**Kaili Resources Limited**
ARBN 077 559 525
Suite 1312
87-89 Liverpool Street
Sydney NSW 2000, Australia
T: +61 2 9264 6288
E: contact@kailigroup.com.au

# NOTICE OF ANNUAL GENERAL MEETING

The 2026 Annual General Meeting of shareholders of **Kaili Resources Limited** ("Company") will be held at the **Registered Office, Suite 1312, 87-89 Liverpool Street, Sydney 2000** on **22 December 2026** at **11:30 am**.

**FINANCIAL, DIRECTORS' AND AUDITOR'S REPORTS**
To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 31 December 2025.

A hard copy of the 2025 Annual Report is mailed to all shareholders. A copy of the 2025 Annual Report may be obtained from the Company's website at www.kailigroup.com.au.

**ORDINARY RESOLUTIONS**
To consider and, if thought fit, to pass the following ordinary resolutions:

1. **Election of Mr Jianzhong Yang as a Director**
   "That Mr Jianzhong Yang who retires according to the Bye-Laws of the Company and who, being eligible, offers himself for election, be elected a director of the Company."

2. **Appointment and remuneration of the Auditor**
   "That in accordance with the Bye-Laws of the Company, Mr John Shute, Chartered Accountant, be appointed the auditor of the Company and that approval be given to the Directors to fix the remuneration of the auditor."

**HOW TO VOTE**
If you wish to vote on the resolution contained in this notice, you should either attend the meeting in person, or appoint a proxy or proxies to attend on your behalf. In relation to the appointment of proxies, refer to the notes on proxies on the Proxy Form. A body corporate may appoint a representative to attend in accordance with the Bye-Laws of the Company. An executed notice evidencing the appointment of the person attending is required when registering at the Annual General Meeting.

**To be valid, forms of proxy (enclosed) for use at the meeting must be completed and returned to be received by the Company no later than 11:30 am NSW Standard Time on 20 December 2026.**

**ENTITLEMENT TO VOTE**
For the purpose of the meeting, and in accordance with the Bye-Laws of the Company, the shares in the Company will be taken to be held by the persons who are registered holders as at 11:00 pm (Sydney Time) on 20 December 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Dated this 18th day of November 2026.
By Order of the Board of Directors of the Company

Patrick Sam Yue
Company Secretary

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# EXPLANATORY STATEMENT

This Explanatory Statement provides information to shareholders for the Annual General Meeting of shareholders of Kaili Resources Limited to be held on 22 December 2026 at 11:30 am at the Registered Office, Suite 1312, 87-89 Liverpool Street, Sydney 2000 and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

**Receipt of Financial, Directors' and Auditor's Reports**

The first item of business deals with the Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2025. Shareholders are to consider these reports and seek explanations, if required, from the Directors when the reports are presented to the meeting. No resolution is required on these reports and they are only required to be laid at the meeting in accordance with the Companies Act 1981 of Bermuda.

**Resolution 1 - Election of Director Mr Jianzhong Yang**

Details of the qualifications and experience of Mr Jianzhong Yang are on page 16 of the 2025 Annual Report.

**Resolution 2 – Appointment and Remuneration of Auditor**

Mr John Shute is a Chartered Accountant and has been the auditor since the 2013 financial year. His remuneration for the 2025 financial year is disclosed in Note 5 on page 37 of the 2025 Annual Report.

**Recommendation of Directors**

The Directors recommend shareholders to vote in favour of all resolutions.

**Kaili Resources Limited**
ARBN 077 559 525

**FOR ALL ENQUIRIES CALL:**
+61 2 9264 6288

**ALL CORRESPONDENCE TO:**
Suite 1312
87-89 Liverpool Street
Sydney NSW 2000
Australia

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11:30 AM ON 20 DECEMBER 2026**

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## TO VOTE BY COMPLETING THE PROXY FORM

**STEP 1 Appointment of Proxy**
Indicate here who you want to appoint as your Proxy.
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company. Do not write the name of the issuer company or the registered securityholder in the space.

**Proxy which is a Body Corporate**
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

**Appointment of a Second Proxy**
You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

**STEP 2 Voting Directions to your Proxy**
You can tell your Proxy how to vote
To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**STEP 3 Sign the Form**
The form **must** be signed as follows**:**
**Individual:** This form is to be signed by the securityholder.
**Joint Holding**: where the holding is in more than one name, all the securityholders must sign.
**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry or the Company. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4 Lodgement of a Proxy**
This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting i.e. at **11:30 am on 20 December 2026**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged:**

**BY MAIL AND IN PERSON:**
Kaili Resources Limited
Suite 1312
87-89 Liverpool Street
Sydney NSW 2000
Australia

**BY EMAIL:**
contact@kailigroup.com.au

**Attending the Meeting**
If you wish to attend the meeting please bring this form with you to assist registration**.**

Kaili Resources Limited

## STEP 1 - Appointment of Proxy

I/We being a member/s of **Kaili Resources Limited** and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X')

**OR**

☐ If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Kaili Resources Limited** to be held at the **Registered Office, Suite 1312, 87-89 Liverpool Street, Sydney 2000 on 22 December 2026 at 11:30 am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting instruction below, you expressly authorise the Chairman of the Meeting to vote or abstain from voting on any resolution in his discretion. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## STEP 2 - Voting directions to your Proxy – please mark X or √ to indicate your directions

| **Ordinary Business** | | **For** | **Against** | **Abstain*** |
|---|---|---|---|---|
| Resolution 1 | Election of Mr Jianzhong Yang as a Director | ☐ | ☐ | ☐ |
| Resolution 2 | Approval of appointment and remuneration of the auditor | ☐ | ☐ | ☐ |

*If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3 - PLEASE SIGN HERE - This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

| **Individual or Securityholder 1** | **Securityholder 2** | **Securityholder 3** |
|---|---|---|
| | | |
| **Sole Director and Sole Company Secretary** | **Director** | **Director/Company Secretary** |

**Contact Name** …….. **Contact Daytime Telephone** …….. **Date** / / 2026