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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 18/F, 80 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 13 March 2024 at 2:00 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 property purchase agreement (the “**Original Property Purchase Agreement**”) entered into between Qingdao Shihaoxing Real Estate Co., Ltd.* (青島實昊星置業有限公司), Huizhou Guopeng Color Printing Co., Ltd.* (惠州市國鵬彩印有限公司), Tianjin Jinhewan Real Estate Co., Ltd.* (天津金河灣置業有限公司) (together, the “**Terminating Vendors**”), Wuhan Pingan Zhongxin Real Estate Co., Ltd.* (武漢平安中信置業有限公司), Qingdao Shilu Ocean Big Data Investment Development Co., Ltd.* (青島實錄海洋大數據投資開發有限公司), Jingmen Shiqiang Real Estate Co., Ltd.* (荊門實強房地產置業有限公司) (together, the “**Current Vendors**”) and Kinetic (Qinhuangdao) Energy Co., Ltd.* (力量(秦皇島)能源有限公司), an indirectly wholly-owned subsidiary of the Company (the “**Purchaser**”) dated 29 April 2022, as modified and supplemented by (ii) the supplemental agreement (the “**Supplemental Agreement**”) entered into among the Terminating Vendors, the Current Vendors, Zhongshan Shidi Real Estate Development Co., Ltd.* (中山實地房地產開發有限公司), Wuxi Shidi Real Estate Development Co., Ltd.* (無錫實地房地產開發有限公司), Zunyi Shidi Real Estate Development Co., Ltd.* (遵義實地房地產開發有限公司) (together with the Current Vendors, the “**Vendors**”) and the Purchaser dated 12 July 2022 and (iii) the second supplemental agreement entered into among the Vendors, the Purchaser and Taiyuan Hetai dated 1 December 2023 as supplemented by the supplemental agreement

entered into among the same parties dated 7 February 2024 (the “**Second Supplemental Agreement**”) (copies of which have 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 Original Property Purchase Agreement (as modified and supplemented by the Supplemental Agreement and the Second 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 Original Property Purchase Agreement (as modified and supplemented by the Supplemental Agreement and the Second 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, 21 February 2024

Registered Office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Principal Place of Business in Hong Kong:

18/F,
80 Gloucester Road,
Wan Chai,
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 the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof. The resolutions set out in this notice will be decided by poll at the EGM.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her 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).
4. The register of members of the Company will be closed from Friday, 8 March 2024 to Wednesday, 13 March 2024 (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 Thursday, 7 March 2024.
5. 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.
6. 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.
7. 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) 2525 7890. 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.