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

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

**If you have sold or transferred** all your shares in **Hybrid Kinetic Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)****GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at Suite 1410, 14th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Wednesday, 12 June 2019 is set out on pages N-1 to N-7 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting (that is, 11:00 a.m. on Monday, 10 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

30 April 2019

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## DEFINITIONS

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

|                          |  |
|--------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be convened and held at Suite 1410, 14th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 June 2019 at 11:00 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages N-1 to N-7 of this circular |
| “associates”             | has the same meaning as ascribed to it under the Listing Rules   |
| “Board”                  | the board of Directors   |
| “Branch Share Registrar” | Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong  |
| “Business Day”           | any day on which the Stock Exchange is open for business of dealing in securities  |
| “Buy-back Mandate”       | a general and unconditional mandate proposed to be granted to the Directors to enable them to buy-back Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting                       |
| “Bye-laws”               | the bye-laws of the Company  |
| “close associate(s)”     | has the same meaning as ascribed to it under the Listing Rules   |
| “Companies Act”          | the Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time  |

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## DEFINITIONS

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|                            |  |
|----------------------------|--|
| “Company”                  | Hybrid Kinetic Group Limited ( 正道集團有限公司 ), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange   |
| “core connected person(s)” | has the same meaning as ascribed to it under the Listing Rules   |
| “Director(s)”              | the director(s) of the Company   |
| “Extension Mandate”        | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate  |
| “General Mandate”          | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting |
| “Group”                    | the Company and its subsidiaries   |
| “Hong Kong”                | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Latest Practicable Date”  | 23 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular  |
| “Listing Rules”            | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Nomination Committee”     | the nomination committee established by the Board (comprising Dr Yeung Yung ( <i>Chairman of the Nomination Committee</i> ), Mr Cheng Tat Wa and Mr Lee Cheung Yuet, Horace)   |

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## DEFINITIONS

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|------------------------------|---|
| “PRC”                        | The People’s Republic of China, excluding for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “SFO”                        | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time  |
| “Share(s)”                   | ordinary share(s) with a nominal value of HK\$0.10 each in the capital of the Company   |
| “Shareholder(s)”             | holder(s) of Share(s)   |
| “Share Option Scheme”        | the share option scheme currently in force and adopted by the Company on 13 June 2013 pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 13 June 2013 |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited   |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules  |
| “Sun East”                   | Sun East LLC, a limited liability company incorporated in California, the U.S. and a controlling shareholder of the Company as at the Latest Practicable Date                                     |
| “Takeovers Code”             | The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs  |
| “HK\$”                       | Hong Kong dollars, the lawful currency of Hong Kong   |
| “US” or “United States”      | The United States of America  |
| “US\$”                       | United States dollars, the lawful currency of the United States   |
| “%”                          | per cent.   |

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Dr Yeung Yung (*Chairman*)  
Mr Xu Jianguo (*Chief Executive Officer*)  
Mr Hui Wing Sang, Wilson (*Deputy Chairman*)  
Dr Huang Chunhua (*Deputy Chairman*)  
Dr Wang Chuantao (*Deputy Chairman*)  
Mr Liu Stephen Quan  
Dr Zhu Shengliang  
Mr Li Zhengshan  
Mr Ting Kwok Kit, Johnny  
Mr Chen Xiao

*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

*Non-executive Director:*

Dr Xia Tingkang, Tim

*Independent non-executive Directors:*

Dr Song Jian  
Dr Zhu Guobin  
Mr Cheng Tat Wa  
Dr Li Jianyong  
Mr Chan Sin Hang  
Mr Lee Cheung Yuet Horace

30 April 2019

*To the Shareholders*

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the Annual General Meeting.

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## LETTER FROM THE BOARD

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Resolutions to be proposed at the Annual General Meeting, in addition to ordinary businesses, include (a) ordinary resolutions relating to the proposed grant of each of the General Mandate, the Buy-back Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the retiring Directors.

### **GRANT OF GENERAL MANDATE, BUY-BACK MANDATE AND EXTENSION MANDATE**

At the Annual General Meeting, the following ordinary resolutions, among other matters, will be proposed:

- (a) to grant to the Directors a general and unconditional mandate to allot, issue or otherwise deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution. On the basis of 20,352,872,747 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or bought back prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 4,070,574,549;
- (b) to grant the Buy-back Mandate to the Directors to enable them to buy-back Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of Shares in issue on the date of passing of such resolution; subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors, the Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 2,035,287,274 Shares; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares actually bought back under the Buy-back Mandate.

Subject to the approval of the above proposals by Shareholders at the Annual General Meeting, the General Mandate and the Buy-back Mandate will lapse on the earliest of (i) the date of the next annual general meeting, or (ii) the date by which the next annual general meeting of the Company is required to be held by law and/or the Bye-laws, or (iii) the date on which such authority given to the Directors thereunder is revoked or varied by ordinary resolution of the Company in general meeting.



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## LETTER FROM THE BOARD

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The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Buy-back Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

The Directors wish to state that they have no immediate plans to buy-back any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

### RE-ELECTION OF DIRECTORS

#### Composition of the Board

As at the Latest Practicable Date, the Board consisted of 17 Directors, namely:

| <i>Executive Directors</i>                          | <i>Date of appointment</i> |
|---|----------------------------|
| Dr Yeung Yung ( <i>Chairman</i> )                   | 23 November 1998           |
| Mr Xu Jianguo ( <i>Chief Executive Officer</i> )    | 17 June 2010               |
| Mr Hui Wing Sang, Wilson ( <i>Deputy Chairman</i> ) | 11 September 2007          |
| Dr Huang Chunhua ( <i>Deputy Chairman</i> )         | 17 June 2010               |
| Dr Wang Chuantao ( <i>Deputy Chairman</i> )         | 27 April 2009              |
| Mr Liu Stephen Quan                                 | 24 October 2007            |
| Dr Zhu Shengliang                                   | 28 May 2008                |
| Mr Li Zhengshan                                     | 17 June 2010               |
| Mr Ting Kwok Kit, Johnny                            | 3 November 2014            |
| Mr Chen Xiao  | 3 November 2014            |
| <br>  |                            |
| <i>Non-executive Director</i>                       | <i>Date of appointment</i> |
| Dr Xia Tingkang, Tim                                | 17 June 2010               |
| <br>  |                            |
| <i>Independent non-executive Directors</i>          | <i>Date of appointment</i> |
| Dr Song Jian  | 14 May 2010                |
| Dr Zhu Guobin                                       | 31 December 2012           |
| Mr Cheng Tat Wa                                     | 17 August 2012             |
| Dr Li Jianyong                                      | 31 December 2012           |
| Mr Chan Sin Hang                                    | 31 December 2012           |
| Mr Lee Cheung Yuet Horace                           | 13 September 2017          |

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## LETTER FROM THE BOARD

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### **Directors proposed to be re-elected**

According to Bye-law 87(1) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3)), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

By virtue of Bye-law 87(1) of the Bye-laws, (1) Dr Huang Chunhua; (2) Dr Wang Chuantao; (3) Mr Li Zhengshan; (4) Mr Cheng Tat Wa; (5) Dr Li Jianyong; and (6) Mr Chan Sin Hang (collectively, the “**Retiring Directors**”) will retire and each of them, being eligible, will offer himself for re-election at the Annual General Meeting.

The biographical information on each of the Retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **Nomination policy**

To ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group among members of the Board, the nomination of Directors for re-appointment at the Annual General Meeting were made by the Nomination Committee in accordance with the nomination policy adopted by the Company and the selection criteria as set out in the diversity policy of the Company (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service).

### **Recommendation of the Nomination Committee**

The Nomination Committee established by the Board had nominated the Retiring Directors to the Board for the Board to make recommendation to the Shareholders for re-election at the Annual General Meeting, having reviewed the composition of the Board and having regard to the Retiring Directors’ professional experience, skills, knowledge and/or length of service, their commitment to their respective roles and functions, and their respective contributions brought and to be brought to the Group.

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## **LETTER FROM THE BOARD**

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Further, the Nomination Committee considered that at all times during the period of directorship with the Company, Mr Cheng Tat Wa, Dr Li Jianyong and Mr Chan Sin Hang (three of the independent non-executive Directors) had each properly discharged his duties and responsibilities as an independent non-executive Director and had made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group, and was also satisfied with their independence, having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr Cheng Tat Wa, being one of the members of the Nomination Committee, abstained from voting at the meeting of the Nomination Committee when his own nomination was being considered.

Having considered the recommendation of the Nomination Committee and with due regard for the benefits of diversity as set out in the diversity policy of the Company, the Board is satisfied that each of Mr Cheng Tat Wa, Dr Li Jianyong and Mr Chan Sin Hang, as well as the other Retiring Directors, is a person of integrity and stature and believes that their re-election and continued appointment or re-appointment will allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

### **ACTIONS TO BE TAKEN**

Set out on pages N-1 to N-7 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Buy-back Mandate and the Extension Mandate;  
and
- (b) the re-election of retiring Directors.

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## **LETTER FROM THE BOARD**

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A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Branch Share Registrar, 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 of the Annual General Meeting (that is, 11:00 a.m. on Monday, 10 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

The record date for determination of entitlement of Shareholders to the right to attend and vote at the Annual General Meeting is Wednesday, 12 June 2019.

In order to determine the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019 (both days inclusive) during which no transfer of Shares will be registered. All completed transfer forms (accompanied by the relevant share certificate(s)) must be lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2019.

### **VOTING BY POLL**

The voting at the Annual General Meeting will be taken by poll. After the conclusion of the Annual General Meeting, the results of the poll will be released on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://hk1188.etnet.com.hk>).

### **RECOMMENDATIONS**

The Directors consider that the proposals regarding (a) the grant of the General Mandate, the Buy-back Mandate and the Extension Mandate; and (b) the re-election of the Directors as set out in Appendix II to this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

*This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Buy-back Mandate to the Directors.*

## **1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy-back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-backs of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 20,352,872,747 Shares in issue.

Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no new Shares are issued and no Shares are bought back for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 2,035,287,274 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR THE BUY-BACKS**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy-back Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

**4. FUNDING OF BUY-BACKS**

In making buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on buy-back may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are bought back. In accordance with the laws of Bermuda, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

**5. MATERIAL ADVERSE IMPACT IN THE EVENT OF BUY-BACK IN FULL**

Taking into account the current working capital position of the Group, the Directors consider that, if the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2018, being the date of on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

|   | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|---|-------------------------------|------------------------------|
| <b>2018</b>                               |                               |                              |
| April                                     | 0.135                         | 0.122                        |
| May                                       | 0.130                         | 0.107                        |
| June                                      | 0.111                         | 0.069                        |
| July                                      | 0.084                         | 0.064                        |
| August                                    | 0.100                         | 0.065                        |
| September                                 | 0.088                         | 0.067                        |
| October                                   | 0.082                         | 0.045                        |
| November                                  | 0.065                         | 0.047                        |
| December                                  | 0.068                         | 0.050                        |
| <b>2019</b>                               |                               |                              |
| January                                   | 0.060                         | 0.043                        |
| February                                  | 0.068                         | 0.045                        |
| March                                     | 0.058                         | 0.041                        |
| April (up to the Latest Practicable Date) | 0.044                         | 0.038                        |



**7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs under the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-laws.

**8. CORE CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

**9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to buy-back securities pursuant to the Buy-back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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**APPENDIX I****EXPLANATORY STATEMENT  
FOR THE BUY-BACK MANDATE**

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As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

| <b>Name</b>  | <b>Capacity</b>                             | <b>Number of Shares</b> | <b>Approximate percentage of existing shareholding (Note 3)</b> | <b>Approximate percentage of shareholding if the Buy-back Mandate is exercised in full (Note 4)</b> |
|--------------|---|-------------------------|---|---|
| Sun East LLC | Beneficial owner (Note 1)                   | 2,673,071,189           | 13.13%  | 14.59%  |
| Yeung Yung   | Interest of controlled corporation (Note 1) | 2,673,071,189           | 13.13%  | 14.59%  |
|              | Beneficial owner (Note 2)                   | 68,140,000              | 0.34%   | 0.37%   |
|              |   | <u>2,741,211,189</u>    | <u>13.47%</u>   | <u>14.96%</u>   |

*Notes:*

- (1) Sun East LLC is owned as to 35% by Dr Yeung Yung (shared commonly with his wife under the laws of California, the U.S.) and 65% by Mr Ma Manwai (alias Ma Manwai, Philip) and Mr Jimmy Wang (alias Wang Jian) as co-trustees for certain trusts established for the benefit of the children of Dr Yeung Yung on 30 December 2002. Dr Yeung Yung (as well as his spouse) was deemed to be interested in these 2,673,071,189 Shares held by Sun East LLC under Part XV of the SFO. Dr Yeung Yung is the chairman of the Group and an executive Director.
- (2) These 68,140,000 Shares are registered in the name of and beneficially held by Dr Yeung Yung, in which his spouse is also deemed to be interested by virtue of Part XV of the SFO.
- (3) The percentage of shareholding is calculated on the basis of 20,352,872,747 Shares in issue as at the Latest Practicable Date.
- (4) The percentage of shareholding is calculated on the basis of 18,317,585,473 Shares (on the basis of 20,352,872,747 Shares in issue as at the Latest Practicable Date and assuming the Buyback Mandate was exercised in full).

On the basis of 20,352,872,747 Shares in issue as at the Latest Practicable Date and assuming there was no further issue or buy-back of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Buy-back Mandate were exercised in full, the percentage shareholding of (i) Sun East LLC would increase from 13.13% to 14.59% of the issued Shares and (ii) Dr Yeung Yung (as well as his spouse) would increase from 13.47% to 14.96% if the Buy-back Mandate was exercised in full.

Such increase would not result in the aggregate amount of the issued share capital of the Company in the public hands being reduced to less than 25% and would not give rise to an obligation on the part of Sun East LLC and parties acting in concert (as defined in the Takeovers Code) with it (including Dr Yeung Yung and his spouse) to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any buy-back pursuant to the Buy-back Mandate.

The Directors have no intention to exercise the Buy-back Mandate to such an extent as would result in (i) any obligation of Sun East LLC and parties acting in concert (as defined in the Takeovers Code) with it (including Dr Yeung Yung and his spouse) to make a mandatory offer under the Takeovers Code or (ii) the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### **10. SHARE BUY-BACKS MADE BY THE COMPANY**

The Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise) within the six months immediately preceding the Latest Practicable Date.

*Set out below are the biographical and other details of the retiring Directors who, being eligible, will offer themselves for re-election at the Annual General Meeting.*

**Dr HUANG Chunhua (黃春華)** (“**Dr Huang**”), aged 55, has been an executive Director since 17 June 2010 and is the Deputy Chairman of the Group. Dr Huang holds a Bachelor of Economics Degree from the Wuhan University in China, an MBA and PhD in Marketing (focused on corporate strategy) from the University of Strathclyde in Scotland. Dr Huang is currently the vice-chairman of Hybrid Kinetic Motors Corporation (HKMC), a wholly-owned subsidiary of the Company and a director of certain subsidiaries of the Company. Dr Huang had been the vice-chairman of the Company between November 2002 and October 2007 and its chief financial officer between August 2000 and September 2004. He was among the first generation China equity analysts and had in-depth knowledge about China’s automotive and transport infrastructure sectors, as well as red chip conglomerates. Dr Huang was a pioneering financier for China’s first wave of private companies going public in Hong Kong during 1999 and 2001. Dr Huang has been an independent non-executive director of China Rare Earth Holdings Limited, a listed company in Hong Kong (stock code: 00769.HK) since 2001.

As at the Latest Practicable Date, Dr Huang had a personal interest in 65,000,000 Shares, as well as 50,000,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed, Dr Huang did not have any interest in Shares within the meaning of Part XV of the SFO.

Dr Huang entered into a director’s service agreement with the Company under which he is appointed as an executive Director for a term of two years commencing from 17 June 2010, renewable automatically thereafter for successive periods of one year unless terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation and re-election in accordance with the Bye-laws.

Dr Huang, in his capacity as executive Director, is entitled to receive a director’s fee of US\$20,000 and, as the vice-chairman of HKMC a salary of US\$300,000, per annum respectively and such other emoluments and discretionary bonus as may be determined by, and at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Dr Huang’s emoluments was and will be determined with reference to his experience, qualifications, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions and is subject to annual. For the financial year ended 31 December 2018, Dr Huang received by way of remuneration and other emoluments the amount of approximately HK\$2,508,000 from the Group.

Save as disclosed above and as far as the Directors are aware, Dr Huang (i) did not hold any directorship in listed public companies in the last three years; (ii) did not hold any other positions with the Company or its subsidiaries and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Dr Huang's re-election.

**Dr WANG Chuantao (王川濤) ("Dr Wang")**, aged 65, has been an executive Director since 27 April 2009 and is the Deputy Chairman of the Group. He is also the chief executive officer of Hybrid Kinetic Motors Corporation (HKMC), a wholly-owned subsidiary of the Company. Dr Wang has more than 30 years' experience in the field of manufacturing engineering. He is an internationally recognized leading technologist and business leader in the development and implementation of advanced stamping using computer-aided engineering technology and production systems for digital die manufacturing and stamping for large scale automotive applications. He had been the Chief Die Engineer and Technical Fellow in General Motors Corp in Michigan, the U.S. before he joined the Group. He is armed with interdisciplinary education, diverse and in-depth knowledge and management experience in the automotive industry.

Dr Wang received his doctorate in industrial systems and engineering and his Master's Degree in materials science and engineering from The Ohio State University, Columbus, Ohio, the US and his Bachelor's Degree and Master's Degree in mechanical engineering from Chongqing University, Chongqing, the PRC.

As at the Latest Practicable Date, Dr Wang had personal interest in 30,000,000 Shares and 30,000,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed, Dr Wang did not have any interest in Shares within the meaning of Part XV of the SFO.

Dr Wang has entered into a service agreement with the Company for an initial term of two years commencing from 27 April 2009, renewable automatically thereafter for successive terms of one year unless terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation and re-election in accordance with the Bye-laws. He has also been appointed the chief executive officer of HKMC, a wholly-owned subsidiary of the Company. Dr Wang, in his capacity as executive Director, is entitled to receive a director's fee of US\$20,000 and, as, the Deputy Chairman of the Group and the chief executive officer of HKMC, is entitled to receive an annual remuneration of approximately US\$300,000 and such other emoluments and discretionary bonus as may be determined by, and at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Dr Wang's emoluments was and will be determined with reference to his experience, qualifications, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions and is subject to annual review. For the financial year ended 31 December 2018, Dr Wang received by way of remuneration and other emoluments the amount of approximately HK\$2,508,000 from the Group.

Save as disclosed and as far as the Directors are aware, Dr Wang (i) did not hold any other directorship in listed public companies in the last three years; (ii) did not hold any other positions with the Company or its subsidiaries; and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling Shareholders of the Company as at the Latest Practicable Date.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders or other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Dr Wang's re-election.

**Mr LI Zhengshan (李正山)** ("Mr Li"), aged 49, has been an executive Director since 17 June 2010. Mr Li holds a Master of Arts Degree in English language and literature from the Shanghai International Studies University. He has been the executive assistant to Dr Yeung Yung, the Chairman of the Company since 2003 and the deputy general manager of the PRC investment division of the Company. He is currently a director of certain subsidiaries of the Company. He is responsible for corporate coordination and business development of the Group in China.

As far as the Directors are aware, and other than being an executive Director, Mr Li does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any position with the Company and other members of the Group. He does not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr Li had a personal interest in 26,270,000 Shares, as well as 70,000,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed, Mr Li did not, directly or indirectly, have any interest or underlying interest in shares in the Company within the meaning of Part XV of the SFO.

Mr Li entered into a director's service agreement with the Company under which he was appointed as an executive Director for a term of two years commencing from 17 June 2010, renewable automatically thereafter for successive terms of one year and subject to retirement by rotation and re-election in accordance with the Bye-laws.

Mr Li, in his capacity as executive Director, is entitled to receive a director's fee of HK\$160,000, and as the deputy general manager of the PRC investment division of the Company, a salary of HK\$2,340,000 per annum respectively and such other emoluments and discretionary bonus as may be determined by, and at the discretion of, the Board (upon the recommendation of the remuneration committee of the Company) from time to time. The level of Mr Li's emoluments was determined with reference to his experience, qualifications, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions and is subject to annual review. For the year ended 31 December 2018, Mr Li received by way of remuneration and other emoluments the amount of approximately HK\$2,530,000 from the Group.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to the proposed re-election of Mr Li as executive Director.

**Mr CHENG Tat Wa (鄭達華)** ("Mr Cheng"), aged 54, has been an independent non-executive Director since 17 August 2012. He is also the chairman of the audit committee, and a member of the nomination committee and the remuneration committee of the Board. Mr Cheng holds a Master's Degree in international accounting from City University of Hong Kong and a LLB (HONS) from Northumbria University in the United Kingdom. Mr Cheng is a fellow member of the Association of Chartered Certified Accountants. He is an associate member of the Institute of Chartered Secretaries and Administrators of Canada and a member of the Certified General Accountants Association of Canada. He is also a member of the Institute of Internal Auditors. Mr Cheng has more than 15 years of extensive experience in the business accounting fields.

As at the Latest Practicable Date, Mr Cheng had a personal interest in 1,300,000 Shares, as well as 5,000,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed, Mr Cheng did not have any interest in Shares within the meaning of Part XV of the SFO.

Except for a letter of appointment from the Company confirming its appointment of Mr Cheng as an independent non-executive Director, there is no service agreement entered into by the Company with Mr Cheng. Mr Cheng does not have a fixed tenure of appointment with the Company but he is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr Cheng is entitled to a director's fee of HK\$160,000 per annum and such other emoluments and benefits as may be determined by and, at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Mr Cheng's emoluments was and will be determined with reference to his experience, qualifications, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions and is subject to annual review. For the financial year ended 31 December 2018, Mr Cheng received by way of remuneration the amount of approximately HK\$160,000 from the Group.

Based on the information contained in the annual confirmation on independence provided by Mr Cheng to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr Cheng and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that Mr Cheng remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

Save as disclosed above and as far as the Directors are aware, Mr Cheng (i) did not hold any other directorship in listed public companies in the last three years; (ii) did not hold any other positions with the Company or its subsidiaries and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Mr Cheng's re-election.



**Dr LI Jianyong (李建勇)** (“**Dr Li**”), aged 61, has been an independent non-executive Director since 31 December 2012. Dr Li holds a Doctoral Degree in economics from the Southwestern University of Finance and Economics (西南財經大學). Dr Li obtained the accreditation and qualification of sponsor representative\* (保薦代表人) from the Securities Association of China (中國證券業協會) in 2007. Dr Li had served various senior positions in GF Securities Company Limited (廣發證券股份有限公司). Dr Li was also appointed as the vice-chairman of the Securities Association of China in 2007. Dr Li has extensive experience in the securities and investment field in the PRC. Dr Li is currently a professor of the Chinese Finance Research Institute of the Southwestern University of Finance and Economics.

As at the Latest Practicable Date, Dr Li had a personal interest in 30,000,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed, Dr Li did not have any interest in Shares within the meaning of Part XV of the SFO.

Except for a letter of appointment from the Company confirming its appointment of Dr Li as an independent non-executive Director for a term of three years commencing from 31 December 2012, renewable automatically thereafter for successive terms of one year and subject to retirement by rotation and re-election in accordance with the Bye-laws, there is no service agreement entered into by the Company with Dr Li. Dr Li is entitled to an annual director’s fee of HK\$160,000 and such other emoluments and benefits as may be determined by and, at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Dr Li’s emoluments was and will be determined with reference to his experience, qualifications, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions and is subject to annual review. For the financial year ended 31 December 2018, Dr Li received by way of remuneration the amount of approximately HK\$160,000 from the Group.

Based on the information contained in the annual confirmation on independence provided by Dr Li to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Dr Li and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that Dr Li remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

Save as disclosed above and as far as the Directors are aware, Dr Li (i) did not hold any other directorship in listed public companies in the last three years; (ii) did not hold any other positions with the Company or its subsidiaries and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Dr Li's re-election.

**Mr CHAN Sin Hang (陳善衡)** (“**Mr Chan**”), aged 34, has been an independent nonexecutive Director since 31 December 2012. He is also a member of the audit committee of the Board. Mr Chan holds a Bachelor's Degree in business (accounting) from the Australian Catholic University. Mr Chan is a full member of the CPA Australia. He is also a member of HKICPA since March 2013. Mr Chan had been an auditor in CPA firms in Hong Kong, and a chief financial officer and a company secretary of a financial services company based in Hong Kong and China. Mr Chan has more than 10 years of experience in the accounting field, and is currently a financial controller of a Hong Kong company.

As at the Latest Practicable Date, Mr Chan had a personal interest in 500,000 Shares, as well as 4,500,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed, Mr Chan did not have any interest in Shares within the meaning of Part XV of the SFO.

Except for a letter of appointment from the Company confirming its appointment of Mr Chan as an independent non-executive Director for a term of three years commencing from 31 December 2012, renewable automatically thereafter for successive terms of one year and subject to retirement by rotation and re-election in accordance with the Bye-laws, there is no service agreement entered into by the Company with Mr Chan. Mr Chan is entitled to an annual director's fee of HK\$160,000 and such other emoluments and benefits as may be determined by and, at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Mr Chan's emoluments was and will be determined with reference to his experience, qualifications, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions and is subject to annual review. For the financial year ended 31 December 2018, Mr Chan received by way of remuneration the amount of approximately HK\$160,000 from the Group.

Based on the information contained in the annual confirmation on independence provided by Mr Chan to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr Chan and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that Mr Chan remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

Save as disclosed above and as far as the Directors are aware, Mr Chan (i) did not hold any other directorship in listed public companies in the last three years; (ii) did not hold any other positions with the Company or its subsidiaries and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Mr Chan's re-election.

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Hybrid Kinetic Group Limited (the “**Company**”) will be held at Suite 1410, 14th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 June 2019 at 11:00 a.m. to consider and, if thought fit, transact the following businesses:

#### **As Ordinary Business**

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2018.
2. To consider the re-election of the following Directors, each as separate resolution:
  - (a) Dr Huang Chunhua;
  - (b) Dr Wang Chuantao;
  - (c) Mr Li Zhengshan;
  - (d) Mr Cheng Tat Wa;
  - (e) Dr Li Jianyong;
  - (f) Mr Chan Sin Hang;

and (g) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. To consider the re-appointment of ZHONGHUI ANDA CPA Limited as the Auditors for the year ending 31 December 2019 and to authorise the Board to fix the remuneration of the Auditors.

### As Special Business

To consider and, if thought fit, pass with or without modifications, each of the following resolutions as ordinary resolution:

### ORDINARY RESOLUTIONS

4. **“THAT:**
  - (a) subject to paragraphs (c) and (d) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (the **“Directors”**) of the Company during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the **“Shares”**) of HK\$0.10 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
    - (i) a Rights Issue (as hereinafter defined in paragraph (e) below);
    - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company and other relevant regulations in force from time to time; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;

(d) the Company may not issue securities convertible into new Shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as hereinafter defined in paragraph (e) below) of the Shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new Shares; or (ii) any securities convertible into new Shares, for cash consideration pursuant to the approval in paragraph (a) above; and

(e) for the purposes of this resolution,

“**Benchmarked Price**” means the higher of:

(i) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) above; and

(ii) the average closing price in the 5 trading days immediately prior to the earlier of:

(1) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities pursuant to the approval in paragraph (a) above;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (2) the date of the placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) above; and
- (3) the date on which the placing or subscription price is fixed.

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “**THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back the shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any other applicable law of Bermuda to be held; or
    - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”



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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of the shares in the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares in the Company bought back by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above.”

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

Hong Kong, 30 April 2019

*Registered office:*

Canon’s Court  
22 Victoria Street  
Hamilton HM12  
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. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. In order to be valid, the form of proxy must 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, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In relation to resolutions numbered 4 and 6 above, approval is being sought from the members of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued upon exercise of the subscription rights attached to the options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the members of the Company.
6. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back Shares in circumstances, which they deem appropriate for the benefit of the members of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice forms part.
7. The record date for determination of entitlement to the right to attend and vote at the Meeting is Wednesday, 12 June 2019. In order to determine the entitlement to the right to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019 (both days inclusive) during which no transfer of Shares will be registered. All completed transfer forms (accompanied by the relevant share certificate(s)) must be lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2019.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time before 12:00 noon on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the HKEXnews website (<http://www.hkexnews.hk>) and the Company’s website (<http://hk1188.etnet.com.hk>) to notify its shareholders of the date, time and place of the adjourned meeting.

*As at the date of this notice, the Board comprises ten executive Directors, namely Dr Yeung Yung (Chairman), Mr Xu Jianguo (Chief Executive Officer), Mr Hui Wing Sang, Wilson (Deputy Chairman), Dr Huang Chunhua (Deputy Chairman), Dr Wang Chuantao (Deputy Chairman), Mr Liu Stephen Quan, Dr Zhu Shengliang, 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 Dr Song Jian, Mr Cheng Tat Wa, Dr Zhu Guobin, Dr Li Jianyong, Mr Chan Sin Hang and Mr Lee Cheung Yuet Horace.*