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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 Suite 1408, 14th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 12 June 2015 at 10:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications), each of the following resolutions (each a “Resolution”) as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

(1) **“THAT:**

- (a) the placing agreement (the “Placing Agreement”) dated 22 April 2015 (a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) between the Company and Guotai Junan Securities (Hong Kong) Limited (the “Placing Agent”) in connection with the placement through the Placing Agent 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 on a best effort basis and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed in all respects and the directors (the “Directors”) of the Company (or any one of them) be and he/she/they are hereby generally and unconditionally authorised to do all such further

acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Director(s), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Placing Agreement and to agree to such variations, amendments or waiver or matters relating thereto as are, in the opinion of the Director(s), in the interests of the Company and its shareholders as a whole; and

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Placing Shares, the Directors be and they are hereby generally and specifically authorised to allot and issue such number of new ordinary shares of HK\$0.10 each in the capital of the Company (the “Placing Specific Mandate”) as may be required to be allotted and issued pursuant to the terms of the Placing Agreement. The Placing Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”

(2) **“THAT:**

- (a) each as a separate resolution (as regards each of the subscriptions referred to below), the 27 subscription agreements (each a “Subscription Agreement” and collectively, the “Subscription Agreements”) all dated 22 April 2015 (copies of which have been produced to this Meeting marked “B-1” to “B-27”) and initialed by the chairman of the Meeting for the purpose of identification) entered into by the Company with each of the following 27 respective subscribers named below (each a “Subscriber” and collectively, the “Subscribers”) in connection with the subscriptions 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 all the transactions respectively contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed in all respects:

- (1) Lau, Mingto (劉銘濤) in respect of the subscription of 33,783,783 Subscription Shares at the total subscription price of HK\$12,499,999.71;

- (2) Wu, Wei (吳偉) in respect of the subscription of 459,459,459 Subscription Shares at the total subscription price of HK\$169,999,999.83;
- (3) Zhang, Hui (張慧) in respect of the subscription of 108,108,108 Subscription Shares at the total subscription price of HK\$39,999,999.96;
- (4) Liu, Jie (劉杰) in respect of the subscription of 513,513,513 Subscription Shares at the total subscription price of HK\$189,999,999.81;
- (5) Yang, Jing (楊晶) in respect of the subscription of 55,743,243 Subscription Shares at the total subscription price of HK\$20,624,999.91;
- (6) Xu, Daquan (徐達泉) in respect of the subscription of 30,405,405 Subscription Shares at the total subscription price of HK\$11,249,999.85;
- (7) Lu, Hang (蘆航) in respect of the subscription of 18,918,918 Subscription Shares at the total subscription price of HK\$6,999,999.66;
- (8) Chen, Haiyan (陳海燕) in respect of the subscription of 74,324,324 Subscription Shares at the total subscription price of HK\$27,499,999.88;
- (9) Zhang, Jian (張健) in respect of the subscription of 33,783,783 Subscription Shares at the total subscription price of HK\$12,499,999.71;
- (10) Zhang, Huiying (仇慧穎) in respect of the subscription of 103,040,539 Subscription Shares at the total subscription price of HK\$38,124,999.43;
- (11) Li, Hong (李紅) in respect of the subscription of 67,567,567 Subscription Shares at the total subscription price of HK\$24,999,999.79;
- (12) Yang, Ping (楊萍) in respect of the subscription of 101,351,351 Subscription Shares at the total subscription price of HK\$37,499,999.87;
- (13) Li, Aimin (李愛敏) in respect of the subscription of 25,337,837 Subscription Shares at the total subscription price of HK\$9,374,999.69;

- (14) Yang, Yuanxin (楊元新) in respect of the subscription of 55,405,405 Subscription Shares at the total subscription price of HK\$20,499,999.85;
- (15) Kang, Shujuan (康淑娟) in respect of the subscription of 85,135,135 Subscription Shares at the total subscription price of HK\$31,499,999.95;
- (16) Jiang, Yuzhen (姜玉振) in respect of the subscription of 41,216,216 Subscription Shares at the total subscription price of HK\$15,249,999.92;
- (17) Song, Zhuoyuan (宋卓遠) in respect of the subscription of 16,891,891 Subscription Shares at the total subscription price of HK\$6,249,999.67;
- (18) Wang, Shaowu (王紹武) in respect of the subscription of 33,783,783 Subscription Shares at the total subscription price of HK\$12,499,999.71;
- (19) Sun, Baisheng (孫百勝) in respect of the subscription of 8,108,108 Subscription Shares at the total subscription price of HK\$2,999,999.96;
- (20) Chen, Zhihai (陳志海) in respect of the subscription of 16,891,891 Subscription Shares at the total subscription price of HK\$6,249,999.67;
- (21) Liu, Hui (劉輝) in respect of the subscription of 37,837,837 Subscription Shares at the total subscription price of HK\$13,999,999.69;
- (22) Dong, Yue (董越) in respect of the subscription of 540,540,540 Subscription Shares at the total subscription price of HK\$199,999,999.80;
- (23) Peng, Jianping (彭建平) in respect of the subscription of 216,216,216 Subscription Shares at the total subscription price of HK\$79,999,999.92;
- (24) Guo, Jian (郭簡) in respect of the subscription of 6,756,756 Subscription Shares at the total subscription price of HK\$2,499,999.72;
- (25) Ouyang, Xi (歐陽西) in respect of the subscription of 10,135,135 Subscription Shares at the total subscription price of HK\$3,749,999.95;

(26) Xu, Tailong (徐太龍) in respect of the subscription of 27,027,027 Subscription Shares at the total subscription price of HK\$9,999,999.99; and

(27) Best Jolly Investments Limited (優越投資有限公司) in respect of the subscription of 270,270,270 Subscription Shares at the total subscription price of HK\$99,999,999.90,

and the directors (the “Directors”) of the Company (or any one of them) be and he/she/they are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Director(s), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the respective terms of, or the respective transactions contemplated by, the respective Subscription Agreements and to agree to such variations, amendments or waiver or matters relating thereto as are, in the opinion of the Director(s), in the interests of the Company and its shareholders as a whole; and

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Placing Shares, the Directors be and they are hereby generally and specifically authorised to allot and issue such number of new ordinary shares of HK\$0.10 each in the capital of the Company (the “Subscription Specific Mandate”) as may be required to be allotted and issued pursuant to the respective terms of the Subscription Agreements. The Subscription Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”

Yours faithfully

By order of the Board

Hybrid Kinetic Group Limited

Yeung Yung

Chairman

Hong Kong, 26 May 2015

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head office and 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 26 May 2015.
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 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, 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 holders in respect thereof.
5. The votes at the Meeting will be taken by poll.

As at the date of this notice, the Board comprises ten executive Directors, namely Dr Yeung Yung (Chairman), Dr Huang Chunhua (Deputy Chairman), Dr Wang Chuantao (Chief Executive Officer), Mr Hui Wing Sang, Wilson (Deputy Chairman), Mr Liu Stephen Quan, Dr Zhu Shengliang, Mr Xu Jianguo, Mr Li Zhengshan, Mr Ting Kwok Kit, Johnny and Mr Chen Xiao, one non-executive Director, namely Dr Xia Tingkang, Tim and six independent non-executive Directors, namely Mr Wong Lee Hing, Dr Song Jian, Dr Zhu Guobin, Mr Cheng Tat Wa, Dr Li Jianyong and Mr Chan Sin Hang.