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力量发展
KINETIC DEVELOPMENT GROUP

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)

DISCLOSEABLE AND CONNECTED TRANSACTION ACQUISITION OF TAIYUAN SEEDLAND AND CONNECTED TRANSACTION ACQUISITION OF DONGZHIMEN PROPERTIES

Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders

RAINBOW.
RAINBOW CAPITAL (HK) LIMITED
滾 博 資 本 有 限 公 司

INTRODUCTION

BACKGROUND OF THE TAIYUAN SEEDLAND ACQUISITION

References are made to the announcements of the Company dated 2 May 2022, 12 July 2022, 1 December 2023, 12 December 2023, 7 February 2024, 3 June 2024, 6 June 2024, 6 September 2024, 4 November 2024, 12 November 2024 and 13 January 2025 (the "**Announcements**"), and to the circulars of the Company dated 30 September 2022, 21 February 2024, 25 November 2024 and 19 December 2024 (the "**Circulars**").

On 29 April 2022, the Original Vendors entered into the 2022 Property Purchase Agreement with Kinetic Qinhuangdao, an indirectly wholly-owned subsidiary of the Company, pursuant to which the Original Vendors agreed to sell, and Kinetic Qinhuangdao agreed to purchase, the Original Properties for the consideration of RMB769,014,000.

On 12 July 2022, Kinetic Qinhuangdao entered into the Supplemental Agreement with the Vendors and the 2022 Terminated Vendors, pursuant to which, among others, the Vendors agreed to sell, and Kinetic Qinhuangdao agreed to purchase, the 2022 Adjusted Properties, which represented an adjustment to the scope of the Original Properties, for the consideration of RMB809,480,000. In addition, pursuant to the Supplemental Agreement, the rights and obligations between the 2022 Terminated Vendors and Kinetic Qinhuangdao under the 2022 Property Purchase Agreement are terminated with effect from the date of the Supplemental Agreement, which effectively replaced the 2022 Property Purchase Agreement.

On 1 December 2023, Kinetic Qinhuangdao entered into the Second Supplemental Agreement with the Vendors and Taiyuan Hetai, pursuant to which, among others, (i) the 2023 Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (ii) Wuxi Shidi (Vendor 5) has agreed to sell, and Kinetic Qinhuangdao has agreed to acquire, 100% equity interests in Taiyuan Hetai for the consideration of RMB220,000,000, and Wuxi Shidi and Kinetic Qinhuangdao have entered into a share transfer agreement detailing the terms of acquisition of 100% equity interests in Taiyuan Hetai. Accordingly, the Second Supplemental Agreement removed the 2023 Terminated Properties from the scope of the properties to be acquired by Kinetic Qinhuangdao from the Vendors. The acquisition of Taiyuan Hetai contemplated under the Second Supplemental Agreement has been completed on 3 June 2024.

On 6 June 2024, Kinetic Qinhuangdao entered into the Third Supplemental Agreement with the 2024 Agreement Vendors and Guangzhou Hengyi, pursuant to which, among others, (i) Guangzhou Hengyi transferred the 2024 Target Properties to Kinetic Qinhuangdao for a total consideration of RMB45,000,000, which has been completed as at the date of this announcement; (ii) the 2024 Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (iii) the rights and obligations between the 2024 Agreement Vendors and Kinetic Qinhuangdao in respect of the 2024 Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement and the Second Supplemental Agreement) are terminated with effect from the date of the Third Supplemental Agreement. The corporate income tax of RMB4,184,000 payable by Guangzhou Hengyi for the acquisition of the 2024 Target Properties has been paid by Kinetic Qinhuangdao, and has been deducted from the total consideration of RMB45,000,000 such that the net consideration payable by Kinetic Qinhuangdao for the acquisition of the 2024 Target Properties became RMB40,816,000.

On 6 September 2024, Kinetic Qinhuangdao entered into the Fourth Supplemental Agreement with the 2024 Adjusted Properties Vendors, the Company, Seedland Smart Service and Mr. Zhang Liang, Johnson, pursuant to which, among others, (i) the 2024 Further Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (ii) the rights and obligations between the 2024 Adjusted Properties Vendors and Kinetic Qinhuangdao in respect of the 2024 Further Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) are terminated with effect from the date of the Fourth Supplemental Agreement. On the same date, the Company, Seedland Smart Service and Seedlife entered into the Seedlife Share Purchase Agreement, pursuant to which, among others, the Company (either directly or through its affiliate) agreed to acquire, and Seedland Smart Service agreed to sell 100% equity interests of Seedlife for a total consideration of RMB423,000,000 of which RMB230,700,000 had been set off against the equivalent amount in the Pre-existing Outstanding Paid Amount (the "**Seedlife Acquisition**"). The closing of the Seedlife Acquisition has taken place on 13 January 2025.

On 1 November 2024, Kinetic Qinhuangdao entered into the Fifth Supplemental Agreement with Vendor 2 and Vendor 4 as well as Zhuhai Seedland, pursuant to which, among others, (i) the 2024 Third Tranche Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (ii) the rights and obligations between the Vendor 2, Vendor 4 and Kinetic Qinhuangdao in respect of the 2024 Third Tranche Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement) are terminated with effect from the date of the Fifth Supplemental Agreement. On the same date, Kinetic Qinhuangdao and Zhuhai Seedland entered into the Maoming Share Transfer Agreement, pursuant to which, among others, Kinetic Qinhuangdao agreed to acquire, and Zhuhai Seedland agreed to sell, 100% equity interests of each of Maoming Shengda and Maoming Shengcheng for a total consideration of RMB70,000,000. The corporate income tax of RMB12,250,000 payable by Zhuhai Seedland for the Maoming Acquisition will be paid by Kinetic Qinhuangdao, and has been deducted from the total consideration of RMB70,000,000 such that the payable consideration for the Maoming Acquisition becomes RMB57,750,000. The consideration payable by Kinetic Qinhuangdao shall be fully set off by the 2024 Third Tranche Terminated Properties Paid Amount.

As at the date of this announcement, Kinetic Qinhuangdao has already paid RMB803,000,000 (inclusive of value-added tax) to the Vendors for the purchase of the 2024 Adjusted Target Properties, among which the ownership transfer registration of the properties with the total consideration of approximately RMB253,734,000 has not yet been completed (the "**2025 Terminated Properties Paid Amount**").

BACKGROUND OF ACQUISITION OF THE DONGZHIMEN PROPERTIES

Reference is made to the announcement of the Company dated 13 January 2025 in relation to the Property Management Services Framework Agreement (the "**Property Management Services Announcement**").

Prior to becoming an indirectly wholly-owned subsidiary of the Group on 13 January 2025, Qianhai Seedland had been providing property management services and other value-added services to Seedland. As disclosed in the Property Management Services Announcement, among other things, the historical transaction amounts payable by Seedland to Qianhai Seedland for property management services and other value-added services for the nine months ended 30 September 2024 amounted to RMB32,978,000 and RMB10,050,000. As at 31 December 2024, Seedland owed outstanding payables to Qianhai Seedland in respect of such services totaling RMB54,054,800 (the "**2024 Payables**"), which remain unsettled as at the date of this announcement.

ACQUISITION OF TAIYUAN SEEDLAND

The Board is pleased to announce that, on 4 December 2025 (after trading hours), Kinetic Qinhuangdao and Kinetic Shanxi entered into the Sixth Supplemental Agreement with Vendor 2 and Vendor 4 (the "**2025 Adjusted Properties Vendors**") as well as Zunyi Seedland, pursuant to which, among others, (i) all properties for which the ownership transfer registration has not been completed (the "**2025 Terminated Properties**") would no longer be sold to Kinetic Qinhuangdao, the rights and obligations between the 2025 Adjusted Properties Vendors and Kinetic Qinhuangdao in respect of the 2025 Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement, the Fourth Supplemental Agreement and the Fifth Supplemental Agreement) are terminated with effect from the date of the Sixth Supplemental Agreement; and (ii) Kinetic Shanxi agreed to acquire, and Zunyi Seedland agreed to sell, 100% equity interests of Taiyuan Seedland (the "**Taiyuan Seedland Acquisition**") for a total consideration of RMB384,000,000 (the "**Equity Consideration**"), which shall be set off by the 2025 Terminated Properties Paid Amount. After such offset, the remaining Equity Consideration payable by Kinetic Shanxi to Zunyi Seedland shall be RMB130,266,000.

On the same date, Kinetic Shanxi and Zunyi Seedland have entered into the Share Transfer Agreement detailing the terms of acquisition of 100% equity interests in Taiyuan Seedland.

ACQUISITION OF DONGZHIMEN PROPERTIES

The Board is pleased to announce that, on 4 December 2025 (after trading hours), Guangdong Seedland and Kinetic Qinhuangdao entered into the Debt Settlement Contract with Seedland and Beijing Seedland, pursuant to which, among others, Kinetic Qinhuangdao agreed to acquire, and Beijing Seedland agreed to sell, the Dongzhimen Properties, comprising (i) Dongzhimen 3110 Property for a consideration of RMB45,100,000; and (ii) Dongzhimen 3111 Property for a consideration of RMB41,230,000 respectively, totalling RMB86,330,000 (the "**Gross Dongzhimen Property Consideration**"). It was agreed between the parties that, (a) in order to complete the transfer of titles of Dongzhimen 3110 Property and Dongzhimen 3111 Property, the relevant tax payable by Beijing Seedland of RMB11,050,000 (for the transfer of Dongzhimen 3110 Property) and RMB4,890,000 (for the transfer of Dongzhimen 3111 Property); (b) a debt payable by Beijing Seedland in the amount of RMB13,500,000, shall be paid by Kinetic Qinghuangdao and Guangdong Seeland on behalf of Beijing Seedland. After deducting all the above amounts from the Gross Dongzhimen Property Consideration, the net consideration payable for the by Kinetic Qinghuangdao and Guangdong Seedland for the Dongzhimen Properties amounting to RMB56,890,000 (the "**Net Dongzhimen Property Consideration**"), will be set off against the 2024 Payables. As the Net Dongzhimen Property Consideration is greater then the 2024 Payables, the parties agreed that the surplus amount of RMB2,835,200 will be used to set off against the amounts payable by Seedland to the Group under the Property Management Services Framework Agreement for 2025 (if any).

LISTING RULES IMPLICATIONS

Acquisition of Taiyuan Seedland

As the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the Taiyuan Seedland Acquisition are more than 5% but less than 25%, the Taiyuan Seedland Acquisition constitutes a discloseable transaction, and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, the 2024 Further Adjusted Properties Vendors and Zunyi Seedland are ultimately beneficially owned by Mr. Zhang Liang, Johnson as to respectively 100% (with regards to Vendor 4); 90% (with regards to Vendor 2) and 95% (with regards to Zunyi Seedland). As at the date of this announcement, Mr. Zhang Liang, Johnson is interested in 62.96% of the issued Shares of the Company held through King Lok Holdings Limited, the controlling shareholder of the Company, by reason of being a settlor of the Zhang Family Overseas Limited, a discretionary family trust for the benefit of himself and his family members. As such, the 2024 Further Adjusted Properties Vendors and Zunyi Seedland are associates of Mr. Zhang Liang, Johnson, and thus connected persons of the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios in respect of the Taiyuan Seedland Acquisition are more than 5%, the Taiyuan Seedland Acquisition constitutes a connected transaction of the Company, and is subject to the announcement, annual reporting, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Sixth Supplemental Agreement, the Share Transfer Agreement and the transactions thereunder are subject to approval by the Independent Shareholders at the EGM and a resolution will be proposed to the Independent Shareholders for their consideration and approval, if thought fit. King Lok Holdings Limited, of which Mr. Zhang Liang, Johnson is interested by way of being a settlor of the Zhang Family Overseas Limited, Mr. Zhang Li and their respective associates will abstain from voting at the EGM. The Independent Board Committee will be formed to advise the Independent Shareholders in respect of the Sixth Supplemental Agreement, the Share Transfer Agreement and the transactions thereunder. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

Acquisition of Dongzhimen Properties

As at the date of this announcement, Seedland and Beijing Seedland are wholly-owned by Mr. Zhang Liang, Johnson. Mr. Zhang Liang, Johnson is interested in 62.96% of the issued Shares of the Company held through King Lok Holdings Limited, the controlling shareholder of the Company, by reason of being a settlor of the Zhang Family Overseas Limited, a discretionary family trust for the benefit of himself and his family members. As such, Seedland and Beijing Seedland are associates of Mr. Zhang Liang, Johnson, and thus connected persons of the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios in respect of the acquisition of Dongzhimen Properties is more than 0.1% but less than 5%, the acquisition of Dongzhimen Properties constitutes a connected transaction of the Company, and is subject to the reporting and announcement requirements but is exempt from the shareholders approval requirement under Chapter 14A of the Listing Rules.

GENERAL

A circular containing, among other things, (i) further details of the Sixth Supplemental Agreement, the Share Transfer Agreement, the Taiyuan Seedland Acquisition; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the the Sixth Supplemental Agreement, the Share Transfer Agreement and the Taiyuan Seedland Acquisition; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Sixth Supplemental Agreement, the Share Transfer Agreement and the Taiyuan Seedland Acquisition; and (iv) a notice of the EGM, will be dispatched to the Shareholders as soon as possible and is currently expected to be on or before 31 March 2026, to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

As the completion of the Taiyuan Seedland Acquisition is subject to the Independent Shareholders' approval, the Taiyuan Seedland Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

BACKGROUND OF THE TAIYUAN SEEDLAND ACQUISITION

References are made to the Announcements and the Circulars.

On 29 April 2022, the Original Vendors entered into the 2022 Property Purchase Agreement with Kinetic Qinhuangdao, an indirectly wholly-owned subsidiary of the Company, pursuant to which the Original Vendors agreed to sell, and Kinetic Qinhuangdao agreed to purchase, the Original Properties for the consideration of RMB769,014,000.

On 12 July 2022, Kinetic Qinhuangdao entered into the Supplemental Agreement with the Vendors and the 2022 Terminated Vendors, pursuant to which, among others, the Vendors agreed to sell, and Kinetic Qinhuangdao agreed to purchase, the 2022 Adjusted Properties, which represented an adjustment to the scope of the Original Properties, for the consideration of RMB809,480,000. In addition, pursuant to the Supplemental Agreement, the rights and obligations between the 2022 Terminated Vendors and Kinetic Qinhuangdao under the 2022 Property Purchase Agreement are terminated with effect from the date of the Supplemental Agreement, which effectively replaced the 2022 Property Purchase Agreement.

On 1 December 2023, Kinetic Qinhuangdao entered into the Second Supplemental Agreement with the Vendors and Taiyuan Hetai, pursuant to which, among others, (i) the 2023 Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (ii) Wuxi Shidi (Vendor 5) has agreed to sell, and Kinetic Qinhuangdao has agreed to acquire, 100% equity interests in Taiyuan Hetai for the consideration of RMB220,000,000, and Wuxi Shidi and Kinetic Qinhuangdao have entered into a share transfer agreement detailing the terms of acquisition of 100% equity interests in Taiyuan Hetai. Accordingly, the Second Supplemental Agreement removed the 2023 Terminated Properties from the scope of the properties to be acquired by Kinetic Qinhuangdao from the Vendors. The acquisition of Taiyuan Hetai contemplated under the Second Supplemental Agreement has been completed on 3 June 2024.

On 6 June 2024, Kinetic Qinhuangdao entered into the Third Supplemental Agreement with the 2024 Agreement Vendors and Guangzhou Hengyi, pursuant to which, among others, (i) Guangzhou Hengyi transferred the 2024 Target Properties to Kinetic Qinhuangdao for a total consideration of RMB45,000,000, which has been completed as at the date of this announcement; (ii) the 2024 Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (iii) the rights and obligations between the 2024 Agreement Vendors and Kinetic Qinhuangdao in respect of the 2024 Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement and the Second Supplemental Agreement) are terminated with effect from the date of the Third Supplemental Agreement. The corporate income tax of RMB4,184,000 payable by Guangzhou Hengyi for the acquisition of the 2024 Target Properties has been paid by Kinetic Qinhuangdao, and has been deducted from the total consideration of RMB45,000,000 such that the net consideration payable by Kinetic Qinhuangdao for the acquisition of the 2024 Target Properties became RMB40,816,000.

On 6 September 2024, Kinetic Qinhuangdao entered into the Fourth Supplemental Agreement with the 2024 Adjusted Properties Vendors, the Company, Seedland Smart Service and Mr. Zhang Liang, Johnson, pursuant to which, among others, (i) the 2024 Further Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (ii) the rights and obligations between the 2024 Adjusted Properties Vendors and Kinetic Qinhuangdao in respect of the 2024 Further Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) are terminated with effect from the date of the Fourth Supplemental Agreement. On the same date, the Company, Seedland Smart Service and Seedlife entered into the Seedlife Share Purchase Agreement, pursuant to which, among others, the Company (either directly or through its affiliate) agreed to acquire, and Seedland Smart Service agreed to sell 100% equity interests of Seedlife for a total consideration of RMB423,000,000 of which RMB230,700,000 had been set off against the equivalent amount in the Pre-existing Outstanding Paid Amount. The closing of Seedlife Acquisition has taken place on 13 January 2025.

On 1 November 2024, Kinetic Qinhuangdao entered into the Fifth Supplemental Agreement with Vendor 2 and Vendor 4 as well as Zhuhai Seedland, pursuant to which, among others, (i) the 2024 Third Tranche Terminated Properties would no longer be sold to Kinetic Qinhuangdao; and (ii) the rights and obligations between the Vendor 2, Vendor 4 and Kinetic Qinhuangdao in respect of the 2024 Third Tranche Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement and the Fourth Supplemental Agreement) are terminated with effect from the date of the Fifth Supplemental Agreement. On the same date, Kinetic Qinhuangdao and Zhuhai Seedland entered into the Maoming Share Transfer Agreement, pursuant to which, among others, Kinetic Qinhuangdao agreed to acquire, and Zhuhai Seedland agreed to sell, 100% equity interests of each of Maoming Shengda and Maoming Shengcheng for a total consideration of RMB70,000,000. The corporate income tax of RMB12,250,000 payable by Zhuhai Seedland for the Maoming Acquisition will be paid by Kinetic Qinhuangdao, and has been deducted from the total consideration of RMB70,000,000 such that the payable consideration for the Maoming Acquisition becomes RMB57,750,000. The consideration payable by Kinetic Qinhuangdao shall be fully set off by the 2024 Third Tranche Terminated Properties Paid Amount.

As at the date of this announcement, Kinetic Qinhuangdao has already paid RMB803,000,000 (inclusive of value-added tax) to the Vendors for the purchase of 2024 Adjusted Target Properties, among which the ownership transfer registration of the properties with the total consideration of approximately RMB253,734,000 has not yet been completed.

BACKGROUND OF ACQUISITION OF THE DONGZHIMEN PROPERTIES

Reference is made to the Property Management Services Announcement.

Prior to becoming an indirectly wholly-owned subsidiary of the Company on 13 January 2025, Qianhai Seedland had been providing property management services and other value-added services to Seedland. As disclosed in the Property Management Services Announcement, among other things, the historical transaction amounts payable by Seedland to Qianhai Seedland for property management services and other value-added services for the nine months ended 30 September 2024 amounted to RMB32,978,000 and RMB10,050,000. As at 31 December 2024, Seedland owed outstanding payables to Qianhai Seedland in respect of such services totaling RMB54,054,800, which remain unsettled as at the date of this announcement.

ACQUISITION OF TAIYUAN SEEDLAND

The Board is pleased to announce that, on 4 December 2025 (after trading hours), Kinetic Qinhuangdao and Kinetic Shanxi entered into the Sixth Supplemental Agreement with the 2025 Adjusted Properties Vendors as well as Zunyi Seedland, pursuant to which, among others, (i) all properties for which the ownership transfer registration has not been completed would no longer be sold to Kinetic Qinhuangdao, the rights and obligations between the 2025 Adjusted Properties Vendors and Kinetic Qinhuangdao in respect of the 2025 Terminated Properties under the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement, the Fourth Supplemental Agreement and the Fifth Supplemental Agreement) are terminated with effect from the date of the Sixth Supplemental Agreement; and (ii) Kinetic Shanxi agreed to acquire, and Zunyi Seedland agreed to sell, 100% equity interests of Taiyuan Seedland for a total consideration of RMB384,000,000, which shall be set off by the 2025 Terminated Properties Paid Amount. After such offset, the remaining Equity Consideration payable by Kinetic Shanxi to Zunyi Seedland shall be RMB130,266,000.

The principal terms of the Sixth Supplemental Agreement are set out below:

Date: 4 December 2025

Parties:

(i) Vendor 2

(ii) Vendor 4

(iii) Kinetic Qinhuangdao

(iv) Kinetic Shanxi (together with (iii), the "**Purchaser**")

(v) Zunyi Seedland (the "**Seller**")

Assets to be Acquired:	100% equity interests in Taiyuan Seedland (the "**Target Company**")
Equity Consideration and Payment Terms:	The consideration for the acquisition of 100% equity interests in Taiyuan Seedland is RMB384,000,000, which shall be set off by the 2025 Terminated Properties Paid Amount. After such offset, the remaining Equity Consideration payable by the Purchaser to the Seller shall be RMB130,266,000 (the "**Remaining Closing Payment**"). Following a payment request from the Seller, the Purchaser shall, having regard to its funding arrangements and other relevant considerations, make payment of the Remaining Closing Payment to the Seller. The Purchaser shall make payments to the account designated by the Seller. Once the funds have been transferred to the account designated by the Seller, the Purchaser shall be deemed to have fulfilled the corresponding payment obligation. No interest shall accrue on the Remaining Closing Payment prior to full payment by the Purchaser. If the actual liabilities of Taiyuan Seedland exceed the amount of liabilities stated in the balance sheet of Taiyuan Seedland provided to the Purchaser, the Purchaser shall be compensated for the excess portion by way of a corresponding reduction in the Equity Consideration, and the Remaining Closing Payment payable by the Purchaser shall be reduced accordingly. The actual liabilities of Taiyuan Seedland shall be based on the data audited by the auditor engaged by the Purchaser, and the reference date for determining the actual liabilities shall be the reference date of the balance sheet of Taiyuan Seedland provided to the Purchaser.

Termination of the Sixth Supplemental Agreement:

In the event that any of the following circumstances occurs, the Purchaser shall be entitled to unilaterally terminate the Sixth Supplemental Agreement and the Share Transfer Agreement by giving written notice to the Seller:

(i) the Group fails to obtain all necessary approvals and consents in respect of the Sixth Supplemental Agreement and the transactions contemplated thereunder (including but not limited to approvals from the Shareholders and/or Stock Exchange, if applicable); and

(ii) the closing of Taiyuan Seedland Acquisition fails to occur by 31 December 2026.

Upon termination of the transaction, the Seller shall unconditionally refund to the Purchaser any Remaining Closing Payment (if any) already paid by the Purchaser within seven (7) business days, and the 2022 Property Purchase Agreement and all supplemental agreements shall remain in effect.

On the same date, Kinetic Shanxi and Zunyi Seedland have entered into the Share Transfer Agreement detailing the terms of acquisition of 100% equity interests in Taiyuan Seedland.

The principal terms of the Share Transfer Agreement are set out below:

Date: 4 December 2025

Parties: (i) Zunyi Seedland;

(ii) Kinetic Shanxi

Assets to be Acquired: 100% equity interests in Taiyuan Seedland

Equity Consideration: RMB384,000,000

Closing: Within five (5) business days from the date on which all conditions precedents are fulfilled but no later than 31 December 2026, Zunyi Seedland shall assist Kinetic Shanxi in submitting a written application to the relevant market supervision authority for the equity transfer, completing the procedures for registering the change of ownership of the subject equity under the name of Kinetic Shanxi, and obtaining a new business license of Taiyuan Seedland.

Conditions Precedent to Closing: Completion of the Taiyuan Seedland Acquisition is conditional upon various conditions having been fulfilled, or waived by Kinetic Shanxi in writing:

(i) all necessary approvals and consents in connection with the Taiyuan Seedland Acquisition (including but not limited to approvals from the Shareholders and/or Stock Exchange and consent from third-party creditors, if applicable);

(ii) the equity freeze has been lifted, and the equity pledge registration has been cancelled; and

(iii) the Purchaser has conducted and has been satisfied with the results of due diligence on Taiyuan Seedland (including but not limited to financial, legal, and business due diligence).

Payment Terms: The Equity Consideration shall be set off by the 2025 Terminated Properties Paid Amount. After such offset, the Remaining Equity Consideration payable by the Purchaser to the Seller shall be paid in accordance with the payment schedule stipulated in the Sixth Supplemental Agreement.

Transition Period:

From the date of the Share Transfer Agreement to the Closing date, except for actions taken for project development and construction, normal business operations, sales activities, or other actions carried out in accordance with the Share Transfer Agreement, Taiyuan Seedland shall not, without the prior written consent of Kinetic Shanxi:

(i) incur any new liabilities;

(ii) make any payments or transfer assets to any third party or to Zunyi Seedland and/or its affiliates;

(iii) provide any form of guarantee or create any encumbrance in favor of any third party or for the benefit of the Zunyi Seedland and/or its affiliates;

(iv) cause any material change to its major assets.

Otherwise, Zunyi Seedland shall fully compensate for any losses suffered by Kinetic Shanxi and/or Taiyuan Seedland as a result thereof.

Key Representations and Warranties:

Zunyi Seedland represents and warrants to Kinetic Shanxi that:

(i) as of the date of Share Transfer Agreement, except for disclosed matters, the subject equity is not subject to any seizure, freezing, pledge, or restrictions by third-party rights or any other encumbrances, and there are no other undisclosed material liabilities, commitments, or contingent liabilities;

(ii) the information disclosed by Zunyi Seedland to Kinetic Shanxi (including but not limited to financials, properties, assets, contracts, qualifications, litigation, arbitration, administrative penalties, labor and personnel matters, taxation, etc.) is true, accurate, complete, and valid;

(iii) prior to the Closing date, the Target Company had paid-in registered capital of RMB359,175,241.47 and unpaid registered capital of RMB10 million.

BASIS OF DETERMINATION OF CONSIDERATION FOR TAIYUAN SEEDLAND ACQUISITION

The consideration for the Taiyuan Seedland Acquisition was arrived at after arm's length negotiations between the Group and Zunyi Seedland with reference to, among other things, the valuation of 100% equity interests of Taiyuan Seedland of RMB384,856,000 as at 31 August 2025 (the "**Valuation Date**") according to the valuation report prepared by the Independent Valuer. As of the Valuation Date, both the income and market approaches were unsuitable for valuing the Taiyuan Seedland. The income approach requires subjective assumptions and reliable earnings forecasts, yet no new projects are planned and historical performance cannot reasonably predict future profitability. The market approach was also inapplicable due to the absence of comparable public companies or transactions with similar risk and operating profiles. Since the core assets of Taiyuan Seedland are properties with no new projects or businesses anticipated, the asset based approach has been adopted as the most appropriate valuation method. The consideration of RMB384,000,000 reflects an approximate valuation of RMB384,856,000 of Taiyuan Seedland, as determined by the Independent Valuer.

As informed by the Seller, the original cost of the Target Company was approximately RMB460,000,000, which included the costs and expenses incurred for the incorporation of, and investment into, the Target Company.

INFORMATION ON TAIYUAN SEEDLAND

Taiyuan Seedland is a limited liability company incorporated in the PRC and is currently wholly owned by Zunyi Seedland. It principally engages in real estate development and operation in the PRC and is currently developing the Haitang Huazhu Project. Haitang Huazhu Project is situated to the south of Central Street East Extension in Xiaodian District, Taiyuan City. The surrounding is a newly developed area where public facilities such as municipal facilities and amenities are still under development. The Haitang Huazhu Project comprises a total of 34 residential buildings, of which 8 buildings are currently under construction. The entire development is scheduled for completion by 2031. The Group is expected to generate income in the form of sale proceeds through selling the residential units, ground level shops and parking spaces under the Haitang Huazhu Project.

Set out below are the financial information of Taiyuan Seedland as extracted from its unaudited management accounts for the years ended 31 December 2023 and 2024:

For the year ended 31 December 2023		**For the year ended 31 December 2024**	
Net loss before taxation *(RMB)*	***Net loss after taxation*** *(RMB)*	***Net loss before taxation*** *(RMB)*	***Net loss after taxation*** *(RMB)*
3,606,000	3,606,000	5,697,000	5,697,000

As at 31 August 2025, the unaudited book value of the total assets and the unaudited book value of net assets of Taiyuan Seedland were approximately RMB1,302,654,000 and approximately RMB327,861,000, respectively.

INFORMATION OF THE GROUP AND THE PARTIES INVOLVED

The Group is principally engaged in the extraction and sales of coal products.

The 2025 Adjusted Properties Vendors are companies incorporated in the PRC with limited liability and principally engage in real estate development and property management. As of the date of this announcement, the 2025 Adjusted Properties Vendors are ultimately beneficially owned by Mr. Zhang Liang, Johnson, the settlor and beneficiary of Zhang Family Overseas Limited, which holds 100% equity interests in King Lok Holdings Limited, the controlling shareholder of the Company, as to respectively 100% (with regards to Vendor 4) and 90% (with regards to Vendor 2).

Zunyi Seedland is a limited liability company incorporated in the PRC and is held indirectly by Mr. Zhang Liang, Johnson as to 95%. It principally engages in the real estate development and operation and property management services in the PRC.

REASONS FOR AND BENEFITS OF THE TAIYUAN SEEDLAND ACQUISITION

As at the date of this announcement, Kinetic Qinhuangdao has already paid RMB803,000,000 (inclusive of value-added tax) to the Vendors for the acquisition of 2024 Further Adjusted Target Properties pursuant to the 2022 Property Purchase Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement, the Fourth Supplemental Agreement and the Fifth Supplemental Agreement). However, the overall progress of the property registration procedures in relation to the 2024 Further Adjusted Target Properties have not yet been completed as at the date of this announcement. To protect and safeguard the interests of the Company and the Shareholders, the Group has been proactively exploring opportunities and identifying suitable assets to replace the 2024 Further Adjusted Target Properties which are subject to delay in registration with other assets that can be secured from the Vendors, Zunyi Seedland and Mr. Zhang Liang, Johnson. Accordingly, the Group has secured the 100% equity interests of Taiyuan Seedland from Zunyi Seedland under the Share Transfer Agreement, and has agreed with Zunyi Seedland that the consideration for the acquisition of 100% equity interests in Taiyuan Seedland shall be set off by the 2025 Terminated Properties Paid Amount.

The terms and conditions of the Share Transfer Agreement were negotiated on an arm's length basis between the relevant parties therein. The Directors (excluding the independent non-executive Directors who reserve their views pending receipt of advice from the Independent Financial Adviser) consider that the terms of the Share Transfer Agreement, including the Equity Consideration, are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Taiyuan Seedland principally engages in real estate development and sales business and the Company could benefit from the future operation and management of Taiyuan Seedland through their ongoing Haitang Huazhu Project. The Haitang Huazhu Project is situated to the south of Central Street East Extension in Xiaodian District, Taiyuan City. The surrounding is a newly developed area where public facilities such as municipal facilities and amenities are still under development. Haitang Huazhu Project comprises 34 buildings for residential use, of which 8 buildings are under construction and the project is expected to be fully completed by 2031. The Group is expected to generate income in the form of sale proceeds through selling the residential units, ground level shops and parking spaces under the Haitang Huazhu Project.

Ms. Zhang Lin, a non-executive Director, being an associate of Mr. Zhang Liang, Johnson, has abstained from voting on the Board resolution approving the Sixth Supplemental Agreement, the Share Transfer Agreement and the Taiyuan Seedland Acquisition.

ACQUISITION OF DONGZHIMEN PROPERTIES

The Board is pleased to announce that, on 4 December 2025 (after trading hours), Guangdong Seedland and Kinetic Qinhuangdao entered into the Debt Settlement Contract with Seedland and Beijing Seedland, pursuant to which, among others, Kinetic Qinhuangdao agreed to acquire, and Beijing Seedland agreed to sell, the Dongzhimen Properties, comprising (i) Dongzhimen 3110 Property for a consideration of RMB45,100,000; and (ii) Dongzhimen 3111 Property for a consideration of RMB41,230,000 respectively, totalling RMB86,330,000 (the "**Gross Dongzhimen Property Consideration**"). It was agreed between the parties that, (a) in order to complete the transfer of titles of Dongzhimen 3110 Property and Dongzhimen 3111 Property, the relevant tax payable by Beijing Seedland of RMB11,050,000 (for the transfer of Dongzhimen 3110 Property) and RMB4,890,000 (for the transfer of Dongzhimen 3111 Property); (b) a debt payable by Beijing Seedland in the amount of RMB13,500,000, shall be paid by Kinetic Qinghuangdao and Guangdong Seeland on behalf of Beijing Seedland. After deducting all the above amounts from the Gross Dongzhimen Property Consideration, the net consideration payable for the by Kinetic Qinghuangdao and Guangdong Seedland for the Dongzhimen Properties amounting to RMB56,890,000 (the "**Net Dongzhimen Property Consideration**"), will be set off against the 2024 Payables. As the Net Dongzhimen Property Consideration is greater then the 2024 Payables, the parties agreed that the surplus amount of RMB2,835,200 will be used to set off against the amounts payable by Seedland to the Group under the Property Management Services Framework Agreement for 2025 (if any).

The principal terms of the Debt Settlement Contract are set out below:

Date: 4 December 2025

Parties:

(i) Seedland

(ii) Guangdong Seedland

(iii) Beijing Seedland (the "**Property Seller**")

(iv) Kinetic Qinhuangdao

Assets to be Acquired:

(i) Dongzhimen 3110 Property

(ii) Dongzhimen 3111 Property

Consideration and Payment Terms:

(i) Dongzhimen 3110 Property

The consideration for the acquisition of Dongzhimen 3110 Property is RMB45,100,000. The relevant tax payable by Beijing Seedland in relation to the sale of Dongzhimen 3110 Property is RMB11,050,000, which shall be paid by Kinetic Qinhuangdao and Guangdong Seedland on behalf of Beijing Seedland. The remaining amount after deducting the 3110 Taxes shall be RMB34,050,000 (the "**Dongzhimen 3110 Property Settlement Price**"). If the actual amount of the 3110 Taxes exceeds RMB11,050,000, the excess shall be borne by Beijing Seedland.

On the date when (i) the registration procedures for the title transfer of the Dongzhimen 3110 Property are completed, (ii) the Dongzhimen 3110 Property is registered under the name of Kinetic Qinhuangdao, and (iii) Kinetic Qinhuangdao obtains the Real Property Ownership Certificate（不動產權證書）for the Dongzhimen 3110 Property under its name, the Dongzhimen 3110 Property Settlement Price shall be set off against the 2024 Payables. After such offset, the Remaining 2024 Payables is RMB20,004,800.

(ii) Dongzhimen 3111 Property

The consideration for the acquisition of Dongzhimen 3111 Property is RMB41,230,000. The 3111 Taxes payable by Beijing Seedland is RMB4,890,000 and the 3111 Debt is RMB13,500,000, both of which shall be paid by Kinetic Qinhuangdao and Guangdong Seedland on behalf of Beijing Seedland. The remaining amount after deducting the 3111 Taxes and 3111 Debt payable by Kinetic Qinhuangdao and Guangdong Seedland to Beijing Seedland shall be RMB22,840,000 (the "**Dongzhimen 3111 Property Settlement Price**").

On the date when (i) the registration procedures for the title transfer of the Dongzhimen 3111 Property are completed, (ii) the Dongzhimen 3111 Property is registered under the name of Kinetic Qinhuangdao, and (iii) Kinetic Qinhuangdao obtains the Real Property Ownership Certificate（不動產權證書）for the Dongzhimen 3111 Property under its name, the Dongzhimen 3111 Property Settlement Price shall be set off against the remaining 2024 Payables.

As the Net Dongzhimen Property Consideration is greater then 2024 Payables, the parties agreed that the surplus amount of RMB2,835,200 will be used to set off against the amounts payable by Seedland to the Group under the Property Management Services Framework Agreement for 2025 (if any).

BASIS OF DETERMINATION OF CONSIDERATION FOR ACQUISITION OF DONGZHIMEN PROPERTIES

The consideration for the acquisition of Dongzhimen Properties was arrived at after arm's length negotiations between the Group and Beijing Seedland with reference to, among other things, the valuation of Dongzhimen Properties of RMB86,330,000 as at 31 August 2025 according to the valuation report prepared by the Independent Valuer, using the market comparison approach assuming sales of the property in existing state by making reference to comparable sales evidence as available in the relevant market subject to appropriate adjustments including but not limited to location, accessibility, size and other relevant factors.

As informed by the Property Seller, the original acquisition cost of Dongzhimen 3110 Property and Dongzhimen 3111 Property was RMB32,430,568 and RMB27,811,326, respectively.

INFORMATION ON DONGZHIMEN PROPERTIES

The Dongzhimen Properties are located at 31st Floor, No. 18 Dongzhimenwai Xiaojie, Dongcheng District, Beijing building with a total building area of 719.43 square meters. The area is well-served by public transportation and is located in a mature neighborhood comprising residential developments, commercial and office buildings, schools, and parks.

INFORMATION OF THE GROUP AND THE PARTIES INVOLVED

The Group is principally engaged in the extraction and sales of coal products.

Seedland is a company incorporated in the PRC with limited liability and is wholly-owned by Mr. Zhang Liang, Johnson. It principally engages in the real estate development business.

Guangdong Seedland is a company incorporated in the PRC with limited liability and is an indirectly wholly-owned subsidiary of the Company through Qianhai Seedland. It principally engages in the property management services in the PRC.

Beijing Seedland is a company incorporated in the PRC with limited liability and is held directly by Seedland and indirectly by Mr. Zhang Liang, Johnson as to 100%. It principally engages in the real estate development and operation and property management services in the PRC.

REASONS FOR AND BENEFITS OF ACQUISITION OF DONGZHIMEN PROPERTIES

The 2024 Payables, which comprise of property management services and other value-added services payable by Seedland to Qianhai Seeland for the year ended 31 December 2024 and amounted to RMB54,054,800, have been outstanding.

The Group and Seedland have been exploring various options for settlement of the 2024 Payables. After arms' length negotiation between the parties, the Group has agreed to purchase Dongzhimen Properties from Seedland under the Debt Settlement Contract, and use the Net Dongzhimen Property Consideration to set off against the 2024 Payables, and that the surplus amount of RMB2,835,200 will be used to set off against the amounts payable by Seedland to the Group under the Property Management Services Framework Agreement for 2025 (if any).

The Dongzhimen Properties are high-quality asset located in a prime area of Beijing, with strong potential for capital appreciation. The Board believes the acquisition of Dongzhimen Properties is commercially sound and aligned with the Group's strategic objectives. The terms and conditions of the Debt Settlement Contract were negotiated on an arm's length basis between the relevant parties therein. In view of the aforesaid, the Directors (including the independent non-executive Directors) consider the terms of the Debt Settlement Contract are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Ms. Zhang Lin, a non-executive Director, being an associate of Mr. Zhang Liang, Johnson, has abstained from voting on the Board resolution approving the Debt Settlement Contract and the acquisition of Dongzhimen Properties thereunder.

LISTING RULES IMPLICATIONS

Acquisition of Taiyuan Seedland

As the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the Taiyuan Seedland Acquisition are more than 5% but less than 25%, the Taiyuan Seedland Acquisition constitutes a discloseable transaction, and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, the 2024 Further Adjusted Properties Vendors and Zunyi Seedland are ultimately beneficially owned by Mr. Zhang Liang, Johnson as to respectively 100% (with regards to Vendor 4); 90% (with regards to Vendor 2) and 95% (with regards to Zunyi Seedland). As at the date of this announcement, Mr. Zhang Liang, Johnson is interested in 62.96% of the issued Shares of the Company held through King Lok Holdings Limited, the controlling shareholder of the Company, by reason of being a settlor of the Zhang Family Overseas Limited, a discretionary family trust for the benefit of himself and his family members. As such, the 2024 Further Adjusted Properties Vendors and Zunyi Seedland are associates of Mr. Zhang Liang, Johnson, and thus connected persons of the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios in respect of the Taiyuan Seedland Acquisition are more than 5%, the Taiyuan Seedland Acquisition constitutes a connected transaction of the Company, and is subject to the announcement, annual reporting, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Sixth Supplemental Agreement, the Share Transfer Agreement and the transactions thereunder are subject to approval by the Independent Shareholders at the EGM and a resolution will be proposed to the Independent Shareholders for their consideration and approval, if thought fit. King Lok Holdings Limited, of which Mr. Zhang Liang, Johnson is interested by way of being a settlor of the Zhang Family Overseas Limited, Mr. Zhang Li and their respective associates will abstain from voting at the EGM. The Independent Board Committee will be formed to advise the Independent Shareholders in respect of the Sixth Supplemental Agreement, the Share Transfer Agreement and the transactions thereunder. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

Acquisition of Dongzhimen Properties

As at the date of this announcement, Seedland and Beijing Seedland are wholly-owned by Mr. Zhang Liang, Johnson. Mr. Zhang Liang, Johnson is interested in 62.96% of the issued Shares of the Company held through King Lok Holdings Limited, the controlling shareholder of the Company, by reason of being a settlor of the Zhang Family Overseas Limited, a discretionary family trust for the benefit of himself and his family members. As such, Seedland and Beijing Seedland are associates of Mr. Zhang Liang, Johnson, and thus connected persons of the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios in respect of the acquisition of Dongzhimen Properties is more than 0.1% but less than 5%, the acquisition of Dongzhimen Properties constitutes a connected transaction of the Company, and is subject to the reporting and announcement requirements but is exempt from the shareholders approval requirement under Chapter 14A of the Listing Rules.

GENERAL

A circular containing, among other things, (i) further details of the Sixth Supplemental Agreement, the Share Transfer Agreement, the Taiyuan Seedland Acquisition; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Sixth Supplemental Agreement, the Share Transfer Agreement and the Taiyuan Seedland Acquisition; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Sixth Supplemental Agreement, the Share Transfer Agreement and the Taiyuan Seedland Acquisition; and (iv) a notice of the EGM, will be dispatched to the Shareholders as soon as possible and is currently expected to be on or before 31 March 2026, to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

As the completion of the Taiyuan Seedland Acquisition is subject to the Independent Shareholders' approval, the Taiyuan Seedland Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

"2022 Adjusted Properties"	the target properties located in Wuhan, Jingmen, Qingdao, Zhongshan, Wuxi and Zunyi, which represent an adjustment to the scope of the Original Properties, the details of which were set out in the "Information on the Target Properties" section in the announcement of the Company dated 12 July 2022;
"2022 Property Purchase Agreement"	the agreement on sale and purchase of properties entered into between the Original Vendors and Kinetic Qinhuangdao on 29 April 2022;
"2022 Terminated Vendors"	the vendors under the 2022 Property Purchase Agreement whose rights and obligations were terminated pursuant to the Supplemental Agreement;
"2023 Adjusted Properties"	the target properties in the 2022 Adjusted Properties which were not among the 2023 Terminated Properties;
"2023 Terminated Properties"	the properties among the 2022 Adjusted Properties located in Jingmen, Wuxi and Wuhan which would no longer be sold to Kinetic Qinhuangdao pursuant to the Second Supplemental Agreement, the details of which were set out in the "Scope of Terminated Properties" in the announcement of the Company dated 1 December 2023;
"2024 Adjusted Target Properties"	the target properties in the 2023 Adjusted Target Properties which were not among the 2024 Terminated Properties and the 2024 Further Terminated Properties;
"2024 Agreement Vendors"	the vendors that entered into the Third Supplemental Agreement with Kinetic Qinhuangdao and Guangzhou Hengyi, namely, Vendor 1, Vendor 2, Vendor 4 and Vendor 6;

"2024 Further Terminated Properties"	the properties located in Zunyi and parts of the properties located in Zhongshan among the 2023 Adjusted Properties which would no longer be sold to Kinetic Qinhuangdao pursuant to the Fourth Supplemental Agreement, the details of which are set out in the "Acquisition of Seedlife" section in this announcement;
"2024 Target Properties"	the target properties located in Guangzhou, the details of which are set out in the "Information on 2024 Target Properties" section in the announcement of the Company dated 6 June 2024;
"2024 Terminated Properties"	the properties among the 2023 Adjusted Properties located in Wuhan and Zhongshan which would no longer be sold to Kinetic Qinhuangdao pursuant to the Third Supplemental Agreement, the details of which are set out in the "Scope of the 2024 Terminated Properties" section in the announcement of the Company dated 6 June 2024;
"2024 Third Tranche Terminated Properties"	parts of the properties located in Zhongshan among the 2024 Adjusted Target Properties which would no longer be sold to Kinetic Qinhuangdao pursuant to the Fifth Supplemental Agreement, the details of which are set out in the "Scope of the 2024 Third Tranche Terminated Properties" section in the announcement of the Company dated 4 November 2024;
"associate"	has the meaning ascribed to it under the Listing Rules;
"Beijing Seedland"	Beijing Seedland Qushi Real Estate Development Co., Ltd.*（北京實地趨勢房地產開發有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of Seedland;
"Board"	the board of Directors;
"Company"	Kinetic Development Group Limited (formerly known as Kinetic Mines and Energy Limited), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;

"Director(s)"	the director(s) of the Company;
"Debt Settlement Contract"	the debt settlement contract entered into between Seedland, Guangdong Seedland, Beijing Seedland and Kinetic Qinhuangdao on 4 December 2025;
"Dongzhimen Properties"	Dongzhimen 3110 Property and Dongzhimen 3111 Property;
"Dongzhimen 3110 Property"	Unit 3110 located at 31st Floor, No. 18 Dongzimenwai Xiaojie, Dongcheng District, Beijing with a building area of 375.87 square meters;
"Dongzhimen 3111 Property"	Unit 3111 located at 31st Floor, No. 18 Dongzimenwai Xiaojie, Dongcheng District, Beijing with a building area of 343.56 square meters;
"EGM"	the extraordinary general meeting to be convened to approve the Sixth Supplemental Agreement, the Share Transfer Agreement, the Taiyuan Seedland Acquisition and the transactions thereunder;
"Fifth Supplemental Agreement"	the fifth supplemental agreement entered into between Kinetic Qinhuangdao, the 2024 Further Adjusted Properties Vendors as well as Zhuhai Seedland on 1 November 2024;
"Fourth Supplemental Agreement"	the fourth supplemental agreement entered into between the Company, Kinetic Qinhuangdao, the 2024 Adjusted Properties Vendors, Seedland Smart Service and Mr. Zhang Liang, Johnson on 6 September 2024;
"Group"	the Company and its subsidiaries;
"Guangdong Seedland"	Guangdong Seedland Property Management Co., Ltd. *（廣東實地物業管理有限公司）is a company incorporated in the PRC with limited liability and is an indirectly wholly-owned subsidiary of the Company;

"Guangzhou Hengyi"	Guangzhou Hengyi Equipment Installation and Maintenance Co., Ltd.*（廣州恆逸設備安裝維護有限公司）, a company incorporated in the PRC with limited liability, which is indirectly held by Mr. Zhang Liang, Johnson as to 100%;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Independent Board Committee"	the independent committee of the Board comprising all the independent non-executive Directors;
"Independent Financial Adviser"	Rainbow Capital (HK) Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholder, in relation to the Share Transfer Agreement, the Taiyuan Seedland Acquisition and the transactions contemplated thereunder;
"Independent Shareholder(s)"	the Shareholder(s) other than those that are required under the Listing Rules to abstain from voting on the resolution(s) to be proposed at the EGM;
"Independent Valuer"	Asia-Pacific Consulting and Appraisal Limited, an independent valuer
"Kinetic Qinhuangdao"	Kinetic (Qinhuangdao) Energy Group Ltd.*（力量(秦皇島)能源集團有限公司）, formerly known as Kinetic (Qinhuangdao) Energy Co., Ltd.*（力量(秦皇島)能源有限公司）, a company incorporated in the PRC with limited liability and an indirectly wholly-owned subsidiary of the Company;
"Kinetic Shanxi"	Shanxi Kinetic Yingtong Real Estate Development Co., Ltd.*（山西力量盈通房地產開發有限公司）, a company incorporated in the PRC with limited liability and an indirectly wholly-owned subsidiary of the Company;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;

"Maoming Acquisition"	the acquisition of 100% equity interests of each of Maoming Shengda and Maoming Shengcheng;
"Maoming Share Transfer Agreement"	the share transfer agreement dated 1 November 2024 entered into between the Kinetic Qinhuangdao and Zhuhai Seedland in relation to the acquisition of 100% equity interests of each of Maoming Shengda and Maoming Shengcheng;
"Original Properties"	the original target properties located in Wuhan, Jingmen, Tianjin, Huizhou and Qingdao, the details of which are set out in the "Information on the Target Properties" section in the announcement of the Company dated 2 May 2022;
"Original Vendors"	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）, Vendor 1, Vendor 2 and Vendor 3, the original vendors under the 2022 Property Purchase Agreement;
"PRC"	the People's Republic of China, and for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
"Property Management Services Framework Agreement"	the property management services framework agreement dated 13 January 2025 entered into between Qianhai Seedland and Seedland;
"Qianhai Seedland"	Shenzhen Qianhai Seedland Intelligent Service Holding Group Co., Ltd.*（深圳前海實地智慧服務控股集團有限公司）, a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Group;
"RMB"	Renminbi, the lawful currency of the PRC;
"Second Supplemental Agreement"	the second supplemental agreement entered into between Kinetic Qinhuangdao, the Vendors and Taiyuan Hetai on 1 December 2023;

"Seedland"	Guangzhou Seedland Real Estate Development Co., Ltd*（實地地產集團有限公司）, a company incorporated in the PRC with limited liability and 100%-owned by Mr. Zhang Liang, Johnson;
"Seedland Smart Service"	Seedland Smart Service Group Limited, a limited liability company incorporated under the laws of the Cayman Islands and is held indirectly by Mr. Zhang Liang, Johnson as to 100%;
"Seedlife Share Purchase Agreement"	the share purchase agreement dated 6 September 2024 entered into between the Company, Seedland Smart Service and Seedlife in relation to the acquisition of 100% equity interests of Seedlife;
"Shareholder(s)"	holder(s) of the Shares;
"Shares"	ordinary share(s) with a nominal value of US$0.001 each in the share capital of the Company;
"Share Transfer Agreement"	the share transfer agreement dated 4 December 2025 entered into between the Kinetic Shanxi and Zunyi Seedland in relation to the acquisition of 100% equity interests of Taiyuan Seedland;
"Sixth Supplemental Agreement"	the sixth supplemental agreement entered into between Kinetic Qinhuangdao, Kinetic Shanxi, Vendor 2, Vendor 4 and Zunyi Seedland on 4 December 2025;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Supplemental Agreement"	the supplemental agreement entered into between Kinetic Qinhuangdao, the Original Vendors, Vendor 4, Vendor 5 and Vendor 6 on 12 July 2022;

"Taiyuan Hetai"	Taiyuan Hetai Shengrui Real Estate Co., Ltd.* (太原和泰盛瑞置業有限公司), a limited liability company established in the PRC, whose entire equity interests were acquired by Kinetic Qinhuangdao pursuant to the Second Supplemental Agreement;
"Taiyuan Seedland"	Taiyuan Seedland Taijing Real Estate Development Co., Ltd.* (太原實地台經房地產開發有限公司), a limited liability company established in the PRC and a wholly owned subsidiary of Zunyi Seedland;
"Third Supplemental Agreement"	the third supplemental agreement entered into between the 2024 Agreement Vendors, Kinetic Qinhuangdao and Guangzhou Hengyi on 6 June 2024;
"Vendor 1"	Wuhan Pingan Zhongxin Real Estate Co., Ltd.* (武漢平安中信置業有限公司), a company incorporated in the PRC with limited liability and an indirectly wholly-owned subsidiary of Seedland;
"Vendor 2"	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), a company incorporated in the PRC with limited liability and an indirectly non-wholly-owned subsidiary of Seedland;
"Vendor 3"	Jingmen Shiqiang Real Estate Co., Ltd.* (荊門實強房地產置業有限公司), a company incorporated in the PRC with limited liability and an indirectly non-wholly-owned subsidiary of Seedland;
"Vendor 4"	Zhongshan Shidi Real Estate Development Co., Ltd.* (中山實地房地產開發有限公司), a company incorporated in the PRC with limited liability and a directly wholly-owned subsidiary of Seedland;
"Vendor 5" or "Wuxi Shidi"	Wuxi Shidi Real Estate Development Co., Ltd.* (無錫實地房地產開發有限公司), a company incorporated in the PRC with limited liability and an indirectly wholly-owned subsidiary of Seedland;

"Vendor 6" or "Zunyi Seedland"	Zunyi Shidi Real Estate Development Co., Ltd.*（遵義實地房地產開發有限公司）, a company incorporated in the PRC with limited liability and a directly non-wholly-owned subsidiary of Seedland;
"Vendors"	collectively, Vendor 1, Vendor 2, Vendor 3, Vendor 4, Vendor 5 and Vendor 6;
"Zhuhai Seedland"	Zhuhai Seedland Real Estate Development Co., Ltd.*（珠海實地房地產開發有限公司）, a company incorporated in the PRC with limited liability and a directly wholly-owned subsidiary of Seedland;
"%"	per cent

* *The English translation of the Chinese name of the respective companies in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name of the respective companies.*

By Order of the Board
Kinetic Development Group Limited
Ju Wenzhong
Chairman and Executive Director

Hong Kong, 4 December 2025

As at the date of this announcement, the Board comprises seven Directors, of whom three are executive Directors, namely Mr. Ju Wenzhong (Chairman), Mr. Li Bo (Chief Executive Officer) and Mr. Ji Kunpeng; one is a non-executive Director, namely Ms. Zhang Lin, and three are independent non-executive Directors, namely Ms. Liu Peilian, Mr. Chen Liangnuan and Ms. Xue Hui.