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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: 5811)

COMPLETION OF THE EXCHANGE OFFER AND CONSENT SOLICITATION IN RELATION TO THE 7.875% SENIOR NOTES DUE 2023 (THE “SEPTEMBER 2023 NOTES”) (ISIN: XS1954740285; COMMON CODE: 195474028; STOCK CODE: 5811)

Reference is made to the announcements of the Company dated September 2, 2022 and September 13, 2022 (collectively, the “**Announcements**”). Capitalized terms used but not otherwise defined in this announcement shall have the same meanings ascribed to them in the **Announcements**.

COMPLETION OF EXCHANGE OFFER AND CONSENT SOLICITATION WITH RESPECT TO THE SEPTEMBER 2023 NOTES AND THE ISSUE OF THE AUGUST 2024 NEW NOTES

The Company is pleased to announce that on September 30, 2022, all conditions to the Exchange Offer and Consent Solicitation with respect to the September 2023 Notes have been fulfilled and the Exchange Offer and Consent Solicitation with respect to the September 2023 Notes has been completed.

On September 30, 2022, the Company has settled the Exchange Consideration with respect to the September 2023 Notes comprising of (i) an issue of US\$636,469,000 in principal amount of the August 2024 New Notes, (ii) payment of US\$3,182,345 in cash as the Incentive Fee, and (iii) payment of the Accrued Interest from September 1, 2022 up to but not including September 30, 2022 in cash to Eligible Holders who have validly tendered their September 2023 Notes pursuant to the Exchange Offer and Consent Solicitation. US\$636,469,000 in principal amount of the September 2023 Notes validly tendered for exchange and accepted pursuant to the Exchange Offer will be cancelled. Upon such cancellation, the remaining outstanding principal amount of the September 2023 Notes will be US\$63,531,000.

The Company has also received the Requisite Consents necessary to effect the Proposed Waiver and Proposed Amendments with respect to the September 2023 Notes. Pursuant to the Exchange Offer and Consent Solicitation Memorandum, the Company executed the September 2023 Notes Supplemental Indenture A (as defined in the Exchange Offer and Consent Solicitation Memorandum) to the September 2023 Notes Indenture and paid the applicable Incentive Fee on September 30, 2022. As such, the Proposed Waiver and the Proposed Amendments A (as defined in the Exchange Offer and Consent Solicitation Memorandum) with respect to the September 2023 Notes have become operative upon receipt by the September 2023 Notes Trustee of the notification, by way of an officer's certificate, confirming the payment of the applicable Incentive Fee on the same date.

The August 2024 New Notes (ISIN: XS2530437339/Common Code: 253043733) bear interest at the rate of 7.875% per annum from September 30, 2022, payable in arrear on February 28, 2023 (with respect to the period from and including September 30, 2022 to but excluding February 28, 2023), August 30, 2023, February 29, 2024 and August 30, 2024, and will mature on August 30, 2024, unless earlier redeemed pursuant to the terms thereof.

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

Hong Kong, September 30, 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.