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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 ADDITIONAL ISSUE OF USD SENIOR NOTES (TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US$450 MILLION 10.875% SENIOR NOTES DUE 2023)

INTRODUCTION

References are made to the announcements of the Company dated 16 July 2019, 17 July 2019, 5 November 2019 and 6 November 2019 in respect of the issuance of the Original Notes by the Company.

The Company proposes to conduct a further international offering of senior notes on the terms and conditions of the Original Notes, save for the issue date, the first interest payment date and the issue price.

Credit Suisse, Deutsche Bank, Haitong International and China CITIC Bank International will be the joint global coordinators, joint bookrunners and joint lead managers, and Barclays, BOC International, Fulbright Securities Limited, Guotai Junan International, HSBC and UBS are the joint bookrunners and joint lead managers of the Proposed Additional Notes Issue. Upon finalising the terms of the Additional Notes, it is expected that Credit Suisse, Deutsche Bank, Haitong International, China CITIC Bank International, Barclays, BOC International, Fulbright Securities Limited, Guotai Junan International, HSBC, UBS and the Company, among others, will enter into the Purchase Agreement, pursuant to which Credit Suisse, Deutsche Bank, Haitong International, China CITIC Bank International, Barclays, BOC International, Fulbright Securities Limited, Guotai Junan International, HSBC and UBS will be the initial purchasers of the Additional Notes. The Company will make a further announcement in respect of the Proposed Additional Notes Issue upon the execution of the Purchase Agreement.

The Additional Notes have not been, and will not be, registered under the Securities Act. The Additional Notes will only be offered outside the United States in offshore transactions in compliance with Regulation S under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. None of the Additional 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 the Additional Notes are not available to retail investors in the EEA and UK.

LISTING

Application will be made to the SGX-ST for the listing and quotation of the Additional Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Additional 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 Additional 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:

"Additional Notes"	the US senior notes to be issued by the Company (to be consolidated and form a single series with the Original Notes)
"Barclays"	Barclays Bank PLC
"Board"	the board of Directors
"BOC International"	BOCI Asia Limited
"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
"Credit Suisse"	Credit Suisse (Hong Kong) Limited
"Deutsche Bank"	Deutsche Bank AG, Singapore Branch
"Directors"	the directors of the Company
"EEA"	the European Economic Area
"Fulbright Securities Limited"	Fulbright Securities Limited
"Group"	the Company and its subsidiaries
"Guotai Junan International"	Guotai Junan Securities (Hong Kong) Limited
"Haitong International"	Haitong International Securities Company Limited

"HSBC"	The Hongkong and Shanghai Banking Corporation 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 Additional Notes
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Original Notes"	the US$300 million and US$150 million 10.875% senior notes due 2023, which were issued on 23 July 2019 and 13 November 2019 respectively 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
"Proposed Additional Notes Issue"	the issue of the Additional Notes by the Company
"Purchase Agreement"	the agreement proposed to be entered into by and among, inter alia, Credit Suisse, Deutsche Bank, Haitong International, China CITIC Bank International, Barclays, BOC International, Fulbright Securities Limited, Guotai Junan International, HSBC, UBS, the Company and the Subsidiary Guarantors in relation to the Proposed Additional 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 Additional 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 Additional Notes will provide guarantees for the Additional Notes
"UBS"	UBS AG Hong Kong Branch

"U.S. Dollars" or "US$"	United States dollar(s), the lawful currency of the United States
"UK"	the United Kingdom
"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 January 2021

As at the date of this announcement, the executive Directors are Mr. Kwok Ying Shing, Mr. Sun Yuenan, Mr. Mai Fan, Mr. Li Haiming and Mr. Kwok Hiu Kwan; 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*