

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **FDG Kinetic Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**RE-ELECTION OF EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF SPECIAL GENERAL MEETING**

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This circular should be read in conjunction with the Major and Connected Transaction Circular of the Company dated 30 May 2016. Capitalised terms used on this cover page shall have the same meanings as defined in the section headed under “Definitions” of this circular, unless the context otherwise requires.

A supplemental notice of the SGM to be held at Rooms 3001–3005, 30th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on Thursday, 16 June 2016 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the SGM, please complete the enclosed supplemental form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time designated for holding the SGM or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting should you so wish.

30 May 2016

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## DEFINITIONS

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

“Board”	the board of the Directors;
“Company”	FDG Kinetic Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 378);
“Director(s)”	the directors(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Major and Connected Transaction Circular”	the circular of the Company dated 30 May 2016 relating to a major and connection transaction to be considered and approved by the independent Shareholders at the SGM;
“SGM”	the special general meeting of the Company to be held on Thursday, 16 June 2016 at 11:00 a.m.;
“Shareholder(s)”	holders of ordinary share(s) in the issued share capital of the Company of HK\$0.20 each; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



**FDG Kinetic Limited**  
**五龍動力有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 378)**

*Executive Directors:*

Mr. Cao Zhong (*Chairman*)  
Mr. Sun Ziqiang (*Vice Chairman*)  
Mr. Miao Zhengguo (*Chief Executive Officer*)  
Mr. Jaime Che

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Non-executive Directors:*

Dr. Chen Yanping  
Professor Chen Guohua

*Principal place of business*

*in Hong Kong:*

Rooms 3001–3005, 30th Floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Independent Non-executive Directors:*

Mr. Hung Chi Yuen Andrew  
Mr. Sit Fung Shuen Victor  
Mr. Toh Hock Ghim

30 May 2016

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the notice of the SGM dated 30 May 2016 which set out the time and venue of the SGM to be held at Rooms 3001–3005, 30th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 16 June 2016 at 11:00 a.m. at which a resolution will be considered and approved for a transaction more described in the Major and Connected Transaction Circular dated 30 May 2016.

On 11 March 2016, the Board approved the appointment of Mr. Sun Ziqiang (“**Mr. Sun**”) as an executive Director and Vice Chairman of the Company. In addition to the resolution contained in the notice of the SGM, a supplemental resolution in relation to the re-election of Mr. Sun as executive Director will also be considered and approved at the SGM.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information concerning the supplemental resolution to be proposed at the SGM.

### RE-ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 11 March 2016 in relation to, among other things, the appointment of Mr. Sun as executive Director and Vice Chairman of the Company. In accordance with bye-law 86(2) of the Company's Bye-laws, Mr. Sun holds office until the next following general meeting of the Company and, being eligible, has offered himself for re-election in the SGM.

### Biographical details of Mr. Sun

Mr. Sun, aged 52, was appointed as an executive Director and Vice Chairman of the Company on 11 March 2016. He is a director and the chief executive officer of SK China Company Limited ("SK China") since 2013, a shareholder of the Company, and is a director of a subsidiary of the Company. SK China is principally engaged in business development of SK Group in China region and is a subsidiary of SK Holdings Co., Ltd. Mr. Sun has joined the SK Group, one of the largest conglomerates in the Republic of Korea, since 2006 and worked in various departments at senior positions. Mr. Sun has extensive experience in enterprise management, investment and corporate mergers and acquisitions. He served as senior management in various companies from 1993 to 2005, including Beijing Bodazhahui Network Systems Engineering Co., Ltd.\* (北京博達智慧網絡系統工程有限公司), Dyne Group\* (達因集團), TOM.COM (China) Investment Limited (諾定(中國)投資有限公司), Great Wall Broadband Network Service Co., Ltd.\* (長城寬帶網絡服務有限公司) and Great Wall Technology Company Limited (a company listed on the Stock Exchange, the shares of which were delisted in 2014). He served in the State Physical Culture and Sports Commission (體育運動委員會) of the People's Republic of China from 1985 to 1993. He also obtained a State Science and Technology Prizes (國家科學技術進步獎). Mr. Sun graduated from Wuhan University of Technology (武漢理工大學) with a bachelor degree in computer science and China Europe International Business School (中歐國際工商管理學院) with a MBA degree respectively.

Mr. Sun has entered into a service agreement with the Company for a term of three years. He is subject to retirement by rotation and re-election in accordance with the Company's Bye-laws and the Listing Rules. Mr. Sun is entitled to an annual salary of HK\$2,400,000 for his services as an executive Director. Mr. Sun's remuneration was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to his duties and responsibilities, the Company's performance and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Sun did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. He does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Sun does not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Sun confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

### SGM

A supplemental form of proxy for the SGM is enclosed with this circular. In order to be valid, the supplemental form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

The supplemental form of proxy is intended to be used for the supplemental resolution set out in the supplemental notice of the SGM of this circular, and will not affect the validity of the form of proxy in respect of the resolution set out in the notice of the SGM dated 30 May 2016 completed by you. If you have already validly appointed a proxy to attend and act on your behalf at the SGM but have not completed and returned the supplemental form of proxy, your proxy will have the right to vote on the supplemental resolution set out in the supplemental notice of the SGM at his/her discretion.

Apart from the proposed supplemental resolution set out in the supplemental notice of the SGM, all other matters of the SGM remain unchanged. For details of the other resolution to be considered and approved at the SGM, proxy arrangement and other relevant matters, please refer to the Major and Connection Transaction Circular with the notice of the SGM dated 30 May 2016.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Directors consider that the proposed re-election of Director as set out in the supplemental notice of the SGM is in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of it at the SGM.

Yours faithfully,  
By order of the Board  
**FDG Kinetic Limited**  
**Jaime Che**  
*Executive Director*

\* *For identification purpose only*

## SUPPLEMENTAL NOTICE OF SPECIAL GENERAL MEETING



**FDG Kinetic Limited**

**五龍動力有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 378)**

## SUPPLEMENTAL NOTICE OF SPECIAL GENERAL MEETING

Reference is made to the notice of the special general meeting (the “SGM”) of FDG Kinetic Limited (the “Company”) dated 30 May 2016, which set out the time and venue of the SGM and contain a resolution to be considered and approved at the SGM.

**NOTICE IS HEREBY GIVEN THAT** the SGM of the Company will be held as originally scheduled at Rooms 3001–3005, 30th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 16 June 2016 at 11:00 a.m. and in addition to the resolution contained in the notice of the SGM, will consider and, if thought fit, pass the following resolution:

### ORDINARY RESOLUTION

**THAT:**

“the re-election of Mr. Sun Ziqiang as an executive director of the Company be and is hereby approved.”

By order of the Board  
**FDG Kinetic Limited**  
**Samantha S.M. Fung**  
*Company Secretary*

Hong Kong, 30 May 2016

*Notes:*

1. Apart from the proposed supplemental resolution set out above, all other matters of the SGM remain unchanged. For details of the other resolution to be considered and approved at the SGM, the proxy arrangement and other relevant matters, please refer to the Major and Connected Transaction Circular and the notice of SGM, both dated 30 May 2016.
2. Every Shareholder of the Company entitled to attend and vote at the SGM convened by the above supplemental notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead provided that if more than one person is authorised, the proxy/authorisation must specify the number of shares in respect of which each such person is so authorised. The proxy needs not be a member of the Company.



## SUPPLEMENTAL NOTICE OF SPECIAL GENERAL MEETING

3. A supplemental form of proxy for use at the SGM convened by the above supplemental notice is enclosed herewith. To be valid, the supplemental form of proxy must be completed, signed and deposited at the office of the Company's branch share registrar 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 SGM or any adjournment thereof.
4. The supplemental form of proxy is intended to be used for the supplemental resolution set out in this supplemental notice of the SGM, and will not affect the validity of the form of proxy duly completed by you in respect of the resolution set out in the notice of SGM. If you have already validly appointed a proxy to attend and act on your behalf at the SGM but have not completed and returned the supplemental form of proxy, your proxy will have the right to vote on the supplemental resolution set out in this supplemental notice at his/her discretion.
5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the SGM (or any adjourned meeting hereof) or poll convened and, in such event, the instrument appointing a proxy shall be deemed to be revoked.