

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kaisa Prosperity Holdings Limited 佳兆業美好集團有限公司, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



**KAISA PROSPERITY HOLDINGS LIMITED**  
**佳兆業美好集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2168)**

**(1) RE-ELECTION OF DIRECTORS;**  
**(2) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Conference Room A, Office 1101-1102, Euro Trade Centre, Nos 13-14 Connaught Road Central, Central, Hong Kong on Friday, 21 June 2024 at 3:00 p.m. is set out on pages 16 to 19 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular.

Whether you are able to attend and vote at the Annual General Meeting in person or not, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return the completed form of proxy to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) thereof should you so wish. No food and beverage service and no distribution of gifts at the AGM.

10 May 2024

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I — RE-ELECTION OF DIRECTORS</b> .....	8
<b>APPENDIX II — EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE</b> .....	13
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	16

## DEFINITIONS

*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room A, Office 1101-1102, Euro Trade Centre, Nos 13-14 Connaught Road Central, Central, Hong Kong on Friday, 21 June 2024 at 3:00 p.m., or any adjournment thereof;
“Articles”	the articles of association of the Company as amended from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation thereto;
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time);
“Company”	Kaisa Prosperity Holdings Limited (佳兆業美好集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the main board of the Stock Exchange;
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

## DEFINITIONS

“Issue Mandate”	the general mandate to allot and issue new Shares and/or to resell treasury shares (subject to compliance with the Listing Rules) of not exceeding 20% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation thereto;
“Kaisa Group”	Kaisa Holdings and its subsidiaries;
“Kaisa Holdings”	Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司) (stock code: 1638), an exempted company with limited liability incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange;
“Latest Practicable Date”	7 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Memorandum”	the memorandum of association of the Company as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	The People’s Republic of China, except where the context otherwise requires and only for the purpose of this circular, excluding Hong Kong, the Special Administrative Region of Macau and Taiwan;
“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Shareholder(s)”	the holder(s) of the Share(s);
“Shares”	the ordinary shares of the Company of par value HK\$0.01 each;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

## DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“treasury shares”	has the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD



**KAISA PROSPERITY HOLDINGS LIMITED**

**佳兆業美好集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2168)**

*Executive Directors:*

Mr. Liao Chuanqiang (*Chairman*)  
Ms. Mou Zhaohui (*Chief Executive officer*)  
Mr. Kwok Ying Shing  
Mr. Li Haiming  
Mr. Kwok Hiu Kwan  
Mr. Zhao Jianhua

*Independent non-executive Directors:*

Mr. Liu Hongbai  
Ms. Ma Xiumin  
Mr. Chen Bin

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Room 1901, 19/F  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

10 May 2024

*To the Shareholders*

Dear Sir/Madam,

**(1) RE-ELECTION OF DIRECTORS;  
(2) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) re-election of the retiring Directors; (ii) the granting to the Directors the Buy-back Mandate; (iii) the granting to the Directors the Issue Mandate; and (iv) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general mandate to exercise all powers of the Company to buy back issued Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the resolution subject to the Listing Rules. The Buy-back Mandate will end on the earlier of (a) conclusion of the next annual general meeting of the Company; (b) expiration of the period within which the next annual general meeting of the Company is required to be held by law or the Articles; and (c) the date upon which such authority is revoked or varied by an ordinary resolution by the Shareholders in a general meeting.

An explanatory statement is set out in Appendix II to this circular to provide the Shareholders with information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buy-Back Mandate.

### GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general mandate to allot and issue new Shares and/or to resell treasury shares of the Company (subject to compliance with the Listing Rules) of not exceeding 20% of the number of the issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation thereto.

Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 154,110,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back prior to the Annual General Meeting and the Company does not have any treasury shares, the Company would be allowed under the Issue Mandate to issue 30,822,000 Shares, being 20% of the number of the issued Shares as at the date of passing of the resolution to approve the Issue Mandate. The Issue Mandate will end on the earlier of (a) conclusion of the next annual general meeting of the Company; (b) expiration of the period within which the next annual general meeting of the Company is required to be held by law or the Articles; and (c) the date upon which such authority is revoked or varied by an ordinary resolution by the Shareholders in a general meeting.

Subject to the passing of the ordinary resolutions in relation to the Buy-back Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate by the number of Shares bought back by the Company pursuant to the Buy-back Mandate.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

According to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

In accordance with Article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, the Directors, comprising Mr. Kwok Ying Shing, Mr. Li Haiming and Mr. Kwok Hiu Kwan as executive Directors; Mr. Liu Hongbai and Mr. Chen Bin as independent non-executive Directors, will retire from office and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Particulars of the Directors proposed to be re-elected are set out in Appendix I to this circular.

### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 16 to 19 of this circular.

Pursuant to the requirements of the Listing Rules, all votes of the Shareholders at the Annual General Meeting will be taken by poll.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person or not, you are requested to complete the form of proxy and return the completed form of proxy to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible, and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (as the case may be). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) thereof in person should you so wish.

### RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the proposed granting of the Buy-back Mandate and the Issue Mandate to the Directors, and the extension of the Issue Mandate are in the best interests of the Company and the Shareholder as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend all Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.



## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders of the Company who are entitled to attend and vote at the forthcoming AGM to be held on Friday, 21 June 2024, the register of members of the Company will be closed on Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong branch 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 Monday, 17 June 2024.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief and information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By Order of the Board  
**KAISA PROSPERITY HOLDINGS LIMITED**  
**Mr. Liao Chuanqiang**  
*Chairman and executive Director*

*The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

## EXECUTIVE DIRECTORS

### **Kwok Ying Shing (郭英成)**

Mr. Kwok, aged 59, serves as an executive Director of the Company since 16 April 2024. He is the chairman, an executive director, the chairman of the nomination committee and a member of the remuneration committee and a substantial shareholder of Kaisa Holdings, a company listed on the Stock Exchange (Stock Code: 1638). Kaisa Holdings is the controlling shareholder of the Company, holding approximately 67.18% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Kwok has extensive experience in real estate development, investment and financing management. Mr. Kwok is also the chairman and an executive director of Kaisa Capital Investment Holdings Limited, a company listed on the Stock Exchange (Stock Code: 936), the co-chairman and an executive director of Sing Tao News Corporation Limited, a company listed on the Stock Exchange (Stock Code: 1105), and an executive director of Kaisa Health Limited, a company listed on the Stock Exchange (Stock Code: 876).

Mr. Kwok has entered into a service contract with the Company for a term of three years. Mr. Kwok will receive director's fee from the Company in the amount of HKD100,000 before tax per annum.

As at the Latest Practicable Date, Mr. Kwok was interested in 258,250 shares of the Company, representing approximately 0.17% of the issued share capital of the Company, through Da Chang Investment Company Limited, a company wholly owned by Mr. Kwok. Save for the aforesaid, Mr. Kwok does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Kwok is the father of Mr. Kwok Hiu Kwan, an executive Director of the Company. Save as disclosed above, Mr. Kwok (i) has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications; (ii) does not hold any other positions in the Company and other members of the Group; and (iii) does not have any other relationship with any other Directors, senior management, except for being the chairman and executive director and a substantial shareholder of Kaisa Holdings, which is the controlling shareholder of the Company.

**Li Haiming (李海鳴)**

Mr. Li, aged 49, is an executive Director of the Company. He is the Co-president of Kaisa Group. He has been appointed as the executive Director of Kaisa Group with effect from 6 April 2020. Mr. Li joined Kaisa Group in July 2002 and has served in various positions, including the chairman of Changsha Branch and Shenzhen Branch of Kaisa Real Estate Group, the general manager of Kaisa Golden Bay International Resorts Company\* (金沙灣國際樂園公司), the vice president of Kaisa Real Estate Group (Shenzhen Region) and Kaisa Holdings, executive president of Kaisa Holdings, chief operating officer of Kaisa Group, etc. Before Mr. Li joined Kaisa Group, he had worked for Shenzhen General Institute of Architectural Design and Research Co., LTD\* (深圳市建築設計研究院), and Tsinghua Architectural Design Co., LTD\* (清華苑建築設計有限公司). Mr. Li graduated from the Party School of the Guangdong Provincial Committee of CPC (廣東省委黨校) in July 2000, majored in Enterprise Management. He also specialized in architecture and graduated from Chongqing Architecture and Engineering College (重慶建築工程學院) in July 1994.

As at the Latest Practicable Date, Mr. Li had share options granted by the controlling shareholder of the Company, Kaisa Holdings, to subscribe for 7,226,990 shares of Kaisa Holdings, representing approximately 0.1% of the issued share capital of Kaisa Holdings. Except as disclosed above, Mr. Li does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Li has entered into a service contract with the Company for a term of three years from 8 April 2023 to 7 April 2026 (both dates inclusive). Under the service contract, Mr. Li received Director's fee of RMB90,000 in 2023.

Save as disclosed above, Mr. Li did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Li does not have any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

**Kwok Hiu Kwan (郭曉群)**

Mr. Kwok, aged 32, is an executive Director of the Company. He is an executive Director and co-president of Kaisa Holdings. Mr. Kwok has successively served as vice president of Shanghai Urban Renewal Group, the chairman and the president of Shanghai Region of Kaisa Group since May 2018. Mr. Kwok graduated from Essex University in the United Kingdom with a bachelor's degree in finance management in July 2013 and obtained a master in sociology from University College London in the United Kingdom in July 2014.

Mr. Kwok has entered into a service contract with the Company for a term of three years from 12 July 2023 to 11 July 2026 (both dates inclusive). Under the service contract, Mr. Kwok received Director's fee of RMB43,000 in 2023.

As at the Latest Practicable Date, Mr. Kwok does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Kwok did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Kwok is the son of Mr. Kwok Ying Shing, an executive Director and the controlling shareholder of Kaisa Holdings, the controlling shareholder of the Company.

Save as disclosed above, Mr. Kwok does not have any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

#### **Liu Hongbai (劉洪柏)**

Mr. Liu, aged 51, has been an independent non-executive Director since 12 November 2018 and is responsible for providing independent advice on the operations and management of the Group. Mr. Liu is currently a partner at Shenzhen Huatang Certified Public Accountants (General Partnership). Having nearly 30 years of experience in auditing and financial management, Mr. Liu was the partner at Shenzhen Hengda Certified Public Accountants (General Partnership) from 2005 to July 2014 and the branch manager at Agricultural Bank of China, Hengyang branch between 1993 and 2002. Mr. Liu graduated from Jiaying University in the PRC, where he obtained a diploma degree of finance in July 1993. He received a bachelor's degree of finance from The Open University of China in January 2017 and received a master's degree of Business Administration from Guangxi University in December 2021. Mr. Liu obtained the certificate of certified public accountant granted by the Ministry of Finance of the PRC (the "MOF"), the title of senior accountant granted by the Ministry of Human Resources and Social Security, the certificate of certified public valuer granted by the MOF and the Ministry of Personnel of the PRC, the qualification of registered tax agent granted by the MOF and the Ministry of Personnel of the PRC, the qualification of certified internal auditor by The Institute of Internal Auditors and the certificate of qualified board secretary issued by the Shenzhen Stock Exchange.

As at the Latest Practicable Date, Mr. Liu had share options granted by the Company to subscribe for 50,000 Shares of the Company, representing approximately 0.03% of the issued capital of the Company. Except as disclosed, Mr. Liu does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Liu entered into a letter of appointment with the Company for a term of three years commencing from 6 December 2021, unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the letter of appointment, the emolument of Mr. Liu in 2023 was RMB183,000 including Director's fee and equity-settled share-based expenses (of approximately RMB20,000).

Mr. Liu did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Liu does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

#### **Chen Bin (陳斌)**

Mr. Chen, aged 51, has been an independent non-executive Director since 12 November 2018 and is responsible for providing independent advice on the operations and management of the Group. Mr. Chen is now a partner at Shenzhen Liqin Certified Public Accountants (General Partnership). Mr. Chen graduated from Lanzhou University of Arts and Science (formerly known as Gansu United University) in the PRC, where he obtained a diploma degree of financial accounting in July 1994. He also obtained the certificate of certified public accountant granted by the MOF, the certificate of certified asset valuer granted by the MOF and the certificate of qualified independent director issued by the Shenzhen Stock Exchange. Mr. Chen has nearly 29 years of experience in financial auditing and economic consulting. He was the deputy director of Shenzhen Zhongxiang Certified Public Accountants (General Partnership) from 2008 to 2012, the independent non-executive director at First Dragoncom Agrostrategy Holdings Ltd from 2005 to 2006 and the financial controller at Shenzhen Qiaozhi Industrial Co., Ltd. from 1998 to 2008.

As at the Latest Practicable Date, Mr. Chen had share options granted by the Company to subscribe for 50,000 Shares of the Company, representing approximately 0.03% of the issued capital of the Company. Except as disclosed, Mr. Chen does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Chen entered into a letter of appointment with the Company for a term of three years commencing from 6 December 2021, unless and until terminated by not less than three months' notice in writing served by either party on the other. Under the letter of appointment, the emolument of Mr. Chen in 2023 was RMB183,000 including Director's fee and equity-settled share-based expenses (of approximately RMB20,000).

Mr. Chen did not hold any other directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years.

Mr. Chen does not have any relationship with the Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

**Others**

There is no other information relating to the above Directors to be re-elected that needs to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the above Directors.

This is an explanatory statement given to all Shareholders so as to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 154,110,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting and the Company does not have any treasury shares, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 15,411,000 Shares, being 10% of the issued Shares (excluding any treasury shares).

### **2. REASONS FOR SHARES BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy-back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the laws of the Cayman Islands. Shareholders can be assured that the Directors would only make such buy-backs in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

### **3. FUNDING OF BUY-BACKS**

In making the buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles and the laws of the Cayman Islands. Any buy-back of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled.

The Directors consider that the exercise of the Buy-back Mandate in full will not have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2023). The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position (as compared with the position disclosed in its latest published audited accounts as at 31 December 2023) which in the opinion of the Directors is from time to time appropriate for the Company.

#### 4. SHARE PRICES

From 1 April 2023 to the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange are set out as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
April	3.38	2.56
May	3.15	2.33
June	2.95	2.30
July	2.98	2.31
August	2.83	1.98
September	2.39	1.91
October	2.12	1.65
November	1.80	1.46
December	1.61	0.96
<b>2024</b>		
January	1.15	0.90
February	1.25	0.86
March	1.50	0.97
April	2.00	1.36
May (up to the Latest Practicable Date)	1.70	1.66

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell their Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.



No core connected persons of the Company have notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company nor has undertaken not to do so, in the event that the Buy-back Mandate is granted by the Shareholders.

#### **6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If a Shareholder's proportionate interest in the share capital of the Company increases as a result of a share buy-back, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

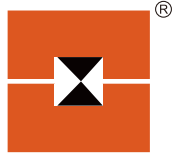
As at the Latest Practicable Date, Kaisa Holdings is interested in 103,530,000 Shares, representing approximately 67.18% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Mandate, then (assuming the present shareholdings remains unchanged), Kaisa Holdings would become interested in approximately 74.64% of the total number of Shares in issue, respectively. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but the number of Shares held in the hands of the public will fall below 25% of the total number of Shares in issue.

The Directors will not exercise the Buy-back Mandate to such an extent as a result of such buy-back, the number of Shares held by the public would fall below 25% of the total number of Shares in issue.

#### **7. SHARE BUY-BACK MADE BY THE COMPANY**

The Company did not buy back any Shares on the Stock Exchange in the previous 6 months immediately preceding the Latest Practicable Date.

# NOTICE OF ANNUAL GENERAL MEETING



## KAISA PROSPERITY HOLDINGS LIMITED

### 佳兆業美好集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2168)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Kaisa Prosperity Holdings Limited (the “**Company**”) will be held at Conference Room A, Office 1101-1102, Euro Trade Centre, Nos 13-14 Connaught Road Central, Central, Hong Kong on Friday, 21 June 2024 at 3:00 p.m., for the following purposes:

#### **As Ordinary Business**

1. To receive, consider and adopt the report of the Director(s) of the Company (the “**Director(s)**”), the audited consolidated financial statements and the independent auditor’s report for the year ended 31 December 2023.
2. To re-elect Mr. Kwok Ying Shing, as an executive Director.
3. To re-elect Mr. Li Haiming, as an executive Director.
4. To re-elect Mr. Kwok Hiu Kwan, as an executive Director.
5. To re-elect Mr. Liu Hongbai, as an independent non-executive Director.
6. To re-elect Mr. Chen Bin, as an independent non-executive Director.
7. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
8. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

#### **As Special Business**

And to consider and, if thought fit, pass (with or without modification) the following resolutions as resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

9. “**THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the power of the

## NOTICE OF ANNUAL GENERAL MEETING

Company to buy back issued shares of the Company (the “**Shares**”) subject to and in accordance with all applicable laws and requirements of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares to be bought back pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the number of issued Shares (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution by the shareholders of the Company in general meeting.”

10. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (subject to compliance with the Listing Rules), and to make or grant offers, agreements, options and rights to subscribe for, or convert any securities into, Shares which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights to subscribe for, or convert any securities into, Shares which might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted together with the treasury shares of the Company resold (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the grant or exercise of options under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of Shares or rights to acquire Shares, or (iii) an issue of Shares upon the exercise of rights of the subscription or conversion under the terms of any existing options, warrants, bonds, notes or other securities of the Company which are convertible into Shares, or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the number of issued Shares (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting; and

**“Rights Issue”** means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

## NOTICE OF ANNUAL GENERAL MEETING

11. “**THAT** conditional upon the passing of the resolutions numbers 9 and 10 as set out in the notice convening the meeting of which these resolutions form part (the “**Notice**”), the general mandate referred in resolution number 10 as set out in the Notice be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company pursuant to the general mandate referred in resolution number 9 as set out in the Notice, provided that such amount shall not exceed 10 per cent. of the number of the issued Shares (excluding treasury shares) as at the date of passing of this resolution.”

By Order of the Board  
**KAISA PROSPERITY HOLDINGS LIMITED**  
**Liao Chuanqiang**  
*Chairman and executive Director*

Hong Kong, 10 May 2024

*Notes:*

- (1) 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 behalf of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for the annual general meeting is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed must be deposited at the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 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.
- (3) Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed for the following periods:

For the purpose of determining shareholders of the Company who are entitled to attend and vote at the forthcoming AGM to be held on Friday, 21 June 2024, the register of members of the Company will be closed on Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company’s Hong Kong branch 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 Monday, 17 June 2024.

*As at the date of this notice, the executive Directors are Mr. Liao Chuanqiang, Mr. Kwok Ying Shing, Mr. Li Haiming, Mr. Kwok Hiu Kwan, Mr. Zhao Jianhua and Ms. Mou Zhaohui; and the independent non-executive Directors are Mr. Liu Hongbai, Ms. Ma Xiumin and Mr. Chen Bin.*