old Notes will be exchanged for US\$1.00 in principal amount of the New Notes elected to be received by the holder.

### **Exchange Consideration for the Existing 2018 Notes**

For each US\$1,000 principal amount of outstanding Existing 2018 Notes that is validly tendered prior to the Exchange Expiration Deadline and accepted for exchange, holders will receive (a) at their option, New 2021 Notes, New 2023 Notes and/or New 2025 Notes in principal amount of US\$1,043.75, (b) Capitalized Interest and (c) subject in each case to the requirement that any series of New Notes issued to any holder be in a Permitted Denomination, in the event that any tendering holder is entitled to receive New Notes in a principal amount (inclusive of Capitalized Interest) that is not an integral multiple of US\$1,000, cash (rounded to the nearest US\$0.01, with US\$0.005 rounded upwards) in lieu of any fractional amount of the New Notes equal to the principal amount (inclusive of Capitalized Interest) of the New Notes not issued (after rounding downward the amount of the New Notes to the nearest multiple of US\$1,000).

### **Exchange Consideration for Existing 2020 Notes**

For each US\$1,000 principal amount of outstanding Existing 2020 Notes that is validly tendered prior to the Exchange Expiration Deadline and accepted for exchange, holders will receive (a) at their option, New 2021 Notes, New 2023 Notes and/or New 2025 Notes in principal amount of US\$1,150, (b) Capitalized Interest and (c) subject in each case to the requirement that any series of New Notes issued to any holder be in a Permitted Denomination, in the event that any tendering holder is entitled to receive New Notes in a principal amount (inclusive of Capitalized Interest) that is not an integral multiple of US\$1,000, cash (rounded to the nearest US\$0.01, with US\$0.005 rounded upwards) in lieu of any fractional amount of the New Notes equal to the principal amount (inclusive of Capitalized Interest) of the New Notes not issued (after rounding downward the amount of the New Notes to the nearest multiple of US\$1,000).

### **Exchange Consideration for the Existing 2019 Private Notes**

For each US\$1,000 principal amount of outstanding Existing 2019 Private Notes that is validly tendered prior to the Exchange Expiration Deadline and accepted for exchange, holders will receive (a) at their option, New 2021 Notes, New 2023 Notes and/or New 2025 Notes in principal amount to be negotiated with the holder, (b) Capitalized Interest and (c) subject in each case to the requirement that any series of New Notes issued to any holder be in a Permitted Denomination, in the event that any tendering holder is entitled to receive New Notes in a principal amount (inclusive of Capitalized Interest) that is not an integral multiple of US\$1,000, cash (rounded to the nearest US\$0.01, with US\$0.005 rounded upwards) in lieu of any fractional amount of the New Notes equal to the principal amount (inclusive of Capitalized Interest) of the New Notes not issued (after rounding downward the amount of the New Notes to the nearest multiple of US\$1,000).

### **Exchange Consideration for the Existing 2019 Notes**

For each US\$1,000 principal amount of outstanding Existing 2019 Notes that is validly tendered prior to the Exchange Expiration Deadline and accepted for exchange, holders will receive (a) at their option, New 2021 Notes, New 2023 Notes and/or New 2025 Notes in principal amount of US\$1,060, (b) Capitalized Interest and (c) subject in each case to the requirement that any series of New Notes issued to any holder be in a Permitted Denomination, in the event that any tendering holder is entitled to receive New Notes in a principal amount (inclusive of Capitalized Interest) that is not an integral multiple of US\$1,000, cash (rounded to the nearest US\$0.01, with US\$0.005 rounded upwards) in lieu of any fractional amount of the New Notes equal to the principal amount (inclusive of Capitalized Interest) of the New Notes not issued (after rounding downward the amount of the New Notes to the nearest multiple of US\$1,000).

### **Interest Rate**

The minimum interest rates on the New 2021 Notes will be 5.75% per annum, on the New 2023 Notes will be 7.25% per annum and on the New 2025 Notes will be 8.75% per annum. The final interest rates of each of the New 2021 Notes, New 2023 Notes and New 2025 Notes will be set at the pricing of the Concurrent New Money Issuance.

## Summary Timetable

The following summarises the anticipated timetable for the Exchange Offer. This summary is qualified in its entirety by the Company's sole and absolute discretion to any extension, and the right to terminate the Exchange Offer at any time prior to its expiration. All references below are to Hong Kong time, unless otherwise stated.

<b>Date</b>	<b>Event</b>
June 8, 2017	Commencement of the Exchange Offer and announcement via the websites of the HKEX and the SGX-ST, and through Euroclear or Clearstream, as applicable.  Exchange Offer Memorandum delivered to Eligible Holders of the Old Notes who are non-U.S. persons outside the United States.
June 20, 2017 (4:00 p.m., London time)	Exchange Expiration Deadline.  This being the last date and time on which holders of the Old Notes who validly tender Old Notes are eligible to receive the relevant Exchange Consideration, as this is the last date and time for holders of the Old Notes to participate in the Exchange Offer.
As soon as practicable after the Exchange Expiration Deadline	(i) Announcement of the amount of tenders for exchange received prior to the Exchange Expiration Deadline, and the final total aggregate principal amount of New 2021 Notes, New 2023 Notes and New 2025 Notes to be issued to investors in exchange for the Old Notes validly tendered, received and exchanged, (ii) determination of final interest rates of the New Notes and (iii) pricing of the Concurrent New Money Issuance (if any).
On or about June 28, 2017	Settlement and issuance of the New Notes, delivery of the Exchange Consideration to Eligible Holders whose Old Notes have been validly tendered and accepted for exchange.
On or about June 29, 2017	Listing of the New Notes on the SGX-ST.

## **Procedures for Tendering Old Notes**

IMPORTANT NOTICE TO HOLDERS UNDER DTC — THE EXCHANGE OFFER IS NOT BEING CONDUCTED IN A MANNER ELIGIBLE FOR THE EXCHANGE AND TENDER OFFER PROCEDURES OF DTC. To participate in the Exchange Offer, an Eligible Holder with Old Notes held directly in DTC must either hold such Old Notes through a direct participant in Euroclear or Clearstream or arrange for the transfer of its Old Notes under DTC so that they are held through a Euroclear or Clearstream direct participant. U.S. PERSONS (AS DEFINED IN REGULATION S) AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER OLD NOTES IN THE EXCHANGE OFFER.

To participate in the Exchange Offer, each Eligible Holder must validly tender its Old Notes for exchange prior to the Exchange Expiration Deadline pursuant to the procedures described in the Exchange Offer Memorandum.

Each of the Old Notes being tendered for exchange may only be tendered in Permitted Denominations, without taking into account any Capitalized Interest. The principal amount of each of the New Notes to be issued to any Eligible Holder may only be in Permitted Denominations, after taking into account any Capitalized Interest.

Instructions in connection with the Exchange Offer are irrevocable.

## **Conditions to the Exchange Offer**

The obligation of the Company to consummate the Exchange Offer is conditional upon the following:

- there being no material adverse change in the market from the date of the Exchange Offer Memorandum to the Settlement Date;
- substantially simultaneously with the consummation of the Exchange Offer, the consummation of any and all of the Additional New 2021 Notes Offering, the Additional New 2023 Notes Offering and the Additional New 2025 Notes Offering;
- an affirmative determination by the Company that accepting the exchanges, paying the Exchange Consideration and effecting the transactions contemplated hereby are in its best interests;
- the satisfaction or waiver of other conditions described in the Exchange Offer Memorandum; and
- with respect to the New 2025 Notes, the New Notes Issuance Condition has been satisfied.

Subject to applicable law, the Company may terminate or withdraw the Exchange Offer if any of the conditions are not satisfied or waived by the Settlement Date. The Company may also extend the Exchange Offer from time to time until the conditions are satisfied or waived.



## **Purpose of the Exchange Offer and Use of Proceeds**

The principal purpose of the Exchange Offer is to extend the maturity profile of the Company's existing foreign-currency denominated debt, improve its debt structure and lower its finance cost so as to enable the Company to develop more steadily, which would allow the Group to strengthen its balance sheets and cash flows management and to mitigate the potential impact of the PRC foreign-exchange controls on servicing offshore debt.

The Company will not receive any cash proceeds from the Exchange Offer.

## **CONCURRENT NEW MONEY ISSUANCE**

### **Introduction**

The Company is conducting a separate concurrent offering to issue and sell Additional New Notes to Eligible Holders. Credit Suisse, China CITIC Bank International and Haitong International, are acting as the joint lead managers and joint bookrunners in connection with the Concurrent New Money Issuance.

The Company expects that any Additional New Notes sold in the Concurrent New Money Issuance will be sold at an issue price that is equal to or greater than 100% of the principal amount of such New Notes sold.

Upon issuance, any Additional New Notes sold in the Concurrent New Money Issuance will be on the same terms and form a single series with the corresponding New Notes issued in the Exchange Offer.

Depending on market conditions and the Company's financing arrangements, the Company intends to exercise its redemption rights under the Indentures governing the Old Notes.

We expect to announce the pricing terms of the Concurrent New Money Issuance as soon as practicable following any such pricing or, if the Company decides not to proceed with the Concurrent New Money Issuance (or any portion thereof), the Company will announce such decision as soon as practicable following such decision being made. Pricing of the Concurrent New Money Issuance is expected to occur as soon as practicable after the Exchange Expiration Deadline. However, there can be no assurance that the Concurrent New Money Issuance will price at all, and, if it does price, whether it will price with respect to any of the Additional New 2021 Notes Offering, the Additional New 2023 Notes Offering or the Additional New 2025 Notes Offering.



## **New 2025 Notes Issuance Condition**

At the Company's option, the Company may not issue any New 2025 Notes pursuant to the Exchange Offer if the aggregate principal amount of all the New 2025 Notes (including relevant Capitalized Interest) to be issued pursuant to the Exchange Offer and the Concurrent New Money Issuance in aggregate equals an amount less than US\$300,000,000. If no New 2025 Notes are issued as a result of the New 2025 Notes Issuance Condition not being satisfied, all Eligible Holders that elected to receive the New 2025 Notes will, at the Company's option, instead receive an amount of the New 2023 Notes that such Eligible Holder would have received if it had tendered an equal amount of the Old Notes in exchange for the New 2023 Notes.

## **Reason for the Concurrent New Money Issuance**

The Concurrent New Money Issuance is being conducted to refinance existing indebtedness of the Group and for general corporate purposes.

## **Listing of New Notes**

The Company will seek a listing of the New Notes on the SGX-ST. Application has been made to the SGX-ST for the listing and quotation of the New Notes on the SGX-ST. Approval in-principle from, admission to the official list of, and the listing and quotation of the New Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Exchange Offer, the Company or the New Notes. No listing of the New Notes has been sought in Hong Kong.

## **FURTHER DETAILS**

For a detailed statement of the terms and conditions of the Exchange Offer, Eligible Holders should refer to the Exchange Offer Memorandum.

The Company has retained D.F. King as the Information and Exchange Agent for the Exchange Offer. To contact D.F. King in London, +44 20 7920 9700 and in Hong Kong, +852 3953 7230 or via email at [evergrande@dfkingltd.com](mailto:evergrande@dfkingltd.com).

The Exchange Offer Memorandum will be distributed in electronic format to Eligible Holders via the Exchange Website: <https://sites.dfkingltd.com/evergrande>. Any requests for additional copies of the Exchange Offer Memorandum should be directed to D.F. King at the above contact points.

## **INFORMATION ABOUT THE COMPANY**

The Company is the largest real estate development company in China in terms of contracted sales and land reserves in 2016, according to China Real Estate Information Corporation and the land reserve data disclosed by relevant companies in their applicable stock exchange filings. Founded in Guangzhou City, Guangdong Province in 1996, the Group has become a leading national property developer through its economies of scale and widely recognized brand name, under the leadership of its management team. Over the years, the Group's focus on a centralized management system, a

standardized operational model and quality products have allowed it to quickly replicate its success across China. The Group focuses primarily on provincial capitals and other selected cities that the Group believes have high-growth potential. The Group continues to improve its geographical mix by focusing on replenishment of quality land reserves and taking a balanced approach to the distribution of land reserves among first-, second- and third-tier cities. The Group's land reserves cover most of the provincial capitals and municipalities in China. Through its standardized operational model, the Group has been able to simultaneously manage projects in various development and sale stages in 209 cities across China as of 31 December 2016.

## **UPDATE ON INDEBTEDNESS AND OTHER OBLIGATIONS**

Since December 31, 2016, the Group has incurred additional debt in the ordinary course of business to finance its operations and also for refinancing purposes. Subsequent to December 31, 2016 and as of May 31, 2017, the Group has incurred additional material borrowings (net of repayments) in the aggregate amount of not less than RMB100 billion (US\$14 billion).

## **GENERAL**

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. This announcement is provided to you because you are a non-U.S. person outside the United States in accordance with Regulation S. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for each series of Old Notes and/or the New Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property industry and changes in the capital markets in general.

The Company plans to issue the New Notes in exchange for Old Notes validly submitted for exchange and accepted pursuant to the Exchange Offer on or about the Settlement Date.

The distribution of the Exchange Offer Memorandum is restricted by law in certain jurisdictions. Persons who come into possession of the Exchange Offer Memorandum are required to inform themselves of and to observe any of these restrictions. The Exchange Offer Memorandum does not constitute, and may not be used in connection with, an offer to buy Old Notes or New Notes or a solicitation to sell Old Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

**No assurance can be given that the Exchange Offer will be completed and the Company reserves the right, in its sole and absolute discretion, to extend, withdraw or terminate the Exchange Offer and amend, modify or waive any of the terms and conditions of the Exchange Offer, in each case in whole or in part, at any time before their expiration dates. As the Exchange Offer may or may not proceed, noteholders, Holders of the Old Notes and potential investors in any securities of the Company should exercise caution when dealing in the securities of the Company or the Old Notes.**

## DEFINITIONS

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

“2018 Exchange Consideration”	the exchange consideration for the Existing 2018 Notes, details of which are included in the section entitled “Exchange Consideration for the Existing 2018 Notes” in this announcement;
“2020 Exchange Consideration”	the exchange consideration for the Existing 2020 Notes, details of which are included in the section entitled “Exchange Consideration for the Existing 2020 Notes” in this announcement;
“2019 Private Exchange Consideration”	the exchange consideration for the Existing 2019 Private Notes, details of which are included in the section entitled “Exchange Consideration for the Existing 2019 Private Notes” in this announcement;
“2019 Exchange Consideration”	the exchange consideration for the Existing 2019 Notes, details of which are included in the section entitled “Exchange Consideration for the Existing 2019 Notes” in this announcement;
“2018 Indenture”	the indenture dated as of October 30, 2013, as amended and supplemented, governing the Existing 2018 Notes;
“2020 Indenture”	the indenture dated as of February 17, 2016, as amended and supplemented, governing the Existing 2020 Notes;
“2019 Private Indenture”	the indenture dated as of January 8, 2016, as amended and supplemented, governing the Existing Private 2019 Notes;

“2019 Indenture”	the indenture dated as of January 15, 2016, as amended and supplemented, governing the Existing 2019 Notes;
“Additional New 2021 Notes Offering”	the US\$ denominated senior notes due 2021 to be issued by the Company pursuant to the Concurrent New Money Issuance;
“Additional New 2023 Notes Offering”	the US\$ denominated senior notes due 2023 to be issued by the Company pursuant to the Concurrent New Money Issuance;
“Additional New 2025 Notes Offering”	the US\$ denominated senior notes due 2025 to be issued by the Company pursuant to the Concurrent New Money Issuance;
“Additional New Notes”	The notes to be issued pursuant to the Additional New 2021 Notes Offering, Additional New 2023 Notes Offering and Additional New 2025 Notes Offering;
“Board”	the board of Directors of the Company;
“Capitalized Interest”	accrued and unpaid interest on any Old Notes validly tendered and accepted for exchange which will be payable in the form of additional New Notes at the rates as specified in the Exchange Offer Memorandum;
“China CITIC Bank International”	China CITIC Bank International Limited;
“Clearing Systems”	DTC, Euroclear and Clearstream, and “Clearing System” means any one of them;
“Clearstream”	Clearstream Banking S.A.;
“Company”	China Evergrande Group, formerly known as Evergrande Real Estate Group Limited, an exempted company incorporated with limited liability in the Cayman Islands, the shares of which are listed on the main board of the Stock Exchange;
“Concurrent New Money Issuance”	a concurrent offering by the Company to issue and sell additional New Notes that will form a single series with the corresponding New Notes issued in the Exchange Offer;
“Credit Suisse”	Credit Suisse Securities (Europe) Limited;
“Dealer Managers”	Credit Suisse, China CITIC Bank International and Haitong International;
“Director(s)”	the director(s) of the Company;

“DTC”	The Depository Trust Company;
“Eligible Holders”	Holders who are non-U.S. persons (as those terms are defined under Regulation S) located outside the United States and hold the Old Notes through Euroclear or Clearstream, or certain fiduciaries holding accounts for the benefit of non-U.S. persons (as those terms are defined under Regulation S) outside the United States and holding the Old Notes through Euroclear or Clearstream;
“Euroclear”	Euroclear Bank SA/NV;
“Exchange Consideration”	the 2018 Exchange Consideration, the 2020 Exchange Consideration, the 2019 Private Exchange Consideration and the 2019 Exchange Consideration as the case may be;
“Exchange Expiration Deadline”	4:00 p.m., London time, on June 20, 2017, unless extended, amended or earlier terminated in the sole discretion of the Company;
“Exchange Offer”	the offer made by the Company upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum;
“Exchange Offer Memorandum”	the exchange offer memorandum dated June 8, 2017 in relation to the Exchange Offer;
“Exchange Website”	<i><a href="https://sites.dfkintltd.com/evergrande">https://sites.dfkintltd.com/evergrande</a></i> , the website set up by the Information and Exchange Agent for the purposes of hosting the documents relating to the Exchange Offer.
“Existing 2018 Notes”	the Company’s outstanding 8.75% Senior Notes due 2018 (ISIN (144A/Reg S): US300151AB32/USG3225AAD57, Common Code (ISIN (144A/Reg S): 098624279/098129359), CUSIP (144A/Reg S: 300151AB3/G3225AAD5));
“Existing 2019 Private Notes”	the Company’s outstanding 7.80% Senior Notes due 2019 (ISIN (Reg S): XS1342921993, Common Code (Reg S): 134292199);
“Existing 2019 Notes”	the Company’s outstanding 8.0% Senior Notes due 2019 (ISIN (Reg S): XS1344520561, Common Code (Reg S): 134452056);
“Existing 2020 Notes”	the Company’s outstanding 12.0% Senior Notes due 2020 (ISIN (Reg S): XS1165146488, Common Code (Reg S): 116514648);
“Group”	the Company and its subsidiaries;
“Haitong International”	Haitong International Securities Company Limited;

“Holders”	holder(s) of the relevant series of the Old Notes; and “Holder” means any one of them;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Indentures”	the 2018 Indenture, the 2020 Indenture, the 2019 Private Indenture and the 2019 Indenture;
“Information and Exchange Agent”	D.F. King, the information and exchange agent for the Exchange Offer;
“New 2021 Notes”	the US\$ denominated senior notes due 2021 to be issued by the Company, to be exchanged in accordance with the Exchange Offer for those Old Notes that are accepted for exchange by the Company;
“New 2023 Notes”	the US\$ denominated senior notes due 2023 to be issued by the Company, to be exchanged in accordance with the Exchange Offer for those Old Notes that are accepted for exchange by the Company;
“New 2025 Notes”	the US\$ denominated senior notes due 2025 to be issued by the Company, to be exchanged in accordance with the Exchange Offer for those Old Notes that are accepted for exchange by the Company;
“New Notes”	the New 2021 Notes, the New 2023 Notes and the New 2025 Notes;
“Old Notes”	the Existing 2018 Notes, the Existing 2020 Notes, the Existing 2019 Private Notes and the Existing 2019 Notes;
“Permitted Denominations”	US\$200,000 and integral multiples of US\$1,000 in excess thereof;
“PRC”	the People’s Republic of China, excluding for purposes of this announcement, Hong Kong;
“Regulation S”	Regulation S under the U.S. Securities Act;
“Settlement Date”	the date of settlement which is expected to occur on or about the fifth business day following the Exchange Expiration Deadline, unless the Exchange Offer is extended or earlier terminated;
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“U.S.” or “United States”	The United States of America;
“U.S. Securities Act”	the United States Securities Act of 1933, as amended;

“US\$” United States dollars, the lawful currency of the United States; and  
“%” per cent.

By order of the board  
**China Evergrande Group**  
**Hui Ka Yan**  
*Chairman*

Hong Kong, June 8, 2017

*As at the date of this announcement, the executive Directors are Mr. Hui Ka Yan, Mr. Xia Haijun, Ms. He Miaoling, Mr. Pan Darong, Mr. Huang Xiangui and Mr. Shi Junping, and the independent non- executive Directors are Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi.*