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Kinetic Development Group Limited

力量發展集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1277)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Kinetic Development Group Limited (the “Company”) will be held at 18th Floor, 80 Gloucester Road, Wanchai, Hong Kong on Friday, 28 July 2023 at 3:30 p.m., to consider, if thought fit, and transact the following resolutions of the Company by way of ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (a) (i) terms of the Acquisition and Subscription Agreement (as varied by the Supplemental Agreement) entered into between Mr. Zhang Li, Kinetic Development Group Limited and Star Idea Enterprises Limited (星耀企業有限公司) dated 30 December 2022, pursuant to which (copies of which has been produced to this EGM and initialed by the chairman of the Meeting for identification purpose), and the transactions in connection therewith and any other ancillary documents be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any director(s) of the Company (the “**Director(s)**”) may consider necessary, desirable or appropriate;

- (b) any authority of the Director(s) to sign, execute, deliver or to authorize the signing, execution and delivery of the Acquisition and Subscription Agreement (as varied by the Supplemental Agreement), to do or authorize doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Acquisition and Subscription Agreement (as varied by the Supplemental Agreement) and any ancillary documents and transactions thereof be and is hereby confirmed, approved and ratified.”

Yours faithfully,
For and on behalf of the Board
Kinetic Development Group Limited
Ju Wenzhong
Chairman and Executive Director

Hong Kong, 30 June 2023

Registered office:

Windward 3,
Regatta Office Park,
P.O. Box 1350,
Grand Cayman KY1-1108,
Cayman Islands

Principal place of business in Hong Kong:

18th Floor,
80 Gloucester Road,
Wanchai,
Hong Kong

Headquarters and Principal Place of Business in the PRC:

Dafanpu Coal Mine,
Majiata Village,
Xuejiawan Town,
Zhunge'er Banner,
Ordos City, Inner Mongolia, China

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A Shareholder who is the holder of two or more shares in the Company (the “**Shares**”) may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized, and must be deposited with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (or any adjournment thereof).
3. The register of members of the Company will be closed from Tuesday, 25 July 2023 to Friday, 28 July 2023 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the EGM or any adjournment thereof, all transfers of Shares 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, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Monday, 24 July 2023.
4. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and return the form of proxy.
6. If any Shareholder has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to the head office and principal place of business in Hong Kong of the Company or by fax at (852) 2865 0990. If any Shareholder has any question relating to the EGM, please contact Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen’s Road East
Wan Chai
Hong Kong

As at the date of this notice, the Directors are:

Executive Directors:

Mr. Ju Wenzhong (*Chairman*)

Mr. Li Bo

Mr. Ji Kunpeng

Non-executive Director:

Ms. Zhang Lin

Independent Non-executive Directors:

Ms. Liu Peilian

Mr. Chen Liangnuan

Ms. Xue Hui

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.