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## **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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting 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, 14 June 2019 at 10:30 a.m., for the following purposes:

#### **As Ordinary Business**

1. To receive, consider and adopt the report of the directors of the Company (the “**Directors**”), the audited consolidated financial statements and the independent auditor’s report for the year ended 31 December 2018.
2. To approve the payment of the final dividend of HK9.0 cents per share for the year ended 31 December 2018, and to pay such final dividend out of the share premium account of the Company.
3. To re-elect Mr. Kwok Ying Shing, as an executive Director.
4. To re-elect Mr. Weng Hao, as an executive Director.
5. To re-elect Ms. Chen Shaohuan, as a non-executive Director.
6. To re-elect Mr. Rao Yong, as an independent non-executive Director.
7. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
8. To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

\* For identification purpose only

## As Special Business

And to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions of the Company:

9. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the Company to buy back issued shares of the Company (the **“Shares”**) subject to and in accordance with all applicable laws and requirements of the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until the earlier 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 law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution by the shareholders of the Company in general meeting.”

10. **“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 and to make or grant offers, agreements, options and rights to subscribe for, or convert any securities into, Shares 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 given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights to subscribe for, or convert any securities into, Shares which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of Shares 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), or (ii) the grant or exercise of options under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares, or (iii) an issue of Shares upon the exercise of rights of the subscription or conversion under the terms of any existing options, warrants, bonds, notes or other securities of the Company which are convertible into Shares, or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the number of issued Shares as at the date of passing of 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 the earlier 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 law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders 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 Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or 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).”

11. **“THAT** conditional upon the passing of the resolutions nos. 10 and 11 as set out in the notice convening the meeting of which these resolutions form part (the **“Notice”**), the general mandate referred in the resolution no. 11 as set out in the Notice be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company pursuant to the general mandate referred in the resolution no. 10 as set out in the Notice, provided that such amount shall not exceed 10 per cent. of the number of the issued Shares as at the date of passing of this resolution.”

12. **“THAT:**

- (i) subject to the granting by the Listing Committee of the Stock Exchange of the listing of and permission to deal in the Shares to be issued and allotted by the Company under the proposed share option scheme of the Company (the **“Share Option Scheme”**, a copy of which has been produced to the Annual General Meeting marked ‘A’ and initialled by the chairman of the Annual General Meeting for the purpose of identification):
  - (a) the Share Option Scheme be and is hereby approved and adopted as the Company’s share option scheme and the Directors be and are hereby authorized to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the Share Option Scheme subject to the terms of the Share Option Scheme and Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time); and
  - (b) the Directors be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the Share Option Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit.
- (ii) Conditional upon the Share Option Scheme becoming effective, the existing share option scheme (the **“Existing Share Option Scheme”**) for the Company which was adopted by the Company on 22 November 2009 be and is hereby terminated upon the Share Option Scheme becoming effective (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution).”

13. **“THAT:** subject to the granting by the Listing Committee of the Stock Exchange of the listing of and permission to deal in the shares of Kaisa Property Holdings Limited. (**“Kaisa Property”**) to be issued and allotted by Kaisa Property under the proposed share option scheme of Kaisa Property (the **“Subsidiary Share Option Scheme”**, a copy of which has been produced to the Annual General Meeting marked ‘B’ and initialled by the chairman of the Annual General Meeting for the purpose of identification) and the approval by the shareholders of Kaisa Property for the adoption of the Subsidiary Share Option Scheme, the Subsidiary Share Option Scheme be and is hereby approved and adopted as Kaisa Property’s share option scheme and that any one

Director be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary, desirable or expedient to implement and to give full effect to Subsidiary Share Option Scheme.”

By Order of the Board  
**KAISA GROUP HOLDINGS LTD.**  
**Kwok Ying Shing**  
*Chairman and executive Director*

Hong Kong, 29 April 2019

*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 annual general meeting 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) The register of members of the Company will be closed for the following periods:
  - (a) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the forthcoming AGM to be held on Friday, 14 June 2019, the register of members of the Company will be closed on Tuesday, 11 June 2019 to Friday, 14 June 2019, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with 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 not later than 4:30 p.m. on Monday, 10 June 2019.
  - (b) For the purpose of determining shareholders of the Company who qualify for the final dividend, the register of members of the Company will be closed on Friday, 21 June 2019 to Tuesday, 25 June 2019, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration 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 not later than 4:30 p.m. on Thursday, 20 June 2019.
- (5) With respect to the resolution set out in resolution no. 9 of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the Directors to buy back Shares.
- (6) With respect to the resolutions set out in resolution nos. 9 and 10 of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the Directors to allot, issue and deal with additional Shares in accordance with the Listing Rules.

*As at the date of this announcement, the executive Directors are Mr. Kwok Ying Shing, Mr. Sun Yuenan, Mr. Mai Fan, Mr. Zheng Yi and Mr. Weng Hao; 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.*