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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.

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**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 YEAR ENDED 31 DECEMBER 2018**

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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 Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 15 January 2020 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.

8 December 2019

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## CONTENTS

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

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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:*

“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“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;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“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”	6 December 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) with a nominal value of US\$0.01 each in the issued share capital of the Company;
“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;
“%”	per cent.

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LETTER FROM THE BOARD

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**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 Xiangu

*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

8 December 2019

*To the Shareholders:*

Dear Sir or Madam,

**PROPOSED DIVIDEND PAYMENT FOR  
THE FINANCIAL YEAR ENDED 31 DECEMBER 2018**

**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.

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## LETTER FROM THE BOARD

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### PROPOSED DIVIDEND PAYMENT

The Board is pleased to announce that at the Board meeting held on 8 December 2019, the Board has resolved to declare a dividend of RMB1.419 per Share for the financial year ended 31 December 2018.

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 final dividend is expected to be paid on or before 26 February 2020 to the shareholders whose names appeared on the register of members of the Company on 21 January 2020.

### APPLICABLE EXCHANGE RATE FOR DIVIDEND PAYMENT

The applicable exchange rate for converting RMB into HK\$ for the purpose of the final dividend payment in Hong Kong dollar is HK\$1.00 to RMB0.89897, which was determined with reference to the exchange rate for Hong Kong dollar to Renminbi announced by the People's Bank of China on the Latest Practicable Date. Based on this exchange rate, the dividend payable in Hong Kong dollar would be HK\$1.578 per Share. Assuming that there is no change to the number of Shares in issue from the Latest Practicable Date to the record date for determining final dividend entitlement, the amount involved for the Proposed Dividend Payment will be an aggregate of approximately HK\$20,802,000,000.

The final dividend is expected to be paid on or before 26 February 2020 to the shareholders whose names appeared on the register of members of the Company on 21 January 2020.

### 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](http://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.

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## LETTER FROM THE BOARD

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### 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 Monday, 13 January 2020 to Wednesday, 15 January 2020. 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 10 January 2020.

For the purpose of ascertaining entitlement to the final dividend for the year ended 31 December 2018, the register of members of the Company will be closed from 21 January 2020 to 23 January 2020, both days inclusive. In order to be entitled to the final dividend for the year ended 31 December 2018, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 January 2020.

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

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NOTICE OF EXTRAORDINARY GENERAL MEETING

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**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, 15 January 2020 at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

**ORDINARY RESOLUTION**

“**THAT**

- (a) the payment of a final dividend of RMB1.419 (HK\$1.578) per share for the financial year ended 31 December 2018 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, 8 December 2019

*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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.*