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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)

PROPOSED ISSUE OF SENIOR NOTES

The Company proposes to conduct an international offering of senior notes.

The pricing of the Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by China CITIC Bank International, Credit Suisse, Deutsche Bank and Haitong International as the joint global coordinators, joint bookrunners and, together with Founder Securities (Hong Kong) Capital Company Limited, as the joint lead managers of the Notes Issue. Upon finalising the terms of the Notes, it is expected that China CITIC Bank International, Credit Suisse, Deutsche Bank, Founder Securities (Hong Kong) Capital Company Limited, Haitong International and the Company, among others, will enter into the Purchase Agreement.

The Company intends to use the net proceeds of the Notes Issue to refinance its existing indebtedness.

* for identification purposes only

MiFID II professionals/ECPs-only/No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA.

Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Notes or the Subsidiary Guarantees. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this announcement.

As no binding agreement in relation to the Notes Issue has been entered into as at the date of this announcement, the Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Notes Issue will be made by the Company should the Purchase Agreement be signed.

INTRODUCTION

The Company proposes to conduct an international offering of senior notes. The pricing of the Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by China CITIC Bank International, Credit Suisse, Deutsche Bank and Haitong International as the joint global coordinators, joint bookrunners and, together with Founder Securities (Hong Kong) Capital Company Limited, as the joint lead managers of the Notes Issue. Upon finalising the terms of the Notes, it is expected that China CITIC Bank International, Credit Suisse, Deutsche Bank, Founder Securities (Hong Kong) Capital Company Limited, Haitong International, and the Company, among others, will enter into the Purchase Agreement, pursuant to which China CITIC Bank International, Credit Suisse, Deutsche Bank, Founder Securities (Hong Kong) Capital Company Limited and Haitong International, will be the initial purchasers of the Notes. The Company will make a further announcement in respect of the Notes Issue upon the execution of the Purchase Agreement.

The Notes have not been, and will not be, registered under the Securities Act. The Notes will only be offered outside the United States in offshore transactions to non-U.S. persons in compliance with Regulation S under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. None of the Notes will be offered to the public in Hong Kong.

MiFID II professionals/ECPs-only/No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

REASONS FOR THE NOTES ISSUE

The Company intends to use the net proceeds of the Notes Issue to refinance its existing indebtedness.

LISTING

Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Notes or the Subsidiary Guarantees. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this announcement.

DEFINITIONS

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

“Board”	the board of Directors
“China CITIC Bank International”	China CITIC Bank International Limited
“Company”	Kaisa Group Holdings Ltd., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Haitong International”	Haitong International Securities Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“JV Subsidiary Guarantor”	certain subsidiaries of the Company, other than the Subsidiary Guarantors, that guarantee the Company’s obligations under the Notes
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Notes”	the US\$ denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement
“Notes Issue”	the issue of the Notes by the Company
“PRC”	the People’s Republic of China, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement
“Purchase Agreement”	the agreement proposed to be entered into by and among, inter alia, the Company, China CITIC Bank International, Credit Suisse, Deutsche Bank, Founder Securities (Hong Kong) Capital Company Limited and Haitong International in relation to the Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantee”	guarantees for the Notes to be provided by the Subsidiary Guarantors
“Subsidiary Guarantor”	certain existing non-PRC subsidiaries of the Company that on the issue date of the Notes will provide guarantees for the Notes
“U.S. Dollars” or “US\$”	United States dollar(s), the lawful currency of the United States
“United States”	the United States of America
“%”	per cent

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

Hong Kong, 19 February 2019

As at the date of this announcement, the executive Directors are Mr. Kwok Ying Shing, Mr. Sun Yuenan, Mr. Zheng Yi, Mr. Mai Fan and Mr. Weng Hao; 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.