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## **KWG GROUP HOLDINGS LIMITED**

### **合景泰富集團控股有限公司**

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

**(Stock Code: 1813 and Debt Stock Code: 5403, 5282, 5811, 5607, 5008, 40117, 40338, 40465, 40683)**

## **EXCHANGE OFFER AND/OR CONSENT SOLICITATION IN RELATION TO THE FOLLOWING SECURITIES**

<b>Description of Debt Securities</b>	<b>ISIN/Common Code</b>	<b>Stock code</b>
6.0% Senior Notes due 2022 (the “ <b>September 2022 A Notes</b> ”)	XS1556169206/155616920	5403
5.2% Senior Notes due 2022 (the “ <b>September 2022 B Notes</b> ”)	XS1685542141/168554214	5282
7.875% Senior Notes due 2023 (the “ <b>September 2023 Notes</b> ”)	XS1954740285/195474028	5811
7.4% Senior Notes due 2024 (the “ <b>March 2024 Notes</b> ”)	XS2034561584/203456158	5607
5.875% Senior Notes due 2024 (the “ <b>November 2024 Notes</b> ”)	XS1716631301/171663130	5008

<b>Description of Debt Securities</b>	<b>ISIN/Common Code</b>	<b>Stock code</b>
5.95% Senior Notes due 2025 (the “ <b>August 2025 Notes</b> ”)	XS2214229887/221422988	40338
6.3% Senior Notes due 2026 (the “ <b>February 2026 Notes</b> ”)	XS2257830716/225783071	40465
6.0% Senior Notes due 2026 (the “ <b>August 2026 Notes</b> ”)	XS2343325622/234332562	40683
7.4% Senior Notes due 2027 (the “ <b>January 2027 Notes</b> ”)	XS2100654586/210065458	40117

## **INTRODUCTION**

On the date of this announcement, KWG Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability (the “**Company**”) commenced the offer to exchange for at least (A) at least US\$810,000,000, or 90%, of the aggregate outstanding principal amount of the September 2022 A Notes and the September 2022 B Notes (the “**September 2022 Notes Minimum Acceptance Amount**”), and (B) at least US\$560,000,000, or 80%, of the outstanding principal amount of the September 2023 Notes (the “**September 2023 Notes Minimum Acceptance Amount**” and, together with the September 2022 Notes Minimum Acceptance Amount, the “**Minimum Acceptance Amount**”) held by Eligible Holders, and soliciting consents from Eligible Holders to certain proposed waivers and proposed amendments to the indenture governing the September 2023 Notes (the “**September 2023 Notes Indenture**”) upon the terms and subject to the conditions (the “**Exchange Offer and Consent Solicitation**”) set forth in the Exchange Offer and Consent Solicitation Memorandum. The purpose of the Exchange Offer and Consent Solicitation is to improve our overall financial condition, extend our debt maturity profile, strengthen our balance sheet and improve cash flow management.

The Company is also soliciting consents from the Holders of the Consent Notes to certain proposed waivers and proposed amendments to each of the Consent Notes Indentures, upon the terms and subject to the conditions set forth in the Consent Solicitation Statement. The principal purpose of the Concurrent Consent Solicitation is to waive events of default and any consequential breaches or defaults arising from the non-payment of interest on the March 2024 Notes on September 5, 2022 and to amend the events of default provision in the Consent Notes Indenture to carve out any default or event of default in respect of the Consent Notes as a result of a default or event of default occurring under the Exchange Notes, and to amend other related changes and make certain other updates, in accordance with the terms and subject to the conditions set forth in the Consent Solicitation Statement.

Unless otherwise defined, capitalized terms in this announcement will have the same meaning as those defined in the Exchange Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement.

## **BACKGROUND AND PURPOSE**

During the second half of 2021, Chinese property developers and the capital markets that have funded growth and development of the sector have experienced an inflection point. Reduced bank lending for real estate development has adversely affected access by property developers to onshore capital. Buyers' concerns about the ability of property developers to deliver projects has adversely affected property sales. In addition, the use of pre-sale proceeds is also restricted under the applicable PRC policies. Driven by these negative onshore events and austerity policies, offshore capital markets have reacted negatively, which limited our funding sources to address upcoming maturities.

The property sector in China has continued to experience volatility in 2022. Further tightened bank lending, coupled with certain negative credit events, has intensified market concerns over the operations of Chinese property developers. As a result, pre-sale of Chinese property developers has generally decreased. Our revenue, gross profit and net profit in the first half of 2022 has decreased as compared to the corresponding period in 2021. Our cash and bank balances as at June 30, 2022 also decreased as compared to December 31, 2021.

Against the backdrop of the adverse market conditions and recurrences of the COVID-19 outbreaks, we anticipate that the market condition in the real estate sector will remain under pressure in 2022. We are committed to mitigating the effects of the recent adverse market conditions and striving to meet our financial commitments by prudently utilizing our existing financial resources. As part of these efforts, we are conducting the Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation. We believe the Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation will improve our overall financial condition, extend our debt maturity profile, strengthen our balance sheet and improve cash flow management, which would be in the interest of all our stakeholders, including the holders of the Exchange Notes and Consent Notes.

If neither the Exchange Offer and Consent Solicitation nor the Concurrent Consent Solicitation is successfully consummated, we may not be able to fully repay the Exchange Notes and/or Consent Notes, and our other efforts to meet our financial commitments may not achieve the desired effect. As such, we may have to consider alternative debt restructuring exercise.

## THE EXCHANGE OFFER AND CONSENT SOLICITATION

The Exchange Offer and Consent Solicitation for the Exchange Notes commenced on September 2, 2022 and will expire at 4:00 p.m., London time, on September 9, 2022 (the “**Exchange Expiration Deadline**”), unless otherwise extended or earlier terminated by the Company. An appropriate announcement will be made if and when the applicable Exchange Expiration Deadline is extended or earlier terminated.

Subject to the terms and conditions set forth in the Exchange Offer and Consent Solicitation Memorandum, the Company is offering to exchange at least the Minimum Acceptance Amount of the Company’s outstanding Exchange Notes held by Eligible Holders and soliciting Consents from Eligible Holders to the proposed waivers and amendments to the indenture governing the September 2023 Notes for the Exchange Consideration (as defined below).

In the event the Exchange Offer with respect to the September 2023 Notes is not consummated, Eligible Holders validly tendering their September 2023 Notes will be entitled to receive the Consent Consideration (as defined below), subject to terms and conditions set forth in this Exchange Offer and Consent Solicitation Memorandum, and such Eligible Holders will be deemed have given Consents to amend the events of default provision in the September 2023 Notes Indenture to carve out any default or event of default in respect of the Exchange Notes.

Eligible Holders of the Exchange Notes validly accepted and exchanged in the Exchange Offer and Consent Consideration will, from and including the Settlement Date, waive any and all rights with respect to the Exchange Notes (other than the right to receive the Exchange Consideration and/or Consent Consideration and/or any right to receive interest, the record date for which precedes the Settlement Date) and will release and discharge the Company from any and all claims such Eligible Holder may have, now or in the future, arising out of or related to such Exchange Notes.

If you are an Eligible Holder holding the Exchange Notes through Euroclear and Clearstream or through a fiduciary holding accounts and you wish to participate in the Exchange Offer and Consent Solicitation, you must tender your Exchange Notes pursuant to the procedures described herein by way of an electronic instruction, which must be submitted or delivered through the relevant Clearing System by each Eligible Holder of the Exchange Notes who is shown in the records of such Clearing System as a holder of an interest in the Exchange Notes, authorizing delivery of your tender to exchange the Exchange Notes that are the subject of such electronic instruction (the “**Electronic Instruction**”).

A separate Electronic Instruction needs to be submitted per each beneficial owner of the Exchange Notes held through Euroclear and Clearstream. Only direct participants in Euroclear or Clearstream may submit Electronic Instructions. If you are not a direct participant in Euroclear or Clearstream, you must contact your broker, dealer, bank, custodian, trust company or other nominee to arrange for its direct participant through which you hold the Exchange Notes to submit an Electronic Instruction on your behalf to the relevant Clearing System prior to the deadline specified by the relevant Clearing System.

Eligible Holders who intend to make different elections with respect to portions of their holding of Exchange Notes must deliver separate Electronic Instructions with respect to each such portion. Any Electronic Instructions must be given with respect to Exchange Notes in a minimum principal amount of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

By validly tendering Exchange Notes in the Exchange Offer, such Eligible Holder will be deemed to have given its Consent in the Consent Solicitation. Eligible Holders may not give Consent in respect of the Exchange Notes only without tendering Exchange Notes.

**Electronic Instructions in connection with the Exchange Offer and Consent Solicitation are irrevocable. Eligible Holders may not withdraw instructions at any time once delivered in accordance with the terms in the Exchange Offer and Consent Solicitation Memorandum.**

Upon giving Electronic Instructions with respect to any Exchange Notes, those Exchange Notes will be blocked and may not be transferred until the earlier of (i) the relevant Settlement Date and (ii) the Exchange Offer and Consent Solicitation is modified or terminated so as to result in a cancellation of such Electronic Instructions.

#### **Exchange Consideration and Consent Consideration**

Upon the terms and subject to the conditions set forth in the Exchange Offer and Consent Solicitation Memorandum, the Company is offering to exchange for at least Minimum Acceptance Amount of each series of the Exchange Notes held by Eligible Holders for the following Exchange Consideration, for each US\$1,000 principal amount of the Exchange Notes:

Exchange Consideration of the September 2022 A Notes:

- (a) US\$950 in aggregate principal amount of the January 2024 New Notes (rounded down to the nearest US\$1);
- (b) US\$50 principal repayment in cash (the “**September 2022 A Notes Upfront Principal Payment**”); and
- (c) US\$5 in cash (the “**September 2022 A Notes Incentive Fee**”);

Exchange Consideration of the September 2022 B Notes:

- (a) US\$950 in aggregate principal amount of the January 2024 New Notes (rounded down to the nearest US\$1);
- (b) US\$50 principal repayment in cash (the “**September 2022 B Notes Upfront Principal Payment**” and, collectively with the September 2022 A Notes Upfront Principal Payment, the “**Upfront Principal Payment**”); and
- (c) US\$5 in cash (the “**September 2022 B Notes Incentive Fee**”);

Exchange Consideration of the September 2023 Notes:

- (a) US\$1,000 in aggregate principal amount of the August 2024 New Notes (rounded down to the nearest US\$1);
- (b) US\$5 in cash (the “**September 2023 Notes Incentive Fee**”); and
- (c) any Accrued Interest (paid in cash, rounded to the nearest US\$0.01, with US\$0.005 rounded upwards);

For the avoidance of doubt, no accrued interest will be paid on the September 2022 A Notes or September 2022 B Notes through the Exchange Offer. Interest on the September 2022 A Notes and September 2022 B Notes will accrue through (but not include), and become payable on, the respective maturity dates of the September 2022 A Notes and September 2022 B Notes to Holders as of the Interest Record Date (as defined in the relevant September 2022 A Notes Indenture and September 2022 B Notes Indenture).

In the event the Exchange Offer with respect to the September 2023 Notes is not consummated, Eligible Holders validly tendering their September 2023 Notes will be entitled to receive the consent consideration consisting of the September 2023 Notes Incentive Fee, being US\$5 in cash (the “**Consent Consideration**”), subject to terms and conditions set forth in the Exchange Offer and Consent Solicitation Memorandum.

Application will be made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the New Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Approval-in-principle from, admission to the Official List of, and the listing and quotation of the New Notes on the SGX-ST are not to be taken as an indication of the merits of the Exchange Offer and Consent Solicitation, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any of their respective subsidiaries or associated companies, the New Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). For so long as the New Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the New Notes, if traded on the SGX-ST, will be traded in a minimum board lot size of S\$200,000 (or its equivalent in foreign currencies). Accordingly, the New Notes, if traded on the SGX-ST, will be traded in a minimum board lot size of US\$150,000.

## **Minimum Acceptance Amount**

The minimum aggregate principal amount of the Exchange Notes, being US\$810,000,000 or 90%, of the aggregate outstanding principal amount of the September 2022 Notes, and US\$560,000,000, or 80%, of the outstanding principal amount of the September 2023 Notes, for which valid tenders are received and that the Company will determine, in its sole discretion, whether it will accept for exchange pursuant to the Exchange Offer and Consent Solicitation.

The Company reserves the right, in its sole discretion, to amend or waive the conditions to the Exchange Offer and Consent Solicitation, including the Minimum Acceptance Amount, in accordance with the terms of this Exchange Offer and Consent Solicitation.

## **Conditions to the Exchange Offer and Consent Solicitation**

The obligation to consummate the Exchange Offer and Consent Solicitation is conditional upon the following:

- not less than the Minimum Acceptance Amount of the Exchange Notes shall have been validly tendered prior to the Exchange Expiration Deadline;
- there being no material adverse change in the market from the date of this Exchange Offer and Consent Solicitation Memorandum to the Settlement Date;
- an affirmative determination by us that accepting the exchanges, paying the Exchange and Consent Consideration and effecting the transactions contemplated hereby are in our best interests; and
- the satisfaction of the other conditions described in “**Description of the Exchange Offer and Consent Solicitation — Conditions to the Exchange Offer and Consent Solicitation**” in the Exchange Offer and Consent Solicitation Memorandum.

In addition, our obligation to consummate the Exchange Offer and Consent Solicitation with respect to the September 2023 Notes is conditional upon the following (together, the “**NDRC Approval Conditions**”):

- our receipt of the NDRC Certificate evidencing the pre-registration of the proposed issuance of the August 2024 New Notes in accordance with the NDRC Notice on or before the 2023 Notes Settlement Date.
- the NDRC Certificate shall remain effective on the 2023 Notes Settlement Date.

Subject to applicable law, the Company may terminate or withdraw the Exchange Offer and Consent Solicitation if any of the conditions are not satisfied or waived by the Company by the Settlement Date. The Company may also extend the Exchange Offer and Consent Solicitation from time to time until the conditions are satisfied or waived. Although the Company has no present plans or arrangements to do so, the Company reserves the right to amend, modify or waive, at any time, the terms and conditions of the Exchange Offer and Consent Solicitation, including the Minimum Acceptance Amount,

subject to applicable law (save that the NDRC Approval Conditions shall not be waivable). The Company will give you and the Trustee notice of any amendments, modifications or waivers as and if required by applicable law.

### **Summary Timetable**

The following summarizes the anticipated timetable for the Exchange Offer and Consent Solicitation.

<b>Date</b>	<b>Event</b>
September 2, 2022	Commencement of the Exchange Offer and Consent Solicitation and announcement via the websites of the SEHK, the Exchange Website and through Euroclear or Clearstream, as applicable. Exchange Offer and Consent Solicitation Memorandum will be made available to Eligible Holders of the Exchange Notes on the Exchange Website.
September 9, 2022 (4:00 p.m., London time)	Exchange Expiration Deadline. This being the last date and time on which Eligible Holders of the Exchange Notes who validly tender Exchange Notes are eligible to receive the relevant Exchange Consideration and/or Consent Consideration, as this is the last date and time for Eligible Holders of the Exchange Notes to participate in the Exchange Offer and Consent Solicitation.
As soon as practicable after the Exchange Expiration Deadline	Announcement of the amount of tenders for exchange received prior to the Exchange Expiration Deadline, and the final total aggregate principal amount of the New Notes to be issued to Eligible Holders in exchange for the Exchange Notes validly tendered, accepted and exchanged.
On or about September 14, 2022	Settlement of the January 2024 New Notes, delivery of the Exchange Consideration to Eligible Holders whose September 2022 Notes have been validly tendered and accepted for exchange.
On or about September 15, 2022	Listing of the January 2024 New Notes on the SGX-ST.

Date	Event
On or about September 30, 2022	Settlement of the August 2024 New Notes, delivery of the Exchange Consideration to Eligible Holders whose September 2023 Notes have been validly tendered and accepted for exchange; or, in the event the Exchange Offer with respect to the September 2023 Notes is not consummated, delivery of the Consent Consideration to Eligible Holders whose September 2023 Notes have been validly tendered.
On or about October 3, 2022	Listing of the August 2024 New Notes on the SGX-ST.

## THE CONCURRENT CONSENT SOLICITATION

The Concurrent Consent Solicitation for the Consent Notes commenced on September 2, 2022 and will expire at 4:00 p.m., London time, on September 9, 2022 (the “**Consent Expiration Deadline**”), unless otherwise extended or earlier terminated by the Company. An appropriate announcement will be made if and when the applicable Consent Expiration Deadline is extended or earlier terminated.

Subject to the terms and conditions set forth in the Consent Solicitation Statement, and for the Consent Fee, the Company is soliciting consents from Holders of the Consent Notes to the Proposed Waiver and Proposed Amendment to the Consent Notes Indentures, and to the execution by the Company, the Subsidiary Guarantors and the Consent Notes Trustees of an amendment to each of the Consent Notes Indentures (the “**Supplemental Indentures**”), giving effect to the Proposed Waiver and Proposed Amendment. As of the date of the Consent Solicitation Statement, US\$458,000,000 in aggregate principal amount of the March 2024 Notes is outstanding, US\$625,000,000 in aggregate principal amount of the November 2024 Notes is outstanding, US\$300,000,000 in aggregate principal amount of the August 2025 Notes is outstanding, US\$400,000,000 in aggregate principal amount of the February 2026 Notes is outstanding, US\$378,000,000 in aggregate principal amount of the August 2026 Notes is outstanding, and US\$300,000,000 in aggregate principal amount of the January 2027 Notes is outstanding. As of the date hereof, except for US\$5,000,000 in aggregate principal amount of the March 2024 Notes held by certain of our Affiliates, neither we nor any of our Affiliates, to our knowledge, hold any Notes.

Any Holder wishing to participate in the Concurrent Consent Solicitation must submit, or arrange to have submitted on its behalf, prior to the Consent Expiration Deadline and before the deadlines set by Euroclear and Clearstream (unless the Concurrent Consent Solicitation is terminated earlier), a valid electronic consent instruction to Euroclear or Clearstream, as the case may be (an “**Electronic Consent Instruction**”). Only direct participants in Euroclear or Clearstream may submit Electronic Consent Instructions through Euroclear and Clearstream. If you are not a direct participant in Euroclear or

Clearstream, you must arrange for the direct participant through which you hold the Consent Notes to submit an Electronic Consent Instruction on your behalf to the relevant clearing system prior to the deadline specified by the relevant clearing system. Participants in Euroclear or Clearstream must consent with respect to the Consent Notes in the minimum principal amount of US\$200,000 or any multiple of US\$1,000 in excess thereof.

A Holder may not revoke the Consents once delivered. With respect to the Consent Notes, upon our receipt of validly delivered Consents of not less than a majority in the aggregate outstanding principal amount of such Notes (the “**Requisite Consents**”), from and after the Effective Time, each present and future holder of such Consent Notes will be bound by the terms of the relevant Consent Notes Indenture, as amended by the relevant Supplemental Indenture, whether or not such holder delivered a Consent. The Supplemental Indentures will provide that the Proposed Amendment shall not become operative until the Effective Time and unless and until we cause to be delivered to Holders entitled to such payment the necessary funds to pay the Consent Fee pursuant to this Consent Solicitation.

The Proposed Amendment would amend the events of default provisions in the Consent Notes Indentures to carve out any default or event of default in respect of each series of the Consent Notes as a result of a default or event of default occurring under the Exchange Notes, and to amend other related changes and make certain other updates, in accordance with the terms and subject to the conditions set forth in the Consent Solicitation Statement.

The Proposed Waiver and Proposed Amendment with respect to the Consent Notes will become effective only upon (i) receipt by the Information and Tabulation Agent on or prior to the earlier of the Effective Time and the Consent Expiration Deadline of valid consents from Holders representing not less than a majority in the aggregate principal amount of the outstanding Consent Notes on the Record Date; and (ii) execution of the Supplemental Indentures by us, the Subsidiary Guarantors and the relevant Consent Notes Trustees in accordance with the requirements of the Consent Notes Indentures.

As soon as practicable following the receipt of the Requisite Consents pursuant to the Concurrent Consent Solicitation, the Information and Tabulation Agent will certify to the Consent Notes Trustees, the Company and the Subsidiary Guarantors that the Requisite Consents have been received as of the Consent Date, and in compliance with the conditions contained in the Consent Notes Indentures, we, the Subsidiary Guarantors and the relevant Consent Notes Trustees will execute the Supplemental Indentures.

The Supplemental Indentures will provide that the Proposed Amendment shall not become operative until the Effective Time and unless and until we deliver (via Euroclear or Clearstream, as the case may be) to Holders entitled to such payment the necessary funds to pay the Consent Fee pursuant to the Concurrent Consent Solicitation. If the

relevant Supplemental Indenture becomes effective, it will be binding on all relevant Holders, and any future transferees, whether or not such Holders have consented to the Proposed Waiver and Proposed Amendment.

If the Company fails to obtain the Requisite Consents required to effect the Proposed Waiver and Proposed Amendment, the increase of cross default risk as a result of any default of the Exchange Notes may adversely affect its flexibility in pursuing new business opportunities and new sources of capital, which may have a material and adverse effect on its business and financial condition, which in turn may have a material and adverse impact on its ability to service the Consent Notes and seek refinancing.

### **Consent Fee**

Company will pay the US\$2.50 per US\$1,000 in principal amount of the Consent Notes (the “**Consent Fee**”) to each Holder who has validly delivered its Consent on or prior to the Consent Expiration Deadline, subject to satisfaction of the conditions for payment of such Consent Fee.

### **Conditions to the Concurrent Consent Solicitation**

Our obligation to accept Consents and pay the Consent Fee on each series of Consent Notes is conditioned on:

- (i) receipt of the Requisite Consents in respect of such series of the Consent Notes being validly delivered pursuant to the terms of this Consent Solicitation on or prior to the Consent Expiration Deadline;
- (ii) execution of the Supplemental Indenture by each of the parties contemplated therein;
- (iii) the absence of any law or regulation which would, and the absence of any pending or threatened injunction or other proceeding which (if adversely determined) would, make unlawful or invalid or enjoin the implementation of the Proposed Amendment or the payment of the Consent Fee, or that would question the legality or validity thereof; and
- (iv) (A) no change (or development involving a prospective change) shall have occurred or shall be threatened in our business, properties, assets, liabilities, financial condition, operations, or results of operations, and (B) no change (or development involving a prospective change) shall have occurred in financial markets generally or affecting our equity, or any of the Consent Notes, or our other indebtedness, that, in our reasonable judgment in the case of either (A) or (B) above, is or may be adverse to us or has or may have a material adverse effect upon the contemplated benefits to us and/or any of our affiliates of the Consent Solicitation.

Unless all other conditions have been satisfied (or waived by us), receipt of the Requisite Consents by the Information and Tabulation Agent will not obligate us to accept the Consents or pay the Consent Fee to consenting Holders, or obligate the Company, the Subsidiary Guarantors or the relevant Consent Notes Trustee to execute the relevant Supplemental Indenture.

If any of the conditions are not satisfied (or not waived by the Company) on or prior to the Consent Expiration Deadline, the Company may, in its sole discretion and without giving any notice, allow the Concurrent Consent Solicitation to lapse or extend the solicitation period and continue soliciting Consents pursuant to the Concurrent Consent Solicitation. Subject to applicable law, the Concurrent Consent Solicitation may be abandoned or terminated at any time prior to the valid delivery of Consents, for any reason, in which case any Consents received will be voided and no Consent Fee will be paid.

### **Summary Timetable**

The following summarizes the anticipated timetable for the Consent Solicitation.

<b>Event</b>	<b>Time and Date</b>	<b>Description</b>
Record Date	September 1, 2022.	Only the Holders of record as of the Record Date are eligible to consent to the Proposed Waiver and Proposed Amendment.
Consent Expiration Deadline	4:00 p.m., London Time, September 9, 2022, unless extended by the Company and notified to the relevant Trustee or terminated.	In order to be eligible to receive the Consent Fee, Consents must be validly delivered on or prior to the Consent Expiration Deadline. The Consents may not be revoked once delivered.
Consent Date	The receipt of the Requisite Consents by the Information and Tabulation Agent who then certifies to the relevant Trustees and the Company that the Requisite Consents have been received as of 4:00 p.m., London Time on such date.	Immediately after the Consent Date, we may proceed to execute and deliver to the relevant Trustees the Supplemental Indenture with respect to the Consent Notes giving effect to the Proposed Amendment.

Event	Time and Date	Description
Effective Time	The time that we, the Subsidiary Guarantors and the respective Consent Notes Trustee execute the relevant Supplemental Indenture with respect to the Proposed Amendment, which is after the Consent Date but may be prior to, concurrent with or after the Consent Expiration Deadline.	Once the Supplemental Indentures have been duly executed, the Proposed Amendment will be effective and binding on all Holders of the Consent Notes, including non-consenting Holders. The Supplemental Indentures will provide that the Proposed Amendment shall not become operative until the Consent Fee is paid to consenting Holders.
Announcement of Results	As soon as reasonably practicable after the Expiration Deadline.	Announcement of whether the Company has received the Requisite Consents necessary for the Proposed Waiver and Amendment to the Supplemental Indentures.
Payment Date	As soon as practicable after the Consent Expiration Deadline and the Conditions under “ <b>The Consent Solicitation — Conditions to this Consent Solicitation</b> ” are met (or waived by the Company). The Company currently expects this date to be September 14, 2022.	Subject to satisfaction of the conditions for payment of the Consent Fee, the Company will pay the Consent Fee to each Holder of the Consent Notes who has validly delivered its Consent under such Consent Notes on or prior to the Consent Expiration Deadline.

## **Further Details**

The Company has appointed Morrow Sodali Limited as the Information, Exchange and Tabulation Agent with respect to the Exchange Offer and Consent Solicitation, and as the Information and Tabulation Agent with respect to the Concurrent Consent Solicitation (each as stipulated in the Exchange Offer and Consent Solicitation Memorandum, the Consent Solicitation Statement and their respective related documents). The Exchange Offer and Consent Solicitation Memorandum, this announcement and all documents related to the Exchange Offer and Consent Solicitation can be found on the Exchange Website: <https://projects.morrowsodali.com/kwgexchange>. The Consent Solicitation Statement, this announcement and all documents related to the Consent Solicitation can be found on the Consent Website: <https://projects.morrowsodali.com/kwgconsent>.

Requests for copies of the Exchange Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement and their related documents may be directed to Morrow Sodali Limited at the address and telephone number as set forth below. The contact information of Morrow Sodali Limited is set out as follows:

### **Morrow Sodali Limited**

#### **In London**

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Email: [KWG@investor.morrowsodali.com](mailto:KWG@investor.morrowsodali.com)

Exchange Website: <https://projects.morrowsodali.com/kwgexchange>

Consent Website: <https://projects.morrowsodali.com/kwgconsent>

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**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXCHANGE NOTES OR THE CONSENT NOTES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM AND THE CONSENT SOLICITATION STATEMENT.**

**SHAREHOLDERS, ELIGIBLE HOLDERS OF THE EXCHANGE NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE EXCHANGE OFFER AND CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND THE CONSENT SOLICITATION AS SET FORTH IN THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER AND CONSENT SOLICITATION WILL BE**

**COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE EXCHANGE OFFER AND CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.**

**SHAREHOLDERS, HOLDERS OF THE CONSENT NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.**

**THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND CONSENT SOLICITATION AND THE CONSENT SOLICITATION. AS THE EXCHANGE OFFER AND CONSENT SOLICITATION AND THE CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXCHANGE NOTES, HOLDERS OF THE CONSENT NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, THE EXCHANGE NOTES OR THE CONSENT NOTES.**

The Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation are not being made to (nor will the tender of the Exchange Notes and the Delivery of Consents be accepted from or on behalf of) Holders in any jurisdiction where the making or acceptance of the Exchange Offer and Consent Solicitation or the Concurrent Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer and Consent Solicitation or the Concurrent Consent Solicitation or the delivery of Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation will not be made to (nor will tenders or Consents be accepted from or on behalf of) any Holder residing in such jurisdiction.

### **Forward Looking Statements**

Forward-looking statements in this announcement, including those statements relating to the Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation, are based on current expectations, assumptions, estimates and projections about the Company and its industry. These statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements in this

announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the industry in the PRC relevant to the business of the Company, changes in the business and financial condition of the Company and its subsidiaries and changes in the general economic trend in the PRC.

## Definitions

Unless the context otherwise requires, terms used in this announcement shall have the following respective meanings:

“2022 Notes Settlement Date”	on or about September 14, 2022, unless the Exchange Offer and Consent Solicitation is extended or earlier terminated;
“2023 Notes Settlement Date”	on or about September 30, 2022, unless the Exchange Offer and Consent Solicitation is extended or earlier terminated;
“Accrued Interest”	accrued and unpaid interest on the September 2023 Notes validly tendered and accepted for exchange, from September 1, 2023 up to but not including the relevant Settlement Date, which will be payable in cash (rounded to the nearest US\$0.01, with US\$0.005 rounded upwards);
“August 2024 New Notes”	7.875% Senior Notes due August 2024 to be issued by the Company under the Exchange Offer and Consent Solicitation;
“August 2025 Notes”	5.95% Senior Notes due August 2025 with an aggregate principal amount of US\$300,000,000;
“August 2026 Notes”	6.0% Senior Notes due August 2026 with an aggregate principal amount of US\$378,000,000;
“Clearstream”	Clearstream Banking S.A.;
“Company”	KWG Group Holdings Limited (合景泰富集團控股有限公司) (previously known as KWG Property Holding Limited (合景泰富地產控股有限公司)), a company incorporated in the Cayman Islands with limited liability;
“Concurrent Consent Solicitation”	solicitation from the Company seeking Consents to all of the Proposed Waiver and Proposed Amendment to the Consent Notes Indentures as a single proposal;
“Consent Notes”	January 2027 Notes, August 2025 Notes, February 2026 Notes, August 2026 Notes, March 2024 Notes and November 2024 Notes;

“Consent Notes Indentures”	the indentures governing the Consent Notes;
“Consent Solicitation Statement”	the consent solicitation statement dated September 2, 2022 in relation to the Concurrent Consent Solicitation;
“Consents”	the consent of a Holder to the applicable Proposed Amendment;
“Euroclear”	Euroclear Bank SA/NV;
“Exchange Notes”	September 2022 A Notes, September 2022 B Notes and September 2023 Notes;
“Exchange Offer and Consent Solicitation”	the exchange offer and consent solicitation made by the Company upon the terms and subject to the conditions set forth in the Exchange Offer and Consent Solicitation Memorandum;
“Exchange Offer and Consent Solicitation Memorandum”	the Exchange Offer and Consent Solicitation Memorandum dated September 2, 2022 in relation to the Exchange Offer and Consent Solicitation;
“February 2026 Notes”	6.3% Senior Notes due February 2026 with an aggregate principal amount of US\$400,000,000;
“Group”	the Company and its subsidiaries;
“Holder”	the holder of the Exchange Notes or the Consent Notes;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“January 2024 New Notes”	6.0% Senior Notes due January 2024 to be issued by the Company under the Exchange Offer and Consent Solicitation;
“January 2027 Notes”	7.4% Senior Notes due January 2027 with an aggregate principal amount of US\$300,000,000;
“March 2024 Notes”	7.4% Senior Notes due March 2024 with an aggregate principal amount of US\$458,000,000;
“NDRC”	the National Development and Reform Commission of the PRC or its local branches;

“NDRC Certificate”	the Enterprise Foreign Debt Pre-Issuance Registration Certificate in respect of the issuance of the August 2024 New Notes outside the PRC from the NDRC, pursuant to the NDRC Notice;
“NDRC Notice”	the Notice on the Administrative Reform for the Registration of Offshore Debt Issuances (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知) issued by the NDRC on September 14, 2015, as amended or supplemented;
“New Notes”	January 2024 New Notes and August 2024 New Notes;
“November 2024 Notes”	5.875% Senior Notes due November 2024 with an aggregate principal amount of US\$625,000,000;
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Proposed Amendment”	certain proposed amendments as mentioned and defined in the Consent Solicitation Statement;
“Regulation S”	Regulation S under the U.S. Securities Act;
“SEHK”	The Stock Exchange of Hong Kong Limited;
“September 2022 A Notes”	6.0% Senior Notes due September 2022 with an aggregate principal amount of US\$650,000,000;
“September 2022 B Notes”	5.2% Senior Notes due September 2022 with an aggregate principal amount of US\$250,000,000;
“September 2023 Notes”	7.875% Senior Notes due September 2023 with an aggregate principal amount of US\$700,000,000;
“Settlement Date”	2022 Notes Settlement Date or 2023 Notes Settlement Date, as the case may be;
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“Subsidiary Guarantors”	certain subsidiaries of the Company which provide unconditional and irrevocable guarantees to secure the Company’s obligations under the Exchange Notes and the Consent Notes;
“U.S.” or “United States”	the United States of America;

“U.S. Securities Act” the United States Securities Act of 1933, as amended;  
“US\$” United States dollars, the lawful currency of the United States;  
and  
“%” per cent.

By Order of the Board  
**KWG Group Holdings Limited**  
**KONG Jianmin**  
*Chairman*

Hong Kong, 2 September 2022

*As at the date of this announcement, the Board comprises seven Directors, of whom Mr. KONG Jianmin (Chairman), Mr. KONG Jiantao (Chief Executive Officer), Mr. KONG Jiannan and Mr. CAI Fengjia are Executive Directors; and Mr. LEE Ka Sze, Carmelo, Mr. TAM Chun Fai and Mr. LAW Yiu Wing, Patrick are Independent Non-executive Directors.*