



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)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 18 DECEMBER 2024

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2) of HK\$0.1 each (the "Share") in the issued share capital of Kaisa Group Holdings Ltd. (the "Company") hereby appoint ^(Note 3) _____
of _____
or failing him/her, chairman of the extraordinary general meeting of the Company (the "Meeting") as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to 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. (or any adjournment thereof). I/We direct that my/our vote(s) be cast on the resolution below as indicated by an "√" in the appropriate boxes. In the absence of any indication, my/our proxy may vote at his/her discretion.

The full text of the following resolution is set out in the notice convening the Meeting dated 29 November 2024, which has also been incorporated into the circular of the Company dated 29 November 2024 (the "Circular"). Unless otherwise stated, capitalised terms used in the Circular have the same meanings when used in this proxy form.

ORDINARY RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
To approve, confirm and ratify the MCB Issue and the transactions contemplated thereunder, and to grant a specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the MCB Conversion Shares, and any Director be and is authorised to do all things to give effect to the same as set out in resolution no. 1 of the notice of the Meeting.		
To approve, confirm and ratify the AHG Work Fee Share Issue and the transactions contemplated thereunder, and to grant a specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the AHG Work Fee Shares, and any Director be and is authorised to do all things to give effect to the same as set out in resolution no. 2 of the notice of the Meeting.		

Date: _____

Signed: ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the issued share capital of the Company registered in your name(s).
3. A Shareholder is entitled to appoint one or more proxies of his/her/its own choice. Please insert the full name(s) and address(es) of the person appointed as proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain from voting at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. In the case of joint registered holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.

* For identification purpose only