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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Kaisa Group Holdings Ltd. (the “**Company**”) will be held at Conference Room A, Office 1101-1102, 11/F, Euro Trade Centre, Nos 13-14 Connaught Road Central, Central, Hong Kong on Wednesday, 18 December 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 29 November 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the MCB Issue and the transactions contemplated thereunder including but not limited to the issue of zero coupon mandatory convertible bonds of the Company which are convertible into ordinary shares of the Company pursuant to the terms of the MCBs, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the MCB Conversion Shares; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify and execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the MCB Issue and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in his/their opinion, in the interests of the Company and its shareholders.”

2. “**THAT:**

- (a) the AHG Work Fee Share Issue and the transactions contemplated thereunder, details of which are set out in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the AHG Work Fee Shares; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify and execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the AHG Work Fee Share Issue and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in his/their opinion, in the interests of the Company and its shareholders.”

By order of the Board
Kaisa Group Holdings Ltd.
Kwok Ying Shing
Chairman and Executive Director

Hong Kong, 29 November 2024

Notes:

- (a) The register of members of the Company will be closed from Monday, 16 December 2024 to Wednesday, 18 December 2024 (both dates inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 13 December 2024.
- (b) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the EGM, or any adjournment thereof.
- (c) As at the date of this notice, the executive directors are Mr. Kwok Ying Shing, Mr. Mai Fan, Mr. Li Haiming, Mr. Kwok Hiu Kwan, Ms. Luo Tingting, Mr. Song Wei and Mr. Liu Lihao; and the independent non-executive directors are Mr. Rao Yong, Mr. Zhang Yizhao and Mr. Liu Xuesheng.

* *For identification purposes only*