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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)

CONTINUING CONNECTED TRANSACTIONS RENEWAL OF PROPERTY LEASE AGREEMENTS

RENEWAL OF PROPERTY LEASE AGREEMENTS

Reference is made to the announcement of the Company dated 27 March 2024 and 16 April 2024 respectively regarding, among others, the lease of the Properties.

The Board announces that on 21 March 2025, the Lessors entered into the 2025 Property Lease Agreements I with the Lessees, pursuant to which the Lessors agreed to renew the terms of lease of the Properties under the 2024 Property Lease Agreements I & II, which has expired on 31 December 2024.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. KONG, an executive Director and chief executive officer of the Company, indirectly owns 100% equity interests in the Lessees, and therefore the Lessees are an associate of Mr. KONG and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the 2025 Property Lease Agreements I constitutes continuing connected transaction of the Company.

Under Rule 14A.83 of the Listing Rules, as the 2025 Property Lease Agreements I and the Existing Property Lease Agreements are all entered into between the Group and Guangzhou Kai Chuang or its wholly-owned subsidiaries, they are required to be aggregated. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the highest annual caps of the transactions under the Property Lease Agreements on an aggregated basis exceeds 0.1% but all of them are less than 5%, the transactions contemplated under the 2025 Property Lease Agreements I is subject to the reporting, annual review and announcement requirements but is exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

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Principal terms of the 2025 Property Lease Agreements I are set out as follows:

Date:	21 March 2025
Parties:	(1) Certain wholly-owned subsidiaries of the Company, as the Lessors (2) Guangzhou Kai Chuang Business Investments Group Company Limited Shanghai Branch* (廣州凱創商務投資集團有限公司上海分公司) and Guangzhou Kai Chuang as Lessees
Leased properties:	the Properties, being various commercial properties located in Guangzhou and Shanghai with a total gross floor area of approximately 6,616.54 sq.m.
Payment terms:	Rental fees shall be payable monthly in advance on the 25th day of each preceding calendar month
Usage:	Office space

* For Identification purposes only

The Properties

Details of the Properties are set out as follows:

Location	Lease Term	Effective Monthly Rental Fee (RMB)
1. Level 21, International Commerce Place, 1168 Xingang East Road, Haizhu District, Guangzhou, Guangdong Province, the PRC	1 January 2025 to 30 November 2026	226,242.93
2. Level 66, International Metropolitan Plaza, 68 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the PRC	1 January 2025 to 31 December 2026	351,015.90
3. Level 5, International Finance Place, 8 Huaxia Road, Pearl River New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC	1 January 2025 to 31 December 2026	17,628.77
4. Level 2, International Metropolis Plaza, 58 Yaoyuan Road, Pudong New District, Shanghai, the PRC	1 January 2025 to 31 December 2026	230,272.71
	Total	<hr/> <u>825,160.31</u>

PROPOSED ANNUAL CAPS

Taking into account the aggregate annual rental fees for the transactions contemplated under the Existing Property Lease Agreements, the aggregated annual caps under the Property Lease Agreements for each of the financial years ending 31 December 2025 and 2026 will be revised as follows:

	Annual Caps for the financial year ending 31 December	
	2025 (RMB)	2026 (RMB)
Annual caps under the 2022 Property Lease Agreement II	2,407,563	—
Annual caps under the 2024 Property Lease Agreements III	2,377,498	—
Annual caps under the 2025 Property Lease Agreements I	<u>9,901,924</u>	<u>9,675,681</u>
Revised aggregate annual caps	<u>14,686,985</u>	<u>9,675,681</u>

The rental fees in respect of the 2025 Property Lease Agreements I were determined after taking into the consideration (a) the rental fees under the existing lease agreements in respect of the lease of the units in the same building; (b) the prevailing market rates for comparable properties in the proximity of the Properties; and (c) the rental valuation conducted by an independent professional valuer based on comparisons to transacted rental fees or asking rental fees of comparable properties.

REASONS AND BENEFITS FOR PROPERTY LEASE AGREEMENTS

The Properties are located in first tier city in the PRC, and there is a growing market in the PRC for co-working spaces. The Group has been leasing properties to Guangzhou Kai Chuang and its wholly-owned subsidiaries for sub-leasing to third parties as co-working spaces and serviced offices, to be used as offices and meeting venues, which will cater to entrepreneurs, start-up businesses, branches of large enterprises and professional services. The Company believes that it will benefit from the transactions under the 2025 Property Lease Agreements I due to the following reasons: (i) the Group will earn rental fee incomes which are at the prevailing market rates; and (ii) all the costs and risks relating to the operation of the business in the Properties will be borne by the Lessees.

In light of the above, the Directors (including the independent non-executive Directors) are of the view that the 2025 Property Lease Agreements I and the transactions contemplated thereunder is on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms in the 2025 Property Lease Agreements I, including the relevant annual caps, are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

Since Mr. KONG has a material interest in the 2025 Property Lease Agreements I and the transactions contemplated thereunder, he had abstained from voting on the relevant board resolutions approving (i) the 2025 Property Lease Agreements I and the transactions contemplated thereunder; and (ii) the annual caps in respect of the 2025 Property Lease Agreements I and the aggregated annual caps of the Property Lease Agreements.

INFORMATION ON THE GROUP AND THE PARTIES TO THE PROPERTY LEASE AGREEMENTS

The Group

The Group is a large-scale property developer in the PRC with a leadership position in the Greater Bay Area and is principally engaged in property development, property investment and hotel operation.

Lessees

The Lessees are established under the laws of the PRC and are principally engaged in providing business services, including the provision of properties to third parties as co-working space and serviced offices.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. KONG, an executive Director and chief executive officer of the Company, indirectly owns 100% equity interests in the Lessees, and therefore the Lessees are an associate of Mr. KONG and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the 2025 Property Lease Agreements I constitutes continuing connected transaction of the Company.

Under Rule 14A.83 of the Listing Rules, as the 2025 Property Lease Agreements I, and the Existing Property Lease Agreements are all entered into between the Group and Guangzhou Kai Chuang or its wholly-owned subsidiaries, they are required to be aggregated. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the highest annual caps of the transactions under the Property Lease Agreements on an aggregated basis exceeds 0.1% but all of them are less than 5%, the transactions contemplated under the 2025 Property Lease Agreements I is subject to the reporting, annual review and announcement requirements but is exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“2022 Property Lease Agreement II”	the agreement entered into between a wholly-owned subsidiary of the Company and Guangzhou Kai Chuang on 21 October 2022, details of which were set out in the announcement of the Company dated 21 October 2022
“2024 Property Lease Agreements I”	the agreements entered into between certain wholly-owned subsidiaries of the Company and Guangzhou Kai Chuang and its wholly-owned subsidiary on 27 March 2024, details of which were set out in the announcement of the Company dated 27 March 2024
“2024 Property Lease Agreements II”	the agreements entered into between certain wholly-owned subsidiaries of the Company and Guangzhou Kai Chuang and its wholly-owned subsidiary on 16 April 2024, details of which were set out in the announcement of the Company dated 16 April 2024
“2024 Property Lease Agreements III”	the agreements entered into between a wholly-owned subsidiary of the Company and Guangzhou Kai Chuang on 2 July 2024, details of which were set out in the announcement dated 2 July 2024
“2025 Property Lease Agreements I”	the agreement entered into between the Lessors and the Lessees on 21 March 2025 whereby the Lessors agreed to lease the Properties to the Lessees
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	KWG Group Holdings Limited (合景泰富集團控股有限公司) (stock code: 1813), a limited liability company incorporated in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company

“Existing Property Lease Agreements”	collectively, the 2022 Property Lease Agreement II and the 2024 Property Lease Agreements III
“Group”	the Company and its subsidiaries
“Guangzhou Kai Chuang”	Guangzhou Kai Chuang Business Investments Group Company Limited* (廣州凱創商務投資集團有限公司) (formerly known as Guangzhou Kai Chuang Business Investments Company Limited* (廣州凱創商務投資有限公司), a company indirectly wholly-owned by Mr. KONG
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lessees”	Guangzhou Kai Chuang Business Investments Company Limited Shanghai Branch* (廣州凱創商務投資有限公司上海分公司) and Guangzhou Kai Chuang, the companies indirectly wholly-owned by Mr. KONG
“Lessors”	certain wholly-owned subsidiaries of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. KONG”	Mr. KONG Jiantao, an executive Director and chief executive officer of the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Properties”	the commercial properties numbered 1 to 4 set out in the section “The Properties” of this announcement
“Property Lease Agreements”	collectively, the 2025 Property Lease Agreements I and the Existing Property Lease Agreements
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“sq.m.”	square metres

* For identification purposes only

“Stock Exchange” The Stock Exchange of Hong Kong Limited
“subsidiaries” has the meaning ascribed thereto in the Listing Rules
“%” per cent

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

Hong Kong, 21 March 2025

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. TAM Chun Fai, Mr. LAW Yiu Wing, Patrick and Ms. WONG Man Ming, Melinda are independent non-executive Directors.