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合景泰富集團
KWG GROUP HOLDINGS

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 Codes: 40465, 40683 and 40117)

INSIDE INFORMATION WINDING-UP PETITION

This announcement is made by the board of directors (the “**Board**”) of KWG Group Holdings Limited (the “**Company**”) pursuant to 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 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 11 August 2025 was filed by Shandong Sunlight Xin Tiandi Micro-finance Company Limited*(山東陽光新天地小額貸款有限公司) (the “**Petitioner**”) at the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) against the Company in relation to the outstanding debt in the principal amount of RMB642,000,000 and interest accrued in the amount of RMB136,240,000 guaranteed by the Company.

The filing of the Petition does not represent the successful 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 first hearing date for the Petition to be held on 22 October 2025.

In accordance with section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies Winding Up Ordinance**”), if the Company is ultimately wound up as a result of the Petition, any disposition of the property directly owned by the Company (for the avoidance of doubt excluding property owned by subsidiaries of the Company), including things in action, and any transfer of shares, or alteration in the status of the members of the Company,

after the commencement date of the winding up, which is 11 August 2025 when the Petition was filed (the “**Commencement Date**”), will be void unless a validation order is obtained from the High Court. Any disposition, transfer or alteration made on or after the Commencement Date will not be affected if the Petition is subsequently struck out, dismissed or permanently stayed.

Given the effect of section 182 of the Companies Winding Up Ordinance, the Board wishes to remind the shareholders and potential investors of the Company that the transfer of the shares in the Company made on or after the Commencement Date would be void absent the validation order from the High Court if the Company is ultimately wound up as a result of the Petition.

Pursuant to the circular (the “**HKSCC Circular**”) dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding-up petition has been presented, HKSCC may, at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company for participant(s) who conduct share transfers through HKSCC (“**Participant(s)**”) in view of these restrictions and the uncertainties that may arise in relation to the transfer of shares. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not re-registered in HKSCC Nominee Limited’s name will be returned to the relevant Participant. HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account. These measures would generally cease to apply from the date when the Petition has been dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court.

Pursuant to the HKSCC Circular, settlement instructions that involve only the transfer of beneficial interests between participants within CCASS are unlikely to be affected. When in doubt, shareholders and other investors are advised to seek professional advice from their own professional or financial advisors.

Actions to be taken by the Company

The Company will consider if it is necessary to apply to the High Court for a validation order at a later stage after taking into account the status of the Petition and the progress of its offshore restructuring. The Company will keep its shareholders and investors informed of the decision and make further announcement as and when appropriate.

The Board is of the view that the Petition does not represent the interests of other stakeholders of the Company and may impair the value of the Company. The Company will seek legal advice to determine the next steps and possible legal actions to safeguard the rights and interests of the Company and its other stakeholders.

The Company will keep its shareholders and potential investors informed of any significant development in respect of the Petition and further announcement(s) will be made by the Company 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.

By order of the Board
KWG Group Holdings Limited
KONG Jianmin
Chairman

Hong Kong, 13 August 2025

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. TAM Chun Fai, Mr. LAW Yiu Wing, Patrick and Ms. WONG Man Ming, Melinda are Independent Non-executive Directors.

** For identification purpose only*