

## DEFINITIONS

*In this prospectus, unless the context otherwise requires, the following terms shall have the following meanings.*

“affiliate”	person or entity directly or indirectly controlled by, or under the direct or indirect common control of, another person or entity
“Application Form(s)”	white application form(s), yellow application form(s) and green application form(s) or, where the context so requires, any of them
“Articles of Association” or “Articles”	our amended and restated articles of association, adopted on October 14, 2009 and as amended, supplemented or otherwise modified from time to time
“associates”	<p>has the meaning ascribed thereto under the Listing Rules, which includes</p> <ul style="list-style-type: none"><li>• in relation to an individual, his spouse and children under the age of 18, certain trustees, his or his family holding companies, as well as companies over which he, his family, trustee interests and holding companies exercise at least 30% voting power;</li><li>• in relation to a company, its subsidiaries, its holding companies, subsidiaries of such holding companies, certain trustees, as well as companies over which such company and its subsidiaries, trustee interests, holding companies and subsidiaries of such holding companies together exercise at least 30% voting power; and</li><li>• in the context of connected transactions, certain connected persons and enlarged family members of a director, chief executive or substantial shareholder of a listed issuer</li></ul>
“Board of Directors” or “Board”	our board of Directors
“BOCI”	BOCI Asia Limited
“Capitalization Issue”	the issue of Shares to be made upon capitalization of the share premium account of our company as described in “Appendix VIII — Statutory and General Information — B. Further Information about Our Company — 3. Written resolutions of all our shareholders” in this prospectus

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“Cayman Companies Law”	the Companies Law (2009 Revision) (as consolidated and revised from time to time) of the Cayman Islands
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian Participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“certificate of completion”	construction project planning inspection and clearance certificate (建設工程規劃驗收合格證) issued by local urban zoning and planning bureaus or equivalent authorities or equivalent certificate issued by relevant authorities in China with respect to the completion of property projects subsequent to their on-site examination and inspection
“China” or “PRC”	the People’s Republic of China and, except where the context requires, geographical and statistical references in this prospectus to China or the PRC exclude Hong Kong, Macau and Taiwan
“Chow Tai Fook Group”	Chow Tai Fook Enterprises Limited, a company incorporated in Hong Kong, principally engaged in the business of investment holding, wholly and beneficially owned by Dato’ Dr. Cheng Yu Tong and the controlling shareholder of Rise Success Holdings Limited, one of the New Investors
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“construction land planning permit”	construction land planning permit (建設用地規劃許可證) issued by local urban zoning and planning bureaus or equivalent authorities in China

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“construction permit”	construction works commencement permit (建築工程施工許可證) issued by local construction committees or equivalent authorities in China
“construction works planning permit”	construction works planning permit (建設工程規劃許可證) issued by local urban zoning and planning bureaus or equivalent authorities in China
“contracted sales”	the aggregate value of the sales and pre-sales contracts we enter into
“Controlling Shareholders”	Dr. Hui, Mrs. Hui, Xin Xin (BVI) Limited and Even Honour Holdings Limited
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at our general meetings or are in a position to control the composition of a majority of our Board, and “controlling interest” will be construed accordingly
“Convertible Preferred Shares”	our 800,000,000 secured redeemable mandatory convertible preferred shares issued to the Financial Investors on November 29, 2006, as further described in the section entitled “Corporate History — Reorganization — Introduction of Financial Investors”
“Covenantors”	Dr. Hui and the Original Shareholder
“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“Director(s)”	our director(s)
“Dr. Hui”	Dr. Hui Ka Yan, our chairman and ultimate controlling shareholder
“Ever Grace”	Ever Grace Group Limited, our wholly owned subsidiary incorporated in the British Virgin Islands
“Financial Investor”	any of Deutsche Bank AG, Hong Kong Branch, Baytree Investments (Mauritius) Pte Ltd, an indirect wholly owned subsidiary of Temasek Holdings (Private) Limited, and Indopark Holdings Limited, an affiliate of Merrill Lynch, who were the original holders of the Convertible Preferred Shares, as subsequently restructured and conditionally transferred, as disclosed in the sections entitled “Corporate History — Reorganization — Introduction of Financial Investors” and “— Share Purchase”

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“GDP”	gross domestic product, with all references to GDP growth rates to real, as opposed to nominal, rates of GDP growth
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider we have designated for the purpose of this Global Offering
“Guangzhou Chaofeng”	Guangzhou Chaofeng Land Co., Ltd. (廣州市超豐置業有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on April 2, 1996 in Guangdong Province
“Guangzhou Junhong”	Guangzhou Junhong Real Estate Development Co., Ltd. (廣州市俊鴻房地產開發有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on April 12, 1993 in Guangdong Province
“Guangzhou Junhui”	Guangzhou Junhui Real Estate Development Co., Ltd. (廣州市俊匯房地產開發有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on February 23, 1994 in Guangdong Province
“Guangzhou Kailong”	Guangzhou Kailong Land Co., Ltd. (廣州市凱隆置業有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on April 6, 1996 in Guangdong Province
“Guangzhou Tongruida”	Guangzhou Tongruida Real Estate Industrial Co., Ltd. (廣州通瑞達房地產實業有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on December 31, 1996 in Guangdong Province
“Hengda Industrial”	Guangzhou Hengda Industrial Group Co., Ltd. (廣州恒大實業集團有限公司), wholly owned by Dr. Hui and his associates, incorporated as a company with limited liability under the laws of China on February 8, 1996 in Guangdong Province

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“Hengda Real Estate Group”	Hengda Real Estate Group Co., Ltd. (恒大地產集團有限公司), formerly known as Guangzhou Hengda Real Estate Development Company Limited (廣州恒大房地產開發有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on June 24, 1996 in Guangdong Province
“Hengda Zengcheng”	Guangzhou Hengda (Zengcheng) Real Estate Development Co., Ltd. (廣州恒大(增城)房地產開發有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on July 18, 2005 in Guangdong Province
“HK\$” or “H.K. dollar”	Hong Kong dollar, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of China
“Hong Kong Offer Shares”	161,494,000 newly issued Shares offered by us for subscription in the Hong Kong Public Offering
“Hong Kong Public Offering”	our offering of Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section entitled “Structure of the Global Offering”) for cash at the Offer Price and on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section entitled “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the Hong Kong underwriting agreement dated October 21, 2009 relating to the Hong Kong Public Offering entered into among us, the Covenantors, the Joint Bookrunners and the Hong Kong Underwriters

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“International Offer Shares”	1,453,441,000 Shares (subject to adjustment as described in the section entitled “Structure of the Global Offering”), consisting of 843,506,000 newly issued Shares offered by us and 609,935,000 Sale Shares offered by the Selling Shareholders pursuant to the International Offering, subject to the Over-allotment Option and adjustment as described in the section entitled “Structure of the Global Offering”
“International Offering”	offering of International Offer Shares outside the United States pursuant to Regulation S, including institutional and professional investors in Hong Kong (other than retail investors in Hong Kong), and in the United States to QIBs in reliance on Rule 144A, as further described in the section entitled “Structure of the Global Offering”
“International Underwriters”	the underwriters of the International Offering represented by the Joint Bookrunners and expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering to be entered into among us, the Original Shareholder, the Covenantors, the Joint Bookrunners and the International Underwriters on or around the Price Determination Date
“Jinbi Hengying Property Management”	Guangzhou Jinbi Hengying Property Management Co., Ltd. (廣州市金碧恒盈物業管理有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on February 6, 2004 in Guangdong Province
“Jinbi Huafu”	Guangzhou Jinbi Huafu Property Management Co., Ltd. (廣州市金碧華府物業有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on August 20, 2003 in Guangdong Province
“Jinbi Property Management”	Jinbi Property Management Co., Ltd. (金碧物業有限公司), formerly known as Guangzhou Jinbi Property Management Company Limited (廣州市金碧物業有限公司) and Guangzhou Jinbi Property Group Limited (廣州市金碧物業集團有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on September 10, 1997 in Guangdong Province

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“Jinbi Real Estate Agency”	Guangzhou Jinbi Real Estate Agency Co., Ltd. (廣州市金碧房地產代理有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on July 18, 2002 in Guangdong Province
“Jinbi Shijia Property Management”	Guangzhou Jinbi Shijia Property Management Co., Ltd. (廣州市金碧世家物業管理有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on November 11, 2003 in Guangdong Province
“Joint Bookrunners”	Merrill Lynch International, Goldman Sachs, BOCI and Credit Suisse
“Joint Global Coordinators”	Merrill Lynch International, Goldman Sachs, BOCI and Credit Suisse
“Joint Lead Managers”	Merrill Lynch, Goldman Sachs, BOCI and Credit Suisse for the Hong Kong Public Offering; Merrill Lynch International, Goldman Sachs, BOCI and Credit Suisse for the International Offering
“Joint Sponsors”	Merrill Lynch and Goldman Sachs
“land grant contract”	state-owned land use rights grant contract (國有土地使用權出讓合同) between a developer and the relevant PRC governmental land administrative authorities, typically the local state-owned land bureaus
“land use rights certificate”	state-owned land use rights certificate (國有土地使用證) issued by a local real estate and land resources bureau with respect to the land use rights
“LAT”	land appreciation tax (土地增值稅) as defined in the PRC Provisional Regulations on Land Appreciation Tax of 1994 and its implementation rules, as described in Appendix V to this prospectus
“Latest Practicable Date”	October 9, 2009, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Listing Date”	the date, expected to be on or about November 5, 2009, on which our Shares are listed on the Stock Exchange and from which dealings in our Shares are permitted to take place on the Stock Exchange

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum and Articles of Association”	our amended and restated memorandum of association and our Articles, conditionally approved and adopted on October 14, 2009 and to become effective upon the Listing Date, as amended, supplemented or otherwise modified from time to time
“Merrill Lynch”	Merrill Lynch Far East Limited
“Ministry of Construction”	PRC Ministry of Construction (中華人民共和國建設部) and currently known as PRC Ministry of Housing and Urban-Rural Development (中華人民共和國住房和城鄉建設部)
“Ministry of Finance”	PRC Ministry of Finance (中華人民共和國財政部)
“Ministry of Land and Resources”	PRC Ministry of Land and Resources (中華人民共和國國土資源部)
“MOFCOM”	PRC Ministry of Commerce (中華人民共和國商務部)
“Mrs. Hui”	Ms. Ding Yumei, wife of Dr. Hui
“NDRC”	PRC National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“New Investor”	any of (i) Merrill Lynch Asian Real Estate Opportunity Fund Pte Ltd, an affiliate of Merrill Lynch Asia Real Estate Opportunity Funds, L.P., (ii) Rise Success Holdings Limited, an affiliate of Chow Tai Fook Group, (iii) Deutsche Bank AG, Hong Kong Branch, subsequently succeeded by Yaohua Limited wholly owned by Mrs. Hui with respect to its interest as a New Investor, (iv) CVI GVF (Lux) Master Sarl, an affiliate of CarVal Investors LLC, an investment fund based in the United States, (v) Global Opportunistic Fund II Company B.S.C. (closed), an affiliate of Global Investment House, an investment fund based in Kuwait, (vi) Global Investment House (K.S.C.C.), an affiliate of Global Investment House, an investment fund based in Kuwait, (vii) Topful Holdings Limited, an affiliate of Shikumen Capital Management (HK) Limited, an investment fund based in Hong Kong, and (viii) Cavendish Limited, an affiliate of Abu Dhabi Investment Council, an investment fund based in the United Arab Emirates, as subsequently restructured, as disclosed in the sections entitled “Corporate History — Reorganization — Introduction of New Investors” and “— Share Purchase”



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“NPC” or “National People’s Congress”	PRC National People’s Congress (全國人民代表大會) and its Standing Committee
“Offer Price”	the final price per Offer Share in H.K. dollars (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee) at which Offer Shares are to be issued or sold pursuant to the Hong Kong Public Offering and the International Offering, to be determined as further described in the section entitled “Structure of the Global Offering — Determination of the Offer Price” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be sold pursuant to any exercise of the Over-allotment Option
“Option Agreement”	the agreement expected to be entered into between the Option Grantors and the International Underwriters in connection with the Over-allotment Option
“Option Grantors”	Financial Investors and New Investors (excluding Even Honour Holdings Limited) who are expected to grant the Over-allotment Option to the International Underwriters
“Original Shareholder”	Xin Xin (BVI) Limited, wholly owned by Dr. Hui
“Over-allotment Option”	the option that the Option Grantors are expected to grant to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters pursuant to the Option Agreement at any time from the day on which trading of our Shares commences on the Stock Exchange until 30 days after the last day for lodging of applications under the Hong Kong Public Offering, to require the Option Grantors to sell up to an aggregate of 242,240,000 additional Shares, representing approximately 15% of the initial Offer Shares, at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of China
“PBOC Rate”	the exchange rate of Renminbi for foreign exchange transactions published daily by PBOC based on the China interbank foreign exchange market closing rate of the previous day and with reference to then current exchange rates on the world financial markets

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“PRC government”	the central government of China and its political subdivisions, including provincial, municipal and other regional or local government bodies
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme we adopted pursuant to a resolution passed by our shareholders on October 14, 2009 as described in “Appendix VIII — Statutory and General Information — D. Other Information — 2. Pre-IPO Share Option Scheme” in this prospectus
“pre-sale permit”	commodity property pre-sale permit (商品房預售許可證) issued by local housing and building administrative bureaus or equivalent authorities with respect to the pre-sale of relevant properties
“Price Determination Date”	the date, expected to be on or around October 29, 2009 but no later than November 4, 2009 on which the Offer Price will be fixed for the purposes of the Global Offering
“property ownership certificate”	property ownership and land use rights certificate (房地產權證) issued by a local real estate and land resources bureau with respect to the land use rights and the ownership rights of the buildings on the relevant land
“Property Valuation Report”	property valuation report prepared by CB Richard Ellis Limited, independent property valuer, and included as Appendix IV to this prospectus
“QIBs”	“qualified institutional buyers” within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of our assets and liabilities, including assets and liabilities of our subsidiaries and associated companies, as described in the section entitled “Corporate History — Reorganization” in this prospectus
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	PRC State Administration of Foreign Exchange (中華人民共和國國家外匯管理局)
“Sale Shares”	609,935,000 Shares owned and offered by the Selling Shareholders (including 16,845,129 Sale Shares to be offered by Ever Grace) in the International Offering

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“Selling Shareholders”	Xin Xin (BVI) Limited, Ever Grace and the Structured Secured Loan lenders, and if the Over-allotment Option is exercised, the Option Grantors, the particulars of which are set out in “Appendix VIII — Statutory and General Information — D. Other Information — 12. Particulars of the Selling Shareholders”
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share”	an ordinary share, with a nominal value of US\$0.01, in our share capital
“Share Sale Agreement”	the share sale agreement relating to the International Offering to be entered between the Selling Shareholders (other than the Original Shareholder), the Joint Bookrunners and the International Underwriters on or around the Price Determination Date
“Share Option Scheme”	the share option scheme we conditionally adopted pursuant to a resolution passed by our shareholders on October 14, 2009 as described in “Appendix VIII — Statutory and General Information — D. Other Information — 1. Share Option Scheme” in this prospectus
“Stabilizing Manager”	Merrill Lynch
“State Council”	State Council of China (中華人民共和國國務院)
“State Administration of Taxation”	State Administration of Taxation of China (中華人民共和國國家稅務總局)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structured Secured Loan”	the secured loan in the aggregate principal amount of US\$430 million and RMB 20 million we borrowed in 2007, as further described in the section entitled “Corporate History — Reorganization — Structured Secured Loan” in this prospectus
“subsidiary”	has the meaning ascribed to it in the Listing Rules, which includes: <ul style="list-style-type: none"><li>• a “subsidiary undertaking” as defined in the twenty-third schedule to the Companies Ordinance;</li></ul>

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- any entity which is accounted for and consolidated in the audited consolidated accounts of another entity as a subsidiary pursuant to HKFRS or International Financial Reporting Standards, as applicable; and
- any entity which will, as a result of acquisition of its equity interest by another entity, be accounted for and consolidated in the next audited consolidated accounts of such other entity as a subsidiary pursuant to HKFRS or International Financial Reporting Standards, as applicable

“Track Record Period”	our financial years ended December 31, 2006, 2007 and 2008 and the six months ended June 30, 2009
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “U.S. dollar”	United States dollar, the lawful currency of the United States
“we,” “us,” “our” or “our company”	Evergrande Real Estate Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability on June 26, 2006 and, unless the context otherwise requires, all of its subsidiaries or, where the context refers to any time prior to its incorporation, the businesses which the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by such subsidiaries pursuant to the Reorganization
“White Form eIPO”	the application process for Hong Kong Offer Shares with applications issued in the applicants’ own names and submitted online through the designated website <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

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“Xinzhongjian”

Foshan Nanhai Xinzhongjian Real Estate Development Co., Ltd. (佛山市南海新中建房地產發展有限公司), our wholly owned subsidiary in China, incorporated as a company with limited liability under the laws of China on September 11, 2001 in Guangdong Province