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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Aoyuan Property Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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**中國奧園地產集團股份有限公司**  
**China Aoyuan Property Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3883)**

**PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of China Aoyuan Property Group Limited to be held at Room Fanling, Lower Level I, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 13 November 2018 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.aoyuan.com.cn](http://www.aoyuan.com.cn)).

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 return it to 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 the Extraordinary General Meeting (i.e. not later than 11:00 a.m. on Sunday, 11 November 2018) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Extraordinary General Meeting or any adjournment if they so wish, and in such case, the form of proxy previously submitted will be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

19 October 2018

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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:*

“Board”	the board of Directors
“Company”	China Aoyuan Property Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Room Fanling, Lower Level I, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 13 November 2018 at 11:00 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 6 to 7 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Aoyuan Property Group Limited” to “China Aoyuan Group Limited”, and the proposed change of the dual foreign name in Chinese of the Company from “中國奧園地產集團股份有限公司” to “中國奧園集團股份有限公司”
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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**LETTER FROM THE BOARD**

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**中國奧園地產集團股份有限公司**  
**China Aoyuan Property Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3883)**

*Executive Directors:*

Mr. Guo Zi Wen (*chairman*)  
Mr. Guo Zi Ning (*vice chairman and chief executive officer*)  
Ms. Zhong Ping (*chief financial officer*)  
Mr. Ma Jun (*chief operating officer*)

*Independent Non-executive Directors:*

Mr. Tsui King Fai  
Mr. Cheung Kwok Keung  
Mr. Hu Jiang

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Units 1901-2, 19th Floor  
One Peking, No. 1 Peking Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

19 October 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information on the resolution to be proposed at the Extraordinary General Meeting regarding the Proposed Change of Company Name and the notice of the Extraordinary General Meeting.

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## **LETTER FROM THE BOARD**

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### **PROPOSED CHANGE OF COMPANY NAME**

Reference is made to the announcement of the Company dated 12 October 2018 in respect of the Proposed Change of Company Name. The Board proposes to change the English name of the Company from “China Aoyuan Property Group Limited” to “China Aoyuan Group Limited” and to change the dual foreign name in Chinese of the Company from “中國奧園地產集團股份有限公司” to “中國奧園集團股份有限公司”, subject to the conditions of the Proposed Change of Company Name set out below being fulfilled.

### **REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

With the further development and expansion of the Group’s business encompassing property development, commercial operation, property management, health and regimen, cultural tourism and cross-border e-commerce, the Board believes that the Proposed Change of Company Name will create a new corporate image and identity for the Company and better reflect the Company’s long-term business strategies. Accordingly, the Board is of the view that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name is subject to (a) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and (b) the approval of the Registrar of Companies in the Cayman Islands by way of issue of a certificate of incorporation on change of name.

Once the special resolution on the Proposed Change of Company Name has been passed at the EGM, the Company will file a certified copy of the said resolution with the Registrar of Companies in the Cayman Islands to effect the change.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name. Upon the Proposed Change of Company Name taking effect and the receipt of the certificate of incorporation on change of name from the Registrar of Companies in the Cayman Islands, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

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## LETTER FROM THE BOARD

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### EFFECTS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name, once approved and after becoming effective, will not, in any way affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company shall continue to be evidence of title to the shares of the Company and will be valid for trading, settlement, registration and delivery purposes. Accordingly, no arrangement will be made for the exchange of the existing share certificates of the Company as a result of the Proposed Change of Company Name. As soon as the Proposed Change of Company Name has become effective, all new share certificates of the Company will be issued in the new name of the Company and subject to the confirmation of The Stock Exchange of Hong Kong Limited, the English and Chinese stock short name of the Company for trading in the shares of the Company may be changed after the Change of Company Name becomes effective.

The logo and website address of the Company may be changed after the Proposed Change of Company Name becomes effective. The Company will make further announcement(s) to inform the Shareholders of the poll results of the Extraordinary General Meeting, the effective date of the Proposed Change of Company Name as and when appropriate.

### EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 6 and 7 of this circular is the notice of the Extraordinary General Meeting containing, inter alia, the special resolution in relation to approving the Proposed Change of Company Name.

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 Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.aoyuan.com.cn](http://www.aoyuan.com.cn)). To be valid, the form of proxy must be completed and signed 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 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 the Extraordinary General Meeting (i.e. not later than 11:00 a.m. on Sunday, 11 November 2018) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting or any adjournment if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution to approve the Proposed Change of Company Name to be proposed at the Extraordinary General Meeting will be put to vote by way of poll. An announcement of the results of the poll will be made by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules and the effective date of the Proposed Change of Company Name as and when appropriate.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the Extraordinary General Meeting.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining eligibility to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Thursday, 8 November 2018 to Tuesday, 13 November 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong 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 Wednesday, 7 November 2018.

### **RECOMMENDATION**

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the notice of the Extraordinary General Meeting.

### **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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

Yours faithfully,  
For and on behalf of the Board of  
**China Aoyuan Property Group Limited**  
**Guo Zi Wen**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**中國奧園地產集團股份有限公司**  
**China Aoyuan Property Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3883)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of China Aoyuan Property Group Limited (the “**Company**”) will be held at Room Fanling, Lower Level I, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 13 November 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without modifications) as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, (i) the English name of the Company be changed from “China Aoyuan Property Group Limited” to “China Aoyuan Group Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “中國奧園地產集團股份有限公司” to “中國奧園集團股份有限公司”, with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board of  
**China Aoyuan Property Group Limited**  
**Guo Zi Wen**  
*Chairman*

Hong Kong, 19 October 2018



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy or if he holds two or more shares, may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office 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 appointed for the above meeting (i.e. not later than 11:00 a.m. on Sunday, 11 November 2018) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. **For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, 8 November 2018 to Tuesday, 13 November 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company shall ensure that all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office 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 not later than 4:30 p.m. on Wednesday, 7 November 2018.**
5. References to time and dates in this notice are to Hong Kong time and dates.