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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kaisa Group Holdings Ltd. 佳兆業集團控股有限公司*, 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 or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RATIFICATIONS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Harbour View Ballroom I (level 4), Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Wednesday, 28 June 2017 at 10:30 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular.

Whether you are able to attend and vote at the Annual General Meeting in person or not, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return the completed form of proxy to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) thereof should you so wish.

* For identification purpose only

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Harbour View Ballroom I (level 4), Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Wednesday, 28 June 2017 at 10:30 a.m., or any adjournment thereof;
“Articles”	the articles of association of the Company as may be amended from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the resolution in relation thereto;
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time);
“Company”	Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司*), an exempted company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the main board of the Stock Exchange;
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Da Feng”	Da Feng Investment Company Limited (大豐投資有限公司), a company incorporated in the British Virgin Islands and was wholly-owned by Mr. Kwok Ying Shing, the executive Director;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;

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DEFINITIONS

“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;
“Issue Mandate”	the general mandate to allot and issue new Shares not exceeding 20% of the number of the issued Shares as at the date of passing of the resolution in relation thereto;
“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	The People’s Republic of China, except where the context otherwise requires and only for the purpose of this circular, excluding Hong Kong, the Special Administrative Region of Macau and Taiwan;
“Ratification”	ratification of matters as set out in the section headed “Letter to the Board – 2014 and 2015 Annual General Meetings” in this circular;
“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	the ordinary share(s) with a par value of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.



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)

Executive Directors:

Mr. Kwok Ying Shing (*Chairman*)

Mr. Sun Yuenan

Mr. Yu Jianqing

Mr. Zheng Yi

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Ms. Chen Shaohuan

Principal place of business in Hong Kong:

Suite 2001, 20th Floor

Two International Finance Centre

8 Finance Street

Central

Hong Kong

Independent non-executive Directors:

Mr. Rao Yong

Mr. Zhang Yizhao

Mr. Liu Xuesheng

28 April 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RATIFICATIONS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) re-election of the retiring Directors; (ii) the granting to the Directors the Buy-back Mandate; (iii) the granting to the Directors the Issue Mandate; (iv) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; and (v) the Ratifications.

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LETTER FROM THE BOARD

GENERAL MANDATE TO BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general mandate to exercise all powers of the Company to buy back issued Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Buy-back Mandate will end on the earlier of (a) conclusion of the next annual general meeting of the Company; (b) expiration of the period within which the next annual general meeting of the Company is required to be held by law or the Articles; and (c) the date upon which such authority is revoked or varied by an ordinary resolution by the Shareholders in a general meeting.

An explanatory statement is set out in Appendix II to this circular to provide the Shareholders with information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buy-Back Mandate.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general mandate to allot and issue new Shares not exceeding 20% of the number of the issued Shares as at the date of passing of the resolution in relation thereto.

Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 5,137,253,910 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue 1,027,450,782 Shares, being 20% of the number of the issued Shares as at the date of passing of the resolution to approve the Issue Mandate. The Issue Mandate will end on the earlier of (a) conclusion of the next annual general meeting of the Company; (b) expiration of the period within which the next annual general meeting of the Company is required to be held by law or the Articles; and (c) the date upon which such authority is revoked or varied by an ordinary resolution by the Shareholders in a general meeting.

Subject to the passing of the ordinary resolutions in relation to the Buy-back Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate by the number of Shares bought back by the Company pursuant to the Buy-back Mandate.

RE-ELECTION OF DIRECTORS

According to Article 84(1) of the Articles, each of Mr. Sun Yuenan, Ms. Chen Shaohuan, Mr. Rao Yong and Mr. Zhang Yizhao shall retire from the office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 83(3) of the Articles, Mr. Kwok Ying Shing, Mr. Yu Jianqing, Mr. Zheng Yi and Mr. Liu Xuesheng will hold office until the Annual General Meeting and being eligible, offers themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Kwok Ying Shing, Mr. Sun Yuenan, Mr. Yu Jianqing and Mr. Zheng Yi as executive Directors, Ms. Chen Shaohuan as non-executive Director and Mr. Rao Yong, Mr. Zhang Yizhao and Mr. Liu Xuesheng as independent non-executive Directors.

Particulars of the retiring Directors are set out in Appendix I to this circular.

2014 AND 2015 ANNUAL GENERAL MEETINGS

As a result of the suspension of trading of the shares of the Company on the Stock Exchange during the period from 31 March 2015 to 24 March 2017, the 2014 and 2015 annual general meetings of the Company were not held in accordance with Article 56 of the Articles and the Listing Rules. As a result, among other things, the audited consolidated financial statements of the Group and reports of directors and auditors of the Company for the years ended 31 December 2014 and 2015 were not laid before the Shareholders, the Directors were unable to offer themselves for re-election and auditors of the Company were unable to be appointed in accordance with Articles 84 and 152 of the Articles.

At the Annual General Meeting, an ordinary resolution will be proposed to consider, confirm and ratify the failure to hold the 2014 and 2015 annual general meetings in accordance with the Articles and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the Articles at such annual general meetings (including but not limited to the rotation of the Directors and the appointment of auditors).

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

Pursuant to the requirements of the Listing Rules, all votes of the Shareholders at the Annual General Meeting will be taken by poll.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person or not, you are requested to complete the form of proxy and return the completed form of proxy to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible, and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) thereof in person should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the proposed granting of the Buy-back Mandate and the Issue Mandate to the Directors, the extension of the Issue Mandate and the Ratification are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors (including the independent non-executive Directors) recommend all Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

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

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

EXECUTIVE DIRECTORS

KWOK Ying Shing (郭英成)

Mr. Kwok, aged 52, 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 former Director and a substantial shareholder of the Company. He is the father of Mr. Kwok Hiu Kwan, a substantial shareholder of the Company.

As at the Latest Practicable Date, Mr. Kwok is deemed to be interested in 843,065,378 Shares, representing approximately 16.42% of the issued share capital of the Company as at the Latest Practicable Date. 843,065,378 Shares are held by Da Feng, which is wholly-owned by Mr. Kwok. Save as disclosed above, Mr. Kwok was not interested in any Shares (within the meaning of Part XV of the SFO).

Mr. Kwok entered into a service contract with the Company for a term of three years commencing from 13 April 2015 unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the service contract, Mr. Kwok's emolument recorded in 2016 was RMB3,757,000, including salaries and other benefits and retirement benefits scheme contribution with reference to his experience, performance and the prevailing market conditions. Mr. Kwok did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Kwok does not have any other relationships with the Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

SUN Yuenan (孫越南)

Mr. Sun, aged 53, is an executive Director and a vice chairman and an authorised representative of the Company for the purpose of the Listing Rules and Companies Ordinance. Mr. Sun is primarily responsible for investment and management of the Group. Mr. Sun joined the Group in July 2001 as chief administrative director of Kaisa Group (Shenzhen) Co., Ltd. (“Kaisa Group (Shenzhen)”) and has held various positions within the Group, including senior vice president of the Group, deputy general manager of Kaisa Group (Shenzhen) and general manager of Guangzhou Jinmao Property Development Co., Ltd.. Mr. Sun has extensive regulatory and business administration experience in the real estate industry. From 1993 to 2001, Mr. Sun served in various positions, including deputy chief of administrative office, deputy chief of legal division and deputy chief of personnel division, in Hengyang Municipal Bureau of Land Resources, which oversaw land resources in the city of Hengyang, Hunan Province. Mr. Sun received a bachelor’s degree in law from the Correspondence Institute of the Academy of the Central Committee of the Communist Party of China in December 2001.

As at the Latest Practicable Date, Mr. Sun had share options granted by the Company to subscribe for 20,020,000 Shares, representing approximately 0.39% of the issued share capital of the Company. Save as disclosed above, Mr. Sun was not interested in any Shares (within the meaning of Part XV of the SFO).

Mr. Sun entered into a service contract with the Company for a term of three years commencing from 25 November 2015 unless and until terminated by not less than three months’ notice in writing served by either party on the other. Under the service contract, Mr. Sun’s emolument recorded in 2016 was RMB7,471,000, including salaries and other benefits, retirement benefits scheme contribution and equity-settled share-based expenses (of approximately RMB361,000) which was determined with reference to his experience, performance and the prevailing market conditions. Mr. Sun did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Sun does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

YU Jianqing (喻建清)

Mr. Yu, aged 51, is an executive Director and an authorised representative of the Company for the purpose of the Listing Rules and Companies Ordinance. Mr. Yu is primarily responsible for operation management. Mr. Yu is in charge of the general management of Real Estate Group, Innovation Institute, Property Management Group and Technology Group. Mr. Yu joined Kaisa in March 2002 and has served as Chief Engineer of Kaisa Real Estate (Shenzhen), Vice General Manager of Kaisa Real Estate (Guangzhou), General Manager of Kaisa Real Estate (Chengdu), Senior Vice President, Operations President and Co-President among other positions. From March 2002 to October 2008, Mr. Yu served as the general manager of Guangzhou Branch, the general manager of Chengdu Branch and various other positions of the Group. From October 2008 to October 2011, Mr. Yu served as the president of Dongguan Huijing Group, a company which is principally engaged in property development and was mainly responsible for its overall operation management. From February 2012 to January 2013, Mr. Yu served as the president of Shenzhen Furui Group, a company which is principally engaged in property development and was mainly responsible for its overall operation management. Mr. Yu re-joined the Group as the general manager of the Beijing Branch of the Group in January 2013 and was promoted as the senior vice president of the Group in April 2013. He graduated from Hengyang Institute of Technology (now known as the University of South China) with a bachelor's degree in industrial and civil construction in July 1985, and obtained his MBA degree from The University of Northern Virginia in the United States in October 2006.

As at the Latest Practicable Date, Mr. Yu had share options granted by the Company to subscribe for 6,000,000 Shares, representing approximately 0.12% of the issued share capital of the Company. Save as disclosed above, Mr. Yu was not interested in any Shares (within the meaning of Part XV of the SFO).

Mr. Yu entered into a service contract with the Company for a term of three years commencing from 31 December 2014 unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the service contract, Mr. Yu's emolument was RMB6,359,000, including salaries and other benefits, retirement benefits scheme contribution and equity-settled share-based expenses (of approximately RMB716,000) which was determined with reference to his experience, performance and the prevailing market conditions. Mr. Yu did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Yu does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

ZHENG Yi (鄭毅)

Mr. Zheng, aged 36, is an executive Director and the chief executive officer of the Company. He is currently the president of the Group, who is in charge of general management of Kaisa Holding Group, Urban Development Group and Investment and Financing Group. Mr. Zheng joined the Group in July 2007 and has served as Investment Deputy Manager, President Secretary and President of the Real Estate Department, among other positions. Prior to joining the Group, Mr. Zheng worked in Land and Real Estate Trading Center of Shenzhen. Mr. Zheng received the bachelor's degree in law from Zhongnan University of Economics and Law in the PRC in July 2003.

As at the Latest Practicable Date, Mr. Zheng had share options granted by the Company to subscribe for 588,000 Shares, representing approximately 0.01% of the issued share capital of the Company. Save as disclosed above, Mr. Zheng was not interested in any Shares (within the meaning of Part XV of the SFO).

Mr. Zheng entered into a service contract with the Company for a term of three years commencing from 13 April 2015 unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the service contract, Mr. Zheng's emolument recorded in 2016 was RMB4,549,000, including salaries and other benefits, retirement benefits scheme contribution and equity-settled share-based expenses (of approximately RMB35,000) which was determined with reference to his experience, performance and the prevailing market conditions. Mr. Zheng did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Zheng does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

NON-EXECUTIVE DIRECTOR**CHEN Shaohuan (陳少環)**

Ms. Chen, aged 51, 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 has 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 since December 2013 and is currently 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.

As at the Latest Practicable Ms. Chen was not interested in any Shares (within the meaning of Part XV of the SFO).

Ms. Chen entered into a letter of appointment with the Company is for a term of one year commencing from 26 December 2016, unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the letter of appointment, the emolument of Ms. Chen recorded in 2016 was RMB255,000, including salaries and other benefits. Ms. Chen did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Save as disclosed above, Ms. Chen does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

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INDEPENDENT NON-EXECUTIVE DIRECTORS

RAO Yong (饒永)

Mr. Rao, aged 57, 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.

As at the Latest Practicable Date, Mr. Rao had share options granted by the Company to subscribe for 1,000,000 Shares, representing 0.02% of the issued share capital of the Company. Save as disclosed above, Mr. Rao was not interested in any Shares (within the meaning of Part XV of the SFO).

Mr. Rao entered into a letter of appointment with the Company for a term of one year commencing from 9 December 2016, unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the letter of appointment, the emolument of Mr. Rao recorded in 2016 was RMB286,000, including salaries and other benefits, retirement benefits scheme contribution and equity-settled share-based expenses (of approximately RMB18,000). Mr. Rao did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Rao does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

ZHANG Yizhao (張儀昭)

Mr. Zhang, aged 46, has been an independent non-executive Director since 17 November 2009. Mr. Zhang is also the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Independent Committee. He is also a director of China Carbon Graphite Group Inc. (OTC BB: CHGI) and HH Biotechnology Holdings Company (OTC BB: HHBT). Mr. Zhang has over 19 years of experience in accounting and internal control, corporate finance, and portfolio management. Previously, Mr. Zhang was the CFO or director at various public companies listed in the US, Hong Kong and Tokyo. Mr. Zhang also had experiences in portfolio management and asset trading at Guangdong South Financial Services Corporation from 1993 to 1999. He is a Certified Public Accountant of the State of Delaware, and a member of the American Institute of Certified Public Accountants (AICPA). He also has the Chartered Global Management Accountant (CGMA) designation. Mr. Zhang graduated with a bachelor's degree in economics from Fudan University, Shanghai in 1992 and received a Master of Business Administration with concentrations in financial analysis and accounting from the State University of New York at Buffalo in 2003.

As at the Latest Practicable Date, Mr. Zhang had share options granted by the Company to subscribe for 1,000,000 Shares, representing 0.02% of the issued share capital of the Company. Save as disclosed above, Mr. Zhang was not interested in the Shares (within the meaning of Part XV of the SFO).

Mr. Zhang entered into a letter of appointment with the Company for a term of one year commencing from 9 December 2016, unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the letter of appointment, the emolument of Mr. Zhang recorded in 2016 was RMB286,000, including salaries and other benefits and equity-settled share-based expenses (of approximately RMB18,000). Save as disclosed above, Mr. Zhang did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Zhang does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

LIU Xuesheng (劉雪生)

Mr. Liu, aged 53, has been an independent non-executive Director since 28 February 2017. Mr Liu joined Shenzhen Institute of Certified Public Accountants (深圳市註冊會計師協會) (“SZICPA”) since February 1999 and is currently the deputy secretary general. Prior to joining the SZICPA, Mr. Liu was the accountant of OCT Group (深圳華僑城集團) from April 1992 to February 1999. Mr. Liu graduated from Jiangxi Institute of Finance and Economics (江西財經學院) (now known as the Jiangxi University of Finance and Economics (江西財經大學)) with a bachelor’s degree in 1989 and graduated from Shanghai University of Finance and Economics (上海財經大學) majoring in accounting and obtained a master degree in economics in 1992. He was admitted as Certified Public Accountants in the People’s Republic of China in 1995. Mr. Liu is currently an independent non-executive director of Telling Telecommunication Holdings Co., Ltd. (天音通信控股股份有限公司), Huafu Top Dyed Melange Yarn Co., Ltd. (華孚色紡股份有限公司) and EDAN Instruments, INC. (深圳市理邦精密儀器股份有限公司), which are companies listed on the Shenzhen Stock Exchange. From June 2008 to June 2011, Mr. Liu was the independent non-executive director of Dongjiang Environmental Company Limited (stock code: 895), a company listed in Hong Kong.

As at the Latest Practicable Date, Mr. Liu was not interested in any Shares (within the meaning of Part XV of the SFO).

Mr. Liu entered into a letter of appointment with the Company for a term of one year commencing from 28 February 2017, unless and until terminated by not less than three months’ notice in writing served by either party on the other. Under the letter of appointment, Mr. Liu will receive the emolument of HK\$300,000 (equivalent to approximately RMB286,000) per annum. Mr. Liu did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Liu does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company.

This is an explanatory statement given to all Shareholders so as to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 5,137,253,910 Shares.

Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 513,725,391 Shares, being 10% of the issued Shares.

2. REASONS FOR SHARES BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy-back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such buy-backs may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such buy-backs in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

In making the buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles and the laws of the Cayman Islands. Any buy-back of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled.

The Directors consider that the exercise of the Buy-back Mandate in full will not have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2016). The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position (as compared with the position disclosed in its latest published audited accounts as at 31 December 2016) which in the opinion of the Directors is from time to time appropriate for the Company.

4. SHARE PRICES

During the previous 12 months up to the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange are set out as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2016		
April	*	*
May	*	*
June	*	*
July	*	*
August	*	*
September	*	*
October	*	*
November	*	*
December	*	*
2017		
January	*	*
February	*	*
March	2.92*	2.31*
April (up to the Latest Practicable Date)	2.87	2.40

* Trading of Shares was suspended from 31 March 2015 to 24 March 2017.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell their Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company nor has undertaken not to do so, in the event that the Buy-back Mandate is granted by the Shareholders.

6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If a Shareholder's proportionate interest in the share capital of the Company increases as a result of a share buy-back, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

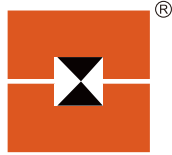
As at the Latest Practicable Date, to the best knowledge and belief of the Company, Funde Sino Life Insurance Co., Ltd. and its subsidiaries ("Sino Life Group") are interested in 1,537,696,106 Shares, representing approximately 29.94% of the issued share capital of the Company. In the event that the Directors exercise in full to buy back the Shares under the Buy-back Mandate, the shareholding of Sino Life Group would be increased to approximately 33.26% of the issued share capital of the Company. In this regard, Sino Life Group will be under an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Buy-back Mandate to such an extent as a result of such buy-back, the number of Shares held by the public would fall below 25% of the total number of Shares in issue.

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company did not buy back any Shares on the Stock Exchange in the previous 6 months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 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 Wednesday, 28 June 2017 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 2014.
2. To receive, consider and adopt the report of the Directors, the audited consolidated financial statements and the independent auditor’s report for the year ended 31 December 2015.
3. To receive, consider and adopt the report of the Directors, the audited consolidated financial statements and the independent auditor’s report for the year ended 31 December 2016.
4. To re-elect Mr. Kwok Ying Shing, as an executive Director.
5. To re-elect Mr. Sun Yuenan, as an executive Director.
6. To re-elect Mr. Yu Jianqing, as an executive Director.
7. To re-elect Mr. Zheng Yi, as an executive Director.
8. To re-elect Ms. Chen Shaohuan, as non-executive Director.
9. To re-elect Mr. Rao Yong, as an independent non-executive Director.
10. To re-elect Mr. Zhang Yizhao, as an independent non-executive Director.
11. To re-elect Mr. Liu Xuesheng, as an independent non-executive Director.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

12. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
13. To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

As Special Business

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

14. “**THAT:**
 - (a) subject to paragraph (c) 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 the 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.”

NOTICE OF ANNUAL GENERAL MEETING

15. "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 (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any 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 (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any 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 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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

16. “**THAT** conditional upon the passing of the resolutions nos. 14 and 15 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. 15 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. 14 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.”

NOTICE OF ANNUAL GENERAL MEETING

17. “**THAT** the failure to hold the 2014 and 2015 annual general meetings of the Company in accordance with the articles of association of the Company and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the articles of association at such annual general meetings (including but not limited to the rotation of the Directors and the appointment of auditors of the Company) is hereby unconditionally confirmed and ratified.”

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

Hong Kong, 28 April 2017

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 from Friday, 23 June 2017 to Wednesday, 28 June 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the annual general meeting, all transfers of Shares, accompanied by the relevant share certificates and appropriate transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 22 June 2017.
- (5) With respect to the resolution set out in resolution no. 14 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. 14 and 15 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 notice, the executive Directors are Mr. Kwok Ying Shing, Mr. Sun Yuenan, Mr. Yu Jianqing and Mr. Zheng Yi; 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.