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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 **King's Stone Holdings Group Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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King's Stone Holdings Group Limited

金石控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1943)

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;**

(2) RE-ELECTION OF DIRECTORS;

(3) RE-APPOINTMENT OF AUDITORS;

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of King's Stone Holdings Group Limited to be held at Suite 1306, 13th Floor, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Thursday, 17 September 2026 at 2:00 p.m. (Hong Kong time) is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish, and in such event, the proxy form previously submitted shall be deemed to be revoked. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of Treasury Shares held by them, if any.

26 August 2026

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Suite 1306, 13th Floor, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Thursday, 17 September 2026 at 2:00 p.m. (Hong Kong time)
“AGM Notice”	the notice of the AGM which is set out on pages 14 to 18 of this circular
“Articles of Association” or “Articles”	the existing third amended and restated articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“close associate(s)”	has the meaning as defined in the Listing Rules
“Company”	King’s Stone Holdings Group Limited 金石控股集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning as defined in the Listing Rules
“core connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares, if any) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the resolution approving the Issue Mandate

DEFINITIONS

“Latest Practicable Date”	21 August 2026, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing third amended and restated memorandum of association of the Company as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the resolution approving the Repurchase Mandate
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD

King's Stone Holdings Group Limited

金石控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1943)

Executive Director:

Mr. He Xin (*Chairman and Chief Executive Officer*)

Ms. Zeng Jingwen

Mr. Mu Jiaming

Mr. Zhang Yangguang (*Chief Financial Officer*)

Registered office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Lam Williamson

Mr. Li, Sheung Him Michael

Mr. Yu Kuai

*Headquarters and principal place of business
in Hong Kong registered under Part 16 of
the Companies Ordinance:*

Suite 1306, 13th Floor

Great Eagle Centre

23 Harbour Road

Wan Chai

Hong Kong

26 August 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;**

(2) RE-ELECTION OF DIRECTORS;

(3) RE-APPOINTMENT OF AUDITORS;

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

(1) INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable the Shareholders to consider, and if thought fit, approve, among other things, the following resolutions to be proposed at the AGM:

- (i) proposals for the granting of the Repurchase Mandate to the Directors for repurchase of the Shares by the Company;

LETTER FROM THE BOARD

- (ii) the granting of the Issue Mandate to the Directors to allot, issue and otherwise deal with additional Shares;
- (iii) the granting of an extension to the Issue Mandate to include the Shares repurchased under the Repurchase Mandate, if any;
- (iv) the re-election of Directors; and
- (v) the re-appointment of auditors.

(2) ISSUE MANDATE

On 26 September 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares or other securities. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,173,420,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares or securities which may be issued pursuant to the Issue Mandate will be 234,684,000 Shares, representing 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the resolution approving the Issue Mandate.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and authorise an extension of the limit of the Issue Mandate granted by adding to it an amount representing the Shares repurchased by the Company under the Repurchase Mandate.

Details of the Issue Mandate are set out in the resolutions numbered 4 and 6 in the AGM Notice.

(3) REPURCHASE MANDATE

On 26 September 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Share on the Stock Exchange. Such general mandate will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the number of the issued Shares is 1,173,420,000 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 117,342,000 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the resolution numbered 5 in the AGM Notice.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

(4) RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, Mr. He Xin, Ms. Zeng Jingwen, Mr. Mu Jiaming, Mr. Zhang Yangguang, Mr. Lam Williamson, Mr. Li, Sheung Him Michael and Mr. Yu Kuai.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. Accordingly, Mr. Mu Jiaming and Mr. Zhang Yangguang, who were appointed as executive Directors by the Board with effect from 2 July 2026, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

In addition, pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director appointed by the Board to fill a casual vacancy or as an addition to the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Lam Williamson and Mr. Li, Sheung Him Michael, both being independent non-executive Directors, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

Brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Explanatory statement provided under Code Provision B.3.4 of Appendix C1 to the Listing Rules

According to the Listing Rules and the board diversity policy adopted by the Company (the “**Board Diversity Policy**”), the Nomination Committee will, among other things, undertake the nomination and selection of independent non-executive Director candidates on the completion of their specified terms and make relevant recommendations to the Board.

Furthermore, when changes to composition of the Board or members of any committee of the Company are required or when casual vacancies arise, the Nomination Committee shall adhere to the principles stated in the Board Diversity Policy. The Nomination Committee will take into account the existing composition of the Board and the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

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Each of Mr. Lam Williamson and Mr. Li, Sheung Him Michael met the independence criteria under the Listing Rules. Moreover, each of them gave confirmation of independence respectively to the Company in accordance with Rule 3.13 of the Listing Rules. With due consideration on the above factors, the Board believes that each of Mr. Lam Williamson and Mr. Li, Sheung Him Michael is independent.

The two independent non-executive Directors possess complementary experience in professional accounting, financial reporting, audit and internal controls, listed-company management and corporate governance and business development and project management. Their collective expertise strengthens the Board's financial and risk oversight, broadens its commercial and strategic perspectives and contributes to a balanced and effective Board. As such, the Board believes that the two independent non-executive Directors will be able to fulfill their roles effectively and can provide useful and constructive opinion and make contribution to the Board and future development of the Company.

Based on the background of Mr. Lam Williamson and Mr. Li, Sheung Him Michael including but not limited to gender, cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Mr. Lam Williamson and Mr. Li, Sheung Him Michael can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Mr. Lam Williamson and Mr. Li, Sheung Him Michael have made to the Board, their re-election will be in the best interests of the Company and its Shareholders as a whole.

(5) RE-APPOINTMENT OF THE AUDITORS

Messrs. HLB Hodgson Impey Cheng Limited ("**HLB**") will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint HLB as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.

The estimated audit fee payable to HLB for the audit of the Company's financial results for the year ending 31 March 2027 is expected to be in the range of HK\$820,000 to HK\$900,000. This estimate is based on discussions between the Company and HLB, taking into account various factors, including (i) the Company's size, complexity and risk profile; (ii) the proposed work scope; (iii) the proposed audit timetable and (iv) the auditor's resources required to perform the audit, which are expected to be similar to those in the financial year ended 31 March 2026. The estimated audit fee is based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only. The estimated audit fee may be subject to adjustment prior to the final determination by the Company and HLB.

LETTER FROM THE BOARD

(6) ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the re-appointment of auditors and the re-election of the Directors is set out on pages 14 to 18 of this circular.

(7) VOTING BY WAY OF POLL

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, except where the chairman may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the Company's register of members. Where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

(8) ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.kshgl.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish, and in such event, the proxy form previously submitted shall be deemed to be revoked. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of Treasury Shares held by them, if any.

(9) RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

LETTER FROM THE BOARD

(10) RECOMMENDATION

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors (including the independent non-executive Directors) recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully

For and on behalf of the Board of

King's Stone Holdings Group Limited

He Xin

Chairman, Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution numbered 5 in respect of the approval of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 1,173,420,000 Shares in issue (excluding Treasury Shares, if any) at the Latest Practicable Date, could result in up to 117,342,000 Shares being repurchased by the Company during the period up to (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 the existing Memorandum and Articles or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC 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.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. 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 earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase 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.

4. NO UNUSUAL FEATURES

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands. The Directors confirm that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Ms. Zeng Jingwen was interested in 658,795,000 Shares, representing approximately 56.14% of the total number of issued Shares. In the event that the Repurchase Mandate was exercised in full, the percentage holding of each of Ms. Zeng Jingwen in the Company will be increased from approximately 56.14% to approximately 62.38%. Such an increase would not result in Ms. Zeng Jingwen having to make a mandatory offer under Rule 26 of the Takeovers Code, and would not result in the aggregate amount of the issued Shares in public hands being reduced to less than 25%.

6. SHARE PURCHASED MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The table below is a summary of the highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months before the Latest Practicable Date.

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
August 2025	0.980	0.375
September 2025	0.990	0.580
October 2025	1.000	0.650
November 2025	0.930	0.690
December 2025	0.750	0.450
January 2026	0.700	0.475
February 2026	0.880	0.530
March 2026	0.740	0.620
April 2026	0.710	0.610
May 2026	0.700	0.600
June 2026	0.810	0.520
July 2026	0.860	0.690
August 2026 (up to the Latest Practicable Date)	1.550	0.800

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Mr. Mu Jiaming (母家銘) (“Mr. Mu”), aged 47, was appointed as an executive Director on 2 July 2026. He has over 15 years of experience in corporate management, investment development and financing leasing. He has extensive experience in overall corporate operations management, strategic planning and business expansion. From 2010 to 2014, Mr. Mu served as the chairman of Guangzhou Yujun Trading Co., Ltd.* (廣州鈺俊貿易有限公司). During the period from 2010 to 2014, he also served as the deputy general manager of Shenzhen Sihai Tiandi Investment Development Co., Ltd.* (深圳市四海天地投資發展有限公司), where he was responsible for business development and operational management. From August 2014 to June 2026, Mr. Mu served as the chairman and general manager of Jiangxi Zhongtong Financial Leasing Co., Ltd.* (江西中通融資租賃有限公司), where he was primarily responsible for overseeing the overall operation of the company, formulating business strategies, managing financing arrangements and supervising daily management and project execution. Mr. Mu obtained a bachelor’s degree from Central China Normal University (華中師範大學) in the PRC.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Mu has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Mu is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Mu is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Mu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Mu that needs to be brought to the attention of the Shareholders.

Mr. Zhang Yangguang (張仰光) (“Mr. Zhang”), aged 41, was appointed as the chief financial officer of the Company on 10 April 2026 and as an executive Director on 2 July 2026. Mr. Zhang has over 17 years of experience in financial management and capital markets. Prior to joining the Company, he served as vice president, director and board secretary of Guizhou Hisun Lithium Energy Technology Co., Ltd. (貴州航盛鋰能科技有限公司) from August 2021 to February 2026, where he was responsible for the management of the investment and financing, finance, procurement and legal departments. Previously, Mr. Zhang held senior finance positions at Shenzhen iCarbonX Co., Ltd. (深圳碳雲智能科技有限公司) and Farasis Energy (Ganzhou) Co., Ltd. (孚能科技(贛州)股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code: 688567). He also worked as an audit manager at Friedman LLP and PricewaterhouseCoopers Zhong Tian LLP, where he participated in audits of listed companies and IPO engagements. Mr. Zhang holds a Master’s degree in Business Administration and dual Bachelor’s degrees in Information Management & Information Systems and in Business English from Jilin University (吉林大學), the PRC. He is a non-practising member of the Chinese Institute of Certified Public Accountants, has passed the U.S. Certified Public Accountant examinations, and holds qualifications as a Board Secretary of the Shanghai Stock Exchange, as well as fund and securities practitioner licences in the PRC.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Zhang has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Zhang is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Zhang is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Zhang that needs to be brought to the attention of the Shareholders.

Mr. Lam Williamson (林全智) (“Mr. Lam”), aged 51, is our independent non-executive Director. He joined our Group on 11 July 2025. Mr. Lam is a fellow member of The Hong Kong Institute of Certified Public Accountants since February 2009 and a member of the CPA (Australia) since January 2001. He holds a bachelor of business degree from Monash University, Australia and a master of professional accounting degree from the Hong Kong Polytechnic University. Mr. Lam had held directorships and senior finance positions in various listed companies in Hong Kong. He is an independent non-executive director of Lerado Financial Group Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1225), since July 2018 and an independent non-executive director of Elife Holdings, a company listed on the Main Board of the Stock Exchange (stock code: 223), from January 2011 to March 2025.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Lam has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Lam is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Lam is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Lam that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Lam that needs to be brought to the attention of the Shareholders.

Mr. Li, Sheung Him Michael (李尚謙) (“Mr. Li”), aged 42, is our independent non-executive Director. He joined our Group on 11 July 2025. Mr. Li was appointed as an executive director of Roma (meta) Group Limited (“**Roma**”, and together with its subsidiaries, the “**Roma Group**”), a company listed on GEM of the Stock Exchange (Stock Code: 8072) since 31 May 2018. He is also a director of a number of subsidiaries of Roma. Since January 2010, Mr. Li has been working in the Roma Group as a project director. From September 2007 to November 2009, Mr. Li was the business development manager of Kinetics Group in London. Mr. Li obtained a bachelor of science degree in biochemistry from Imperial College of Science, Technology and Medicine of University of London in August 2005 and a master of research degree in structural biology from Birkbeck College of University of London in November 2006. Mr. Li is also a member of the Australasian Institute of Mining and Metallurgy (AusIMM).

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, (i) Mr. Li has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) Mr. Li is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Li is not interested in any Shares within the meaning of the Part XV of the SFO; and (iv) there is no other information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Li that needs to be brought to the attention of the Shareholders.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

King's Stone Holdings Group Limited

金石控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1943)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of King's Stone Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Suite 1306, 13th Floor, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Thursday, 17 September 2026 at 2:00 p.m. (Hong Kong time) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors (the “**Director(s)**”) and the independent auditors (the “**Auditors**”) of the Company for the year ended 31 March 2026.
2.
 - (a) To re-elect Mr. Mu Jiaming as an executive Director;
 - (b) To re-elect Mr. Zhang Yangguang as an executive Director;
 - (c) To re-elect Mr. Lam Williamson as an independent non-executive Director;
 - (d) To re-elect Mr. Li, Sheung Him Michael as an independent non-executive Director; and
 - (e) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares or securities in the capital of the Company (including any sale or transfer of treasury shares out of treasury that are held as treasury shares of the Company) and to make or grant offers and agreements which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares or securities allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any convertible securities or similar rights which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares in issue (excluding any treasury shares of the Company, if any) as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing 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 earliest 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 the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities by way of rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all

NOTICE OF ANNUAL GENERAL MEETING

cases to such exclusions or other arrangements as the directors of the Company 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 applicable to the Company.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares of the Company, if any) as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbered 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares or securities pursuant to the resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the resolution numbered 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of total number of Shares in issue (excluding any treasury shares of the Company, if any) as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By order of the Board
King's Stone Holdings Group Limited
He Xin

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 August 2026

NOTICE OF ANNUAL GENERAL MEETING

*Headquarters and principal place of
business in Hong Kong registered under
Part 16 of the Companies Ordinance:*

Suite 1306, 13th Floor
Great Eagle Centre
23 Harbour Road
Wan Chai
Hong Kong

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

Notes:

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.

In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be).

- (2) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.
- (3) The register of members will be closed from Monday, 14 September 2026 to Thursday, 17 September 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Friday, 11 September 2026.
- (4) With regard to the resolution numbered 2 in this notice, the Board proposes that Mr. Mu Jiaming, Mr. Zhang Yangguang, Mr. Lam Williamson and Mr. Li, Sheung Him Michael be re-elected as Directors. Particulars of the said Directors are set out in Appendix II to the circular of the Company dated 26 August 2026.
- (5) An explanatory statement containing further details regarding the resolution numbered 5 as required by the Stock Exchange is set out in Appendix I to the circular of the Company dated 26 August 2026.
- (6) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all votes of shareholders at the AGM will be taken by poll except where the chairman of the meeting, 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. The Company will announce the results of the poll in the matter prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

As at the date of this notice, the Board comprises Mr. He Xin (Chairman and Chief Executive Officer), Ms. Zeng Jingwen, Mr. Mu Jiaming and Mr. Zhang Yangguang (Chief Financial Officer) as executive Directors, and Mr. Lam Williamson, Mr. Li, Sheung Him Michael and Mr. Yu Kuai as independent non-executive Directors.