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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: 5403, 5282, 5607,
5008, 40338, 40465, 40683, 40117)**

COMPLETION OF THE EXCHANGE OFFER AND/OR CONSENT SOLICITATION IN RELATION TO THE FOLLOWING SECURITIES

Description of Debt Securities	ISIN/Common Code	Stock Code
6.0% Senior Notes due 2022 (the “ September 2022 A Notes ”)	XS1556169206/155616920	5403
5.2% Senior Notes due 2022 (the “ September 2022 B Notes ”)	XS1685542141/168554214	5282
7.4% Senior Notes due 2024 (the “ March 2024 Notes ”)	XS2034561584/203456158	5607
5.875% Senior Notes due 2024 (the “ November 2024 Notes ”)	XS1716631301/171663130	5008
5.95% Senior Notes due 2025 (the “ August 2025 Notes ”)	XS2214229887/221422988	40338

Description of Debt Securities	ISIN/Common Code	Stock Code
6.3% Senior Notes due 2026 (the “ February 2026 Notes ”)	XS2257830716/225783071	40465
6.0% Senior Notes due 2026 (the “ August 2026 Notes ”)	XS2343325622/234332562	40683
7.4% Senior Notes due 2027 (the “ January 2027 Notes ”)	XS2100654586/210065458	40117

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 WITH RESPECT TO SEPTEMBER 2022 NOTES AND THE ISSUE OF THE JANUARY 2024 NEW NOTES

The Company is pleased to announce that on September 14, 2022, all conditions to the Exchange Offer with respect to the September 2022 A Notes and September 2022 B Notes (collectively, the “**September 2022 Notes**”) have been fulfilled and the Exchange Offer with respect to the September 2022 Notes has been completed.

On September 14, 2022, the Company has settled the Exchange Consideration with respect to the September 2022 Notes comprising of (i) an issue of US\$794,925,800 in principal amount of the January 2024 New Notes, (ii) payment of US\$41,838,200.00 in cash as Upfront Principal Payment, and (iii) payment of US\$4,183,820.00 in cash as the Incentive Fee, to Eligible Holders who have validly tendered their September 2022 Notes pursuant to the Exchange Offer. US\$606,037,000 in principal amount of the September 2022 A Notes and US\$230,727,000 in principal amount of the September 2022 B Notes validly tendered for exchange and accepted pursuant to the Exchange Offer have been cancelled. After such cancellation, the remaining outstanding principal amount of the September 2022 A Notes and September 2022 B is US\$43,963,000 and US\$19,273,000, respectively.

The January 2024 New Notes (ISIN: XS2530437172/Common Code: 253043717) bear interest at the rate of 6.0% per annum from September 14, 2022, payable in arrear on January 14, 2023 (with respect to the period from and including September 14, 2022 to but excluding January 14, 2023), July 14, 2023 and January 14, 2024, and will mature on January 14, 2024, unless earlier redeemed pursuant to the terms thereof.

COMPLETION OF THE CONCURRENT CONSENT SOLICITATION

The Company is pleased to announce that it has received the Requisite Consents necessary to effect the Proposed Waiver and Proposed Amendment with respect to each and every series of the Consent Notes.

Pursuant to the Consent Solicitation Statement, the Company executed each Supplemental Indenture to the relevant Consent Notes Indentures and paid the applicable Consent Fee on September 14, 2022. As such, the Proposed Waiver and Proposed Amendment have become operative upon receipt by the Consent Notes Trustees of the notification, by way of an officer's certificate, confirming the payment of the applicable Consent Fee on the same date.

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

Hong Kong, September 15, 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.