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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 China Evergrande Group, 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.

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

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

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A notice convening the annual general meeting of the Company to be held at 3:00 p.m. on Thursday, 15 June 2017 at Salon 5, JW Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out at pages 14 to 17 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.

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## DEFINITIONS

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*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, 15 June 2017 at Salon 5, JW Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, 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;
“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”	China Evergrande Group (中國恒大集團), 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;
“Latest Practicable Date”	26 April 2017, 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;

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## DEFINITIONS

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“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.



**CHINA EVERGRANDE GROUP**

**中國恒大集團**

*(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. Pan Darong  
Mr. Huang Xiangui  
Mr. Shi Junping

*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

2 May 2017

*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  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**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 and the re-election of Directors.

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## LETTER FROM THE BOARD

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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; and (iii) the re-election of Directors.

### **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 16 June 2016, an ordinary resolution was passed giving a general mandate to the Directors to allot and issue up to 2,736,180,900 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 16 June 2016, an ordinary resolution was passed giving a general mandate to the Directors to buy back up to 1,368,090,490 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. Since the granting of the Share Buy-back Mandate and up to the Latest Practicable Date, the Company repurchased on the market 722,972,000 Shares in aggregate under such share buy-back mandate.

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. Based on 13,722,827,900 Shares in issue (including 722,972,000 repurchased Shares that have not been cancelled) as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased and that all the repurchased Shares have been cancelled prior to the date of the Annual General Meeting, the Directors will be authorised to issue 2,609,971,180 Shares pursuant to the new General Mandate. The General 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;
- (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 13,772,827,900 Shares (including 722,972,000 repurchased Shares that have not been cancelled). Subject to the passing of the proposed ordinary resolution

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## LETTER FROM THE BOARD

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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 assuming that all the repurchased Shares have been cancelled prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 1,304,985,590 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 16.2 of the Articles of Association, any Director appointed to fill a casual vacancy shall only office until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Pan Darong was appointed on 30 August 2016 to fill the vacancy left by the resignation of Mr. Tse Wai Wah, and Mr. Shi Junping was appointed on 25 April 2017 to fill the vacancy left by the resignation of Mr. Xu Wen. Accordingly, Mr. Pan and Mr. Shi will retire at the forthcoming Annual General Meeting, and being eligible, will offer themselves for re-election.

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, Ms. He Miaoling, Mr. Huang Xiangui, Mr. He Qi and Ms. Xie Hongxi 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.

### ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 3:00 p.m. on Thursday, 15 June 2017 at Salon 5, JW Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, 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 17 of this circular.

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## LETTER FROM THE BOARD

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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 9 June 2017 to 15 June 2017, 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 8 June 2017.

### **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 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  
**CHINA EVERGRANDE GROUP**  
**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:

### **SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 13,772,827,900 Shares in issue (including 722,972,000 repurchased Shares that have not been cancelled. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that all the repurchased Shares have been cancelled and 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 1,304,985,590 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.

### **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.

### **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.

#### **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.

#### **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.

#### **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 73.89% 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 82.10%. 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.

**SHARE BUY BACK BY THE COMPANY**

During the six months preceding the Latest Practicable Date, the Company has purchased in aggregate 722,972,000 Shares on the Stock Exchange. Details of the purchases are as follows:

<b>Month of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Highest price per Share <i>HK\$</i></b>	<b>Lowest price per Share <i>HK\$</i></b>	<b>Aggregate purchase price</b>
March 2017	33,692,000	6.80	6.21	221,855,930
April 2017	<u>689,280,000</u>	9.31	8.00	<u>6,066,505,690</u>
	<u><u>722,972,000</u></u>			<u><u>6,288,361,620</u></u>

**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:

	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2016</b>		
May	5.77	5.02
June	5.44	4.62
July	5.11	4.76
August	6.00	4.83
September	5.64	5.22
October	5.87	5.13
November	5.45	5.09
December	5.44	4.73
<b>2017</b>		
January	5.47	4.95
February	5.99	5.33
March	7.33	5.70
April (up to the Latest Practicable Date)	9.32	7.18

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

**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 RMB13,628,000, 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.

**Mr. Huang Xiangui**, aged 45, is an executive Director, assistant to president and general manager of the Hong Kong office of the Group. Mr. Huang joined the Group in 2004. He graduated from Harbin Engineering University and University of Stirling, and obtained a bachelor degree in chemical engineering and a master degree of science in banking and finance respectively. Mr. Huang is currently responsible for the international capital operation and investment management of the Group, and has over 18 years of experience in marketing, human resource management, foreign capital operation and management.

Mr. Huang 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. Mr. Huang will receive a Director's fee of RMB240,000 per annum, the total emoluments, together with discretionary bonus, was RMB4,834,000, which was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market rate.

Mr. Huang held no other directorships in any listed public companies in the last three years. Mr. Huang 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. Huang is interested in 5,000,000 options to subscribe for Shares in the Company, representing

approximately 0.04% of the issued share capital of the Company. Save as disclosed, Mr. Huang 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. Pan Darong**, age 43, is an executive Director. Mr. Pan has 22 years of experience in financial management. Mr. Pan joined the Group in 2006 and has been responsible for financial management work of the Group. Mr. Pan has served as the Deputy General Manager, Executive Deputy General Manager, General Manager of the Finance Center of the Group and Vice President of the Group. Mr. Pan graduated from the investment and economic faculty of Zhongnan University of Economics, Politics and Law (中南財經政法大學) with a bachelor's degree in economics.

Mr. Pan 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. Mr. Pan will receive an emolument of RMB8,871,000 per annum, plus discretionary bonus. The emolument was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market rate.

Mr. Pan has no relationship with any Directors, senior management or substantial shareholders of the Company. As at the date of this announcement, Mr. Pan is not interested in any securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

**Mr. Shi Junping**, aged 34, our executive Director. Mr. Shi is responsible for administration, establishment and maintenance of the brand image of the Group. Mr. Shi has over 10 years of experience in marketing management for property development and brand image strategic operations for multiple industries, including real estate and finance. Mr. Shi joined the Group in 2006. Mr. Shi graduated from Hubei University and Wuhan University of Science and Technology and holds a bachelor of arts degree and a bachelor of laws degree, and a master's degree in engineering management.

Mr. Shi 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. Mr. Shi will receive an emolument of RMB5,040,000 per annum, plus discretionary bonus. The emolument was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market rate.

Mr. Shi has no relationship with any Directors, senior management or substantial shareholders of the Company. As at the date of this announcement, Mr. Shi is not interested in any securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

**Mr. He Qi**, aged 57, our independent non-executive Director. Mr. He has been our independent non-executive Director since 14 October 2009. Mr. He is the Deputy Secretary of the China Real Estate Association, as well as the director of the training center and the intermediary professional committee of the China Real Estate Association. He worked in the State Infrastructure Commission of the State City Construction General Bureau from 1981 to 1994. He was an executive of the Development Center of the China Real Estate Association from 1995 to 1999, and a deputy secretary of Ji'an City of Jiangxi Province from 1999 to 2001. He has been the deputy secretary of the China Real Estate Association from 2006 to now.

Mr. 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. Mr. He will receive a Director's fee of RMB360,000 per annum, which was determined by the Board with reference to his experience, duties and responsibilities with the Company.

Mr. He held no other directorships in any listed public companies in the last three years. Mr. He 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. He is interested in 1,000,000 options to subscribe for Shares in the Company, representing approximately 0.01% of the issued share capital of the Company. Save as disclosed, Mr. 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.

**Ms. Xie Hongxi**, aged 56, our independent non-executive Director. Ms. Xie is currently the deputy director, senior engineer and supervisor of master's degree candidates of the Engineering Training and National Experiment, Education and Demonstration Center of South China University of Technology. From 1982 to 2002, she worked in the Guangzhou Nonferrous Metal Research Institute and took charge of or participated in numerous significant scientific research projects. She was awarded the "National Science and Technology Progress Prize" once and the "Ministerial Technology Achievement Prize" twice. Since 2002, she has been teaching at South China University of Technology and engaging in the operation and management of the center, experimental education for undergraduates and scientific research on surface technology of metallic materials. She has received numerous provincial and university education prizes and outstanding education prizes.

Ms. Xie 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. Xie will receive a Director's fee of RMB360,000 per annum, which was determined by the Board with reference to her experience, duties and responsibilities with the Company.

Ms. Xie held no other directorships in any listed public companies in the last three years. Ms. Xie does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Xie is interested in 1,000,000 options to subscribe for Shares in the Company, representing approximately 0.01% of

the issued share capital of the Company. Save as disclosed, Ms. Xie 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.



CHINA EVERGRANDE GROUP

中國恒大集團

*(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 China Evergrande Group (the “**Company**”) will be held at 3:00 p.m. on Thursday, 15 June 2017 at Salon 5, JW Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, 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 2016;
2. To re-elect Ms. He Miaoling as an executive Director;
3. To re-elect Mr. Huang Xiangui as an executive Director;
4. To re-elect Mr. Pan Darong as an executive Director;
5. To re-elect Mr. Shi Junping as an executive Director;
6. To re-elect Mr. He Qi as an independent non-executive Director.
7. To re-elect Ms. Xie Hongxi as an independent non-executive Director.
8. To authorise the board of Directors to fix the Directors’ remuneration;
9. To re-appoint PricewaterhouseCoopers as the auditors of the Company and authorise the board of Directors to fix their remuneration;



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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

10. 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

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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.”;

11. 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

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12. 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. 10 and 11 above, the general mandate to the Directors pursuant to resolution no. 10 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. 11, 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.”

By Order of the Board  
**Hui Ka Yan**  
Chairman

Hong Kong, 2 May 2017

*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 9 June 2017 to 15 June 2017 (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 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 8 June 2017.

*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. Pan Darong, Mr. Huang Xiangui and Mr. Shi Junping are the executive Directors; and Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi are the independent non-executive Directors.*