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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)

EARLY REDEMPTION OF ALL EXCHANGE CONVERTIBLE BONDS

Reference is made to the announcements of Kaisa Group Holdings Ltd. (the “**Company**”) dated 24 April 2017, 12 June 2017 and 30 June 2017 and the shareholders’ circular of the Company dated 24 May 2017 (collectively, the “**ECB Announcements**”) in relation to the issue of Exchange Convertible Bonds. Reference is also made to the announcements of the Company dated 23 June 2017 and 30 June 2017 in relation to the issue of the New Notes (collectively, the “**New Notes Announcements**”, together with the ECB Announcements, the “**Relevant Announcements**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Relevant Announcements.

Pursuant to the terms and condition of the Exchange Convertible Bonds (the “**Conditions**”), the Company has served a redemption notice (the “**Redemption Notice**”) to the Trustee, the principal agent, the common security trustee and the Bondholders for early redemption of all the then outstanding amounts of the Exchange Convertible Bonds on 3 August 2017 (the “**Redemption Date**”) at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to (but excluding) the Redemption Date (the “**Redemption**”).

As a result of the Redemption, the Conversion Period of the Exchange Convertible Bonds will end at 16:59 (London time) on 24 July 2017 (being the date that is 10 days prior to the Redemption Date, the “**Conversion Period End Date**”). Bondholders who wish to exercise their conversion right in respect of the Exchange Convertible Bonds prior to the Redemption Date must deliver a duly completed and signed conversion notice with respect to such Exchange Convertible Bonds in accordance with the Conditions on or before the Conversion Period End Date.

Each Bondholder has the right to elect that such Bondholder’s Exchange Convertible Bonds are not redeemed under the Redemption and any Bondholder who wishes to decline the Redemption must deliver an electronic instruction of such election (the “**Election Notice**”) to Euroclear Bank SA/NV or Clearstream Banking S.A. at or before 16:59 (London time) on 27 July 2017 (being the date that is five business days prior to the Redemption Date, the “**Election Date**”). If an Election Notice in respect of the Exchange Convertible Bonds held by any Bondholder is delivered on or before the Election Date, then the conversion right in respect of such Exchange Convertible Bonds shall remain in effect following the Redemption Date in accordance with the terms of the Trust Deed.

Exchange Convertible Bonds held by any Bondholder who does not deliver an Election Notice on or before the Election Date or does not exercise its conversion right on or before the Conversion Period End Date shall be redeemed on the Redemption Date without any further action by the Company or the Bondholder.

As at the date of this announcement, the principal amount of the outstanding Exchange Convertible Bonds is US\$265,898,440.

The Company will use the net proceeds from the Concurrent New Money Issuance to satisfy payments in connection with the Redemption.

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

Hong Kong, 5 July 2017

As at the date of this announcement, the executive Directors are Mr. Kwok Ying Shing, Mr. Sun Yuenan, Mr. Zheng Yi, Mr. Yu Jianqing and Mr. Mai Fan; 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*