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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Please refer to the attached announcement (the "**Announcement**") of Kaisa Group Holdings Ltd. which has been posted on the website of the Singapore Exchange Securities Trading Limited.

The posting of the Announcement on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

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

Hong Kong, 24 July 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*

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES OR TO U.S. PERSONS OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OR IN OR INTO ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.

KAISA GROUP HOLDINGS LTD.

佳兆業集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

OFFER TO PURCHASE FOR CASH ANY AND ALL OF ITS OUTSTANDING 12.0% SENIOR NOTES DUE 2019

(ISIN: XS1921289606; Common Code: 192128960)

Description of the 2019 Notes	ISIN/Common Code	Outstanding principal amount of the 2019 Notes	Purchase Price[1]	Expiration Deadline
12.0% Senior Notes due 2019	XS1921289606 / 192128960	US$300.0 million	US$1,030	4:00 p.m. (London Time) on August 1, 2019[2]

[1] Per US$1,000 principal amount of the 2019 Notes accepted for purchase.
[2] Unless extended, re-opened, amended and/or terminated by the Company.

The Company is making an offer to purchase for cash, any and all of its outstanding 2019 Notes, at a purchase price of US$1,030 per US$1,000 principal amount of the 2019 Notes. The Company has made available today to the Eligible Holders the Offer to Purchase setting out, among other things, the terms and conditions of the Offer.

The Offer is being made as part of the Company's policy to actively manage its balance sheet liabilities and optimize its debt structure.

China CITIC Bank International is acting as the Dealer Manager and D.F. King is acting as the Information and Tender Agent in relation to the Offer.

Background

The 2019 Notes are listed on the SGX-ST. The obligations of the Company under the 2019 Notes are guaranteed by certain of the Company's existing subsidiaries. As of the date of this announcement, the aggregate principal amount of US$300.0 million of the 2019 Notes remains outstanding.

The Company is making an offer to purchase for cash, any and all of its outstanding 2019 Notes, at a purchase price of US$1,030 per US$1,000 principal amount of the 2019 Notes. The Company has made available today to the Eligible Holders the Offer to Purchase setting out, among other things, the terms and the conditions of the Offer.

The Offer

On the terms and subject to the conditions of the Offer, the Company is offering to purchase for cash, any and all of its outstanding 2019 Notes.

Purchase Price

The Purchase Price payable to the Eligible Holders whose 2019 Notes are accepted for purchase will be equal to US$1,030 for each US$1,000 in principal amount of the 2019 Notes.

Accrued Interest Payment

The Company will also pay an Accrued Interest Payment in respect of the 2019 Notes accepted for purchase pursuant to the Offer on the Settlement Date.

Sources of Funds

The Company intends to finance the Offer with the proceeds from its issuance of senior notes in 2019 to date.

Tender Instruction

In order to participate in the Offer, Eligible Holders must validly tender their 2019 Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Information and Tender Agent by the Expiration Deadline. **Tender Instructions will be irrevocable once delivered in accordance with the terms of**

the Offer.

Each Tender Instruction must specify the principal amount of the 2019 Notes that the relevant Eligible Holder is tendering at the Purchase Price. The 2019 Notes may be tendered only in minimum denominations of US$200,000 and integral multiples of US$1,000 in excess thereof.

Dealer Manager and Information and Tender Agent

The Company has appointed China CITIC Bank International as the dealer manager and D.F. King as the information and tender agent in relation to the Offer.

Indicative Timetable for the Offer ***Events***	***Times and Dates***
Commencement of the Offer The Offer is announced. Offer to Purchase available from the Information and Tender Agent and on the Offer Website, and notice of the Offer delivered to the Clearing Systems for communication to Direct Participants.	July 24, 2019
Expiration Deadline Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent.	4:00 p.m. (London Time) on August 1, 2019
Announcement of Results Announcement of whether the Company will accept valid tenders of the 2019 Notes pursuant to the Offer and, if so accepted, (i) the aggregate principal amount of the 2019 Notes accepted for tender, (ii) the Purchase Price and (iii) the Accrued Interest (expressed per US$1,000 in principal amount of the 2019 Notes accepted for purchase by the Company).	As soon as reasonably practicable after the Expiration Deadline
Settlement Date Expected settlement date for the Offer.	On or about August 8, 2019

The above times and dates are subject to the right of the Company to extend, re-open, amend and/or terminate the Offer (subject to applicable law and as provided in the Offer to Purchase).

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold the 2019 Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in the Offer by the deadline set out above. The deadline set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the deadline described above.

Unless stated otherwise, announcements in connection with the Offer will be made through the website of the SGX-ST and the Offer Website, the issue of a press release to a Notifying News Service and/or the delivery of notices to the Clearing Systems for communication to Direct Participants. Copies of the announcements, press releases and notices can also be obtained from the Information and Tender Agent, the contact details for which are on page 5 of this announcement. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Eligible Holders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the Offer using the contact details on page 5 of this announcement. In addition, Eligible Holders may contact the Dealer Manager for information using the contact details on page 5 of this announcement.

Offer to Purchase

The Offer to Purchase contains important information which should be read carefully by Eligible Holders before any decision is made with respect to the Offer. Eligible Holders are recommended to seek their own financial and legal advice, including in respect of any tax consequences, from their broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

The terms of the Offer are more fully described in the Offer to Purchase, which sets out further details regarding the tender procedures and the conditions of the Offer.

None of the Company, the Dealer Manager or the Information and Tender Agent (or any of their respective directors, employees or affiliates) makes any recommendation as to whether the Eligible Holders should tender their 2019 Notes in response to the Offer.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.

Dealer Manager

China CITIC Bank International Limited
80 Fl., International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

Information and Tender Agent
D.F. King

In London	In Hong Kong
65 Gresham Street London EC2V 7NQ United Kingdom Tel: +44 20 7920 9700	Suite 1601, 16th Floor, Central Tower 28 Queen's Road Central Hong Kong Tel: +852 3953 7230

Email: kaisa@dfkingltd.com
Offer Website: https://sites.dfkingltd.com/kaisa

DEFINITIONS

"Accrued Interest"	interest accrued and unpaid on the principal amount of the 2019 Notes from and including the last interest payment date of June 14, 2019 up to, but not including, the Settlement Date
"Accrued Interest Payment"	an amount in cash (rounded to the nearest US$0.01, with half a cent rounded upwards) equal to the Accrued Interest on the 2019 Notes accepted for purchase by the Company
"Board"	the board of directors of the Company
"China CITIC Bank International"	China CITIC Bank International Limited
"Clearing System Notice"	the form of notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of the Offer to Purchase informing Direct Participants of the procedures to be followed in order to participate in the Offer
"Clearing Systems"	Euroclear Bank SA/NV and Clearstream Banking, S.A.
"Company"	Kaisa Group Holdings Ltd., a company incorporated in the Cayman Islands with limited liability
"Dealer Manager"	China CITIC Bank International

"Direct Participants"	each person who is shown in the records of Euroclear or Clearstream as a holder of the 2019 Notes
"D.F. King"	D.F. King Ltd
"Eligible Holders"	holders of the 2019 Notes who are non-U.S. persons located outside United States (as those terms are defined in Regulation S under the Securities Act)
"Expiration Deadline"	4:00 p.m. (London Time) on August 1, 2019 (subject to the right of the Company to extend, re-open, amend and/or terminate the Offer)
"Information and Tender Agent"	D.F. King
"2019 Notes"	12.0% senior notes due 2019 (ISIN: XS1921289606) which were issued by the Company on December 14, 2018
"Notifying News Service"	a recognized financial news service or services (e.g. Reuters/Bloomberg) as selected by the Company
"Offer"	the offer to purchase for cash by the Company any and all of its outstanding 12.0% Senior Notes due 2019 (subject to the offer restrictions referred to in "*Offer and Distribution Restrictions*"), on the terms and subject to the conditions set out in the Offer to Purchase
"Offer to Purchase"	an Offer to Purchase dated July 24, 2019 issued to the Eligible Holders by the Company in connection with the Offer
"Offer Website"	the website, https://sites.dfkingltd.com/kaisa, operated by the Information and Tender Agent for the purpose of this Offer
"Purchase Price"	US$1,030 per $1,000 principal amount of the 2019 Notes
"Settlement Date"	On or about August 8, 2019 (subject to the right of the Company to extend, re-open, amend or terminate the Offer at any time)
"SGX-ST"	Singapore Exchange Securities Trading Limited
"Tender Instruction"	the electronic tender and blocking instruction in the form specified in the Clearing System Notice for submission by Direct Participants to the Information and Tender Agent via

	the relevant Clearing System and in accordance with the requirements of such Clearing System by the deadline in order for Eligible Holders to be able to participate in an Offer
"United States"	The United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and The Commonwealth of the Northern Mariana Islands), any state of the United States of America and the District of Columbia
"US$"	United States dollars
"%"	Percent

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

July 24, 2019

As of 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.

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