
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Clear Lift Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying 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 the transferee.

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CLEAR LIFT HOLDINGS LIMITED

焯陞企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “**EGM**”) of the Company to be held at Room 2702, 27/F, 200 Gloucester Road, Wanchai, Hong Kong, Hong Kong on Thursday, 27 April 2017 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

6 April 2017

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 24 March 2017 in relation to the proposed Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the change the English name of the Company from “Clear Lift Holdings Limited” to “Hao Tian International Construction Investment Group Limited” and the change of the Chinese name of the Company from “焯陞企業控股有限公司” to “昊天國際建設投資集團有限公司”
“Company”	Clear Lift Holdings Limited (焯陞企業控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Thursday, 27 April 2017 at 10:30 a.m. for the Shareholders to consider and, if thought fit, approve, among other things, the proposed Change of Company Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

CLEAR LIFT HOLDINGS LIMITED

焯陞企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

Executive Directors

Mr. Tang Yiu Chi James

Dr. Zhiliang Ou, *J.P., (Australia)*

Mr. Fok Chi Tak

Independent non-executive Directors

Mr. Lee Chi Hwa Joshua

Mr. Mak Yiu Tong

Mr. Li Chi Keung Eliot

Registered Office:

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Rooms 4917-4932

Sun Hung Kai Centre

30 Harbour Road

Wan Chai

Hong Kong

6 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement of the Company. The purpose of this circular is to provide you with, among other matters, further details regarding the proposed Change of Company Name. A notice of the EGM is set out on pages EGM-1 to EGM-2 in this circular.

LETTER FROM THE BOARD

The Board proposed to change the English name of the Company from “Clear Lift Holdings Limited” to “Hao Tian International Construction Investment Group Limited” and to change the Chinese name of the Company from “焯陞企業控股有限公司” to “昊天國際建設投資集團有限公司”.

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the proposed Change of Company Name and the new name being entered in the Register of Companies by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name of the Company on the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. Upon the Change of Company Name becoming effective, the Company will comply with the necessary filing procedures in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the proposed Change of Company Name will align the Company’s name with the name of Hao Tian Development Group Limited, the shares of which is listed on the Stock Exchange (stock code: 474), the controlling shareholder of the Company, and provide a more accurate reflection of the future direction of business development of the Group. As such, the Board considers that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects on the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position. All existing share certificates for the Shares in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be effective and as evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there would not be any arrangement for free exchange of the existing certificates of securities for new certificates of securities bearing the new name of the Company. Upon the Change of Company Name becoming effective, new certificates of securities of the Company would be issued under the new name of the Company.

LETTER FROM THE BOARD

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the proposed Change of Company Name becomes effective.

EGM

A notice convening the EGM to be held at Room 2702, 27/F, 200 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 April 2017 at 10:30 a.m. for the purpose of considering, and if thought fit, approving the proposed Change of Company Name is set out on pages EGM-1 and EGM-2 of this circular.

The special resolution proposed to be approved at the EGM will be taken by poll. As no Shareholder has a material interest in the Change of Company Name which is different from that of the other Shareholders, no Shareholder is required to abstain from voting at the EGM to approve the proposed Change of Company Name. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch Share Registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board consider that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM to approve the proposed Change of Company Name.

By order of the Board
Clear Lift Holdings Limited
Fok Chi Tak
Executive Director

NOTICE OF EGM

CLEAR LIFT HOLDINGS LIMITED 焯陞企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Clear Lift Holdings Limited (the “Company”) will be held at Room 2702, 27/F, 200 Gloucester Road, Wanchai Hong Kong on Thursday, 27 April 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of the Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Clear Lift Holdings Limited” to “Hao Tian International Construction Investment Group Limited” and the Chinese name of the Company be changed from “焯陞企業控股有限公司” to “昊天國際建設投資集團有限公司”, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they consider necessary, desirable or expedient for the implementation of and giving effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Clear Lift Holdings Limited
Fok Chi Tak
Executive Director

Hong Kong, 6 April 2017

As at the date of this notice, the Board comprises Mr. Tang Yiu Chi James, Dr. Zhiliang Ou, J.P., (Australia) and Mr. Fok Chi Tak as executive Directors; and Mr. Lee Chi Hwa Joshua, Mr. Mak Yiu Tong and Mr. Li Chi Keung Eliot, as independent non-executive Directors.

NOTICE OF EGM

Notes:

- (a) A Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and to vote instead of him/her. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote in his/her stead.
- (b) Where there are joint registered holders of any share, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (c) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (d) For the purpose of ascertaining shareholders who are entitled to attend and vote at the EGM to be held on Thursday, 27 April 2017 (or any adjournment thereof), the register of members of the Company will be closed from Monday, 24 April 2017 to Thursday, 27 April 2017 (both days inclusive). In order to qualify for the right to attend and vote at the EGM (or any adjournment thereof), all transfers documents accompanied by the relevant share certificates should be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 21 April 2017.
- (e) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (f) Pursuant to the Listing Rules, any voting on the resolutions at the EGM will be taken by poll.