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 Development Group 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 Development Group Limited
力量發展集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1277)

PROPOSAL FOR
(1) DECLARATION AND PAYMENT OF FINAL DIVIDEND
(2) RE-ELECTION OF DIRECTORS
(3) GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Kinetic Development Group Limited to be held at 18/F, 80 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 20 May 2026 at 2:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the AGM, 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. 2:00 p.m. Monday, 18 May 2026) before the time appointed for the holding of the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment or postponement thereof should you so wish. For the avoidance of doubt, any treasury Shares held by the Company shall not be entitled to vote at the Company's general meeting(s).

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.kineticme.com).

References to time and dates in this circular are to Hong Kong time and dates.

31 March 2026

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

"AGM"	the annual general meeting of the Company to be held at 18/F, 80 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 20 May 2026 at 2:00 p.m.
"Articles"	the articles of association of the Company currently in force
"associate(s)"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"business day(s)"	any day(s) (other than Saturday, Sunday or public holiday) on which the Stock Exchange is open for the business of dealing in securities
"BVI"	the British Virgin Islands
"Close Associates"	has the meaning ascribed thereto in the Listing Rules
"Company"	Kinetic Development Group Limited(力量發展集團有限公司), a company incorporated in the Cayman Islands and whose Shares are listed on the Main Board of the Stock Exchange
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and for the purposes of this circular, means each of King Lok, The Zhang Family Overseas Limited, TMF (Cayman) Ltd. and Mr. Zhang Liang, Johnson
"Director(s)"	the director(s) of the Company
"Final dividend"	the final dividend of HK$6.0 cents per Share as proposed by the Board on 24 March 2026
"General Mandate"	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares in the manner as set out in the ordinary resolution no. 8 in the notice of the AGM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"King Lok"	King Lok Holdings Limited, a BVI business company incorporated under the laws of BVI on 9 December 2009 and a Controlling Shareholder
"Latest Practicable Date"	27 March 2026, being the latest practicable date before the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC" or "China"	The People's Republic of China, which for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan Region
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution no. 9 in the notice of the AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of nominal value of US$0.001 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"US$"	US dollars, the lawful currency of the United States of America
"%"	percent



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)

Executive Directors:
Mr. Ju Wenzhong *(Chairman)*
Mr. Li Bo *(Chief Executive Officer)*
Mr. Ji Kunpeng

Non-executive Director:
Ms. Zhang Lin

Independent Non-executive Directors:
Ms. Liu Peilian
Mr. Chen Liangnuan
Ms. Xue Hui

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

Headquarters and Principal Place of Business in the PRC:
Dafanpu Coal Mine,
Majiata Village,
Xuejiawan Town,
Zhunge'er Banner,
Ordos City, Inner Mongolia, China

Principal Place of Business in Hong Kong:
18/F,
80 Gloucester Road,
Wan Chai,
Hong Kong

Dear Sir/Madam,

PROPOSAL FOR (1) DECLARATION AND PAYMENT OF FINAL DIVIDEND (2) RE-ELECTION OF DIRECTORS (3) GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM in relation to proposal for (i) the declaration and payment of a final dividend, (ii) the re-election of Directors and (iii) the granting of the General Mandate and the Repurchase Mandate. A notice of the AGM is set out on pages 16 to 20 of this circular.

DECLARATION AND PAYMENT OF FINAL DIVIDEND

In the annual results announcement of the Company on Tuesday, 24 March 2026, the Board proposed and recommended to pay a final dividend of HK$6.0 cents per Share, payable to Shareholders of the Company whose names appear on the register of members of the Company on Friday, 29 May 2026, subject to the Shareholder's approval at the AGM. The final dividend, if approved, is expected to be paid in cash in four phases according to the following schedule:

Date	Amount
On or before 10 June 2026	HKD 1.0 cents per share
On or before 31 July 2026	HKD 1.0 cents per share
On or before 31 August 2026	HKD 2.0 cents per share
On or before 30 September 2026	HKD 2.0 cents per share

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY FOR ATTENDING THE AGM

The register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to be entitled to attend and vote at the AGM, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of the Shares with the Company's branch share registrar in Hong Kong, namely, 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, 14 May 2026.

RE-ELECTION OF DIRECTORS

Directors to be re-elected

In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every 3 years. A retiring Director shall be eligible for re-election. In addition, in accordance with Article 108(b) of the Articles, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the 3 years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re- election. Accordingly, Mr. Li Bo, Ms. Liu Peilian and Mr. Chen Liangnuan shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election as Directors.

The code provision B.2.3 of the Corporate Governance Code as set out in part 2 of Appendix C1 of the Listing Rules provides that the further appointment of an independent non-executive director should be subject to a separate resolution to be approved by shareholders if such independent non-executive director has been serving the company for more than nine years. Ms. Liu was appointed as an independent non-executive Director of the Company on 6 March 2012 and, if she is re-elected at the AGM, she will continue to serve the Company for more than 14 years. A separate resolution for her re-election will therefore be proposed for approval by the Shareholders at the AGM pursuant to code provision B.2.3 of the Corporate Governance Code as set out in part 2 of Appendix C1 of the Listing Rules.

Ms. Liu has served as the independent non-executive Director of the Company for more than 14 years and is familiar with the Company's business. She has also provided the Company with objective, independent and sufficient opinions and analysis from different perspectives and with her professional knowledge and unique experience. Ms. Liu has proved her ability to provide independent, fair and objective opinions on the affairs of the Company by virtue of her personal views, skills and experience. She is also able to promote the diversity of the structure of the Board of the Company in various aspects, including gender, culture, knowledge, educational background, experience and skills. She does not hold seven or more listed company directorship, thus she can give sufficient time and attention to the Company's affairs. The Board has greatly benefited from her contribution in the past.

In view of the above, and given that Ms. Liu has furnished her independence confirmation under Rule 3.13 of the Listing Rules to the Board and has not engaged in any executive management of the Group, the Board believes that Ms. Liu is independent and should be re-elected.

Information required to be disclosed under the Listing Rules in relation to the re-election of Directors is set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

By resolutions of the Shareholders passed on 20 May 2025, the Directors were granted general mandates to issue new Shares and to repurchase Shares. Each such mandate will expire at the conclusion of the forthcoming AGM.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any Shares, an approval is sought from the Shareholders, pursuant to the Listing Rules, for granting of the General Mandate. In this regard, the ordinary resolution no. 8 set out in the notice of the AGM will be proposed at the AGM to grant the General Mandate to the Directors to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares out of treasury) up to an amount not exceeding 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of the passing of the ordinary resolution. In addition, subject to a separate approval under the ordinary resolution no. 10, the number of issued Shares repurchased by the Company under the ordinary resolution no. 9 will also be added to the 20% general mandate mentioned in the ordinary resolution no. 8.

As at the Latest Practicable Date, there were 8,430,000,000 Shares in issue. Assuming that the proposed resolution granting the General Mandate to the Directors is approved, on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the General Mandate to issue a maximum of 1,686,000,000 Shares, without taking into account any additional Shares which may be issued pursuant to the extension mandate mentioned in the ordinary resolution no.10.

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

At the AGM, the ordinary resolution no. 9 set out in the notice of the AGM will be proposed to the Shareholders that the Directors be granted the Repurchase Mandate to repurchase Shares up to 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of the passing of the ordinary resolution. As at the Latest Practicable Date, there were 8,430,000,000 Shares in issue. Assuming that the proposed resolution granting the Repurchase Mandate to the Directors is approved, on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 843,000,000 Shares. An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with Central Clearing and Settlement System used within the market system of Hong Kong Exchanges and Clearing Limited ("**CCASS**"), the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

NOTICE OF AGM

The AGM will be held at 18/F, 80 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 20 May 2026 at 2:00 p.m., at which, inter alia, the resolutions will be proposed to the Shareholders to consider the proposed declaration and payment of the final dividend, the proposed re-election of the Directors and the proposed grant to the Directors of the General Mandate and the Repurchase Mandate. The notice of AGM is set out on pages 16 to 20 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, all resolutions will be put to vote by way of poll at the AGM. The poll results will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

PROXY

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.kineticme.com). Whether or not you intend to attend the AGM, 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. 2:00 p.m. on Monday, 18 May 2026) before the time appointed for holding the AGM 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 AGM or any adjourned meeting should you so desire.

RECOMMENDATION

The Board believes that all the ordinary resolutions set out in the notice of AGM including the proposed declaration and payment of the final dividend, the proposed re-election of Directors and the proposed granting of the General Mandate and the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the ordinary resolutions as set out in the notice of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars provided 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.

Your attention is drawn to additional information as set out in the Appendices.

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 Development Group Limited
Ju Wenzhong
Chairman and Executive Director

31 March 2026

The particulars of Mr. Li Bo, Ms. Liu Peilian and Mr. Chen Liangnuan who will offer themselves for re-election at the AGM are disclosed pursuant to Rule 13.74 of the Listing Rules as follows:

I. PROPOSED FOR RE-ELECTION

1. Mr. Li Bo

Mr. Li Bo(李波), aged 44, has been appointed as an executive Director and the Chief Executive Officer of the Group and the chairman of Inner Mongolia Zhunge'er Kinetic Coal Limited(內蒙古准格爾旗力量煤業有限公司), and is mainly responsible for the comprehensive planning and the management of the overall operations of the Group's Dafanpu Coal Mine. After joining our Group in October 2006, Mr. Li held a number of roles as manager and various management positions in the Group.

Mr. Li graduated from the University of Science and Technology Beijing(北京科技大學)in 2004 with a bachelor's degree in management and obtained a professional certificate of mining engineering from China University of Mining and Technology(中國礦業大學)in 2016. Mr. Li obtained the qualification of intermediate registered safety engineer in November 2020 and obtained the qualification of senior economist in December 2021.

Mr. Li has entered into a service contract with the Company for a fixed term of 3 years with effect from 30 May 2025, provided that either party may terminate the service contract by 3 months' notice. The term of service of Mr. Li is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles and the Listing Rules.

Mr. Li is entitled to receive an annual director's remuneration of RMB1,500,000 and a discretionary bonus, which was recommended by the remuneration committee and determined by the Board as authorized by the Shareholders at the annual general meeting of the Company, with reference to his responsibilities, experience and market rate of director's remuneration of listed companies of comparable size of operation.

As at the Latest Practicable Date, Mr. Li is interested in 8,001,886 for the purpose of Part XV of the SFO.

2. Ms. Liu Peilian

Ms. Liu Peilian(劉佩蓮), aged 72, has been an independent non-executive Director since 6 March 2012. Ms. Liu completed her undergraduate education in finance and accounting from Guangzhou Open University(廣州市廣播電視大學)in 1990 and obtained her master's degree in business administration from Murdoch University in Australia in 2002. Ms. Liu is an accountant, a certified public accountant and a certified tax agent in the PRC and has over 40 years of experience in finance and accounting. Ms. Liu worked in the Guangzhou Financial Bureau(廣州市財政局)from 1971 to 1985 and held various senior positions with Shu Lun Pan Yangcheng Certified Public Accountants Co., Ltd.(立信羊城會計師事務所有限公司)and its predecessor firms including director, deputy chief accountant and consultant between 1985 to 2009. Ms. Liu has been a consultant of Qinghai Huading Industrial Co., Ltd.(青海華鼎實業股份有限公司), a manufacturer of mechanical products listed on the Shanghai Stock Exchange since 2010 and an independent director of Keda Industrial Co., Ltd.(廣東科達機電股份有限公司)from 2009 to 2015, another manufacturer of mechanical products listed on the Shanghai Stock Exchange, and GRG Banking Equipment Co., Ltd.(廣州廣電運通金融電子股份有限公司), an automatic teller machine supplier listed on the Shenzhen Stock Exchange since 2011. Moreover, Ms. Liu was an independent director of Guangzhou Hongte Accurate Technology Co., Ltd.(廣東鴻特精密技術股份有限公司), a company listed on the Shenzhen Stock Exchange, from 2013 to 2016.

Save as disclosed above, Ms. Liu does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last 3 years prior to the Latest Practicable Date.

Ms. Liu has been appointed as an independent non-executive Director under an appointment letter for a fixed term of 3 years commencing with effect from 6 March 2024. The term of service of Ms. Liu is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles and the Listing Rules. Ms. Liu is entitled to an annual director's fee of RMB500,000. Her emolument is determined by the Board having regard to her duties and responsibilities.

As at the Latest Practicable Date, Ms. Liu does not have any interest in the Company within the meaning of Part XV of the SFO.

3. Mr. Chen Liangnuan

Mr. Chen Liangnuan(陳量暖), aged 75, has been an independent non-executive Director since 30 May 2022. Mr. Chen was the factory manager and secretary of several textile factories in Guangzhou from 1977 to 1996. Mr. Chen also has extensive experience in construction and engineering and was the chairman of Guangzhou Tianli Construction Co. Ltd.(廣州天力建築工程有限公司)(a subsidiary of R&F Properties, a company listed on the Stock Exchange (Stock Code: 2777)), Foshan Lizun Metal Products Co., Ltd.(佛山力尊金屬製品有限公司)and Guangzhou Tianyin Landscape Engineering Co., Ltd.(廣州天盈園林工程有限公司). Mr. Chen is currently a supervisor of R&F Properties (Stock Code: 2777).

Mr. Chen graduated from the University of Donghua with a diploma of Textile Engineering in 1977. Mr. Chen is also a holder of a safety production assessment certificate (level-A certificate).

Save as disclosed above, Mr. Chen does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last 3 years prior to the Latest Practicable Date.

Mr. Chen has been appointed as an independent non-executive Director under an appointment letter for a fixed term of 3 years commencing with effect from 30 May 2025. The term of service of Mr. Chen is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles and the Listing Rules. Mr. Chen is entitled to receive an annual director's fee of RMB500,000. His emolument is determined by the Board having regard to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the Company within the meaning of Part XV of the SFO.

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide you with the information necessary for your consideration of the Repurchase Mandate to be granted to the Directors.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all proposed share repurchase by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction.

Such authority may only continue in force during the period from the passing of the ordinary resolution until the earlier of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

SHARE CAPITAL

As at the Latest Practicable Date, there were 8,430,000,000 Shares in issue. The Company did not have any treasury Shares.

Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 843,000,000 Shares (representing not more than 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the ordinary resolution to approve the Repurchase Mandate).

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole that they should have the general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the applicable laws and regulations of the Cayman Islands, any repurchase by the Company may be made out of the profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles and subject to the applicable laws and regulations of the Cayman Islands, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles and subject to the provisions of the applicable laws and regulations of the Cayman Islands, out of capital.

On the basis of the current financial position of the Company as disclosed in its annual results announcement on 24 March 2026 and taking into account the Company's current working capital position, the Directors consider that, if the Repurchase Mandate is exercised in full, it may have a material adverse effect on the Company's working capital and/or gearing position as compared with the position disclosed in this annual results announcement. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applied, they will exercise the Repurchase Mandate in accordance with its Articles, the Listing Rules and applicable laws and regulations of the Cayman Islands.

None of the Directors nor their Close Associates, to the best of their knowledge having made all reasonable enquiries, currently intends to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she currently has an intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, King Lok directly held 5,307,450,000 Shares, representing approximately 62.96% in the total number of Shares in issue. King Lok is 100% owned by The Zhang Family Overseas Limited, a discretionary family trust with Mr. Zhang Liang, Johnson as settlor for the benefit of Mr. Zhang Liang, Johnson and his family members, which is 100% owned by TMF (Cayman) Ltd., the trustee of the The Zhang Family Overseas Limited. Accordingly, each of King Lok, The Zhang Family Overseas Limited, TMF (Cayman) Ltd. and Mr. Zhang Liang, Johnson is interested in 5,307,450,000 Shares, representing approximately 62.96% in the total number of Shares in issue.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of King Lok in the total number of Shares in issue would be increased to approximately 69.95%, and the interests of The Zhang Family Overseas Limited, TMF (Cayman) Ltd. and Mr. Zhang Liang, Johnson in the total number of Shares in issue would be increased to approximately 69.95%. The Directors do not have intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for King Lok, The Zhang Family Overseas Limited, TMF (Cayman) Ltd. or Mr. Zhang Liang, Johnson to make a mandatory offer. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

The Listing Rules prohibit a company from repurchase of shares on the Stock Exchange if the result of the repurchase would be that the company's public float will fall below 25%. The Directors do not intend to repurchase Shares to such an extent that the public float of the Company will fall below 25%.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange in each of the last twelve months were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
March	1.42	1.08
April	1.30	1.08
May	1.22	1.14
June	1.19	1.12
July	1.46	1.12
August	1.31	1.15
September	1.32	1.14
October	1.50	1.28
November	1.87	1.44
December	1.62	1.29
2026		
January	1.77	1.32
February	2.07	1.65
March (up to the Latest Practicable Date)	2.70	2.04

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Kinetic Development Group Limited (the "**Company**") will be held at 18/F, 80 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 20 May 2026 at 2:00 p.m. to consider and, if thought fit, to pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. To receive and consider the audited Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2025.

2. To declare a final dividend of HK$6.0 cents per share for the year ended 31 December 2025.

3. To re-elect Mr. Li Bo as an Executive Director.

4. To re-elect Ms. Liu Peilian as an Independent Non-executive Director.

5. To re-elect Mr. Chen Liangnuan as an Independent Non-executive Director.

6. To authorise the board of directors to fix the remuneration of the Directors.

7. To re-appoint KPMG as Independent Auditor and authorise the Directors to fix the Auditor's remuneration.

and, as additional ordinary business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions (with or without modification):

8. "**THAT**:

(a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sales or transfer of treasury shares out of treasury) of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrant or otherwise) and issued by the Directors (including any sale or transfer of treasury shares out of treasury) pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company; or (iii) the exercise of any options under any share option scheme or similar arrangement for the time being adopted for the grant or issue of the shares or right to acquire the shares of the Company; or (iv) the exercise of any rights under the bonds, warrants and debentures convertible into the shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the articles of association of the Company to be held; or

iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of the shares of the Company on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

9. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with Cayman Islands law and all applicable laws and/or the Listing Rules or the rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the aggregate number of shares of the Company to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by applicable law or the articles of association of the Company to be held; or

iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

10. "**THAT**:

conditional upon the passing of the ordinary resolutions nos. 8 and 9 as set out in the notice convening this meeting, the general unconditional mandate granted to the Directors pursuant to the ordinary resolution no. 8 as set out in the notice convening this meeting be extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of the aggregate number of the shares repurchased by the Company pursuant to the authority to repurchase shares granted pursuant to the ordinary resolution no. 9 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of this resolution."

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

Hong Kong, 31 March 2026

As at the date of this notice, 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.

Notes:

1. The ordinary resolution no. 10 will be proposed to the shareholders for approval provided that the ordinary resolutions nos. 8 and 9 are passed by the shareholders.

2. The register of members of the Company will be closed from Wednesday, 27 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of shares will be registered for the purpose of determining shareholders' entitlement to the proposed final dividend. To qualify for the final dividend, 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 Tuesday, 26 May 2026.

3. The register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (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 forthcoming AGM. In order to be entitled to attend and vote at the AGM, 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, 14 May 2026.

4. A member entitled to attend and vote at the above meeting 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. For the avoidance of doubt, any treasury shares held by the Company shall not be entitled to vote at the Company's general meeting(s).

5. 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 before the time appointed for holding the meeting or any adjournment thereof.

6. In accordance with Article 108(a) of the Articles, Mr. Li Bo, Ms. Liu Peilian and Mr. Chen Liangnuan will retire at the AGM, and being eligible, will offer themselves for re-election at the AGM. Particulars of the said Directors for re-election are set out in the Appendix I to this circular.