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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in KWG Property Holding Limited, you should at once hand this circular and the accompanying Form of Election (if any) to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

Executive Directors:

Kong Jian Min (*Chairman*)
Kong Jian Tao
Kong Jian Nan
Li Jian Ming
Tsui Kam Tim

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Lee Ka Sze, Carmelo
Tam Chun Fai
Li Bin Hai

Principal place of business in the PRC:

38th Floor, International Finance Place
No. 8 Huaxia Road, Pearl River New Town
Guangzhou, PRC

Principal place of business in Hong Kong:

Suite 7506, Level 75
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

27 June 2017

To the Shareholders,

Dear Sir or Madam,

FINAL DIVIDEND AND SPECIAL DIVIDEND WITH SCRIP OPTION FOR THE YEAR ENDED 31 DECEMBER 2016

Introduction

On 21 March 2017, the board of directors (the “*Board*”) of KWG Property Holding Limited (the “*Company*”) had resolved to recommend that a final dividend (with a scrip option) of RMB40 cents (equivalent to HK\$0.455368) per ordinary share of HK\$0.1 each in the issued share capital of the

Company (the “*Share(s)*”) (the “*Final Dividend*”) and a special dividend (with a scrip option) of RMB11 cents (equivalent to HK\$0.125226) per Share (the “*Special Dividend*”, together with the Final Dividend, the “*Dividends*”) for the year ended 31 December 2016 be paid on or before 26 July 2017 to the shareholders of the Company (the “*Shareholders*”) whose names appear on the register of members of the Company at the close of business on 14 June 2017 (the “*Record Date*”). It was also resolved by the Board that the Dividends should be satisfied by way of cash (with a scrip option). An ordinary resolution to approve the Dividends was passed by the Shareholders at the annual general meeting of the Company held on 2 June 2017.

Particulars of the Dividends

Shareholders have the following choices in respect of the satisfaction of the Dividends:

- (i) payment in cash of Final Dividend of HK\$0.455368 per Share and Special Dividend of HK\$0.125226 per Share held on the Record Date; or
- (ii) an allotment and issue of new Shares (“*New Shares*”) credited as fully paid and having an aggregate Market Value (as defined below) equal to the total amount of the Dividends which Shareholders would otherwise receive in cash, subject to any fractional entitlement being disregarded as mentioned below; or
- (iii) partly by payment in cash and partly by allotment and issue of New Shares.

For the purpose of calculating the number of New Shares to be allotted and issued under (ii) and (iii) above, the market value of a New Share (the “*Market Value*”) means the average of the closing prices of one Share as quoted on The Stock Exchange of Hong Kong Limited (the “*Stock Exchange*”) for the five consecutive trading days (on which such price is available) from 28 June 2017 to 4 July 2017 (both dates inclusive), rounding down such figure to four decimal places. It will not be possible to determine until the close of business on 4 July 2017 the exact number of New Shares to which a Shareholder, electing to receive New Shares, will be entitled. The Company will make an announcement, including information about the Market Value for the purpose of calculating the number of New Shares to be allotted by way of scrip dividend. The announcement will be made available on the websites of the Company and the Stock Exchange on 4 July 2017. **The last day on which Shareholders will be entitled to elect how they wish to receive their entitlement to the Dividends is 12 July 2017.**

Accordingly, the number of New Shares which Shareholders will receive in respect of the Shares registered in their names as at the Record Date under the scrip dividend arrangements will be calculated as follows:

$$\text{Number of New Shares to be received} = \frac{\text{Number of Shares held on the Record Date for which election for New Shares is made}}{\text{Market Value}} \times \frac{\text{HK\$0.455368} + \text{HK\$0.125226}}{\text{Market Value}}$$

The New Shares to be issued pursuant to the scrip dividend arrangements will rank *pari passu* in all respects with the existing issued Shares, except for the Dividends and will rank in full for all future dividends and distributions which may be declared, made or paid. The number of New Shares to be issued to each Shareholder will be rounded down to the nearest whole number. Fractional entitlements to Shares will be disregarded.

Advantage of the Scrip Dividend

The election by Shareholders to receive the Dividends in whole or in part in the form of New Shares will enable Shareholders to increase their shareholding without incurring brokerage fees, dealing costs or stamp duty. The Company will also benefit because, to the extent that Shareholders elect to receive New Shares, in whole or in part, such cash as would otherwise have been paid to Shareholders will be retained for use as working capital by the Company.

Effect of the Scrip Dividend

If no election to receive the Dividends in New Shares were received by the deadline for the submission of the Form of Election, the total cash dividend payable by the Company would be approximately HK\$1,773,018,972 based on 3,053,801,748 Shares in issue as at the Record Date.

Shareholders should note that the issue of the New Shares may give rise to disclosure requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for those Shareholders who may have notifiable interests in the Company. Shareholders who are in any doubt as to how these provisions may affect them are recommended to seek their own professional advice. Shareholders who are in any doubt as to their taxation position are also recommended to seek their own professional advice.

Form of Election

Enclosed is a Form of Election. **No action is required if you wish to receive the Dividends wholly in cash. Otherwise, if you wish to receive the Dividends wholly in New Shares in lieu of cash, or partly in New Shares and partly in cash, you must complete the enclosed Form of Election in accordance with the instructions printed thereon and lodge it with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 12 July 2017.** If you complete the Form of Election but do not specify the number of Shares in respect of which you wish to receive the Dividends in New Shares, or if you elect to receive the Dividends in New Shares in respect of a greater number of Shares than your registered holding as at the Record Date, you will be deemed to have exercised your election to receive the Dividends in New Shares in lieu of cash in respect of all the Shares of which you were then registered as holders.

The enclosed Form of Election should be completed in accordance with the instructions printed thereon, returned to and received by the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 12 July 2017. No acknowledgement of receipt of the Form of Election will be issued.

The latest time for submission of the Form of Election will not be valid if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning:

- i. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 12 July 2017. Instead the deadline for the submission of the election forms will be 5:00 p.m. on the same business day, i.e. Wednesday, 12 July 2017; or
- ii. in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on Wednesday, 12 July 2017. Instead the deadline for the submission of the election forms will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m, i.e. Thursday, 13 July 2017.

No election in respect of the Dividends may, after the relevant Form of Election is signed and returned to the Hong Kong branch share registrar of the Company, be in any way withdrawn, revoked, superseded or altered.

Shareholders Resident Outside Hong Kong

All Shareholders resident outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive Shares in satisfaction of the Dividends. No person receiving in any territory outside Hong Kong a copy of this circular and/or a Form of Election may treat the same as an offer to elect to receive the New Shares unless in the relevant territory such offer could lawfully be made to him without the Company having to comply with any registration or other legal, regulatory or governmental requirements or similar formalities.

This circular and Form of Election will not be registered in Hong Kong or any other jurisdiction. The Shares have not been registered under the applicable securities legislation of any jurisdictions other than Hong Kong. The Company has made enquiries with legal advisers where its overseas Shareholders are based regarding legal restrictions and regulatory requirements on the election of Shareholders resident outside Hong Kong to receive the Dividends in the form of New Shares arrangements as required by rule 13.36(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

According to the Company's register of members, as at the Record Date, there were Shareholders whose registered addresses were outside Hong Kong (the "**Overseas Shareholders**"). Based on the advice of legal advisers where such Overseas Shareholders were based, the Overseas Shareholders are allowed to

participate in the arrangements to receive the Dividends in the form of New Shares. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the scrip dividend arrangements to comply with the laws of the relevant jurisdictions including obtaining all necessary governmental or other regulatory consents and compliance with any other similar formalities. It is also the responsibility of any Shareholder outside Hong Kong who receives New Shares in lieu of the cash dividend to comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

Australia

Allowing the Shareholder in Australia to participate in the scrip dividend arrangements will, by virtue of regulation 6D.2.02 of the Corporations Regulations 2001 not contravene Part 6D.2 of the Australian Corporations Act 2001 (Cth) (the “*Corporations Act*”) by reason of the scrip dividend failing to be accompanied by a disclosure document that complies with the requirements of the Corporations Act.

In addition, any sale of the New Shares (that fall to be issued to the Shareholder under the scrip dividend arrangements) within 12 months following their issue to him, will also not require to be accompanied by a disclosure document that complies with the Corporations Act.

British Virgin Islands

No shares of the Company may be offered to the public in the British Virgin Islands for purchase or subscription except under circumstances that will result in compliance with the rules concerning offering of such securities in the British Virgin Islands and with the laws of the British Virgin Islands.

China

The payment of the scrip dividend by the Company to its existing shareholders including the Shareholders does not constitute the public offering in the People’s Republic of China (“*PRC*”) as defined by the PRC Securities Law. Further, the Company is not prohibited from payment of the scrip dividend to the PRC Shareholders of the Company under the PRC laws and regulations provided that the receiving of the scrip dividend or New Shares by the PRC Shareholders is in compliance with the relevant applicable PRC laws.

Taiwan

The New Shares to be issued pursuant to the scrip dividend arrangements described herein have not been and will not be registered or filed with, or approved by, the Financial Supervisory Commission and/or any other regulatory authorities of the Republic of China (Taiwan) pursuant to relevant securities laws and regulations and may not be sold, issued or offered within the Republic of China (Taiwan) through a public offering or in a circumstance which constitutes an offer or a solicitation of an offer within the meaning of the Securities and Exchange Act of the Republic of China (Taiwan) that requires a registration or approval of the Financial Supervisory Commission and/or any other regulatory authorities of the Republic of China (Taiwan).

Listing and Dealings

Subject to the granting of the listing of, and permission to deal in, the New Shares to be issued on the Stock Exchange, such New Shares to be issued by the Company will be admitted as eligible securities for deposit and settlement in the Central Clearing and Settlement System (the “*CCASS*”) established and operated by Hong Kong Securities Clearing Company Limited. Dealings in the Shares may be settled through CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed and dealt in on the Stock Exchange. Save as disclosed herein, no any part of equity or debt securities of the Company is listed or dealt in on the Stock Exchange or any other stock exchange nor is listing or permission to deal is being or is proposed to be sought. The issue of the New Shares is conditional upon the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the New Shares. Application has been made to the Stock Exchange for the listing of, and permission to deal in, the New Shares to be issued pursuant to the scrip dividend arrangements. It is expected that dividend warrants for cash dividends and/or share certificates in respect of such New Shares will be posted at the risk of those entitled thereto on or before 26 July 2017 and dealings in such New Shares is expected to commence on 27 July 2017. In the unlikely event that the New Shares are not

admitted to listing by the Stock Exchange before 26 July 2017, the Forms of Election will be disregarded and the full cash dividend will be paid to the entitled Shareholders according to their registered shareholdings.

Recommendation and Advice

It is the Shareholders' responsibility to decide in this regard whether or not to exercise their rights to receive the Dividends in New Shares in lieu of cash. Whether or not it is to the Shareholders' advantage to receive cash or New Shares, in whole or in part, depends upon their own individual circumstances. The effect on the tax position of any Shareholder will depend on that Shareholder's particular circumstances. If you are in any doubt as to what to do, you should consult your professional advisers. Shareholders who are trustees are recommended to take professional advice as to whether the choice to receive cash or New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Yours faithfully,
For and on behalf of the Board
Kong Jian Min
Chairman

This document is in English and Chinese. In case of any inconsistency, the English version shall prevail.