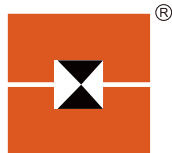


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KAISA GROUP HOLDINGS LTD.

佳兆業集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1638)

**(1) DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF
THE SHARE PREMIUM ACCOUNT
(2) PARTICULARS OF THE SCRIP DIVIDEND ARRANGEMENT
(3) CHANGE OF RECORD DATE AND BOOK CLOSURE PERIOD
FOR INTERIM DIVIDEND DISTRIBUTION, BOOK CLOSURE PERIOD
FOR ATTENDANCE OF THE EGM**

1. INTRODUCTION

As disclosed in the interim results announcement of the Company dated 25 August 2021 for the six months ended 30 June 2021, the Board recommended the payment of the Interim Dividend out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date.

2. THE INTERIM DIVIDEND

The Interim Dividend is intended to be paid out of the Share Premium Account.

As at 30 June 2021, based on the unaudited consolidated financial statements of the Company, the amount standing at the credit of the Share Premium Account was RMB6,457,928,000 (approximately HK\$7,776,888,000).

As at the date of this announcement, the Company has 7,015,468,487 Shares in issue.

Assuming that there will be no change in the share capital of the Company from the date of this announcement up to the Record Date, the Interim Dividend will be paid by way of the cancellation of approximately RMB233,026,000 (approximately HK\$280,619,000) standing at the credit of the Share Premium Account. Following the payment of the Interim Dividend, RMB6,224,902,000 (approximately HK\$7,496,269,000) will remain standing at the credit of the Share Premium Account.

* For identification purposes only

Conditions of the payment of the Interim Dividend

The payment of the Interim Dividend is conditional upon the satisfaction of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend under Article 134 of the Articles; and
- (ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about 17 December 2021 to those Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date.

The conditions set out above cannot be waived. If any of the conditions set out above is not satisfied, the Interim Dividend will not be paid.

Reasons for the payment of the Interim Dividend out of the Share Premium Account

Taking into account the cash flow and the financial conditions of the Company, the Board considers that the payment of the Interim Dividend is appropriate to recognise the Shareholders' continuous support. The Directors also consider that it is unnecessary to maintain the Share Premium Account at its current level. Accordingly, the Board considers that the payment of the Interim Dividend out of the Share Premium Account is in the interest of the Shareholders and the Company as a whole.

The payment of the Interim Dividend will not involve any reduction in the authorised or issued share capital of the Company nor will it involve any reduction in the nominal value of the Shares or the trading arrangements of the Shares.

The payment of the Interim Dividend will not have any adverse effect on the underlying assets, liabilities, business operations, management or financial position of the Group.

3. DESPATCH OF CIRCULAR AND NOTICE OF EGM

The EGM will be held at 29th Floor, International Medical Centre, 22 Des Voeux Road Central, Hong Kong on Wednesday, 27 October 2021 at 11:00 a.m., to consider and, if appropriate, to approve the declaration and payment of the Interim Dividend out of the Share Premium Account.

A circular providing Shareholders with information in respect of the declaration and payment of the Interim dividend and the notice of EGM will be despatched to the Shareholders on or about 8 October 2021.

4. PARTICULARS OF THE SCRIP DIVIDEND ARRANGEMENT

Subject to the conditions as set out in the section headed “Conditions of the payment of the Interim Dividend” being satisfied, a scrip dividend arrangement (the “**Scrip Dividend Arrangement**”) will be offered to the Shareholders.

Under the Scrip Dividend Arrangement, each Shareholder whose names appear on the Register of Members on the Record Date has the choice of receiving:

- (a) a cash dividend of HK4 cents for each Share held on the Record Date; or
- (b) a scrip dividend of new shares (the “**Scrip Shares**”) at the Issue Price (as defined in the paragraph headed “Basis of Allotment of the Scrip Shares” below), subject to any fractional entitlement being disregarded as mentioned below; or
- (c) a combination of partly in (a) and partly in (b) above.

The Scrip Shares issued in respect of the Interim Dividend will, when issued, rank *pari passu* in all respects with the existing issued Shares on the date of allotment and issue except that such Scrip Shares themselves will not be entitled to the Interim Dividend.

Based on 7,015,468,487 Shares in issue as at the date of this announcement, if no elections for the Scrip Shares were received, the total cash dividend payable by the Company in respect of the Interim Dividend would be approximately HK\$280.6 million.

Basis of Allotment of the Scrip Shares

For the purpose of calculating the number of Scrip Shares to be allotted to the Shareholders pursuant to the Scrip Dividend Arrangement, the issue price of the Scrip Shares (the “**Issue Price**”) is fixed at 95% of the average closing price of the Shares quoted on the Stock Exchange for the five consecutive trading days up to and including the Record Date. Accordingly, the number of Scrip Shares which each Shareholder will receive under the Scrip Dividend Arrangement will be calculated as follows:

$$\begin{array}{l} \text{Number of Scrip Shares} \\ \text{to be received (round} \\ \text{down to the nearest} \\ \text{whole number)} \end{array} = \begin{array}{l} \text{Number of existing Shares} \\ \text{held on the Record Date for} \\ \text{which the election for Scrip} \\ \text{Shares is made} \end{array} \times \frac{\text{HK\$0.04}}{\text{the Issue Price}}$$

The number of Scrip Shares to be received by each Shareholder pursuant to his/her election will be rounded down to the nearest whole number. No Shareholder will be entitled to be issued any fraction of a Share under the Scrip Dividend Arrangement.

If Shareholders elect to receive the maximum number of Scrip Shares in lieu of their cash dividend, a residual dividend entitlement may arise, representing the difference between the total cash equivalent of the Scrip Shares based on the Issue Price to be issued to them and the maximum dividend available in respect of their shareholdings. Fractional entitlements to Scrip Shares will be disregarded and the benefit thereof will accrue to the Company.

Scrip Shares issued to a Shareholder pursuant to an election to receive some or all of his/her Interim Dividend in Scrip Shares may be allocated in odd lots (of fewer than a board lot of 1,000 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of Scrip Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

General

Further details of the Scrip Dividend Arrangement (including the Issue Price) will be set out in a circular which will be sent to the Shareholders on or about 18 November 2021, together with an election form (the “**Election Form**”).

Shareholders who wish to elect to receive the whole of the Interim Dividend in Scrip Shares, or partly in cash and partly in Scrip Shares, must COMPLETE, SIGN and RETURN the Election Form to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the “Share Registrar”) of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 3 December 2021.

As at the date of this announcement, there was one Shareholder registered address located in the British Virgin Islands (the “**BVI**”) as appeared on the register of members of the Company (the “**Overseas Shareholders**”). The Directors have been advised by the local counsel that there are no restrictions or requirements on extending the Scrip Dividend Arrangement to the Overseas Shareholders. Accordingly, as at the date of this announcement the Scrip Dividend Arrangement will be extended to the Overseas Shareholders.

Listing

Application will be made to the Listing Committee of the Stock Exchange for the grant of listing of, and permission to deal in, the Scrip Shares. Subject to the approval being granted by the Stock Exchange, it is expected that cheques for cash entitlements and/or share certificates for Scrip Shares will be despatched to the Shareholders by ordinary mail at their own risk on 17 December 2021.

Dealings in the Scrip Shares on the Stock Exchange are expected to commence at 9:00 a.m. on 20 December 2021.

5. CHANGE OF RECORD DATE AND BOOK CLOSURE PERIOD FOR INTERIM DIVIDEND DISTRIBUTION, BOOK CLOSURE PERIOD FOR ATTENDANCE OF THE EGM

(i) For determining the Shareholders who qualify for the Interim Dividend

The Interim Dividend will be paid on or about 17 December 2021 to the shareholders of the Company whose names appear on the register of members of the Company on **Friday, 5 November 2021**, instead of Friday, 3 December 2021 as previously announced in the announcement of the Company dated 25 August 2021.

For the purpose of determining the Shareholders who qualify for the Interim Dividend, the book closure dates of the Register of Members are changed to Wednesday, 3 November 2021 to Friday, 5 November 2021 both days inclusive.

In order to qualify for the Interim 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, Hong Kong not later than 4:30 p.m. on Tuesday, 2 November 2021.

(ii) For determining the identity of the Shareholders who are entitled to attend the EGM

For the purpose of determining the identity of the Shareholders who are entitled to attend the EGM, the Register of Members of the Company will be closed from Friday, 22 October 2021 to Wednesday, 27 October 2021, both days inclusive.

In order to be eligible to attend the EGM, 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, Hong Kong not later than 4:30 p.m. on Thursday, 21 October 2021.

6. DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Articles”	the articles of association adopted by the Company, adopted on 22 November 2009, and amended from time to time
“Board”	the board of Directors
“Company”	Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司*), a company incorporated in the Cayman Islands as an exempted company with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 29th Floor, International Medical Centre, 22 Des Voeux Road Central, Hong Kong on Wednesday, 27 October 2021 at 11:00 a.m., to consider and, if appropriate, to approve the declaration and payment of the Interim Dividend out of the Share Premium Account, 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
“Interim Dividend”	the proposed interim dividend of HK4 cents per Share as recommended by the Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	Friday, 5 November 2021, the date for the determining of the entitlement to the Interim Dividend
“Register of Members”	the register of members of the Company
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Share(s)”	the ordinary shares of par value of HK\$0.1 each of the Company

“Shareholder(s)” holder(s) of the Share(s)
“Share Premium Account” the share premium account of the Company
“Stock Exchange” The Stock Exchange of Hong Kong Limited
“%” per cent.

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

Hong Kong, 5 October 2021

As at the date of this announcement, 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.