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**KWG PROPERTY HOLDING LIMITED**  
**合景泰富地產控股有限公司**

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

**(Stock code: 1813)**

**ANNOUNCEMENT PURSUANT TO RULE 13.18 OF  
THE LISTING RULES**

On 28 September 2012, the Company entered into 2 sets of Facility Agreements with HSBC and SCB respectively. The Facility Agreements include conditions imposing specific performance obligations on Mr. Kong Jian Min, Mr. Kong Jian Tao and/or Mr. Kong Jian Nan, the controlling shareholders of the Company. Pursuant to Rule 13.18 of the Listing Rules, the Company has a general disclosure obligation with respect to the Facility Agreements.

**HSBC FACILITY AGREEMENT**

On 28 September 2012, the Company as borrower, HSBC as lender and certain subsidiaries of the Company which guarantee the HSBC Facility entered into the HSBC Facility Agreement in respect of a term loan of HK\$250,000,000 made available by the lender to the borrower.

The HSBC Facility Agreement includes conditions imposing specific performance obligations on Mr. Kong Jian Min, the controlling shareholder of the Company. Mr. Kong Jian Min is interested in approximately 60.49% of the issued share capital of the Company, as at the date of the HSBC Facility Agreement. It will be an event of default if Mr Kong Jian Min ceases to (i) continue to hold, whether directly or indirectly through any person beneficially, at least thirty five per cent. (35%) of the issued share capital of the Company; (ii) remain as chairman of the board of directors of the Company; and (iii) remain the single largest shareholder of the issued share capital of the Company, and in such event (amongst other things), the HSBC Facility Agreement may be terminated by the lender and the HSBC Facility may become immediately due and repayable.

**SCB FACILITY AGREEMENT**

On 28 September 2012, the Company as borrower, SCB as lender and certain subsidiaries of the Company which guarantee the SCB Facility entered into the SCB Facility Agreement in respect of a term loan of HK\$500,000,000 made available by the lender to the borrower.

The SCB Facility Agreement includes conditions imposing specific performance obligations on Mr. Kong Jian Min, Mr. Kong Jian Tao and Mr. Kong Jian Nan (collectively called “Kong’s family”). Kong’s family is collectively interested in approximately 60.53% of the issued share capital of the Company, as at the date of the SCB Facility Agreement. It will be an event of default if (i) Kong’s family shall not together continue to control the Company; and (ii) Mr. Kong Jian Min shall not remain as chairman of the board of directors of the Company. “Control” under the SCB Facility Agreement means (a) (whether directly or indirectly and whether by the ownership of share capital, the possession of voting power, contract or otherwise) the power to appoint and/or remove all or a majority of the members of the board of directors or other governing body of the Company or otherwise control or has the power of control over the affairs and policies of the Company; and (b) to hold, whether directly or indirectly through any person beneficially, at least thirty per cent (30%) of the issued share capital of the Company. Upon the occurrence of an event of default, the SCB Facility Agreement may be terminated by the lender and the SCB Facility may become immediately due and repayable.

The Company will continue to make relevant disclosure in its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules for as long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

## DEFINITIONS

In this announcement, the following expressions have the following meanings unless otherwise requires:

“Company”	KWG Property Holding 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
“Facility Agreements”	collectively, the HSBC Facility Agreement and the SCB Facility Agreement
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HSBC”	The HongKong and Shanghai Banking Corporation Limited
“HSBC Facility”	the loan facility in the principal amount of HK\$250,000,000 extended by HSBC to the Company
“HSBC Facility Agreement”	the facility agreement dated 28 September 2012 entered into among HSBC, the Company and certain subsidiaries of the Company in relation to the HSBC Facility
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“SCB”	Standard Chartered Bank (Hong Kong) Limited
“SCB Facility”	the loan facility in the principal amount of HK\$500,000,000 extended by SCB to the Company

“SCB Facility Agreement” the facility agreement dated 28 September 2012 entered into among SCB, the Company and certain subsidiaries of the Company in relation to the SCB Facility

“Stock Exchange” The Stock Exchange of Hong Kong Limited

By Order of the Board  
**KWG Property Holding Limited**  
**Kong Jian Min**  
*Chairman*

Hong Kong, 28 September 2012

*As at the date of this announcement, the board of Directors comprises eleven Directors, of which Mr. Kong Jian Min (Chairman), Mr. Kong Jian Tao, Mr. Kong Jian Nan, Mr. Li Jian Ming, Mr. Tsui Kam Tim, Mr. He Wei Zhi and Mr. Yu Yao Sheng are executive Directors and Mr. Dai Feng, Mr. Lee Ka Sze, Carmelo, Mr. Tam Chun Fai and Mr. Li Bin Hai are independent non-executive Directors.*