
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, 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, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice of the EGM to be held at Ballroom One, Level 18, The Mira Hong Kong, 118–130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 16 July 2018 (Monday) at 3:00 p.m. is set out on pages 6 to 7 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular.

Whether or not you intend to attend and vote at the EGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to have revoked.

Hong Kong, 22 June 2018

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the English name of the Company from “KWG Property Holding Limited” to “KWG Group Holdings Limited” and the proposed change of the dual foreign name in Chinese of the Company from “合景泰富地產控股有限公司” to “合景泰富集團控股有限公司” respectively;
“Company”	KWG Property Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Directors”	the directors of the Company;
“EGM”	an extraordinary general meeting of the Company to be held for the Shareholders to consider and, if thought fit, approve, among other matters, the Change of Company Name;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.
“Hong Kong”	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;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Stock Short Name”	the stock short name of the Company for trading in the securities on the Stock Exchange.



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:

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

Registered office:

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

Independent Non-executive Directors:

Mr. Lee Ka Sze, Carmelo *JP*
Mr. Tam Chun Fai
Mr. 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:

Units 8503–05A, Level 85
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

22 June 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the Change of Company Name and the notice of the EGM.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 19 June 2018 regarding the Change of Company Name. The Board proposes (i) to change the English name of the Company from “KWG Property Holding Limited” to “KWG Group Holdings Limited”; and (ii) to change the dual foreign name in Chinese of the Company from “合景泰富地產控股有限公司” to “合景泰富集團控股有限公司”, subject to the conditions of the Change of Company Name set out below being fulfilled.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board believes that the new name of the Company will not only provide the Company with fresh corporate identity, but will also better reflect the expansion of business strategies of the Group. The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions having been satisfied:

1. the passing of a special resolution by the Shareholders at the EGM approving the Change of Company Name; and
2. the approval by the Registrar of Companies in the Cayman Islands on the Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and the dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the existing Shareholders or the Company’s daily business operations or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates will only be issued in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation of the Stock Exchange, the English Stock Short Name will be changed and a Chinese Stock Short Name will be adopted after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective date of the Change of the Company Name, and the new English and Chinese Stock Short Name of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

EGM

A notice of the EGM is set out on pages 6 to 7 of this circular, containing, *inter alia*, the special resolution in relation to approving the Change of Company Name at the EGM.

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed for registration of transfer of Shares from 10 July 2018 (Tuesday) to 16 July 2018 (Monday), both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer document(s), accompanied by the relevant share certificate(s), must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 9 July 2018 (Monday).

FORM OF PROXY

A form of proxy for the EGM is despatched to the Shareholders with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and sign the form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion of a form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person should you so wish and in such event the form of proxy previously submitted shall be deemed to have revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the notice of the EGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the Change of Company Name.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

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

NOTICE OF EGM



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of **KWG PROPERTY HOLDING LIMITED** (the “Company”) will be held at Ballroom One, Level 18, The Mira Hong Kong, 118–130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 16 July 2018 (Monday) at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands by way of issuing a certificate of incorporation on change of name, (i) the English name of the Company be changed from “KWG Property Holding Limited” to “KWG Group Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “合景泰富地產控股有限公司” to “合景泰富集團控股有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 22 June 2018

NOTICE OF EGM

Notes:

- (1) Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or (or if such shareholder is the holder of two or more Share) more than one proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In the case of joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, the instrument appointing a proxy and (if required by the board of the directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy previously submitted shall be deemed to have revoked.
- (4) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed for registration of transfer of Shares from 10 July 2018 (Tuesday) to 16 July 2018 (Monday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer document(s), accompanied by the relevant share certificate(s), must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 9 July 2018 (Monday).
- (5) As at the date of this notice, 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.