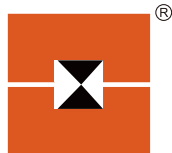


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2013

On 20 February 2014, the Board announced and recommended the payment of the Final Dividend with a scrip alternative to the Shareholders whose names appeared on the register of members of the Company after the close of business on 8 April 2014. This announcement is to inform the Shareholders how the scrip entitlements to the Final Dividend are calculated and the details on the election for the New Shares under the Scrip Dividend Scheme. At the annual general meeting of the Company held on 31 March 2014, the Shareholders approved the Final Dividend.

SCRIP DIVIDEND SCHEME

On 20 February 2014, the board of directors (the “**Board**”) of Kaisa Group Holdings Ltd. (the “**Company**”) announced and recommended the payment of a final dividend for the year ended 31 December 2013 (the “**Final Dividend**”) of HK\$0.15 per share (the “**Share**”) to the holders of Shares (the “**Shareholders**”) whose names appeared on the register of members of the Company after the close of business on 8 April 2014. At the annual general meeting of the Company held on 31 March 2014, the declaration of the Final Dividend was approved by the Shareholders. The Final Dividend will be satisfied in cash, with an option for the Shareholders to elect to receive such dividend (part or all of the Final Dividend entitled) by the allotment of new Shares (the “**New Shares**”), credited as fully paid in lieu of cash (the “**Scrip Dividend Scheme**”). A circular setting out details of the Scrip Dividend Scheme in relation to the Final Dividend (the “**Circular**”) will be despatched to the Shareholders on or about 11 April 2014.

* For identification purposes only

The Scrip Dividend Scheme is conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares to be issued thereunder.

The market value of the New Shares has been fixed at HK\$2.68 per Share (the “**Average Closing Price**”), which is the average closing price per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including 8 April 2014.

The number of New Shares which the Shareholders are entitled to receive in respect of the Shares registered in their names as at 8 April 2014 will be calculated as follows:

$$\begin{array}{rclcl} \text{Number of} & & \text{Number of registered} & & \text{HK\$0.15} \\ \text{New Shares to} & = & \text{Shares held on} & \times & \text{(Final Dividend per Share)} \\ \text{be received} & & \text{8 April 2014} & & \hline & & & & \text{HK\$2.68} \\ & & & & \text{(Average Closing Price)} \end{array}$$

The New Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects with the existing issued Shares, except that they shall not rank for the Final Dividend. No new class of Shares will be issued under the Scrip Dividend Scheme.

The number of New Shares to be issued to each Shareholder will be rounded down to the nearest whole number. Fractional entitlements to New Shares will be disregarded.

ELECTION FORM

Shareholders may elect to receive the Final Dividend wholly in the New Shares or partly in cash and partly in the New Shares.

An election form for Shareholders to elect to receive the Final Dividend by way of New Shares in lieu of cash will be enclosed with the Circular. **Shareholders need not take any action if they wish to receive the Final Dividend in cash only.** If Shareholders elect to receive the Final Dividend wholly in New Shares or partly in cash and partly in the New Shares, such Shareholders must complete the election form in accordance with the instructions printed thereon and lodge it with 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 later than 4:30 p.m. on 29 April 2014**. No acknowledgement of receipt of the election form will be issued.

OVERSEAS SHAREHOLDERS

As at 8 April 2014, there were three overseas Shareholders (the “**Overseas Shareholders**”) with their respective addresses registered in the British Virgin Islands. The Company has made enquiries on the legal restrictions under the laws or regulatory requirements in the British Virgin Islands regarding the feasibility of extending the Scrip Dividend Scheme to

the Overseas Shareholders. The directors of the Company were advised that there was no legal restriction on or exemption applying to the Company under the applicable legislations of the British Virgin Islands with respect to the offer of the New Shares to the Overseas Shareholders. Accordingly, no Shareholders will be excluded from participating in the Scrip Dividend Scheme.

While no Shareholder will be excluded from the Scrip Dividend Scheme and notwithstanding the legal enquiries made by the Company, it is the responsibility of any Shareholder wishing to join the Scrip Dividend Scheme to satisfy himself as to the full observance of the laws of the relevant territory, including obtaining any government or other consents which may be required, complying with any other necessary formality and paying any issue, transfer or other taxes due in respect of such jurisdiction. For the avoidance of doubt, the New Shares are not being offered to the public and the election forms are non-transferable. Overseas Shareholders who are in doubt as to their position should consult their own professional advisers.

LISTING AND DEALINGS

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the New Shares.

The register of members of the Company was closed from 4 April 2014 to 8 April 2014, both days inclusive, during which period no transfers of shares were effected. The record date of the Scrip Dividend Scheme is 8 April 2014. It is expected that the Circular and the election form will be despatched to the Shareholders on or about 11 April 2014.

Subject to the said application being granted by the Stock Exchange, it is expected that the share certificates for New Shares and/or cheques for cash dividend (as the case may be) will be posted by ordinary mail to the Shareholders at the risk of those entitled thereto on or about 29 May 2014, and dealings in the New Shares are expected to commence on the Stock Exchange on or about 30 May 2014.

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

Hong Kong, 9 April 2014

As at the date of this announcement, the executive directors of the Company are Mr. Kwok Ying Shing, Mr. Kwok Ying Chi, Mr. Sun Yuenan, Dr. Tam Lai Ling and Mr. Jin Zhigang; the non-executive director of the Company is Ms. Chen Shaohuan; the independent non-executive directors of the Company are Mr. Rao Yong, Mr. Zhang Yizhao and Mr. Fok Hei Yu.