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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) SHARE TRANSFER (2) RECENT DEVELOPMENT OF THE COMPANY AND (3) RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 3 December 2014 regarding halt in trading of the Shares.

#### **(1) Share Transfer**

The Company has been informed by Da Zheng, being a substantial shareholder of the Company, that it has entered into a share purchase agreement with Fund Resources Investment, being a wholly-owned subsidiary of Sino Life, a substantial shareholder of the Company, on 2 December 2014. Under the agreement, Da Zheng has agreed to transfer 575,500,000 shares in the capital of the Company representing approximately 11.21% in the issued share capital of the Company as at the date of this announcement to Fund Resources Investment at a consideration of HK\$1,667,799,000 representing HK\$2.898 per Share. The purchase price was determined with reference to the five-day average of the closing price per Share prior to the date of this announcement and represents a premium of 10.19% to the closing price per Share as at 2 December 2014. The purchase price also represents (i) a discount of approximately 0.48% to the 10-day average closing price of HK\$2.912 per Share as quoted on the Stock Exchange

\* *For identification purposes only*

for the 10 consecutive trading days ended on 2 December 2014; and (ii) a premium of approximately 0.35% to the 20-day average closing price of HK\$2.888 per Share as quoted on the Stock Exchange for the 20 consecutive trading days ended on 2 December 2014. Completion will take place on 5 December 2014. Immediately after completion of the Share Transfer, the interests of Sino Life (together with Fund Resources Investment) in the Company will be increased to approximately 29.96%.

Sino Life is a nationwide professional life insurance company in the PRC which currently headquartered in Shenzhen, the PRC. Fund Resources Investment is principally engaged in foreign investment in energy, resources and infrastructure.

## **(2) Recent development of the Company**

The Company has recently become aware that the unsold units of some property projects of the Group in Shenzhen which are under pre-sale including Shenzhen Dapeng Kaisa Peninsula Resort (深圳佳兆業大鵬假日廣場), Shenzhen Kaisa Yuefeng Garden (深圳佳兆業悅峰花園) and Shenzhen Kaisa Central Plaza (深圳佳兆業中央廣場) (also known as Shenzhen Kaisa City Plaza (深圳佳兆業城市廣場) were blocked from sale and purchase agreement filing imposed by the respective local branches of Urban Planning Land and Resources Commission of Shenzhen Municipality (深圳市規劃和國土資源委員會) of the PRC according to the information as shown on the website of Urban Planning Land and Resources Commission of Shenzhen Municipality (深圳市規劃和國土資源委員會) of the PRC. As at the date of this announcement, other than the aforementioned projects, the pre-sale of Shenzhen Kaisa Qianhai Plaza (深圳佳兆業前海廣場), which is also under pre-sale in Shenzhen, is unaffected. As at the date of this announcement, the Company has not received any notification letter from the relevant authority of the PRC regarding such blockage. The reason of imposing such blockage by the relevant authority is not known to the Company. The Company is in the course of communicating with the relevant authority with an aim to restore the affected units to their normal conditions. As at the date of this announcement, we are not aware of any of our projects in other cities under pre-sale which is affected.

## **(3) Resumption of trading**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 3 December 2014 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 4 December 2014.

## DEFINITIONS

Unless the context otherwise required, the following terms shall have the meaning set opposite to them in this announcement:

“Board”	the board of Directors
“Company”	Kaisa Group Holdings Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Da Zheng”	Da Zheng Investment Company Limited (大正投資有限公司), an investment holding company incorporated in the British Virgin Islands on 23 July 2007 holding approximately 20.84% of the issued share capital of the Company as at the date of this announcement, and the entire issued share capital of each of Da Zheng, Da Chang Investment Company Limited and Da Feng Investment Company Limited is held by Chang Yu Investment Company Limited which is in turn wholly owned by Good Health Investments Limited, which is owned as to 50% by Seletar Limited and as to 50% by Serangoon Limited, as nominees and trustees for Credit Suisse Trust Limited, which is acting as the trustee of a discretionary trust set up by Mr. Kwok Chun Wai, Mr. Kwok Ying Shing and Mr. Kwok Ying Chi on 23 May 2008, the beneficiary objects of which include the immediate family members of Mr. Kwok Chun Wai, Mr. Kwok Ying Shing and Mr. Kwok Ying Chi
“Directors”	the directors of the Company
“Fund Resources Investment”	Fund Resources Investment Holding Group Company Limited, a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of Sino Life
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“Share Transfer”	the proposed transfer of 575,500,000 Shares from Da Zheng to Fund Resources Investment at a consideration of HK\$1,667,799,000

“Sino Life”

富德生命人壽保險股份有限公司 (Fude Sino Life Insurance Co., Ltd\*) (formerly known as 生命人壽保險股份有限公司 (Sino Life Insurance Co., Ltd\*)), a company established under the laws of the PRC with limited liability, a substantial shareholder of the Company holding approximately 18.75% of the issued share capital of the Company as at the date of this announcement

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Kaisa Group Holdings Ltd.**  
**Mr. Kwok Ying Shing**  
*Chairman & Executive Director*

4 December 2014

*As at the date of this announcement, the executive Directors are Mr. Kwok Ying Shing, Mr. Kwok Ying Chi, Mr. Sun Yuenan, Dr. Tam Lai Ling and Mr. Jin Zhigang; the non-executive Director is Ms. Chen Shaohuan; and the independent non-executive Directors are Mr. Zhang Yizhao, Mr. Rao Yong and Mr. Fok Hei Yu.*