

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



KAISA GROUP HOLDINGS LTD.

佳兆業集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1638)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Kaisa Group Holdings Ltd. (the “**Company**”) will be held at Harbour View Ballroom I (Level 4), Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 2 July 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 25 March 2021 (as supplemented and amended from time to time) entered into by and among the Company as purchaser, Acme Victory Investments Limited (高捷投資有限公司), Ascending Power Investments Limited (昇晴投資有限公司) and 北京誠義豪泰投資管理有限公司 (Beijing Chengyi Haotai Investment Management Co., Ltd.*) as vendors and Mr. Kwok Ying Shing as guarantor in relation to the acquisition (“**Acquisition**”) of the Sale Interests and the Sale Loans (both as defined in the circular of the Company dated 28 May 2021 (the “**Circular**”), a copy of which is tabled at the meeting and marked “**A**” and signed by the chairman of the meeting for identification purpose) at a consideration of RMB13,000,000,000 in cash (collectively, the “**SP Agreement**”) (a copy of the SP Agreement is marked “**B**” and signed by the chairman of the meeting for identification purpose), the Acquisition and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* *For identification purposes only*

- (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the SP Agreement, the Acquisition and the transactions contemplated thereunder.”

On behalf of the Board
KAISA GROUP HOLDINGS LTD.
Kwok Ying Shing
Chairman and executive Director

Hong Kong, 28 May 2021

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company
2. A form of proxy for the EGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed must be deposited at the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 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.
3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
4. To determine the entitlement of the members of the Company to attend and vote at the EGM to be held on 2 July 2021, the register of members of the Company will be closed on Monday, 28 June 2021 to Friday, 2 July 2021, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents should be lodged for registration 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 not later than 4:30 p.m. on Friday, 25 June 2021.

As at the date of this notice, the executive Directors are Mr. Kwok Ying Shing, Mr. Sun Yuenan, Mr. Mai Fan, Mr. Li Haiming and Mr. Kwok Hiu Kwan; the non-executive Director is Ms. Chen Shaohuan; and the independent non-executive Directors are Mr. Rao Yong, Mr. Zhang Yizhao and Mr. Liu Xuesheng.