
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 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.



China Evergrande Group

中國恒大集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3333)

**PROPOSED DIVIDEND PAYMENT
FOR THE FINANCIAL
YEARS OF 2016 AND 2017**

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

A notice convening the Extraordinary General Meeting to be held at Ballroom A, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 19 September 2018 at 11:00 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the Extraordinary General Meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof (as the case may be) should you so wish.

20 August 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Extraordinary General Meeting	5

DEFINITIONS

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

“Board”	the board of Directors;
“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;
“Directors”	the directors of the Company;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and to consider and, if thought fit, approve, among other things, the Proposed Dividend Payment;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	17 August 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Proposed Dividend Payment”	the proposal payment of a dividend for the two financial years ended 31 December 2016 and 2017;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) with a nominal value of US\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

LETTER FROM THE BOARD



中國恒大集團

CHINA EVERGRANDE GROUP

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. Shi Junping
Mr. Pan Darong
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

Head office in the PRC:

No. 1126, Haide 3rd Road
Nanshan District
Shenzhen 518054
Guangdong Province
the PRC

Principal place of business in Hong Kong:

23rd Floor, China Evergrande Centre
38 Gloucester Road, Wanchai
Hong Kong

20 August 2018

To the Shareholders:

Dear Sir or Madam,

**PROPOSED DIVIDEND PAYMENT FOR
THE FINANCIALS YEARS OF 2016 AND 2017**

INTRODUCTION

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

LETTER FROM THE BOARD

PROPOSED DIVIDEND PAYMENT

The Board is pleased to announce that at the Board meeting held on 20 August 2018, the Board has resolved to declare a dividend of RMB1.130 (HK\$1.287) per Share for the two financial years ended 31 December 2016 and 2017.

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

The dividend is expected to be paid on 19 October 2018 to the shareholders whose names appeared on the register of members of the Company on 5 October 2018.

APPLICABLE EXCHANGE RATE FOR DIVIDEND PAYMENT

The applicable exchange for converting RMB into HK\$ for the purpose of the Proposed Dividend Payment in Hong Kong dollar is HK\$1.00 to RMB0.87767, which was determined with reference to the median exchange rate between Hong Kong dollar and Renminbi published by the People's Bank of China on the Latest Practicable Date.

Based on this exchange rate and assuming that there is no change to the number of Shares in issue between the Latest Practicable Date and the record date for determining the dividend entitlement, the amount involved for the Proposed Dividend Payment will be approximately HK\$16,778,660,055.30 or HK\$1.287 per Share.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

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

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

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

LETTER FROM THE BOARD

CLOSURE OF THE SHAREHOLDERS' REGISTER

For the purpose of determining the list of shareholders who are entitled to attend and vote at the Extraordinary General Meeting, the shareholders' register of the Company will be closed from Friday, 14 September 2018 to Wednesday, 19 September 2018. No transfer of shares of the Company will be registered during that day. In order to qualify to attend and vote at the Extraordinary General Meeting, all instruments of transfer together with the relevant share certificate(s) must be lodged with the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 13 September 2018.

For the purpose of ascertaining entitlement to the dividend for the year ended 31 December 2016 and the year ended 31 December 2017, the register of members of the Company will be closed from 3 October 2018 to 5 October 2018, both days inclusive. In order to be entitled to the dividend for the year ended 31 December 2016 and the financial year ended 31 December 2017, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 2 October 2018.

Yours faithfully
For and on behalf of
CHINA EVERGRANDE GROUP
Hui Ka Yan
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



中國恒大集團

CHINA EVERGRANDE GROUP

China Evergrande Group

中國恒大集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3333)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of China Evergrande Group (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 19 September 2018 at Ballroom A, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

“THAT

- (a) the payment of a dividend of RMB1.130 (HK\$1.287) per share for the two financial years ended 31 December 2016 and 2017 be and is hereby approved; and
- (b) any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her to be incidental to, ancillary to or in connection with the matters contemplated in this resolution”.

By Order of the Board
China Evergrande Group
Hui Ka Yan
Chairman

Hong Kong, 20 August 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

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

As at the date of this notice, the Board comprises Mr. Hui Ka Yan, Mr. Xia Haijun, Ms. He Miaoling; Mr. Shi Junping, Mr. Pan Darong and Mr. Huang Xiangui as executive directors; and Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi as independent non-executive directors.