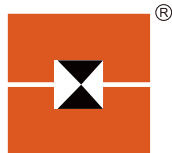


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance 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)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 14 JUNE 2019**

The board of directors (the “**Board**”) of Kaisa Group Holdings Ltd. (the “**Company**”) is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 14 June 2019, the proposed resolutions as set out in the notice of the AGM dated 29 April 2019 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. Terms used herein shall, unless otherwise defined, have the same meaning as those used in the notice of the AGM and the circular of the Company both dated 29 April 2019. The poll results in respect of the resolution proposed at the AGM are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (Approx. %)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive, consider and adopt the report of the directors of the Company (the “ <b>Directors</b> ”), the audited consolidated financial statements and the independent auditor’s report for the year ended 31 December 2018.	4,252,983,657 (100.000000%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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.	4,254,014,657 (100.000000%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

\* For identification purposes only

Ordinary Resolutions		Number of Votes (Approx. %)	
		For	Against
3.	To re-elect Mr. Kwok Ying Shing, as an executive Director.	4,232,469,853 (99.493542%)	21,544,804 (0.506458%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
4.	To re-elect Mr. Weng Hao, as an executive Director.	4,248,017,526 (99.859024%)	5,997,131 (0.140976%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
5.	To re-elect Ms. Chen Shaohuan, as a non-executive Director.	3,935,712,649 (92.517609%)	318,302,008 (7.482391%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6.	To re-elect Mr. Rao Yong, as an independent non-executive Director.	3,942,916,350 (92.686948%)	311,098,307 (7.313052%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
7.	To authorise the board of directors of the Company (the “ <b>Board</b> ”) to fix the remuneration of the Directors.	4,253,933,717 (99.999437%)	23,940 (0.000563%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
8.	To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorise the Board to fix their remuneration.	4,251,854,657 (99.949224%)	2,160,000 (0.050776%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
9.	To grant a general mandate to the Directors to buy back the Shares not exceeding 10 per cent. of the number of the issued Shares of the Company (the “ <b>Shares</b> ”) at the date of passing of this Resolution.	4,253,956,657 (99.999976%)	1,000 (0.000024%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

Ordinary Resolutions		Number of Votes (Approx. %)	
		For	Against
10.	To grant a general mandate to the Directors to allot and issue new Shares not exceeding 20 per cent. of the number of the issued Shares at the date of passing of this Resolution.	4,036,347,385 (94.883251%)	217,667,272 (5.116749%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
11.	To extend the general mandate to issue additional Shares, representing the number of the Shares bought back by the Company.	4,035,478,386 (94.862823%)	218,536,271 (5.137177%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
12.	To adopt a share option scheme and terminate the existing share option scheme.	4,122,554,877 (96.909748%)	131,459,780 (3.090252%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
13.	To adopt the subsidiary share option scheme.	4,122,552,877 (96.909701%)	131,461,780 (3.090299%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

\* *The full text of Resolutions 9, 10 and 11 are set out in the notice of AGM.*

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for vote-taking at the AGM.

As at the date of the AGM, the total number of 6,077,815,697 Shares were in issue and entitled the Shareholders to attend and vote for or against the resolution proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour pursuant to Rule 13.40 of the Listing Rules. There were no Shareholders that are required under the Listing Rules to abstain from voting or stated his intention in the circular of the Company dated 29 April 2019 to vote against the resolutions.

### **Re-election of the Directors**

The Board is pleased to announce that all the Directors proposed to be re-elected at the AGM have been re-elected and looks forward to continue to benefit from the invaluable expertise and knowledge of the re-elected Directors.

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

**KWOK Ying Shing (郭英成)**

Mr. Kwok, aged 54, is the chairman of the Company, an executive Director, chairman of the Nomination Committee and a member of the Remuneration Committee. He is one of the founders of the Group and was the chairman and a Director since its inception in 1999. He resigned as the chairman and an executive Director on 31 December 2014 and was re-appointed as the chairman and an executive Director on 13 April 2015. Mr. Kwok is primarily responsible for overall strategy, investment planning and human resource strategy of the Group. Mr. Kwok has extensive experience in real estate development, investment and financing management. He is the brother of Mr. Kwok Ying Chi, a substantial shareholder of the Company.

**WENG Hao (翁昊)**

Mr. Weng, aged 38, is an executive Director of the Company. He was appointed as the executive Director of the Group in January 2019. Currently, Mr Weng is responsible for the property, amusement park and hotel segments of the Group. Mr. Weng joined the Group in June 2003, and has served as the Assistant General Manager of project management department of the Group, general manager of Nanjing branch of real estate Group, executive vice president and president of real estate Group, chairman and president of Shanghai region real estate business, executive vice president of the Company and chief operating officer of the Group etc. Mr. Weng graduated from Southeast China University in 2003 and obtained the degree of bachelor of engineering.

**CHEN Shaohuan (陳少環)**

Ms. Chen, aged 53, has been a non-executive Director since 26 December 2013. She is also a member of the Audit Committee. She received a Diploma in Economics and Management from the Social Science Faculty of South China University of Technology in the People's Republic of China in July 1987. Ms. Chen joined Sino Life Insurance Co., Ltd. (生命人壽保險股份有限公司) (“**Sino Life Insurance**”), a substantial shareholder of the Company from December 2013 to November 2016 and was the deputy general manager of the asset management centre of Sino Life Insurance. Prior to joining Sino Life Insurance, Ms. Chen was the manager of the investment division of Shenzhen Fengsheng Investment Group Company Limited\* (深圳市豐盛投資集團有限公司) from June 1995 to November 2013. Ms. Chen was also the deputy general manager of a subsidiary of Shenzhen Wuzhi Group Company\* (深圳市物資總公司) engaging in construction material business from September 1983 to May 1995.

## **RAO Yong (饒永)**

Mr. Rao, aged 60, has been an independent non-executive Director since 17 November 2009. Mr. Rao is also the chairman of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Independent Committee. Mr. Rao is currently a director of Shenzhen Pengcheng Certified Public Accountants Co. Ltd. He is a member of the Chinese Institute of Certified Public Accountants (CICPA) and a certified public valuer in China. Mr. Rao has over 28 years of experience in accounting and auditing. Mr. Rao was a director of the Audit Bureau of Shenzhen City from 1991 to 1997 and a head of the Audit Bureau of Wuzhou City, Guangxi Province from 1987 to 1990. Mr. Rao has also been a director of The Chinese Institute of Certified Public Accountants since 1996, a director of the Shenzhen Institute of Certified Public Accountants since 1996 and its president since 2005, a forensic accounting expert of Shenzhen City since 2002 and the deputy secretary-general of the Asset Evaluation Association of Shenzhen City since 1997. Mr. Rao received a diploma in accounting from Guangxi College of Finance and Economics, China in July 1980.

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

Hong Kong, 14 June 2019

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