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**HAO TIAN INTERNATIONAL
CONSTRUCTION INVESTMENT GROUP LIMITED**

昊天國際建設投資集團有限公司

(Formerly known as 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 BONUS ISSUE OF SHARES
AND
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

**PROPOSED BONUS ISSUE OF ONE (1) BONUS SHARE FOR EVERY
ONE (1) EXISTING SHARE**

The Board recommended a Bonus Issue to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Bonus Share for every one (1) existing Share held by the Qualifying Shareholders, subject to the approval by the Shareholders at the EGM.

The register of members of the Company will be closed from Wednesday, 30 August 2017 to Friday, 1 September 2017 (both days inclusive) in order to determine the entitlement of the Shareholders under the Bonus Issue. The Bonus Shares, upon issue, will rank pari passu in all respects with the Shares then in issue.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

In order to allow the Bonus Issue and any possible further issues of Shares, the Board proposed to increase the authorised share capital of the Company to HK\$200,000,000 divided into 20,000,000,000 Shares, by the creation of an additional 18,440,000,000 Shares. The additional Shares, upon issue, shall rank pari passu in all respects with the Shares then in issue.

GENERAL

The EGM will be convened and held to approve the Bonus Issue and the proposed increase in authorised share capital of the Company. A circular containing, among other things, details of the Bonus Issue and the proposed increase in authorised share capital of the Company, together with a notice of EGM will be despatched to the Shareholders on or about Wednesday, 2 August 2017.

PROPOSED BONUS ISSUE OF SHARES

The Board recommended a Bonus Issue to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Bonus Share for every one (1) existing Share held by the Qualifying Shareholders, subject to the approval by the Shareholders at the EGM.

Details of the Bonus Issue are set out below:

Basis of the Bonus Issue

Subject to the conditions as set out under the paragraph headed “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par on the basis of one (1) Bonus Share for every one (1) existing Share held by the Qualifying Shareholders whose name appear on the register of members of the Company on the Record Date.

On the basis of 1,200,000,000 existing Shares in issue as at the date of this announcement, and (i) assuming no further Shares will be issued or repurchased on or before the Record Date; and (ii) there are no Non-qualifying Shareholders, it is anticipated that a total of 1,200,000,000 Bonus Shares will be allotted and issued under the Bonus Issue and the amount of HK\$12,000,000 would be capitalised from the share premium account upon the completion of the Bonus Issue. The Bonus Shares will be credited as fully paid at par by way of capitalisation of the amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 2,400,000,000 Shares in issue as enlarged by the allotment and issue of the Bonus Shares.

Record Date and Closure of Register of Members

Subject to the conditions set out under the paragraph headed “Conditions of the Bonus Issue” below having been fulfilled, the Bonus Shares will be issued to the Qualifying Shareholders. Arrangements for the Non-qualifying Shareholders are further elaborated below under the paragraph headed “Overseas Shareholders”. The Company proposed to hold the EGM for approving the Bonus Issue on Wednesday, 23 August 2017. The register of members of the Company will be closed from Friday, 18 August 2017 to Wednesday, 23 August 2017 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attendance of and voting at the EGM, all completed Share transfer documents together with the relevant Share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Thursday, 17 August 2017.

For the purpose of determining the entitlement of the Shareholders under the Bonus Issue, the register of members of the Company will also be closed from Wednesday, 30 August 2017 to Friday, 1 September 2017 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for the Bonus Issue, non-registered Shareholders should ensure that Share transfer documents together with the relevant Share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 29 August 2017.

The actual number of Bonus Shares to be issued under the Bonus Issue will only be capable of determination after the Record Date.

Overseas Shareholders

If, as at the close of business on the Record Date, a Shareholder’s address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of any relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that there is no legal restriction(s) under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restriction(s) under the laws of the relevant place or any requirement of

the relevant regulatory body or stock exchange in that place, not to offer to such Overseas Shareholders (namely, the Non-Qualifying Shareholders), no issue of the Bonus Shares will be made to such Non-Qualifying Shareholders.

Overseas Shareholders receiving a copy of the circular concerning the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless such invitation could lawfully be made to him/her/it without having to comply with any registration or other legal requirements in the relevant territory.

In circumstances where any Non-Qualifying Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Non-Qualifying Shareholders to be sold in the market as soon as practicable after dealings in Bonus Shares commence, if a premium, net of expenses, can be obtained. Any proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders and remittances will be posted to them, at their own risk. If the amount falling to be distributed to any such person is less than HK\$100, it will be retained for the benefit of the Company.

All Shareholders residing outside Hong Kong are highly recommended that they should consult their bankers, brokers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Bonus Shares.

Status of Bonus Shares

The Bonus Shares, upon issue, will rank *pari passu* in all respects with the Shares then in issue, including the entitlements to receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares.

Fraction of Bonus shares

The total number of Bonus Shares to be issued to any Shareholders will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be aggregated and sold for the benefit of the Company.

Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM approving the proposed increase in authorised share capital of the Company;
- (ii) the passing of an ordinary resolution by the Shareholders at the EGM approving the Bonus Issue;
- (iii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iv) compliance with the relevant statutory procedures and requirements (if any) under the laws of the Cayman Islands and the articles of association of the Company to effect the Bonus Issue.

Application for Listing

An application will be made by the Company to the Listing Committee for the listings of, and permission to deal in, the Bonus Shares. Apart from making the listing application to the Listing Committee, the Board does not propose to make application to any other stock exchanges for the listing of, and permission to deal in, the Bonus Shares. No new class of securities is to be listed pursuant to the Bonus Issue and all necessary arrangements will be made to enable the Bonus Shares to be admitted into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited.

Certificates for the Bonus Shares

It is expected that certificates for the Bonus Shares will be posted by ordinary mail on or before Wednesday, 6 September 2017, after all the conditions having been fulfilled, at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. In the case of a joint holding, the Share certificates for the Bonus Shares will be posted to the address of the person whose name stands first on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Thursday, 7 September 2017.

Each Shareholder will receive one Share certificate for all the Bonus Shares issued and allotted to him/her/it.

Adjustments to Share Options and other Convertible or Exchangeable Securities

As at the date of this announcement, the Company has no outstanding options, warrants or securities which are convertible or exchangeable into Shares.

Reasons for the Bonus Issue

In recognition of the continual support of the Shareholders and to encourage the Shareholders to continue to support the Company's future development, the Board decided to propose the Bonus Issue.

The Board believes that the Bonus Issue will allow the Shareholders to enjoy a pro-rata increase in the number of Shares held by them in the Company without incurring any significant costs to them. Although the price per Share on an ex-entitlement basis is expected to reduce proportionately and the Bonus Issue is not expected to increase the Shareholders' proportionate equity interests in the Company, the Bonus Issue will increase the number of Shares to be held by the Shareholders, which will afford them with more flexibility in managing their own investment portfolios such as giving them more convenience in disposing of a portion of the Shares and realising a cash return to meet the individual Shareholders' financial needs.

The Board also believes that even if the price per Share on an ex-entitlement basis may be reduced proportionately, the Bonus Issue will not materially change the rights or the proportionate equity interest of the Shareholders in the Company.

In addition, the Company would like to increase the total number of the issued Shares of the Company in the market. The Bonus Issue will reduce the price of each Share and the trading price per board lot, and hence the trading volume and the liquidity of the Shares on the market could be increased. Whilst it is arguable that the Bonus Issue may reduce the value of each Shareholder's holding in the Company due to the transaction costs involved in the Bonus Issue, it is expected that the transaction costs will be minimal.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The existing authorised share capital of the Company is HK\$15,600,000 divided into 1,560,000,000 Shares, of which 1,200,000,000 Shares have been issued as of the date of this announcement. Under the Bonus Issue, the Company will issue 1,200,000,000 Bonus Shares on the assumption that there will be no change in the number of the issued Shares up to (and including) the Record Date.

In order to allow the Bonus Issue and any possible further issues of Shares, the Board proposed to increase the authorised share capital of the Company to HK\$200,000,000 divided into 20,000,000,000 Shares, by the creation of an additional 18,440,000,000 Shares. The additional Shares, upon issue, shall rank *pari passu* in all respects with the Shares then in issue. The increase in authorised share capital of the Company is conditional upon the approval of the Shareholders of the Company by way of an ordinary resolution at the EGM.

GENERAL INFORMATION

The EGM will be convened and held to approve the Bonus Issue and the proposed increase in authorised share capital of the Company. A circular containing, among other things, details of the Bonus Issue and the proposed increase in authorised share capital of the Company, together with a notice of EGM, will be despatched to the Shareholders on or about Wednesday, 2 August 2017.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to approve the Bonus Issue and the proposed increase in authorised share capital of the Company at the EGM.

The Company is an investment holding company. As at the date of this announcement, the Group is principally engaged in the construction machinery business, serving primarily the construction sector in Hong Kong. The Group's principal activities include (i) rental of construction machinery, such as crawler cranes, aerial platforms and foundation equipment; (ii) trading of new or used construction machinery and parts; and (iii) provision of machinery transportation services.

Expected timetable

The expected timetable for the Bonus Issue is as follows:

Event	2017 (Hong Kong time)
Despatch of circular and notice of the EGM	Wednesday, 2 August
Latest time for lodging transfer of Shares for entitlement to attend and vote at the EGM	4:30 p.m. on Thursday, 17 August
Closure of the register of members of the Company for determining the identity of the Shareholders who are entitled to attend and vote at the EGM.	From Friday, 18 August to Wednesday, 23 August (both dates inclusive)
Latest time to return form of proxy for the EGM.	10:30 a.m., Monday, 21 August
Date and time of the EGM	10:00 a.m., Wednesday, 23 August
Publication of poll results announcement of the EGM	Wednesday, 23 August
The following events are subject to the satisfaction of the conditions of the Bonus Issue as set out in this announcement:	
Last day of dealings in Shares on a cum-entitlement basis relating to the Bonus Shares	Friday, 25 August

Event**2017**

(Hong Kong time)

First day of dealings in Shares on an
ex-entitlement relating to the Bonus Shares Monday, 28 August

Latest time for lodging transfers of Shares for
registration in order to qualify for the Bonus Issue 4:30 p.m., Tuesday,
29 August

Closure of register of members of the Company for
determining entitlement to the Bonus Issue From Wednesday, 30 August
to Friday, 1 September
(both days inclusive)

Record Date for determination of entitlement to
the Bonus Shares Friday, 1 September

Register of members of the Company re-opens Monday, 4 September

Certificates of the Bonus Shares to be despatched On or before Wednesday,
6 September

Dealings in Bonus Shares commence 9:00 a.m., Thursday,
7 September

All times stated in this announcement refer to Hong Kong times. Dates stated in the timetable are indicative only and may be extended or varied. Any consequential changes to the expected timetable will be announced as and when appropriate.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors;
“Bonus Issue”	the proposed allotment and issue of the Bonus Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Bonus Share for every one (1) existing Share held by the Qualifying Shareholders;
“Bonus Share(s)”	the new Share(s) to be allotted and issued by way of Bonus Issue by the Company as described in this announcement;
“Company”	Hao Tian International Construction Investment Group Limited (昊天國際建設投資集團有限公司) (formerly known as Clear Lift Holdings Limited 焯陞企業控股有限公司) , a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 1341);
“Director(s)”	the director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be convened and held on Wednesday, 23 August 2017 at 10:00 a.m. for approving, among other things, the Bonus Issue and the proposed increase in authorised share capital of the Company;
“Group”	the Company and its subsidiaries;

“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Non-qualifying Shareholder(s)”	Overseas Shareholder(s) who is(are) excluded from participating in the Bonus Issue, details of which have been included in the paragraph under the heading of the “Overseas Shareholders” in this announcement;
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose address(es) as shown in the register of members of the Company on that date is(are) outside Hong Kong;
“Qualifying Shareholders”	holders of Shares, not being Non-qualifying Shareholders, whose addresses as shown on the register of members of the Company on the Record Date and are entitled to the Bonus Issue;
“Record Date”	Friday, 1 September 2017, being the date for ascertaining and determining the entitlement of the Shareholders to the Bonus Issue;
“Share(s)”	share(s) having a par value of HK\$0.01 each in the share capital of the Company;

“Shareholders”	registered holder(s) of the Shares(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

By Order of the Board
**Hao Tian International Construction
Investment Group Limited**
Fok Chi Tak
Executive Director

Hong Kong, 4 July 2017

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