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## **HYBRID KINETIC GROUP LIMITED**

**正道集團有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock code: 1188)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Hybrid Kinetic Group Limited (the “**Company**”) will be held at Suites 1407-8, 14th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 16 March 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the conditional share transfer agreement dated 22 December 2011 (the “**Agreement**”) entered into between (i) Far East Golden Resources Investment Limited (遠東金源投資有限公司) (the “**Vendor**”) and (ii) 王穎 (Wang Ying\*) (the “**Purchaser**”) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) in relation to the disposal (the “**Disposal**”) by the Vendor to the Purchaser of the entire 65% equity interest in 北京世紀萬業源生物工程技術有限公司 (Beijing Century Wanyeyuan Bio-Engineering Co., Ltd.\*) held by the Vendor at the consideration and subject to and upon the terms and conditions contained in the Agreement be and is hereby generally and unconditionally approved, ratified and/or confirmed; and

- (b) the authority to the directors of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Agreement and the Disposal contemplated thereunder be and is hereby approved.”

Yours faithfully,  
By order of the Board  
**Hybrid Kinetic Group Limited**  
**Yeung Yung**  
*Chairman*

Hong Kong, 28 February 2012

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Principal place of business in Hong Kong:*

Suites 1407-8, 14th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more separate proxy(ies) to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 28 February 2012.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited with the Company's share registrar and transfer office 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 at any adjournment thereof). Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish.

4. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, the joint member whose name stands first on the register of members of the Company in respect of such share, or his proxy, shall be alone entitled to vote and will be accepted to the exclusion of other joint registered holder(s) in respect thereof.
5. The votes at the Meeting will be taken by poll.

*As at the date of this notice, the board of directors of the Company comprises nine executive Directors, namely Dr Yeung Yung (Chairman), Dr Huang Chunhua (Deputy Chairman), Dr Wang Chuantao (Chief Executive Officer), Mr Liu Stephen Quan, Mr Hui Wing Sang, Wilson, Dr Zhu Shengliang, Dr Zhang Zhenwei, Mr Xu Jianguo and Mr Li Zhengshan, two non-executive Directors, namely Dr Xia Tingkang, Tim and Dr Zhu Guobin and four independent non-executive Directors, namely Mr He Bangjie, Mr Wong Lee Hing, Dr Song Jian and Ms Chan Fung Yi.*