

## **SHAREHOLDERS' RIGHTS**

### **Objectives**

Hybrid Kinetic Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is committed to (i) protecting the rights of its shareholders (the “**Shareholders**” and, individually a “**Shareholder**”) and ensuring that each Shareholder is treated equally and fairly; and (ii) reinforcing the trust placed in the Company by its Shareholders by remaining open and transparent, which objective the Company believes is the hallmark of a high quality company.

Set out below are (i) the procedures on how Shareholders can convene a special general meeting (the “**SGM**”); (ii) procedures for putting forward proposal at a Shareholders’ meeting by a Shareholder and (iii) the procedures for Shareholders to propose a person for election as a director from the perspective of the Companies Act 1981 of Bermuda (the “**Companies Act**”) and the bye-laws of the Company (the “**Bye-laws**”).

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| <b>1.</b> | <b>Procedures on how Shareholders can convene a SGM</b>   |
|           | <u>Bye-laws and the Companies Act</u>   |
| 1.1       | Pursuant to section 74 of the Companies Act, a Shareholder or Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company may requisition the directors of the Company (the “ <b>Directors</b> ” and each a “ <b>Director</b> ”) to forthwith proceed duly to convene a SGM by depositing a written requisition at the registered office of the Company. Bye-law 58 of the Company’s Bye-laws provide for this right as well. |
| 1.2.      | The written requisition must state the purposes of the meeting (including the resolutions to be considered at the meeting), signed by the requisitionists, deposited at the registered office of the Company at Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda and may consist of several documents in like form each signed by one or more requisitionists.   |
| 1.3       | If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of three months from the date of deposit of the requisition.  |
| 1.4       | A SGM so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.  |
| <b>2.</b> | <b>Procedures for putting forward proposals at Shareholders meetings by a Shareholder</b>   |

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|     | <u>Companies Act</u>   |
| 2.1 | Sections 79 and 80 of the Companies Act allow certain Shareholder(s) to requisition the Company to move a resolution at an annual general meeting (the “AGM”) of the Company or circulate a statement at any general meeting of the Company. Under section 79 of the Companies Act, at the expense of the requisitionists unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by such number of Shareholders:-  |
|     | (a) to give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;   |
|     | (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.   |
| 2.2 | The number of Shareholders necessary to make the above-mentioned requisitions to the Company shall be:-  |
|     | (i) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or  |
|     | (ii) not less than one hundred Shareholders.   |
| 2.3 | Notice of any such intended resolution shall be given, and any such statement shall be circulated, to Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meeting of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter. |
| 2.4 | Section 80 of the Companies Act sets out the conditions to be met before the Company is bound to give any notice of resolution or to circulate any statement. Pursuant to section 80 of the Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in paragraph 2.1 above unless:-  |
|     | (a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the registered office of the Company:-  |
|     | (i) in the case of a requisition requiring notice of a resolution, not   |

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|           |  | less than six weeks before the meeting; and   |
|           | (ii)   | in the case of any other requisition, not less than one week before the meeting; and  |
|           | (b)  | there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in paragraph 2.1 above (i.e. the giving of notice of resolution and/or circulation of statement).  |
|           |  | Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the above-mentioned time shall be deemed to have been properly deposited for the purposes thereof. |
| <b>3.</b> | <b>Procedures for Shareholders to propose a person for election as a Director</b>  |   |
|           | <u>Bye-laws</u>  |   |
| 3.1       | Election of directors must take place at annual general meetings of the Company.   |   |
| 3.2       | If a Shareholder wishes to propose a person for election as a Director at an annual general meeting, bye-law 88 requires that unless the person proposed to be elected as a Director is a Director retiring at the general meeting or is recommended by the Board for election (i) a notice in writing signed by a Shareholder duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director and (ii) a notice in writing signed by that person of his willingness to be elected as a Director shall have been delivered to the Company at the Company's principal office in Hong Kong at " <i>Suites 1407-8, 14/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong</i> " not less than seven (7) days before the date appointed for the annual general meeting. |   |
|           | <u>Companies Act</u>   |   |
| 3.3       | Alternatively, if no annual general meeting has already been convened, a Shareholder may propose a person for election as a Director by requisitioning the Company to convene a SGM, provided that he is holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company. Please refer to the procedures set out in paragraphs 1.1 to 1.4 above for procedures of how to convene a SGM by way of requisition. The requirements under bye-law 88 will also have to be satisfied.   |   |
| <b>4.</b> | <b>Procedures for sending enquiries to the Board</b>   |   |
| 4.1       | For matters in relation to the Board and/or the Group, Shareholders may contact the Company in writing or by telephone or facsimile:   |   |

Principal office of the Company in Hong Kong

Address : Suites 1407-8, 14/F., Great Eagle Centre  
23 Harbour Road, Wanchai, Hong Kong  
Telephone : +(852) 2530 9218  
Fax : +(852) 2525 2002  
Attention : Board of Directors/Company Secretary

4.2 For share registration related matters (such as share transfer and registration, change of personal particulars or correspondence address, loss of share certificates or warrants, etc. ), the registered Shareholders may contact:

Company's Branch Share Registrar and Transfer Office in Hong Kong

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East, Hong Kong  
Telephone : + (852) 2862 8555  
Fax : + (852) 2865 0990 / 2529 6087

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| <b>5.</b> | <b>Communication policy with shareholders</b>   |
|           | The Company attaches great importance to communication with the Shareholders. A number of means are used to promote greater understanding and dialogue with the Shareholders and the investing public. .  |
|           | The means of access includes without limitation the despatch to Shareholders and/or release by the Company of the various corporate communication of the Company (such as interim and annual reports, circulars, notices, financial reports, press releases and other business information) via the website of The Stock Exchange of Hong Kong Limited and the website of the Company ( <a href="http://hk1188.etnet.com.hk">http://hk1188.etnet.com.hk</a> ) |
|           | Shareholders are encouraged by the Company to attend general meetings of the Company where the Chairman of the Company and other members of the Board and (if appropriate) the auditors of the Company, are available to answer questions.  |
| <b>6.</b> | <b><u>General</u></b>   |
|           | If you have any questions or enquires regarding any of the above procedures or policy, you may: <ul style="list-style-type: none"><li>- write to the Company's principal office in Hong Kong at "Suites 1407-8, 14/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong" (for the attention of the Company Secretary); or</li><li>- call the Company Secretary at +(852) 25309218.</li></ul>   |



**HYBRID KINETIC GROUP LIMITED**

正道集團有限公司

(the “Company” and “本公司”)

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**Board Diversity Policy  
董事會成員多元化政策**

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(中文本為翻譯稿，僅供參考用)

**1. Purpose**

This Policy aims to set out the approach to achieve diversity on the Company’s board (the “**Board**”) of directors (the “**Directors**”).

**目的**

本政策旨在列載本公司董事會 (“**董事會**”) 為達致董事 (“**董事**”) 成員多元化而採取的方針。

**2. Vision**

The Company recognizes the importance, and embraces the benefits, of having a diverse Board to enhance the quality of its performance.

**願景**

本公司明白並深信董事會成員多元化的重要性及對提升公司的表現素質的裨益。

**3. Policy Statement**

**政策聲明**

A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors.

These differences will be taken into account in determining the optimum composition of the Board. All Board appointments will be based on merit while taking into account diversity (including gender diversity).

#### **4. Measurable Objectives**

4.1 The nomination committee (the “**Nomination Committee**”) of the Board will discuss and review, at least once annually, measurable objectives (having regard to the Company’s business model and specific needs from time to time) for implementing diversity on the Board and recommend them to the Board for adoption.

4.2 The Company aims to build and maintain a Board with a diversity of Directors, in terms of skills, experience, knowledge, expertise, cultural background, independence, language, age and gender.

#### **5. Monitoring and Reporting**

The Nomination Committee will report annually, in the corporate governance report, on the Board’s composition under diversified perspectives, and monitor the implementation of this Policy.

#### **6. Review of this Policy**

一個真正多元化的董事會應包括並善用董事於技能、地區及行業經驗、背景、種族、性別及其他素質等方面之分別。

公司在制定董事會成員的最佳組合時將考慮上述的分別。所有董事會成員之任命均以用人唯才為原則，並考慮多元化（包括性別多元化）。

#### **可計量目標**

董事會的提名委員會（“**提名委員會**”）每年應最少一次討論及同意用作推行董事會多元化的可計量目標（經考慮本公司的業務模式和不斷的特定需求），並會建議董事會採納該等可計量目標。

公司旨在建立及維持董事會具備多元化的董事，無論在技能、經驗、知識、專才、文化背景、獨立性、語言、年齡及性別。

#### **監察及匯報**

提名委員會將於每年《企業管治報告》內匯報董事會依據多元化層面的組合，並監察本政策的執行。

#### **檢討本政策**

The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

為確保本政策行之有效，提名委員會將於適當時候檢討本政策。提名委員會將會討論任何需對本政策作出的修訂，並向董事會提出修訂建議，供董事會考慮及通過。

## **7. Disclosure of this Policy**

## **披露本政策**

7.1 This Policy will be published on the Company's website for public information.

本政策登載在本公司網站供公眾查閱。

7.2 A summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the Company's corporate governance report or as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or other applicable rules and regulations.

本政策的概要；及為執行本政策而制定的可計量目標和達標進度將每年在本公司《企業管治報告》內或依據《香港聯合交易所有限公司證券上市規則》及/或其他適用條例及規則披露。

Adopted on 30 August 2013

於 2013 年 8 月 30 日採納