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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)

ISSUANCE OF ADDITIONAL US\$225 MILLION 5.875% SENIOR NOTES DUE 2024 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US\$400,000,000 5.875% SENIOR NOTES DUE 2024 ISSUED ON 10 NOVEMBER 2017)

Reference is made to the Announcements.

On 25 June 2019, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Goldman Sachs (Asia) L.L.C. in connection with the Additional Notes Issue.

The Company intends to use the net proceeds of the Additional Notes Issue to refinance certain of the Company's existing indebtedness.

The Original Notes are listed on the Stock Exchange. The Company will procure that the Additional Notes will also be listed on the Stock Exchange upon issue. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

Reference is made to the Announcements. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that on 25 June 2019, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Goldman Sachs (Asia) L.L.C. in connection with the Additional Notes Issue.

THE PURCHASE AGREEMENT

Date: 25 June 2019

Parties to the Purchase Agreement

- (a) the Company;
- (b) the Subsidiary Guarantors; and
- (c) Goldman Sachs (Asia) L.L.C..

Goldman Sachs (Asia) L.L.C. has been appointed as sole bookrunner and sole lead manager of the Additional Notes Issue, as well as the initial purchaser of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Goldman Sachs (Asia) L.L.C. is an independent third party and not a connected person of the Company and its connected persons. The Additional Notes will only be offered outside the United States in offshore transactions in compliance with Regulation S under the Securities Act. None of the Additional Notes will be offered to the public in Hong Kong.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 7 November 2017, other than with respect to the following:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$225 million, to be consolidated and form a single series with the Original Notes. The Additional Notes will mature on 10 November 2024, unless earlier redeemed in accordance with the terms thereof.

Offering Price

The offering price of the Additional Notes will be 91.490% of the principal amount of the Additional Notes plus accrued interest from and including 10 May 2019 to (but excluding) 3 July 2019.

Interest

The Additional Notes will bear interest at a rate of 5.875% per annum, payable semi-annually in arrear on 10 May and 10 November of each year.

Use of Proceeds for the Additional Notes Issue

The Company intends to use the net proceeds of the Additional Notes Issue to refinance certain of the Company's existing indebtedness.

Listing

The Original Notes are listed on the Stock Exchange. The Company will procure that the Additional Notes will also be listed on the Stock Exchange upon issue. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“Additional Notes”	the guaranteed U.S. Dollar denominated senior fixed rate notes to be issued by the Company
“Additional Notes Issue”	the issue of the Additional Notes by the Company
“Announcements”	the announcements of the Company dated 7 November 2017 and 8 November 2017 in respect of the issue of the Original Notes
“Company”	KWG Group Holdings 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
“Original Notes”	US\$400 million 5.875% senior notes due 2024 issued by the Company on 10 November 2017

“Purchase
Agreement”

the agreement dated 25 June 2019 entered into by and among,
the Company, the Subsidiary Guarantors and Goldman Sachs
(Asia) L.L.C. in relation to the Additional Notes Issue

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

Hong Kong, 25 June 2019

As at the date of this announcement, the Board comprises eight Directors, of which Mr. Kong Jianmin (Chairman), Mr. Kong Jiantao, Mr. Kong Jiannan, Mr. Tsui Kam Tim and Mr. Cai Fengjia are executive Directors; and Mr. Lee Ka Sze, Carmelo JP, Mr. Tam Chun Fai and Mr. Li Binhai are independent non-executive Directors.