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) ADOPTION OF SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME (2) ADOPTION OF SUBSIDIARY SHARE OPTION SCHEME

(1) ADOPTION OF SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

Existing Share Option Scheme

As the Existing Share Option Scheme will expire in November 2019 and to enable the Company to continue to grant Share Options to Eligible Participants as incentives or rewards for their contributions to the success of the Group, the Board proposes to recommend to the Shareholders at the forthcoming Annual General Meeting to terminate the Existing Share Option Scheme with effect from the Adoption Date and to approve and adopt the Share Option Scheme.

The Share Option Scheme

A summary of the principal terms of the Share Option Scheme will be set out in the Circular.

The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

(i) motivate the Eligible Participants to optimize their performance efficiency for the benefit of the Group; and

(ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

The provisions of the Share Option Scheme comply with the requirements of Chapter 17 of the Listing Rules.

The Share Option Scheme is conditional upon:

(i) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme; and

(ii) the passing of ordinary resolution(s) by the Shareholders at the Annual General Meeting to approve and adopt the Share Option Scheme, authorise the Board to grant Share Options under the Share Option Scheme, to allot and issue Shares pursuant to the exercise of any Share Options to be granted pursuant to the Share Option Scheme.

The principal terms of the Share Option Scheme will be set out in the Circular.

(2) ADOPTION OF SUBSIDIARY SHARE OPTION SCHEME

Kaisa Property, a subsidiary of the Company, proposes to adopt the Subsidiary Share Option Scheme.

The Subsidiary Share Option Scheme will provide the Subsidiary Eligible Participants an opportunity to have a personal stake in Kaisa Property with the view to achieving the following objectives:

(i) motivate the Subsidiary Eligible Participants to optimize their performance efficiency for the benefit of the Kaisa Property Group; and

(ii) attract and retain or otherwise maintain an on-going business relationship with the Subsidiary Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Kaisa Property Group.

The provisions of the Subsidiary Share Option Scheme comply with the requirements of Chapter 17 of the Listing Rules.

The Subsidiary Share Option Scheme is conditional upon:

(i) the passing of ordinary resolution(s) by the Shareholders at the Annual General Meeting to approve and adopt the Subsidiary Share Option Scheme;

(ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Kaisa Property Shares which may fall to be issued pursuant to the exercise of options to be granted under the Subsidiary Share Option Scheme; and

(iii) the passing of ordinary resolution(s) by the shareholders of Kaisa Property at the Annual General Meeting to approve and adopt the Subsidiary Share Option Scheme, authorize the board of Kaisa Property to grant Share Options under the Subsidiary Share Option Scheme, to allot and issue Kaisa Property Shares pursuant to the exercise of any Subsidiary Share Options to be granted pursuant to the Subsidiary Share Option Scheme.

The principal terms of the Subsidiary Share Option Scheme will be set out in the Circular.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

"Adoption Date"	the date on which the Share Option Scheme will be approved and adopted by an ordinary resolution of the Shareholders
"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 Friday, 14 June 2019 at 10:30 a.m., or any adjournment thereof
"Circular"	the circular of the Company containing, among other things, details of the Share Option Scheme and the Subsidiary Share Option Scheme
"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
"Director(s)"	the director(s) of the Company
"Eligible Participant"	any full-time or part-time employees, executives, officers or directors (including non-executive directors and independent non-executive directors) of the Group who, in the sole opinion of the Board, will contribute or have contributed to the Group
"Existing Share Option Scheme"	the share option scheme adopted by the Company on 22 November 2009
"Group"	the Company and its subsidiaries
"Kaisa Property"	Kaisa Property Holdings Limited. (佳兆業物業集團有限公司), a subsidiary of the Company and 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
"Kaisa Property Group"	Kaisa Property and its subsidiaries
"Kaisa Property Shares"	the ordinary share(s) with a par value of HK$0.01 each in the share capital of Kaisa Property

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"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)
"Share Options"	share options to be granted under the Share Option Scheme
"Share Option Scheme"	the share option scheme of the Company proposed to be adopted by the Shareholders at the Annual General Meeting
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subsidiary Eligible Participant"	Any full-time or part-time employees, executives, officers or directors (including non-executive directors and independent non-executive directors) of the Kaisa Property Group who, in the sole opinion of the board of Kaisa Property, will contribute or have contributed to the Kaisa Property Group
"Subsidiary Share Option Scheme"	the share option scheme of Kaisa Property proposed to be adopted by the Shareholders at the Annual General Meeting

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

Hong Kong, 29 April 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. Zhang Yizhao, Mr. Rao Yong and Mr. Liu Xuesheng.

* *for identification purposes only*