

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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*If you are in any doubt as to any aspect of this circular or as to any action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.*

*If you have sold or transferred all your shares in Kinetic Mines and Energy Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.*



**KINETIC MINES AND ENERGY LIMITED**

**力量礦業能源有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1277)**

**PROPOSAL FOR CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of Kinetic Mines and Energy Limited to be held at Unit B, 20th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong on Wednesday, 10 November 2021 at 10:30 a.m. is set out on pages 8 and 9 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). If you do not intend to attend the EGM but wish to exercise your right as a Shareholder, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:30 a.m. 8 November 2021) before the time appointed for the holding of such meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING**

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- (1) Compulsory temperature screening/checks
- (2) Wearing of surgical face mask
- (3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the EGM in person.

18 October 2021

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## PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the EGM in person, the Company will implement the following precautionary measures at the EGM.

**Voting by proxy in advance of the EGM:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. **Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish.**

**The deadline to submit completed forms of proxy is 10:30 a.m., 8 November 2021.** Completed forms of proxy must be returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

**Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the EGM as their proxy.**

To safeguard the health and safety of Shareholders who might be attending the EGM in person, the Company will also implement the following measures at the EGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the main door of Unit B, 20th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong (the "EGM venue"). Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the EGM venue and be requested to leave the EGM venue.
- (2) Every attendee will be required to wear a surgical face mask throughout the EGM and sit at a safe distance from other attendees. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.
- (3) No refreshments or drinks will be provided to attendees at the EGM.

Attendees are requested to observe and practise good personal hygiene at the times at the EGM venue. To the extent permitted under law, the Company reserves the right to deny entry of any person into the EGM venue or require any person to leave the EGM venue so as to ensure the health and safety of the attendees at the EGM.

**PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING**

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website at [www.kineticme.com](http://www.kineticme.com) for future announcements and updates on the EGM arrangements.

**Appointment of proxy by non-registered Shareholders:** non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any questions relating to the EGM, please contact the Company's branch share registrar in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: +852 2862 8555  
Facsimile: +852 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

## DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Kinetic Mines and Energy Limited” to “Kinetic Development Group Limited” and the proposed change of the dual foreign name in Chinese of the Company from “力量礦業能源有限公司” to “力量發展集團有限公司”
“Company”	Kinetic Mines and Energy Limited, a company incorporated in the Cayman Islands and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit B, 20th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong on Wednesday, 10 November 2021 at 10:30 a.m.
“Group”	the Company and its subsidiaries
“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 as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.001 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“U.S.A.”	the United States of America
“US\$”	United States dollars, the lawful currency of the U.S.A.



**KINETIC MINES AND ENERGY LIMITED**

**力量礦業能源有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1277)**

*Executive Directors:*

Mr. Zhang Li (*Chairman*)

Mr. Zhang Liang, Johnson

Mr. Ju Wenzhong (*Chief Executive Officer*)

*Non-executive Director:*

Ms. Zhang Lin

*Independent Non-executive Directors:*

Ms. Liu Peilian

Mr. Zheng Ercheng

Ms. Xue Hui

*Registered Office:*

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Unit B, 20th Floor

Two Chinachem Plaza

68 Connaught Road Central

Hong Kong

Dear Sir/Madam,

**PROPOSAL FOR  
CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the resolution to be proposed at the forthcoming EGM in relation to proposal for the Change of Company Name. A notice of the EGM is set out on pages 8 and 9 of this circular.

**PROPOSED CHANGE OF COMPANY NAME**

As disclosed in the announcement of the Company dated 11 October 2021, the Board proposes to change the English name of the Company from “Kinetic Mines and Energy Limited” to “Kinetic Development Group Limited”, and to change the dual foreign name in Chinese of the Company from “力量礦業能源有限公司” to “力量發展集團有限公司”.

## **LETTER FROM THE BOARD**

### **CONDITIONS OF THE CHANGE OF COMPANY NAME**

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

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name by issuing a certificate of incorporation on change of name.

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 issues the certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **REASONS FOR THE CHANGE OF COMPANY NAME**

The Board considers that the Change of Company Name will better reflect the current status of the Group and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **EFFECT OF THE CHANGE OF COMPANY NAME**

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, upon the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities. Once the Change of Company Name becomes effective, all new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective.

Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and the change in stock short names.

## **LETTER FROM THE BOARD**

### **NOTICE OF EGM**

The EGM will be held at Unit B, 20th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong on Wednesday, 10 November 2021 at 10:30 a.m., at which the special resolution will be proposed to the Shareholders to consider the Change of Company Name. The notice of EGM is set out on pages 8 and 9 of this circular.

### **VOTING PROCEDURES**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, 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 will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 special resolution to be proposed at the EGM.

### **PROXY ARRANGEMENT**

A form of proxy for use at the EGM is enclosed with this circular. If you do not intend to attend the EGM in person but wish to exercise your rights as a Shareholder, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (i.e. 10:30 a.m. 8 November 2021) before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the form of proxy will not prevent you from attending and voting in person at the EGM or any adjourned meeting should you so desire.

### **CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY FOR ATTENDING THE EGM**

The register of members of the Company will be closed from Friday, 5 November 2021 to Wednesday, 10 November 2021 (both days inclusive), during which period no transfer of Shares will be registered for the purpose of determining Shareholders' entitlement to attending and voting at the EGM. In order to be entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 4 November 2021.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Board believes that the resolution set out in the notice of EGM in relation to the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the special resolution as set out in the notice of the EGM.

### 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 circular 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.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**Kinetic Mines and Energy Limited**  
**Zhang Li**  
*Chairman and Executive Director*

18 October 2021

**NOTICE OF EXTRAORDINARY GENERAL MEETING**



**KINETIC MINES AND ENERGY LIMITED**

**力量礦業能源有限公司**

*(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 of the shareholders of Kinetic Mines and Energy Limited (the “Company”) will be held at Unit B, 20th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong on Wednesday, 10 November 2021 at 10:30 a.m. (the “EGM”) for the following purpose of considering and, if thought fit, passing, with or without modification, the following resolution:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Kinetic Mines and Energy Limited” to “Kinetic Development Group Limited” and the dual foreign name in Chinese of the Company be changed from “力量礦業能源有限公司” to “力量發展集團有限公司” with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands, and that any one director or the company secretary of the Company be and is hereby authorised to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the aforesaid change of company name.”

By Order of the Board  
**Kinetic Mines and Energy Limited**  
**Zhang Li**  
*Chairman and Executive Director*

Hong Kong, 18 October 2021

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Principal Place of Business in Hong Kong:*

Unit B, 20th Floor  
Two Chinachem Plaza  
68 Connaught Road Central  
Hong Kong

*As at the date of this notice, the board of directors of the Company comprises seven directors, of whom three are executive directors, namely Mr. Zhang Li (Chairman), Mr. Zhang Liang, Johnson and Mr. Ju Wenzhong (Chief Executive Officer); one is a non-executive director, namely Ms. Zhang Lin, and three are independent non-executive directors, namely Ms. Liu Peilian, Mr. Zheng Ercheng and Ms. Xue Hui.*

*Notes:*

1. The register of members of the Company will be closed from Friday, 5 November 2021 to Wednesday, 10 November 2021 (both days inclusive), during which period no transfer of shares will be registered for the purpose of determining shareholders' entitlement to attending and voting at the EGM. In order to be entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 4 November 2021.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. To be effective, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (i.e. 10:30 a.m. 8 November 2021) before the time appointed for holding the EGM or any adjournment thereof.
4.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal number 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed and members will be informed of the date, time and venue of the postponed EGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
  - (b) If a tropical cyclone warning signal number 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the EGM and where conditions permit, the EGM will be held as scheduled.
  - (c) The EGM will be held as scheduled when a tropical cyclone warning signal number 3 or below or an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
5. The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to the proposed resolution at the EGM.