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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)

INSIDE INFORMATION

WINDING-UP PETITION

This announcement is made by Kaisa Group Holding Limited (the **Company**), under Rule 13.09 and Rule 13.25(1)(b) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **Stock Exchange**) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

WINDING-UP PETITION

It has come to the attention of the Company that a winding-up petition (the **Petition**) dated 6 July 2023 was filed by Board Peak Investment Management Limited (the **Petitioner**) at the High Court of the Hong Kong Special Administrative Region (the **High Court**) against the Company in relation to the non-payment of certain RMB denominated corporate bonds issued by Kaisa Group (Shenzhen) Co., Limited (the **Issuer**) in the principal amount of RMB170 million and accrued interest. The Interim Interim hold-out bid of the Company.

* For identification purposes only

Effects of the Petition

Pursuant to section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the **Companies (WUMP) Ordinance**), in the event that the Company is liquidated pursuant to the Petition, an administration of the property of the Company (for the avoidance of doubt, including the property of the subsidiary of the Company), and an appointment of the Company, or a liquidator in the absence of the members of the Company, made after the commencement date of the winding-up which is 6 Jul 2023 when the Petition is filed (the **Commencement Date**), will be void, null and a nullity unless obtained from the High Court. An administration of the property, and an appointment made on or after the Commencement Date will not be affected if the Petition is subsequently withdrawn or discontinued.

The Company will oppose the Petition vigorously. However, given the effect of section 182 of the Companies (WUMP) Ordinance, the board of directors of the Company (the **Board**) is hereby reminded that the directors and potential members of the Company, the appointment of the liquidator in the Company made on or after the Commencement Date would be void unless obtained from the High Court. Pursuant to the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (the **HKSCC**) in relation to the appointment of the liquidator of listed companies after a winding-up petition has been presented, in the event of the election and the nomination has a role in relation to the appointment of the liquidator, the participant(s) who conduct the election through HKSCC (the **Participant(s)**), HKSCC may announce, and in the absence of the election, under the General Rules of Central Clearing and Settlement System (the **CCASS**) to empower the participant(s) to elect the liquidator of the Company. This may include the participation of acceptance of deposit of the certificate of the Company in CCASS. The certificate of the Company received by HKSCC but not registered in HKSCC Nominee Limited's name will also be entered on the election Participant and HKSCC shall elect the liquidator and accordingly each Participant by debiting the election fee from its CCASS account accordingly. The election fee would generally be applied from the date when the Petition has been discontinued or withdrawn, or the Company has obtained the necessary approval from the High Court.

The filing of the Petition does not prevent the commencement of the winding-up of the Company by the Petitioner. No winding-up order has been granted by the High Court to wind up the Company as at the date of this announcement. The High Court has set the hearing date for the Petition on 13 September 2023.

Actions to be taken by the Company

The Board of the Company has the Petition does not prevent the directors of the Company and management of the Company. The Company will seek legal advice on the matter in opposition to the Petition, and take all necessary actions to oppose the Petition.

The Company in and of itself does not intend to communicate or disclose any information in this announcement, and the Company will endeavor to keep the information confidential. Meanwhile, the Company will endeavor to keep the information confidential and good communication with the Permitter, and, adhering to the principle of fairness to the Permitter, to negotiate with the Permitter amicably and properly handle related matters (including making efforts to protect the interests of the Permitter as far as possible).

The Company encourages all stakeholders to maintain their confidence and support in the Company's efforts to promote an off-horizon operation. The Company will continue to firmly uphold the interests of all stakeholders. The Company will continue to improve the overall operation and ability.

The Company will make the announcement of any significant development in relation to the Permitter and the off-horizon operation as and when appropriate.

Holders of the Company's securities and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

Board of the Board
KAISA GROUP HOLDINGS LTD.
Kwok Ying Shing
Chairman and Executive Director

Hong Kong, 10 July 2023

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. Rao Yong, Mr. Zhang Yizhao and Mr. Liu Xuesheng.