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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Hao Tian International Construction Investment Group Limited (the “**Company**”) will be held at Room 2702, 27/F., 200 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 23 August 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** (a) the authorised share capital of the Company be and is hereby increased from HK\$15,600,000 divided into 1,560,000,000 shares of HK\$0.01 each (each a “**Share**”) to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,440,000,000 Shares and (b) the directors (the “**Directors**”) of the Company be and are hereby authorised generally to sign, execute and deliver such documents (including the affixation of the common seal of the Company where required) and do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the increase in authorised share capital of the Company.”

2. “**THAT** subject to and conditional upon (i) resolution 1 as set out in this notice having been passed; and (ii) The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Bonus Shares (as defined below); and (iii) compliance with the relevant legal procedures and requirements under the applicable laws of the Cayman Islands and the articles of association of the Company to effect the Bonus Issue (as defined below):
- (a) upon the recommendation of the Directors, such amount standing to the credit of the share premium account of the Company which is equivalent to the aggregate nominal amount of the Bonus Shares (as defined below) to be issued by the Company be capitalised and the Directors be and are hereby authorised to apply such amount in paying up in full at par such number of new shares of HK\$0.01 each in the capital of the Company (the “**Bonus Share(s)**”) on the basis of one (1) Bonus Share for every one (1) existing Share in issue on the Record Date (as defined below), and the Directors be authorised to allot, issue and distribute the Bonus Shares, which shall be credited as fully paid at par, to the members of the Company whose names shall appear on the register of members of the Company as at the close of business on Friday, 1 September 2017 or such other date as the Directors may determine as the record date for determination of the entitlements of the members to the Bonus Issue (as defined below) (the “**Record Date**”), other than those members (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the register of members of the Company at the close of business on the Record Date are outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of a regulatory body or stock exchange in that (those) place(s), on the basis of one (1) Bonus Share for every one (1) existing Share then held by them respectively (the “**Bonus Issue**”), and the Directors be and are hereby authorised to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;
- (b) the Bonus Shares to be allotted, issued and distributed pursuant to this resolution shall, subject to the memorandum and articles of association of the Company, rank pari passu in all respects with the Shares in issue as at the Record Date, except that they shall not be eligible for the Bonus Issue mentioned in this resolution;

- (c) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances thereof at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100, in which case, the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorised, at their absolute discretion, to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in this resolution.”

By Order of the board of Directors

Hao Tian International Construction Investment Group Limited

Fok Chi Tak

Executive Director

Hong Kong, 26 July 2017

As at the date of this notice, the board of Directors 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.

Notes:

- (a) A member 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 member of the Company. A member 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 or at any adjournment thereof, 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 share 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 Wednesday, 23 August 2017 (or any adjournment thereof), the register of members of the Company will be closed from Friday, 18 August 2017 to Wednesday, 23 August 2017 (both days inclusive). In order to qualify for the right to attend and vote at the EGM (or any adjournment thereof), all transfer 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 Thursday, 17 August 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any voting on the resolutions at the EGM will be taken by poll.
- (g) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.