

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

This announcement is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company and management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.



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)

ISSUANCE OF ADDITIONAL US\$100,000,000 5.95% SENIOR NOTES DUE 2025 (TO BE CONSOLIDATED AND FORM A SINGLE CLASS WITH THE US\$200,000,000 5.95% SENIOR NOTES DUE 2025 ISSUED ON 10 AUGUST 2020)

Reference is made to the Announcement.

On 6 September 2021, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with the Initial Purchasers in connection with the Additional Notes Issue.

The Company intends to use the net proceeds of the Additional Notes Issue to refinance its existing medium to long term offshore indebtedness that are due within one year.

No PRIIPs key information document (KID) or UK PRIIPs key information document (KID) has been prepared as European Economic Area and United Kingdom retail investors are not targeted.

No PRIIPs key information document (KID) has been prepared as not available to retail in the United Kingdom.

Reference is made to the Announcement. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that on 6 September 2021, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with the Initial Purchasers in connection with the Additional Notes Issue.

THE PURCHASE AGREEMENT

Date: 6 September 2021

Parties to the Purchase Agreement

- (a) the Company;
- (b) the Subsidiary Guarantors; and
- (c) the Initial Purchasers.

China CITIC Bank International Limited, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, The Hongkong and Shanghai Banking Corporation Limited and Standard Chartered Bank have been appointed as the joint global coordinators, which are, together with CMBC Securities Company Limited, Credit Suisse (Hong Kong) Limited, J.P. Morgan Securities plc, The Bank of East Asia, Limited and UBS AG Hong Kong Branch, the joint lead managers and joint bookrunners of the Additional Notes Issue, as well as the initial purchasers of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Initial Purchasers is an independent third party and not a connected person of the Company and its connected persons. The Additional Notes will only be offered outside the United States in offshore transactions in compliance with Regulation S under the Securities Act. None of the Additional Notes will be offered to the public in Hong Kong.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 4 August 2020, other than with respect to the following:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$100,000,000, to be consolidated and form a single class with the Original Notes. The Additional Notes will mature on 10 August 2025, unless earlier redeemed in accordance with the terms thereof.

Offering Price

The offering price of the Additional Notes will be 98.118% of the principal amount of the Additional Notes plus accrued interest from and including 10 August 2021 to (but excluding) 10 September 2021.

Interest

The Additional Notes will bear interest at a rate of 5.95% per annum, payable semi-annually in arrear on 10 February and 10 August of each year, commencing 10 February 2021.

Use of Proceeds for the Additional Notes Issue

The Company intends to use the net proceeds of the Additional Notes Issue to refinance its existing medium to long term offshore indebtedness that are due within one year.

Listing

The Original Notes are listed on the Stock Exchange. The Company will procure that the Additional Notes will also be listed on the Stock Exchange upon issue. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“Additional Notes”	the guaranteed U.S. Dollar denominated senior fixed rate notes to be issued by the Company
“Additional Notes Issue”	the issue of the Additional Notes by the Company

“Announcement”	the announcement of the Company dated 4 August 2020 in respect of the issue of the Original Notes
“Company”	KWG Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Initial Purchasers”	China CITIC Bank International Limited, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, The Hongkong and Shanghai Banking Corporation Limited, Standard Chartered Bank, CMBC Securities Company Limited, Credit Suisse (Hong Kong) Limited, J.P. Morgan Securities plc, The Bank of East Asia, Limited and UBS AG Hong Kong Branch
“Original Notes”	US\$200,000,000 5.95% senior notes due 2025 issued by the Company on 10 August 2020
“Purchase Agreement”	the agreement dated 6 September 2021 entered into by and among, the Company, the Subsidiary Guarantors and the Initial Purchasers in relation to the Additional Notes Issue

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

Hong Kong, 7 September 2021

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 JP, Mr. TAM Chun Fai and Mr. LI Binhai are Independent Non-executive Directors.