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)

DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

1. INTRODUCTION

As disclosed in the interim results announcement of the Company dated 27 August 2019 for the six months ended 30 June 2019, the Board recommended the payment of the Interim Dividend out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date.

2. THE INTERIM DIVIDEND

The Interim Dividend is intended to be paid out of the Share Premium Account.

As at 30 June 2019, based on the unaudited consolidated financial statements of the Company, the amount standing at the credit of the Share Premium Account was RMB5,710,319,000 (approximately HK$6,273,651,000).

As at the date of this announcement, the Company has 6,083,993,697 Shares in issue.

Assuming that there will be no change in the share capital of the Company from the date of this announcement up to the Record Date, the Interim Dividend will be paid by way of the cancellation of approximately RMB165,927,000 (approximately HK$182,520,000) standing at the credit of the Share Premium Account. Following the payment of the Interim Dividend, RMB5,544,392,000 (approximately HK$6,091,131,000) will remain standing at the credit of the Share Premium Account.

* *For identification purposes* only

Conditions of the payment of the Interim Dividend

The payment of the Interim Dividend is conditional upon the satisfaction of the following conditions:

(i) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend under Article 134 of the Articles; and

(ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about 18 December 2019 to those Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date.

The conditions set out above cannot be waived. If any of the conditions set out above is not satisfied, the Interim Dividend will not be paid.

Reasons for the payment of the Interim Dividend out of the Share Premium Account

Taking into account the cash flow and the financial conditions of the Company, the Board considers that the payment of the Interim Dividend is appropriate to recognise the Shareholders' continuous support. The Directors also consider that it unnecessary to maintain the Share Premium Account at its current level. Accordingly, the Board considers that the payment of the Interim Dividend out of the Share Premium Account is in the interest of the Shareholders and the Company as a whole.

The payment of the Interim Dividend will not involve any reduction in the authorised or issued share capital of the Company nor will it involve any reduction in the nominal value of the Shares or the trading arrangements of the Shares.

The payment of the Interim Dividend will not have any adverse effect on the underlying assets, liabilities, business operations, management or financial position of the Group.

3. DESPATCH OF CIRCULAR AND NOTICE OF EGM

The EGM will be held at Harbour View Ballroom I (Level 4), Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 19 November 2019 at 3:30 p.m., to consider and, if appropriate, to approve the declaration and payment of the Interim Dividend out of the Share Premium Account.

A circular providing Shareholders with information in respect of the declaration and payment of the Interim dividend and the notice of EGM will be despatched to the Shareholders on or about 28 October 2019.

4. CLOSURE OF REGISTER OF MEMBERS

(i) For determining the Shareholders who qualify for the Interim Dividend

For the purpose of determining the Shareholders who qualify for the Interim Dividend, the register of members of the Company will be closed from Monday, 2 December 2019 to Wednesday, 4 December 2019, both days inclusive.

In order to qualify for the Interim Dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 29 November 2019.

(ii) For determining the identity of the Shareholders who are entitled to attend the EGM

For the determining the identity of the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Thursday, 14 November 2019 to Tuesday, 19 November 2019, both days inclusive.

In order to be eligible to attend the EGM , all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 13 November 2019.

5. DEFINITIONS

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

"Articles"	the articles of association adopted by the Company, adopted on 22 November 2009, and amended from time to time
"Board"	the board of Directors
"Company"	Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司*), a company incorporated in the Cayman Islands as an exempted company with limited liability and the shares of which are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company

"EGM"	the extraordinary 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 Tuesday, 19 November 2019 at 3:30 p.m., to consider and, if appropriate, to approve the declaration and payment of the Interim Dividend out of the Share Premium Account, or any adjournment thereof
"Group"	the Company and its subsidiaries
"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
"Interim Dividend"	the proposed interim dividend of HK3 cents per Share as recommended by the Board
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Record Date"	Wednesday, 4 December 2019, the date for the determining of the entitlement to the Interim Dividend
"RMB"	Renminbi, the lawful currency of the People's Republic of China
"Register of Members"	the register of members of the Company
"Share(s)"	the ordinary shares of par value of HK$0.1 each of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Share Premium Account"	the share premium account of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

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

Hong Kong, 23 October 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.