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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)**

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

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A notice convening the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 11 June 2021 at the Island Ballroom C, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong is set out at pages 16 to 19 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.

12 May 2021

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In light of the COVID-19 pandemic and in compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of the novel coronavirus, the Company will implement additional precautionary measures at the Annual General Meeting including, without limitation:

- (1) compulsory body temperature screening — anyone with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the Annual General Meeting and requested to leave;
- (2) mandatory use of surgical face masks — no masks will be provided at the Annual General Meeting and attendees should bring their own masks;
- (3) appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding; and
- (4) No refreshments or drinks will be provided to attendees at the Annual General Meeting.

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders NOT to attend the Annual General Meeting in person, and recommends Shareholders to appoint the Chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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## DEFINITIONS

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

“Annual General Meeting”	the Annual General Meeting of the Company to be held at the Island Ballroom C, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong, on 11 June 2021 at 11:00 a.m. or any adjournment thereof;
“Articles”	the articles of association of the Company;
“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;
“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 in issue as at the date of passing of the relevant resolution;
“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 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“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) as amended from time to time;
“Shareholder(s)”	the holder(s) of the Share(s);

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## DEFINITIONS

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“Share(s)”	ordinary shares of US\$0.01 each in the 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 up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“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 of America; and
“%”	per cent.



**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*)  
Mr. Shi Junping  
Mr. Pan Darong  
Mr. Huang Xiangui  
Mr. Lai Lixin

*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:*

No. 1126, Haide 3rd Road  
Nanshan District  
Shenzhen  
Guangdong Province  
China (Postal Code: 518054)

*Principal place of business  
in Hong Kong:*

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

12 May 2021

*To the Shareholders:*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular are to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the payment of the final dividend for the year ended 31 December 2020, 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 payment of the final dividend for the year ended 31 December 2020, (ii) the renewal of the General Mandate and the Share Buy-back Mandate; (iii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iv) the re-election of Directors.

### **PROPOSED DIVIDEND PAYMENT**

The Board has resolved on 31 March 2021 to declare a dividend of RMB0.152 per Share for the financial year ended 31 December 2020.

The Proposed Dividend Payment is subject to approval by the Shareholders at the Annual General Meeting.

The final dividend is expected to be paid on or before 8 July 2021 to the shareholders whose names appeared on the register of members of the Company on 18 June 2021.

### **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 RMB0.83306, which was determined with reference to the median exchange rate between Hong Kong dollar and Renminbi announced 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 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\$2,410 million, or an aggregate of HK\$0.182 per Share.

### **RENEWAL OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**

#### **General Mandate**

At the annual general meeting of the Company held on 6 July 2020, an ordinary resolution was passed giving a general mandate to the Directors to allot and issue up to 2,611,077,980 Shares, representing 20% of the total number of shares of the Company in issue as at the date of passing of the relevant resolution. 260,650,000 Shares have been issued pursuant to a top-up placing conducted by the Company on 13 October 2020 (the “**Placing**”) under such issue mandate. Save for the Placing, as at the Latest Practicable Date, no other Shares have been issued under such mandate.

#### **Share Buy-back Mandate**

At the annual general meeting of the Company held on 6 July 2020, an ordinary resolution was passed giving a general mandate to the Directors to buy back up to 1,305,538,990 Shares, representing 10% of the total number of shares of the Company in issue as at the date of the

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## LETTER FROM THE BOARD

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passing of the relevant resolution. Since the granting of the Share Buy-back Mandate and up to the Latest Practicable Date, the Company has repurchased in aggregate 88,010,000 Shares 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. The General Mandate will end on the earliest of the conclusion 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 13,243,034,900 Shares.. Subject to the passing of the proposed ordinary resolution 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, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 1,324,303,490 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 conclusion 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.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

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, Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi will retire at the forthcoming Annual General Meeting, and being eligible, will offer themselves for re-election.

Pursuant to Article 16.2 of the Articles, Mr. Lai Lixin, who was appointed as an Executive Director on 7 July 2020 to fill the casual vacancy left by the resignation of Ms. He Miaoling, will only hold office until the next following annual general meeting of the Company. Accordingly, Mr. Lai will also retire in the forthcoming Annual General Meeting, and being eligible, will offer himself 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.

Each of Mr. Chau Shing Yim, David (“**Mr. Chau**”) and Mr. He Qi (“**Mr. He**”) was appointed as an independent non-executive Director in October 2009 and Ms. Xie Hongxi (“**Ms. Xie**”) was appointed as an independent non-executive Director in June 2012. They therefore would have served for more than nine years as at the date of the Annual General Meeting. Pursuant to the code provision A.4.3 of Appendix 14 to the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders.

Notwithstanding that each of Mr. Chau, Mr. He and Ms. Xie has served or would have served as independent non-executive Director for more than nine years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that each of Mr. Chau, Mr. He and Ms. Xie remains independent, (ii) the Board has assessed and is satisfied of the independence of each of Mr. Chau, Mr. He and Ms. Xie, and (iii) the Board considers that each of Mr. Chau, Mr. He and Ms. Xie remains independent of the management and free of any relationship which could materially interfere with the exercise of his/her independent judgment. In view of the aforesaid factors and the fact that the experience and knowledge of the relevant individual in the business sectors in which the Company operates, the Board considers that the continuous appointment of Mr. Chau, Mr. He and Ms. Xie as independent non-executive Directors will be beneficial to the Company and the Shareholders as a whole.

### ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 11:00 a.m. on Friday, 11 June 2021 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 16 to 19 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 Tuesday, 8 June 2021 to Friday, 11 June 2021, 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 Monday, 7 June 2021.

For the purpose of ascertaining entitlement to the final dividend for the year ended 31 December 2020, the register of members of the Company will be closed from Friday, 18 June 2021 to Tuesday, 22 June 2021, both days inclusive. In order to be entitled to the final dividend for the year ended 31 December 2020, all transfer documents accompanied by the relevant share certificates must be lodged for registration 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 for registration no later than 4:30 p.m. on Thursday, 17 June 2021.

### **RECOMMENDATIONS**

The Directors consider that the proposed payment of final dividend for 2020, the renewal of the General Mandate and the Share Buy-back Mandate, and the re-election of the retiring 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.

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## LETTER FROM THE BOARD

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### 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.

By Order of the Board 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 13,243,284,900 Shares in issue. 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 1,324,328,490 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 consider that the ability to buy back Shares 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.

At the time of listing of the Company in 2009, the Company has applied to the Stock Exchange for a waiver in respect of the public float requirement under Rule 8.08(1)(d) of the Listing Rules. The Stock Exchange has accepted a lower level of public float for the Company at the time of the listing subject to the minimum public float should be the higher of (a) 15%, or (b) such a percentage of shares held by the public immediately after completion of the global offering of the Company, as increased by the shares issued upon the exercise of the over-allotment option under the global offering. As announced by the Company on 27 November 2009 with regard to the exercise of the over-allotment option and the end of the stabilization period for the global offering, the percentage of shares that was held by the public then was 22.04%. As such, the minimum public float requirement that the Company should maintain at all times should be 22.04%. As at the

Latest Practicable Date, Mr. Hui Ka Yan and his associates were interested in approximately 76.76% of the issued shares of the Company and the Company was in compliance with the public float requirement under Rule 8.08 of the Listing Rules. 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 85.29%. Such increases would not trigger any mandatory offer obligation under Rules 26 of the Takeovers Code but would cause the number of Shares held in public hands to fall to approximately 14.71%.

The Directors will comply with the public float requirement under Rule 8.08 of the Listing Rules and will not buy back any Shares if as a result of such buy back the Company cannot meet its minimum requirement for public float.

#### SHARE BUY BACK BY THE COMPANY

Details on the repurchase of Shares by the Company during the six months immediately preceding the Latest Practicable Date are as follows:

<b>Month of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Average repurchase price per Share <i>HK\$</i></b>	<b>Aggregate purchase price <i>HK\$</i></b>
November 2020	78,325,000	16.590	1,299,383,180
December 2020	<u>4,600,000</u>	16.678	<u>76,260,240</u>
	<u>82,925,000</u>		<u>1,375,643,420</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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2019</b>		
May	17.013	12.735
June	20.097	16.257
July	27.857	20.147
August	23.082	17.988
September	17.789	12.934
October	20.296	13.730
November	17.669	15.242
December	16.800	14.120
<b>2020</b>		
January	17.180	13.840
February	17.420	14.840
March	16.420	14.280
April	14.680	13.040
May (up to the Latest Practicable Date)	13.560	13.000

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

**Mr. Chau Shing Yim, David** (“**Mr. Chau**”), aged 57 has over 20 years of experience in corporate finance and was formerly a partner of one of the big four accounting firms in Greater China, holding the position as their Head of Merger and Acquisition and Corporate Advisory. Mr. Chau is a member of the Institute of Chartered Accountants of England and Wales (“**ICAEW**”), and was granted the Corporate Finance Qualification of ICAEW. He is also a member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and was an ex-committee member of the Disciplinary Panel of HKICPA. Mr. Chau is a Fellow member as well as director of the Hong Kong Securities Institute, the Chairman of Corporate Outreach Committee and China Strategy Committee. Mr. Chau is a member of Hospital Governing Committee of Pamela Youde Nethersole Eastern Hospital (“**PYNEH**”) and the Trustee of the PYNEH Charitable Trust. He is also a member of Jinan Municipal Committee of the Chinese People’s Political Consultation Conference.

Mr. Chau is currently an independent non-executive director of BC Technology Group Limited (Stock Code: 863), China Evergrande New Energy Vehicle Group Limited (formerly known as Evergrande Health Industry Group Limited) (Stock Code: 708), HengTen Networks Group Limited (Stock Code: 136), IDG Energy Investment Group Limited (Stock Code: 650), Lee & Man Paper Manufacturing Limited (Stock Code: 2314) and Man Wah Holdings Limited (Stock Code: 1999). All the aforesaid companies are listed on the Stock Exchange.

Mr. Chau was also an independent non-executive director of Richly Field China Development Limited (Stock Code: 313) from February 2014 to September 2018 and Asia Grocery Distribution Limited (Stock Code: 8413) from March 2017 to August 2018. All the aforesaid companies are listed on the Stock Exchange.

Mr. Chau 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 annual general meeting of the Company in accordance with the Articles. Mr. Chau is receiving a director’s fee and remuneration of RMB360,000 for his directorship in the Company, which was determined by reference to his duties and responsibilities with the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chau was interested in 1,000,000 Shares of the Company, representing approximately 0.01% of the issued share capital of the Company. Save as disclosed, Mr. Chau does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Chau has not been a director of any other listed public companies in the last three years. Mr. Shi does not have any relationship with any other director, senior management or substantial shareholder of the Company.

**Mr. He Qi** (何琦) (“**Mr. He**”), aged 65, is our independent non-executive director. Mr. He was elected an independent non-executive director on 14 October 2009. Mr. He is the secretary of Circulation and Leasing Committee of 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 an executive deputy mayor of Ji'an City of Jiangxi Province from 1999 to 2001. Mr. He is an independent non-executive director of China Merchants Land Limited and Orient Victory Travel Group Company Limited. Both companies are listed on the Stock Exchange of Hong Kong.

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 annual general meeting of the Company in accordance with the Articles. Mr. He is receiving a director's fee and remuneration of RMB360,000 per annum for his directorship in the Company, which was determined by reference to his duties and responsibilities with the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. He was interested in 400,000 share options entitling him to subscribe for 400,000 Shares of the Company, representing approximately 0.00% 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 SFO.

Save as disclosed, Mr. He has not been a director of any other listed public companies in the last three years. Mr. Pan does not have any relationship with any other director, senior management or substantial shareholder of the Company.

**Ms. Xie Hongxi (謝紅希) ("Ms. Xie")**, aged 62, is our independent non-executive director. Ms. Xie is currently the deputy director, senior engineer and master degree instructor at the Engineering Training and National Experiment, Education and Demonstration Center of South China University of Technology. From 1982 to 2002, she worked at the Guangzhou Non-ferrous Metal Research Institute, chaired or participated in a number of major research projects, and was previously awarded the National Science and Technology Progress Award and the Science and Technology Achievement Award. Since 2002, she has been teaching at the South China University of Technology, engaging in operations management, teaching experimental studies at the undergraduate level and conducting research in the direction of metal surface technology. She has won provincial level awards, the university teaching achievement award and the outstanding teaching award.

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 annual general meeting of the Company in accordance with the Articles. Ms. Xie is receiving a director's fee and remuneration of RMB360,000 per annum for his directorship in the Company, which was determined by reference to his duties and responsibilities with the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Ms. Xie was interested in 600,000 share options entitling him to subscribe for 600,000 Shares of the Company, representing approximately 0.04% 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 SFO.

Save as disclosed, Ms. Xie has not been a director of any other listed public companies in the last three years. Ms. Xie does not have any relationship with any other director, senior management or substantial shareholder of the Company.

**Mr. Lai Lixin (賴立新) (“Mr. Lai”)**, aged 41, is an executive Director and vice president of the Group. Mr. Lai is responsible for our investment management, project development and legal affairs management. He has over 27 years of experience in the operation and management of real estate projects. Mr. Lai graduated with a bachelor’s degree in machinery manufacturing and engineering from Nanchang University and received a master’s degree in project management from Wuhan University of Science and Engineering.

Mr. Lai 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 annual general meeting of the Company in accordance with the Articles. Mr. Lai is receiving a director’s fee and remuneration of RMB240,000 per annum for his directorship in the Company, which was determined by reference to his duties and responsibilities with the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lai was interested in 5,600,000 share options entitling him to subscribe for 5,600,000 Shares of the Company, representing approximately 0.04% of the issued share capital of the Company. Mr. Lai is also interested in US\$4,100,000 of the bonds issued by the Company and its subsidiary. Save as disclosed, Mr. Lai does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Lai has not been a director of any other listed public companies in the last three years. Mr. Lai does not have any relationship with any other director, senior management or substantial shareholder of the Company.

### **Others**

There is no other information relating to the above Directors that needs to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the above Directors.



**China Evergrande Group**

**中國恒大集團**

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

**(Stock Code: 3333)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of China Evergrande Group (the “**Company**”) will be held at the Island Ballroom C, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 11 June 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

**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 2020;
2. To approve the payment of a final dividend of RMB0.152 per share for the year ended 31 December 2020;
3. To re-elect Mr. Chau Shing Yim, David, as an independent non-executive Director;
4. To re-elect Mr. He Qi as an independent non-executive Director;
5. To re-elect Ms. Xie Hongxi as an independent non-executive Director;
6. To re-elect Mr. Lai Lixin as an executive Director;
7. To authorise the board of Directors to fix the remuneration of the Directors; and
8. To re-appoint PricewaterhouseCoopers as the auditors of the Company and authorise the board of Directors to fix their remuneration;

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### SPECIAL BUSINESS

9. 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).”;

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 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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11. 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. 9 and 10 above, the general mandate to the Directors pursuant to resolution no. 9 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. 10, 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 of  
**CHINA EVERGRANDE GROUP**  
**Hui Ka Yan**  
*Chairman*

Hong Kong, 12 May 2021

*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 8 June 2021 to 11 June 2021 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 7 June 2021.
5. As at the date of this notice, the board of Directors comprises nine members, of which Mr. Hui Ka Yan, Mr. Xia Haijun, Mr. Shi Junping, Mr. Pan Darong, Mr. Huang Xiangui and Mr. Lai Lixin are the executive Directors; and Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi are the independent non-executive Directors.