



HYBRID KINETIC GROUP LIMITED

正道集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 1188)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting to be held at 10:00 a.m. on Friday, 12 June 2015 at Suite 1408, 14th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong (or any adjournment thereof)

I/We (note a) _____ of _____ being the registered holder(s) of _____ (note b) shares of HK\$0.10 each in the capital of Hybrid Kinetic Group Limited (the "Company") hereby appoint the Chairman of the special general meeting of the Company (the "Meeting") or _____ of _____ to act as my/our proxy (note c) to attend for me/us at the Meeting to be held at 10:00 a.m. on Friday, 12 June 2015 at Suite 1408, 14th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of such resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*			FOR (note d)	AGAINST (note d)
(1)	(a)	To approve the placing agreement dated 22 April 2015 (the "Placing Agreement") entered into between the Company and Guotai Junan Securities (Hong Kong) Limited in relation to the placing, on a best effort basis, of up to a maximum of 1,479,714,000 new ordinary shares (the "Placing Shares") of HK\$0.10 each in the capital of the Company at the placing price of HK\$0.37 each and all the transactions contemplated thereunder and to authorise the directors of the Company (or any one of them) to do all acts and things to implement the same.		
(1)	(b)	To approve the grant of the Placing Specific Mandate (being the specific mandate to cover the allotment and issue of the Placing Shares upon completion of the Placing Agreement or any part(s) thereof).		
(2)	(a)	To approve, each as a separate resolution, the 27 subscription agreements (each a "Subscription Agreement" and collectively, the "Subscription Agreements") all dated 22 April 2015 entered into by the Company with each of the 27 subscribers respectively named below in connection with the subscription of an aggregate of 2,991,554,040 new ordinary shares (the "Subscription Shares") of HK\$0.10 each in the capital of the Company at the subscription price of HK\$0.37 each and the respective transactions contemplated thereunder and to authorise the directors of the Company (or any one of them) to do all acts and things to implement the same:		
	(1)	the Subscription Agreement with Lau, Mingto (劉銘濤) in respect of the subscription of 33,783,783 Subscription Shares;		
	(2)	the Subscription Agreement with Wu, Wei (吳偉) in respect of the subscription of 459,459,459 Subscription Shares;		
	(3)	the Subscription Agreement with Zhang, Hui (張慧) in respect of the subscription of 108,108,108 Subscription Shares;		
	(4)	the Subscription Agreement with Liu, Jie (劉杰) in respect of the subscription of 513,513,513 Subscription Shares;		
	(5)	the Subscription Agreement with Yang, Jing (楊晶) in respect of the subscription of 55,743,243 Subscription Shares;		
	(6)	the Subscription Agreement with Xu, Daquan (徐達泉) in respect of the subscription of 30,405,405 Subscription Shares;		
	(7)	the Subscription Agreement with Lu, Hang (蘆航) in respect of the subscription of 18,918,918 Subscription Shares;		
	(8)	the Subscription Agreement with Chen, Haiyan (陳海燕) in respect of the subscription of 74,324,324 Subscription Shares;		
	(9)	the Subscription Agreement with Zhang, Jian (張健) in respect of the subscription of 33,783,783 Subscription Shares;		
	(10)	the Subscription Agreement with Zhang, Huiying (仇慧穎) in respect of the subscription of 103,040,539 Subscription Shares;		

ORDINARY RESOLUTIONS*			FOR <small>(note d)</small>	AGAINST <small>(note d)</small>
(11)		the Subscription Agreement with Li, Hong (李紅) in respect of the subscription of 67,567,567 Subscription Shares;		
(12)		the Subscription Agreement with Yang, Ping (楊萍) in respect of the subscription of 101,351,351 Subscription Shares;		
(13)		the Subscription Agreement with Li, Aimin (李愛敏) in respect of the subscription of 25,337,837 Subscription Shares;		
(14)		the Subscription Agreement with Yang, Yuanxin (楊元新) in respect of the subscription of 55,405,405 Subscription Shares;		
(15)		the Subscription Agreement with Kang, Shujuan (康淑娟) in respect of the subscription of 85,135,135 Subscription Shares;		
(16)		the Subscription Agreement with Jiang, Yuzhen (姜玉振) in respect of the subscription of 41,216,216 Subscription Shares;		
(17)		the Subscription Agreement with Song, Zhuoyuan (宋卓遠) in respect of the subscription of 16,891,891 Subscription Shares;		
(18)		the Subscription Agreement with Wang, Shaowu (王紹武) in respect of the subscription of 33,783,783 Subscription Shares;		
(19)		the Subscription Agreement with Sun, Baisheng (孫百勝) in respect of the subscription of 8,108,108 Subscription Shares;		
(20)		the Subscription Agreement with Chen, Zhihai (陳志海) in respect of the subscription of 16,891,891 Subscription Shares;		
(21)		the Subscription Agreement with Liu, Hui (劉輝) in respect of the subscription of 37,837,837 Subscription Shares;		
(22)		the Subscription Agreement with Dong, Yue (董越) in respect of the subscription of 540,540,540 Subscription Shares;		
(23)		the Subscription Agreement with Peng, Jianping (彭建平) in respect of the subscription of 216,216,216 Subscription Shares;		
(24)		the Subscription Agreement with Guo, Jian (郭簡) in respect of the subscription of 6,756,756 Subscription Shares;		
(25)		the Subscription Agreement with Ouyang, Xi (歐陽西) in respect of the subscription of 10,135,135 Subscription Shares;		
(26)		the Subscription Agreement with Xu, Tailong (徐太龍) in respect of the subscription of 27,027,027 Subscription Shares; and		
(27)		the Subscription Agreement with Best Jolly Investments Limited (優越投資有限公司) in respect of the subscription of 270,270,270 Subscription Shares.		
(2)	(b)	To approve the grant of the Subscription Specific Mandate (being the specific mandate to cover the allotment and issue of the Subscription Shares upon completion of the respective Subscription Agreements or any part(s) thereof).		

* Full text of each of the resolutions is set out in the notice of the Meeting.

Date this _____ day of _____ 2015.

Shareholder's signature _____ (notes c, f, g, h and i)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company (the "Shares") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the special general meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed in the space provided.
- Please indicate with a tick ("✓") in the space opposite to the resolution(s) showing how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolution(s) or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than that referred to in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch 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 fixed for holding the Meeting or any adjournment thereof.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.