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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)

ADOPTION OF SHARE AWARD SCHEME AND GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME

ADOPTION OF SHARE AWARD SCHEME

The Board is pleased to announce that it has adopted the Scheme in which the Eligible Participants will be entitled to participate. Pursuant to the Scheme Rules, the Shares will be acquired by the independent Trustee at the cost of the Company and be held on trust for the Selected Participants until they are vested in accordance with the Scheme Rules. Vested Shares will be transferred to the Selected Participants at no cost. The number of Shares to be awarded under the Scheme throughout its duration is limited to 5% of the total number of issued shares of the Company as at the Adoption Date.

The Scheme does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No shareholders' approval is required for the adoption or implementation of the Scheme.

GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME

On 19 January 2018, the Board resolved to grant a total of 4,393,500 Awarded Shares to 28 Grantees pursuant to the Scheme Rules, in order to recognize the contributions of the Grantees and retain them for the continual operation and development of the Group.

All of the Grantees are employees of the Company, among which 2 of the Grantees are executive Directors, 8 of the Grantees are directors of certain subsidiaries of the Company, and they are therefore connected persons of the Company. The remaining 18 of the Grantees are not connected with the Company or connected persons of the Company.

The Awarded Shares represent approximately 0.14% of the existing Shares in issue as at the date of this announcement.

ADOPTION OF SHARE AWARD SCHEME

The Board is pleased to announce that it has adopted the Scheme on the Adoption Date. A summary of the Scheme Rules is set out below:

Purposes and objectives

The specific objectives of the Scheme are:

1. to recognise and motivate the contributions by certain Eligible Participants and to give incentives thereto in order to retain them for the continual operation and development of the Group;
2. to attract suitable personnel for further development of the Group; and
3. to provide certain Eligible Participants with a direct economic interest in attaining a long- term relationship between the Group and certain Eligible Participants.

Administration

The Scheme shall be subject to the administration of the Board. In the event that a Selected Participants or his/her associate is a member of the Board, such person will abstain from voting on any approval by the Board of an award of Shares to such Selected Participants. The Board may, by passing ordinary resolutions, appoint any one or more senior management of the Company as authorised representative(s) to give instructions or notices to the Trustee on all matters in connection with the Scheme and other matters in the routine administration of the Trust.

The Trustee will hold the Shares and the income derived therefrom in accordance with the Scheme Rules and subject to the terms of the Trust Deed.

Duration

Subject to any early termination as may be determined by the Board pursuant to the Scheme Rules, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date.

Maximum limit

The Board shall not make any further grant of award of Shares under the Scheme such that the total number of Shares granted under the Scheme will exceed 5% of the total number of issued Shares as of the Adoption Date.

If the relevant subscription or purchase would result in the Trustee holding in aggregate, more than 5% of the total number of issued shares of the Company as of the Adoption Date, the Trustee shall not subscribe or purchase any further Shares.

Restrictions

No instructions and no payments to purchase Shares shall be given to the Trustee when any director of the Company is in possession of unpublished inside information in relation to the Company or where dealings by directors of the Company are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time. The Board may not make an award of Shares pursuant to the Scheme to any director of the Company during the periods or times in which the directors of Company are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

Operation

Pursuant to the Scheme Rules, the Board may, from time to time, at its absolute discretion select any Eligible Participant(s) for participation in the Scheme as a Selected Participant and determine the number of Shares to be awarded. The Board shall, after having regard to all relevant circumstances and affairs of the Group including without limitation the Group's business and financial performance of the Group, determine the maximum amount of funds to be allocated by the Board out of the Company's resources for the purchase or subscription of the awarded Shares, as the Board deems appropriate, pursuant to the Scheme. The Board, through its authorised representative(s), shall cause to pay the Trustee the subscription or purchase price for the Shares and the related expenses from the Company's resources. The Trustee shall purchase from the open market or subscribe for the relevant number of Shares awarded and shall hold such Shares until they are vested in accordance with the Scheme Rules.

When the Selected Participant has satisfied all vesting conditions specified by the Board at the time of making the award and become entitled to the Shares forming the subject of the award, the Trustee shall transfer the relevant vested Shares (awarded Shares and all related income in the form of Shares derived from such Shares held upon the Trust (including but not limited to any bonus Shares and script Shares received in respect of the awarded Shares)) to that Selected Participant at no cost.

On the vesting date, if the Selected Participant who is resident in a place where the award of the awarded Shares and/or the vesting and transfer of Shares pursuant to the terms of the Scheme Rules is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary, the Board may determine and through its authorised representative(s) direct the Trustee to sell the relevant awarded Shares at the prevailing market price and pay the net sale proceeds and to such Selected Participant.

Subject to Scheme Rules, a Selected Participant is not entitled to any rights attaching to the unvested and awarded Shares (including but not limited to voting rights, rights to dividends or distributions). All cash income, cash dividend and sale proceeds of non-cash and non-scrip distribution in respect of an unvested Awarded Share held upon the Trust will be applied in priority towards (a) the purchase of further Shares to be held upon trust referable to the relevant Selected Participants and the payment of the relevant purchase expenses; (b) the remainder, if any, to defray the fees, costs and expenses in connection with the administration and maintenance of the Trust. Subject to the application of the residual cash as aforesaid, the Board shall have power to direct the Trustee to release out of the assets of the Trust any such part or all of the residual Cash and be paid to the Company absolutely.

Vesting and lapse

A Selected Participant shall be entitled to receive the awarded Shares held by the Trustee in accordance with the vesting schedule upon when the Selected Participant has satisfied all vesting conditions specified by the Board at the time of making the award. Vesting of the Shares will be conditional on the Selected Participant remaining a director or employee of the Group until and on each of the relevant vesting dates and his/her execution of the relevant documents to effect the transfer from the Trustee.

Unless otherwise determined by the Board, an award shall automatically lapse when (i) a Selected Participant ceases to be an Eligible Participant for whatever reason, or (ii) the Subsidiary employing the Selected Participant ceases to be a Subsidiary, or (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company), save that in the case when a Selected Participant dies, or retires at his/her normal retirement date or earlier by agreement with the Company or any member of the Group prior to a

vesting date or unless otherwise determined by the Board, all the awarded Shares and the related income shall be deemed to be vested on the day immediately prior to his/her death or retirement at his/her normal retirement date or earlier by agreement with the Company or any member of the Group. In case there is no claim of the vested awarded Shares and the related income by the legal representative of the deceased Selected Participant within two years of the death of the Selected Participant (or such longer period as the Board shall determine from time to time) or the Trust Period (whichever is shorter), such vested awarded Shares and the related income shall be forfeited and be held as Returned Shares for the purposes of the Scheme.

In the event (i) a Selected Participant is found to be an Excluded Participant or (ii) a Selected Participant fails to return duly executed transfer documents for the relevant Shares awarded and the related income within the stipulated period, the relevant part of an award made to such Selected Participant shall automatically lapse forthwith and the relevant Shares awarded and related income shall not vest on the relevant vesting date but shall become Returned Shares for the purposes of the Scheme.

If there occurs an event of change in control (as specified in The Codes on Takeovers and Mergers and Share Buy-back from time to time) of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, the Trustee shall seek instructions from the Board, through its authorised representative(s), to determine whether all the awarded Shares and related income shall vest and the time at which such awarded Shares and related income shall vest.

Returned Shares

The Trustee shall hold Returned Shares as part of the trust fund exclusively for the benefit of all or one or more of the Selected Participants, whether the awardee is a Selected Participant at the time of award, as the Board in its absolute discretion shall at any time determine.

Voting rights

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the awarded Shares, further Shares acquired out of the income derived therefrom, the Returned Shares, any bonus Shares and scrip Shares).

Share awards to Directors and/or connected persons

Shares may be awarded to Eligible Participants, including directors of the Company and/or its Subsidiaries and/or connected persons of the Company. If Shares are awarded to any director of the Company and/or its Subsidiaries and/or connected persons of the Company, such awards shall constitute connected transactions under Chapter 14A of the Listing Rules and the Company shall comply with the relevant requirements under the Listing Rules.

Termination

The Scheme shall terminate on the earlier of the 10th anniversary date of the Adoption Date or such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of the Selected Participants.

Upon termination, (i) all awarded Shares and the related income derived therefrom shall become vested on the Selected Participants so referable on such date of termination save in respect of those lapsed as a result of Partial Lapse or Total Lapse, subject to the receipt by the Trustee of the transfer documents duly executed by the Selected Participants within the stipulated period, (ii) Returned Shares and such non-cash income remaining in the trust fund shall be sold by the Trustee, as soon as practicable but in any event within 20 Business Days (on which the trading of the Shares has not been suspended) of receiving notice of such termination of the Scheme (or such longer period as the Board may otherwise determine) at the then prevailing market price, and (iii) net sale proceeds of the Returned Shares and such non-cash income together with the residual cash and such other funds remaining in the Trust (after making appropriate deductions in respect of all disposal costs, liabilities and expenses in accordance with the Trust Deed) shall be remitted to the Company forthwith after the sale.

Listing Rules Implications

The Scheme does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No shareholders' approval is required for adoption or implementation of the Scheme.

In connection with the implementation of the Scheme, the Board may, from time to time, instruct the Trustee to subscribe for new Shares and/or purchase Shares from the open market. Selected Participants under the Scheme shall include any Employee and non-executive director of the Company and/or any member of the Group (excluding any Excluded Participants) who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any member of the Group. Where any Award will be satisfied by new Shares to be allotted and issued to the Trustee by the Company under a general mandate or specific mandate, applications will be made by the Company to the listing committee of the Stock Exchange for the listing of, and permission to deal in the new Shares on the Stock Exchange.

Where any Award involving new Shares is proposed to be made to any Selected Participant who is a connected person within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent shareholders' approval requirements, unless otherwise exempted under the Listing Rules.

GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME

On 19 January 2018, the Board resolved to grant a total of 4,393,500 Awarded Shares to 28 Grantees pursuant to the Scheme Rules, in order to recognize the contributions of the Grantees and retain them for the continual operation and development of the Group.

All of the Grantees are employees of the Company, among which 2 of the Grantees are executive Directors, 8 of the Grantees are directors of certain subsidiaries of the Company, and they are therefore connected persons of the Company. The remaining 18 of the Grantees are not connected with the Company or connected persons of the Company.

Details of the grant are as follows:

<u>Name of the Grantees</u>	<u>Number of Awarded Shares granted</u>
Non-connected Grantees	
18 Selected Participants who are not connected with the Company or connected persons of the Company	<u>2,338,500</u>
Connected Grantees	
— Mr. Li Jian Ming (<i>executive Director</i>)	213,000
— Mr. Tsui Kam Tim (<i>executive Director</i>)	298,500
— eight directors of certain subsidiaries of the Company	<u>1,543,500</u>
Total	<u><u>4,393,500</u></u>

The Awarded Shares

Pursuant to the Scheme Rules, the Awarded Shares shall be granted to the Grantees for nil consideration. The nominal value of the Awarded Shares is HK\$439,350.

Based on the closing price of the Shares of HK\$12.60 as at the date of the grant of the Awarded Shares, the market value of the Awarded Shares is HK\$55,358,100.

The Awarded Shares to be granted to the connected Grantees and/or the non-connected Grantees shall be satisfied either by the allotment and issue of new Shares to the Trustee, or by existing Shares purchased by the Trustee from the open market in accordance with the Scheme Rules. The Awarded Shares represent (i) approximately 0.14% of the existing Shares in issue as at the date of this announcement; and (ii) approximately 0.14% of the Shares in issue as enlarged by the allotment and issue of the Awarded Shares (assuming that all the Awarded Shares shall be satisfied by new Shares as may be subscribed by the Trustee).

Where any Award will be satisfied by new Shares to be allotted and issued to the Trustee by the Company, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or independent shareholders' approval requirements, unless exempted under the Listing Rules. Applications will be made by the Company to the listing committee of the Stock Exchange for the listing of, and permission to deal in the new Shares on the Stock Exchange.

Vesting Conditions

The Awarded Shares shall be vested in three tranches in accordance with the following dates: (i) one-third shall be vested on the first anniversary of the date of grant, i.e. 19 January 2019; (ii) one-third shall be vested on the second anniversary of the date of grant, i.e. 19 January 2020; and (iii) the remaining one-third shall be vested on the third anniversary of the date of grant, i.e. 19 January 2021, or an earlier date as approved by the Board.

The vesting of the Awarded Shares is subject to the conditions as set out in the Scheme and the fulfillment of such conditions as specified by the Board.

In the event that the Board considers it appropriate for the Awarded Shares to be satisfied by new Shares, the allotment and issue of new Shares to the Trustee is subject to fulfilment of the Listing Rules, and is conditional upon the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares. Further announcement(s) will also be made by the Company as and when appropriate in accordance with the Listing Rules.

Pursuant to the Scheme Rules, when the Grantee has satisfied all vesting conditions specified by the Board at the time of making the Award and become entitled to the Shares forming the subject of the Award, the Trustee shall transfer the relevant vested Shares to such Grantee at no cost.

DEFINITIONS

“Adoption Date”	19 January 2018, being the date on which the Board adopted the Scheme
“Awarded Shares”	the Shares to be granted by the Company to the Grantees pursuant to the Scheme Rules
“Board”	the board of directors of the Company
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong

“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
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Eligible Participant”	any Employee and non-executive director of the Company and/or any member of the Group (excluding any Excluded Participants) who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any member of the Group
“Employee”	any employee (whether full time or part time, including without limitation any executive director) of the Company and/or any member of the Group
“Excluded Participant”	any Employee and non-executive director of any member of the Group who has tendered his/her resignation or who has been given a notice of dismissal by the Company and/or the relevant member of the Group
“Grantees”	the Selected Participants to be awarded the Awarded Shares
“Group”	the Company, its Subsidiaries and such entities which are considered as subsidiaries of the Company under the applicable accounting standard and policy
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Partial Lapse”	shall have the meaning defined in the Scheme Rules
“Returned Shares”	such awarded Shares and related income which are not vested and/or forfeited in accordance with the terms of the Scheme Rules
“Scheme”	the Share Award Scheme adopted by the Board on 19 January 2018 whereby awards of Shares may be made to Eligible Participants (such Shares being subscribed or purchased by the Trustee) pursuant to the Trust Deed and the Scheme Rules
“Scheme Rules”	the rules governing the Scheme adopted by the Board

“Selected Participant(s)”	Eligible Participant(s) selected by the Board who hold(s) a subsisting award
“Shares”	ordinary shares of HK\$0.1 each in the capital of the Company (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary undertaking (as defined in schedule 1 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) of the Company, whether incorporated in Hong Kong or elsewhere
“Total Lapse”	shall have the meaning defined in the Scheme Rules
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	a trust deed to be entered into between the Company as settlor and the Trustee as trustee (as restated, supplemented and amended from time to time), which deed establishes the Scheme
“Trust Period”	shall have the meaning defined in the Trust Deed
“Trustee”	Computershare Hong Kong Trustees Limited (which is independent and not connected with the Company and connected persons of the Company) and any additional or replacement trustees, being the proposed trustee or trustees for the time being of the trusts to be declared in the Trust Deed

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

Hong Kong, 19 January 2018

As at the date of this announcement, the Board comprises eight Directors, of which Mr. Kong Jian Min (Chairman), Mr. Kong Jian Tao, Mr. Kong Jian Nan, Mr. Li Jian Ming and Mr. Tsui Kam Tim are executive Directors; and Mr. Lee Ka Sze, Carmelo JP, Mr. Tam Chun Fai and Mr. Li Bin Hai are independent non-executive Directors.