
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Kaisa Health Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Kaisa Health Group Holdings Limited

佳兆業健康集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 876)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO BUY BACK SHARES AND TO
ISSUE NEW SHARES OF THE COMPANY;**
- (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY;
AND**
- (3) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening 2022 AGM of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 15 June 2022 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the 2022 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.kaisahealth.com>).

Whether or not you are able to attend the 2022 AGM, please complete and sign the accompanying 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, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2022 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked.

23 May 2022

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection: -

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at info@kaisahealth.com. If any shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Branch Share Registrar as follows:—

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Website: www.computershare.com/hk/contact
HK Tel: (852) 2862 8555
Fax: (852) 2865 0990

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DEFINITIONS

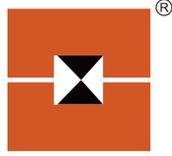
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2022 AGM”	an annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 15 June 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Bye-laws”	the Bye-laws of the Company currently in force;
“Buyback Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution;
“Company”	Kaisa Health Group Holdings Limited 佳兆業健康集團控股有限公司, a company incorporated in Bermuda 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;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue, and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution, and by an additional number representing the total number of Shares bought back by the Company pursuant to the Buyback Mandate (if any);
“Latest Practicable Date”	17 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.00125 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong;
“%”	per cent.

LETTER FROM THE BOARD



Kaisa Health Group Holdings Limited
佳兆業健康集團控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 876)

Executive Directors:

Mr. Zhang Huagang (*Chairman*)

Mr. Luo Jun

(Co-Vice Chairman and Chief Executive Officer)

Mr. Wu Tianyu (*Co-Vice Chairman*)

Mr. Kwok Ying Shing

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Dr. Liu Yanwen

Dr. Lyu Aiping

Ms. Li Zhiying (formerly named as Ms. Li Yonglan)

*Head Office and Principal Place
of Business in Hong Kong:*

30/F., The Center,

99 Queen's Road Central,

Central, Hong Kong

23 May 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE
COMPANY;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2022 AGM for (i) the grant of the Buyback Mandate to the Directors; (ii) the grant of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares bought back by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF THE BUYBACK MANDATE AND ISSUANCE MANDATE

At the annual general meeting of the Company held on 29 June 2021, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the 2022 AGM.

Ordinary resolutions will be proposed at the 2022 AGM to approve the grant of new general mandates to the Directors:

- (a) to buy back Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution (i.e. not exceeding 504,213,937 Shares on the basis that the existing issued share capital of the Company of 5,042,139,374 Shares as at the Latest Practicable Date remains unchanged as at the date of the 2022 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution (i.e. not exceeding 1,008,427,874 Shares on the basis that the existing issued share capital of the Company of 5,042,139,374 Shares as at the Latest Practicable Date remains unchanged as at the date of the 2022 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2022 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2022 AGM as set out on pages 19 to 21 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to bye-law 87 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation, provided that the Chairman of the Board shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire each year. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. A retiring Director shall be eligible for re-election by Shareholders at the relevant annual general meeting.

In addition, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to bye-law 86(2) of the Bye-laws, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or, subject to authorisation by Shareholders in general meeting, as an addition to the existing Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to bye-law 87 of the Bye-Laws.

The Nomination Committee of the Company (the “**Nomination Committee**”) is primarily responsible for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board as additional directors or to fill casual vacancies. The Nomination Committee identifies candidates for directorship from various channels, including but not limited to internal promotion and referral by management. The Nomination Committee may also receive nomination of candidates for election as Director(s) from Shareholder(s). After the candidate(s) is identified, the Nomination Committee will consider the biographical information of the candidate(s) and evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company to determine whether such candidate is qualified for directorship and make recommendation to the Board accordingly.

For re-election of any existing member of the Board, the Nomination Committee shall evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company and make recommendations to the Board for its consideration and recommendation for the candidate(s) to stand for re-election at general meeting.

LETTER FROM THE BOARD

The following criteria are taken into consideration in evaluating and selecting candidate(s) for directorship(s):

- character and integrity of the candidate
- qualifications including professional qualifications, skills, knowledge and experience of the candidate that are relevant to the business and corporate strategy of the Group
- willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments
- requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules
- the board diversity policy of the Company
- such other perspectives appropriate to the Company's business

In reviewing the size, structure and composition of the Board and in proposing individuals for re-election as Directors at the Annual General Meeting, the Nomination Committee considered the Board diversity from a number of factors, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and time commitments. All Board appointments will be based on merit, and candidates will be considered against criteria including character and integrity, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

As at the Latest Practicable Date, the Board comprises Mr. Zhang Huagang (“**Mr. Zhang**”), Mr. Luo Jun, Mr. Wu Tianyu (“**Mr. Wu**”), Mr. Kwok Ying Shing as executive Directors and Dr. Liu Yanwen, Dr. Lyu Aiping (“**Dr. Lyu**”) and Ms. Li Zhiying (formerly named as Ms. Li Yonglan) as independent non-executive Directors.

Pursuant to the bye-law 87 of the Bye-laws, Mr. Zhang, Mr. Wu and Dr. Lyu will retire from office by rotation at the 2022 AGM and being eligible, Mr. Zhang, Mr. Wu and Dr. Lyu will offer themselves for re-election at the 2022 AGM.

LETTER FROM THE BOARD

The Nomination Committee has evaluated Dr. Lyu (the independent non-executive Director to be re-elected at the 2022 AGM) against the selection criteria mentioned above and has considered his extensive professional and working experiences as set out in Appendix II to this circular. Dr. Lyu has gained through his educational background, extensive experience and practice in the fields of Chinese Medicine allowing him to provide valuable and relevant insights and contribute to the diversity of the Board. The Nomination Committee has also assessed the independence of Dr. Lyu and considers that he has satisfied the criteria as set out in Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company is not aware of any matters or events that may occur and affect the independence of Dr. Lyu as an independent non-executive Director. In view of the above, the Board believes that the re-election of Dr. Lyu as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Brief biographical details of the retiring Directors who are proposed to be re-elected at the 2022 AGM are set out in Appendix II to this circular.

4. 2022 AGM AND PROXY ARRANGEMENT

The following are the details of the 2022 AGM:

Date: Wednesday, 15 June 2022

Time: 10:00 a.m.

Venue: United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong

The notice of the 2022 AGM is set out on pages 18 to 22 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2022 AGM. An announcement on the poll vote results will be made by the Company after the 2022 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the 2022 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.kaisahealth.com>). Whether or not you are able to attend the 2022 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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, 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, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2022 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2022 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

Closure of Register of Members

To ascertain Shareholders' eligibility to attend and vote at the 2022 AGM, the register of members of the Company will be closed from Friday, 10 June 2022 to Wednesday, 15 June 2022 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the 2022 AGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m., on Thursday, 9 June 2022.

5. RECOMMENDATION

The Directors consider that (i) the grant of the Buyback Mandate; (ii) the grant of the Issuance Mandate; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares bought back by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Director are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2022 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the following appendices to this circular:

Appendix I — Explanatory Statement on the Buyback Mandate; and

Appendix II — Details of Directors subject to Re-election.

LETTER FROM THE BOARD

7. 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
Kaisa Health Group Holdings Limited
Zhang Huagang
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2022 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR SHARES BUYBACKS

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company, the Group and the Shareholders.

Shares buybacks may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,042,139,374 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2022 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2022 AGM, i.e. being 5,042,139,374 Shares, the Directors would be authorised under the Buyback Mandate to buy back, during the period in which the Buyback Mandate remains in force, 504,213,937 Shares, representing 10% of the total number of Shares in issue as at the date of the 2022 AGM.

3. FUNDING OF BUYBACKS

Shares buybacks will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's memorandum of association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF BUYBACKS

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed buyback period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If on the exercise of the power to buy back Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, Kaisa Group Holdings Ltd. held 2,167,600,491 Shares or approximately 42.99% of the issued Shares of the Company. In the event that the Directors exercise in full the Buyback Mandate, the shareholdings of Kaisa Group Holdings Ltd. in the Company would be increased to approximately 47.77% of the issued Shares of the Company, and such an increase would give rise to an obligation of Kaisa Group Holdings Ltd. and its associates to make a mandatory general offer under Rule 26 and 32 of the Takeovers Code.

Nevertheless, the Directors have no present intention to exercise the Buyback Mandate to such extent as would result in any Shareholders being required to make a mandatory offer under the Takeovers Code.

In addition, the Listing Rules prohibit a company from making buyback of shares on the Stock Exchange if the result of the buyback would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be in public hands. The Directors do not propose to buy back Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buybacks of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	0.169	0.142
June	0.182	0.150
July	0.510	0.142
August	0.360	0.213
September	0.275	0.196
October	0.237	0.116
November	0.138	0.089
December	0.122	0.072
2022		
January	0.099	0.075
February	0.095	0.076
March	0.114	0.060
April	0.160	0.061
May (up to the Latest Practicable Date)	0.084	0.066

8. SHARE BUYBACKS MADE BY THE COMPANY

No buy-back of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the six months preceding the Latest Practicable Date.

The biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are as follows:

Mr. Zhang Huagang (“**Mr. Zhang**”), aged 59, has been appointed as the Chairman, the chairman of the Nomination Committee and an executive Director since 9 April 2020. Mr. Zhang has been appointed as a director of 派斯雙林生物製藥股份有限公司 (Pacific Shuanglin Bio-Pharmacy Co., Ltd.* (“**Pacific Shuanglin**”)), a PRC incorporated company listed on the Shenzhen Stock Exchange (Stock Code: 000403) since 20 April 2020. Before joining the Company, Mr. Zhang was one of the founders, a director and president of Gemdale Corporation Co., Ltd. (金地(集團)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600383) (the “**Gemdale Group**”) during the period from May 1993 to July 2010, leading the Gemdale Group to grow from a small-scaled company in Futian District to a national-branded and listed real estate company in the PRC. During his tenure as the president of the Gemdale Group, Mr. Zhang initiated many innovations ideas linking the real estate industry and finance industry in the PRC. Mr. Zhang founded the Gemdale/UBS China Real Estate Dollar Fund* (金地/UBS中國房地產美元基金), and led the Gemdale Group to enter into a numerous of equity investment cooperation with financial institutions, such as ING and Ping An Trust. During the period from August 2010 to April 2016, Mr. Zhang acted as the chief executive officer of China Tide Holdings Company Limited* (中國天地控股有限公司), led and developed an award-winning pension community project, which was recognised as one of the most innovative benchmarked project within the industry. Since May 2016, Mr. Zhang has been the chief executive officer of Beijing Zhongtianyixin Corporate Management Services Limited* (北京中天頤信企業管理服務有限公司) and the chairman of Beijing Kangyi Health Management Limited* (北京康頤健康管理有限公司). Further, since April 2017, Mr. Zhang has been acting as the chief executive officer and an executive director of Shanghai Zendai Property Limited* (上海證大地產有限公司), a company listed on the Stock Exchange (stock code: 755) and the chairman of Shanghai Xiyue Pension Services Co., Ltd.* (上海禧悅養老服務有限公司). Mr. Zhang graduated from Huazhong University of Science and Technology with a bachelor’s degree in industrial automation in 1982 and obtained a master in business administration degree from the School of Management of State University of New York at Buffalo in 1989. Mr. Zhang is primarily responsible for our overall corporate strategies, planning and business development.

Mr. Zhang entered into service contract with the Company for an initial term of three years commencing on 9 April 2020, which can be terminated by either party giving not less than three months’ notice in writing. The service contract was automatically renewed if no notice is given for both Mr. Zhang and the Company. During the year ended 31 December 2021, the total remuneration paid to Mr. Zhang was approximately HK\$ 4,831,000.

* For identification purposes only

Mr. Zhang has the following interests in the shares or underlying shares of the Company pursuant to SFO:

Share options of the Company

Number of share options held	Number of underlying Shares	Exercise price	Approximate percentage of the issued share capital of the Company
50,000,000	50,000,000	HK\$0.196	0.99%

Save as disclosed above, Mr. Zhang did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present, or hold other major appointments and professional qualifications. In addition, save as aforesaid, Mr. Zhang does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang was not interested or deemed to be interested in any interests in the Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. Wu Tianyu (“**Mr. Wu**”), aged 57, has been appointed as an executive Director and the Chief Executive Officer of the Company since 21 May 2015 and acted as a member of the remuneration committee of the Board (the “**Remuneration Committee**”) since 30 June 2015. With effect from 26 February 2019, Mr. Wu has resigned as the Chief Executive Officer of the Company and been appointed as the Co-Vice Chairman of the Board and remains as an executive Director and a member of the Remuneration Committee of Board. Mr. Wu is also a director of On Growth Global Development Limited and Royal Dental Laboratory Limited and the general manager of Shenzhen Jinyouran Technology Company Limited*, all of which are the subsidiaries of the Company. Mr. Wu has been the key operators of the denture business of these companies for more than 20 years, overseeing the production of the denture products and the daily operations. Mr. Wu is the spouse of Ms. Jiang Sisi, the chief operating officer of the Company. Mr. Wu obtained a bachelor degree in Department of Stomatology of the Fourth Military Medical University. Mr. Wu has over 30 years of experience in denture profession.

Mr. Wu entered into service contract with the Company for an initial term of three years commencing on 21 May 2015, which can be terminated by either party giving not less than three months’ notice in writing. The service contract was automatically renewed if no notice is given for both Mr. Wu and the Company. Mr. Wu has entered into a supplemental letter with the Company dated 26 February 2019 to amend and supplement the terms of the existing service contract. During the year ended 31 December 2021, the total remuneration paid to Mr. Wu was approximately HK\$9,631,000.

Mr. Wu has the following interests in the shares or underlying shares of the Company pursuant to SFO:

Long position in the shares of the Company

Capacity/nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company
Beneficial owner	206,910,000	4.10%

* For identification purposes only

Share options of the Company

Number of share options held	Number of underlying Shares	Exercise price	Approximate percentage of the issued share capital of the Company
38,000,000	38,000,000	HK\$0.40	0.75%
<u>20,000,000</u>	<u>20,000,000</u>	HK\$0.196	0.40%
<u><u>58,000,000</u></u>	<u><u>58,000,000</u></u>		

Save as disclosed above, Mr. Wu did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present, or hold other major appointments and professional qualifications. In addition, save as aforesaid, Mr. Wu does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Wu was not interested or deemed to be interested in any interests in the Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Mr. Wu that need to be brought to the attention of the Shareholders.

Dr. Lyu Aiping (“**Dr. Lyu**”), aged 58, has been appointed as an independent non-executive Director since 5 March 2018. Dr. Lyu has been appointed as an independent non-executive director of Nam Tai Property Inc., a company listed on the New York Stock Exchange (NYSE Symbol: NTP) from 8 June 2019 to 1 December 2021. Dr. Lyu is currently the Chair Professor and Dean of School of Chinese Medicine of Hong Kong Baptist University. Dr. Lyu is also a member of the Chinese Medicine Development Committee in Hong Kong, and a member of the Chinese Pharmacopoeia Commission. Dr. Lyu obtained his Bachelor Degree from Jiangxi University of Traditional Chinese Medicine his Master and Ph.D. degrees in China Academy of Traditional Chinese Medicine. Dr. Lyu is focusing on the translational research in Chinese medicine and the development of new drugs based on Chinese medicine and has extensive experience in strategic planning and research for Chinese medicine development and the standardisation of Chinese medicine.

Dr. Lyu entered into a letter of appointment with the Company respectively for a term of two years commencing from 5 March 2018, which can be terminated by either party giving not less than one month advance notice in writing. The letter of appointment has been renewed for a term of two years commencing from 5 March 2020 and 5 March 2022 respectively. During the year ended 31 December 2021, the total remuneration paid to Dr. Lyu was approximately HK\$474,000.

Dr. Lyu has the following interests in the shares or underlying shares of the Company pursuant to SFO:

Share options of the Company

Number of share options held	Number of underlying Shares	Exercise price	Approximate percentage of the issued share capital of the Company
6,000,000	6,000,000	HK\$0.196	0.12%

Save as disclosed above, Dr. Lyu did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the last three years nor did and does he hold any other positions in the Group in the past and at present, or hold other major appointments and professional qualifications. In addition, Dr. Lyu does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Lyu was not interested or deemed to be interested in any interests in the Shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Dr. Lyu that need to be brought to the attention of the Shareholders.

NOTICE OF 2022 AGM



Kaisa Health Group Holdings Limited
佳兆業健康集團控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 876)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Kaisa Health Group Holdings Limited 佳兆業健康集團控股有限公司 (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 15 June 2022 at 10:00 a.m. for the following purposes:

1. To consider, adopt and receive the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2021;
2. To re-elect Mr. Zhang Huagang as an executive director of the Company;
3. To re-elect Mr. Wu Tianyu as an executive director of the Company;
4. To re-elect Dr. Lyu Aiping as an independent non-executive director of the Company;
5. To authorise the board of directors of the Company to appoint additional directors as and when the board considers necessary and appropriate;
6. To authorise the board of directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

NOTICE OF 2022 AGM

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back its ordinary shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”;

NOTICE OF 2022 AGM

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any other eligible persons of shares or rights to acquire shares of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF 2022 AGM

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”; and

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 8 and 9 above, the general mandate to the Directors pursuant to resolution numbered 9 be and is hereby extended by the addition to the total number of shares bought back by the Company pursuant to the general mandate referred to in the resolution numbered 8, provided that such amount shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing of this resolution”.

By order of the Board
Kaisa Health Group Holdings Limited
Zhang Huagang
Chairman

Hong Kong, 23 May 2022

NOTICE OF 2022 AGM

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a 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 or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Friday, 10 June 2022 to Wednesday, 15 June 2022 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m., on Thursday, 9 June 2022.

If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on 15 June 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.