



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)

PROXY FORM FOR ANNUAL GENERAL MEETING TO BE HELD ON 28 JUNE 2017

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ share(s) (Note 2) of HK\$0.1 each (the "Share") in the issued share capital of Kaisa Group Holdings Ltd. (the "Company") hereby appoint (Note 3) _____ of _____ or failing him/her, chairman of the annual general meeting of the Company (the "Meeting") as my/our proxy to attend and vote for me/us and on my/our behalf at the 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. (or any adjournment thereof). I/We direct that my/our vote(s) be cast on the specified resolution below as indicated by an "✓" in the appropriate boxes. In the absence of any indication, my/our proxy may vote at his/her discretion.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
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.		
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.		
14.	To grant a general mandate to the Directors to buy back the Shares not exceeding 10 per cent. of the number of the issued Shares of the Company (the "Shares") at the date of passing of this Resolution.		
15.	To grant a general mandate to the Directors to allot and issue new Shares not exceeding 20 per cent. of the number of the issued Shares at the date of passing of this Resolution.		
16.	To extend the general mandate by resolution no. 14 to issue additional Shares, representing the number of the Shares bought back by the Company granted by Resolution 15.		
17.	To consider, ratify and confirm 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and (non-compliances resulted therefrom) and to effect the matters required by the articles of association of the Company at such annual general meetings (including but not limited to the rotation of the Directors and the appointment of auditors).		

Date: _____

Signed: (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the issued share capital of the Company registered in your name(s).
- A shareholder of the Company is entitled to appoint one or more proxies of his/her own choice. Please insert the full name(s) and address(es) of the person appointed as proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint registered holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at 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, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.

* For identification purpose only