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

If you have sold or transferred all your shares in **Hao Tian International Construction Investment Group Limited (the “Company”)**, you should at once hand this circular to the purchaser or 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 transferee.

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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)

- (1) PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at Room 2702, 27/F., 200 Gloucester Road, Wan Chai, Hong Kong on Monday, 18 September 2017 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.chimkeegroup.com.hk). Whether or not you intend to attend and vote at the AGM or any adjournment thereof (as the case may be) in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

26 July 2017

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 2702, 27/F., 200 Gloucester Road, Wan Chai, Hong Kong on Monday, 18 September 2017 at 10:00 a.m. or any adjournment thereof (as the case may be)
“AGM Notice”	the notice convening the AGM which is set out on pages 21 to 25 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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 and the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1341)
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hao Tian Development”	an indirect controlling shareholder of the Company, Hao Tian Development Group Limited (昊天發展集團有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 474)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM, to exercise all the powers to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution
“Latest Practicable Date”	20 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM, to repurchase up to 10% of the total number of issued Shares as at the date of the passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD

**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)

Executive Directors:

Mr. Fok Chi Tak

Dr. Zhiliang Ou, *JP (Australia)*

Mr. Tang Yiu Chi James

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

Wanchai

Hong Kong

26 July 2017

To all Shareholders

Dear Sir or Madam,

**(1) PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with information in connection with the resolutions to be proposed at the AGM for the approval to (i) grant the Directors general mandates to issue Shares and repurchase Shares; (ii) re-elect the retiring Directors; (iii) the re-appointment of independent auditor; and (iv) to give you notice of the AGM at which the resolutions will be proposed to be considered and, if thought fit, approved.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The Issue Mandate and Repurchase Mandate

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 30 August 2016. Such mandates will lapse at the conclusion of the AGM.

At the forthcoming AGM, ordinary resolutions will be proposed to grant the Directors:

- (i) an Issue Mandate to exercise all the powers to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution; and
- (ii) a Repurchase Mandate to repurchase up to 10% of the total number of issued Shares as at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, there were 1,200,000,000 Shares in issue. Assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the date of the AGM, a maximum of 240,000,000 additional Shares may be issued pursuant to the Issue Mandate and a maximum of 120,000,000 additional Shares may be repurchased pursuant to the Repurchase Mandate. Reference is made and your attention is drawn to the announcement of the Company dated 4 July 2017 and the circular of the Company dated 26 July 2017 regarding the Company's proposed issue of bonus Shares (the "**Bonus Issue**"). An extraordinary general meeting of the Company will be held on 23 August 2017 for the Shareholders to consider and if thought fit approve the proposed allotment and issue of the bonus Shares on the basis of one (1) bonus Share for every one (1) existing Share. Assuming (i) all conditions on completion of the proposed issue of bonus Shares are satisfied and (ii) save the proposed issue of bonus Shares, no Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, as of immediately before the AGM there will be 2,400,000,000 Shares in issue, and accordingly a maximum of 480,000,000 additional Shares may be issued pursuant to the Issue Mandate and a maximum of 240,000,000 additional Shares may be repurchased pursuant to the Repurchase Mandate instead.

The Issue Mandate and Repurchase Mandate, if passed, shall remain in force until 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 Articles or any applicable laws of Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or in a multiple of three, then the number nearest to one-third) shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Tang Yiu Chi James will retire from office as Director and, being eligible, has offered himself for re-election.

Pursuant to Article 112 of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Fok Chi Tak, Dr. Zhiliang Ou, *J.P. (Australia)*, Mr. Lee Chi Hwa Joshua, Mr. Mak Yiu Tong and Mr. Li Chi Keung Eliot being the newly appointed Directors during the year shall hold office until the AGM. Each of the newly appointed Directors, being eligible, has offered himself for re-election.

The Board recommends each of the retiring and newly appointed Directors be re-elected at the AGM.

Particulars of each of the retiring Directors who are proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 March 2017 were audited by Deloitte Touche Tohmatsu whose term of office will expire upon the AGM.

The Board proposed to re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 21 to 25 of this circular.

A form of proxy for use at the AGM is enclosed herewith and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.chimkeegroup.com.hk>). Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company 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 holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 13 September 2017 to Monday, 18 September 2017, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 12 September 2017.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules and article 72 of the Articles, any votes of the Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Details of the procedures for conducting a poll are set out in the Appendix III to this circular.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Board considers that the Issue Mandate, the Repurchase Mandate, the re-election of each of the retiring and newly appointed Directors and the re-appointment of the auditors, are in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to vote in favour of all of the relevant resolutions as set out in the AGM Notice to be proposed at the AGM.

Yours faithfully,

By order of the Board

Hao Tian International Construction Investment Group Limited

Fok Chi Tak

Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of the shareholders of the company, either by way of a general mandate or by specific approval of a particular transaction.

2. FUNDING OF REPURCHASES

Any repurchases will be made out of funds which are legally available for such purpose in accordance with the Memorandum and the Articles and the applicable laws of the Cayman Islands. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profit that would otherwise be available for distribution by way of dividend or out of share premium of the Company. Under the Cayman Islands laws, the repurchased shares will remain part of the authorised but unissued share capital of the Company.

If the Repurchase Mandate is exercised, the Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its Shares. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2017) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares.

Subject to the passing of the relevant resolution as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 120,000,000 Shares. In light of the proposed Bonus Issue, assuming (a) all conditions on completion of the proposed issue of bonus Shares are satisfied and (b) save the proposed issue of bonus Shares, no Shares will be issued or repurchased between the Latest Practicable Date and the date of AGM, there would be 2,400,000,000 Shares in issue as of immediately before the AGM. On such basis, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 240,000,000 Shares. The Repurchase Mandate, if passed, shall remain in force during the period from the date of the passing of the relevant resolution as set out in the AGM Notice up to (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 Articles or the applicable laws of Cayman Islands to be held; or (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

4. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
August	1.28	0.83
September	1.06	0.88
October	0.90	0.86
November	0.90	0.72
December	0.93	0.72
2017		
January	0.90	0.77
February	0.83	0.77
March	0.83	0.67
April	0.72	0.55
May	0.91	0.66
June	0.82	0.69
July (1 July 2017 up to the Latest Practicable Date)	0.72	0.56

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increase, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, Hao Tian Development, through its wholly owned companies, Win Team Investments Limited and Hao Tian Management (China) Limited, own an aggregate of 750,000,000 Shares, representing approximately 62.5% of the issued share capital of the Company. Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of Hao Tian Development would be increased to about 69.44% of the issued share capital of the Company.

Save as disclosed above, no other interests or short position in the Shares or underlying Shares or debentures of the Company were recorded in the register required to be kept under section 336 of the SFO as at the Latest Practicable Date.

The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

MR. TANG YIU CHI JAMES (鄧耀智)

Executive Director

Mr. Tang Yiu Chi James (鄧耀智), aged 49, was appointed as an executive Director on 24 September 2014. Mr. Tang is responsible for the overall strategic management and development of the Group's business operations, marketing and business development and finance and administration. Mr. Tang was appointed as the director of Chim Kee Company Limited, a wholly owned subsidiary of the Company, in June 1989 and he took over the leadership of the Group in May 1994. Mr. Tang has over 25 years of experience in the rental and trading of construction machines. Mr. Tang obtained a Bachelor of Science degree in aerospace engineering from the Syracuse University and has been serving the Group since his graduation.

Save as stated herein, Mr. Tang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tang does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Tang, pursuant to which, the appointment of Mr. Tang as an executive Director is for an initial term of 3 years commencing from 10 December 2015 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. As an executive Director, the emoluments of Mr. Tang are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Tang was entitled to approximately HK\$2,225,000 as his emoluments by the Company for the year ended 31 March 2017.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Tang that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

MR. FOK CHI TAK (霍志德)**Executive Director**

Mr. Fok Chi Tak (霍志德), aged 41, was appointed as an executive Director on 28 February 2017. Mr. Fok holds a master degree in Business Administration from the University of Hong Kong. Mr. Fok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Fok is also a fellow member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Fok currently serves as an executive director of Hao Tian Development, whose shares are listed on the Main Board of the Stock Exchange.

Save as stated herein, Mr. Fok has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Fok does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Fok does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Fok, pursuant to which, the appointment of Mr. Fok as an executive Director is for an initial term of 3 years commencing from 28 February 2017 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. On 20 June 2017, the Company and Mr. Fok entered into a supplemental agreement to the service contract, pursuant to which, the monthly salary of Mr. Fok is adjusted to HK\$208,000 effective from 1 July 2017 until the expiry of the term in accordance with the terms of the service contract. As an executive Director, the emoluments of Mr. Fok are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Fok was not entitled to any emoluments by the Company for the year ended 31 March 2017.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Fok that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

DR. ZHILIANG OU, J.P. (AUSTRALIA) (歐志亮)**Executive Director**

Dr. Zhiliang Ou, J.P. (Australia) (歐志亮), aged 48, was appointed as an executive Director on 28 February 2017. Dr. Ou holds a Doctor of Philosophy degree in Civil & Resource Engineering from The University of Western Australia, Australia. Dr. Ou also holds two Bachelor of Engineering degrees in Engineering Management & Structural Engineering respectively. Dr. Ou has over 25 years of professional engineering and management experience in civil and industrial engineering areas both in Australia and China, including residential and commercial high-rise buildings as well as projects in oil & gas, mining and infrastructure industries. Dr. Ou had been a senior staff member in the world's leading energy & resource firms including Kellogg Brown & Root (formerly known as KBR Halliburton), WorleyParsons Pty Ltd., as well as Sedgman Ltd., which is specialised in coal processing and handling plants. Dr. Ou participated in a number of key energy and resource projects around the world such as acting as the Lead Civil and Structural Engineer for BHP Billiton RGP6 Jimblebar project; Rio Tinto iron ore Dove Siding expansion project; Chevron Wheatstone Domgas LNG Pipeline project; Yemen LNG Project (in the Republic of Yemen) and Western Australia Dampier to Bunbury Natural Gas Pipeline (Stage 5B) project, etc. Dr. Ou was also an officer at Western Australia government agency from 2003 to 2006. In addition, Dr. Ou has extensive experience and network in China. He was the general manager and the chief engineer of Fujian Liming Construction Company (福建省黎明建築工程公司) and deputy general manager of Fuzhou Henli Real Estate Development Pty Ltd (福州亨黎房地產開發有限公司) from 1993 to 1997. He was a guest professor for Inner Mongolia University (內蒙古大學) and Inner Mongolia University of Science & Technology (內蒙古科技大學) in China. Currently, Dr. Ou is an independent non-executive director of Rey Resources Limited (a company listed on ASX) and an executive director of Hao Tian Development.

Save as stated herein, Dr. Ou has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications. Save as stated herein, Dr. Ou does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Ou does not have any interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Dr. Ou, pursuant to which, the appointment of Dr. Ou as an executive Director is for an initial term of 3 years commencing from 28 February 2017 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. As an executive Director, the emoluments of Dr. Ou are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Dr. Ou was not entitled to any emoluments by the Company for the year ended 31 March 2017.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Dr. Ou that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR. LEE CHI HWA JOSHUA (李智華)

Independent Non-Executive Director

Mr. Lee Chi Hwa Joshua (李智華), aged 44, was appointed as an independent non-executive Director on 28 February 2017. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants. Mr. Lee has extensive experience in the fields of auditing, accounting and finance. Mr. Lee currently serves as an independent non-executive director of China Fortune Investments (Holding) Limited (Stock code: 8116), Code Agriculture (Holdings) Limited (Stock code: 8153) and Focus Media Network Limited (Stock code: 8112) respectively, whose shares are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Lee currently also serves as an independent non-executive director of Hao Tian Development, Jin Bao Bao Holdings Limited (Stock code: 1239), Up Energy Development Group Limited (Stock code: 307) and Fujian Nuoqi Co., Ltd. (Stock code: 1353), and an executive director of China Healthcare Enterprise Group Limited (Stock code: 1143), whose shares are listed on the Main Board of the Stock Exchange. Mr. Lee was also an independent non-executive director of China Minsheng Drawin Technology Group Limited (Stock code: 726), whose shares are listed on the Main Board of the Stock Exchange, from December 2013 to February 2015.

Save as stated herein, Mr. Lee has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Lee does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lee does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Lee, pursuant to which, the appointment of Mr. Lee as an independent non-executive Director is for an initial term of 3 years commencing from 28 February 2017 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. As an independent non-executive Director, the emoluments of Mr. Lee are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Lee was entitled to approximately HK\$10,000 as his emoluments by the Company for the year ended 31 March 2017.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Lee that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR. MAK YIU TONG (麥耀棠)

Independent Non-Executive Director

Mr. Mak Yiu Tong (麥耀棠), aged 58, was appointed as an independent non-executive Director on 28 February 2017. Mr. Mak graduated from the China University of Political Science and Law with a Bachelor of Law degree in 1998. Mr. Mak is legal executive of C. K. Mok & Co., a firm of solicitors in Hong Kong. Mr. Mak has been working in the legal industry for over 30 years. Mr. Mak currently serves as an independent non-executive director of Talent Property Group Limited (Stock code: 760), Up Energy Development Group Limited (Stock code: 307) and Fujian Nuoqi Co., Ltd. (Stock code: 1353), whose shares are listed on the Main Board of the Stock Exchange.

Save as stated herein, Mr. Mak has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Mak does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Mak does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Mak, pursuant to which, the appointment of Mr. Mak as an independent non-executive Director is for an initial term of 3 years commencing from 28 February 2017 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. As an independent non-executive Director, the emoluments of Mr. Mak are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Mak was entitled to approximately HK\$10,000 as his emoluments by the Company for the year ended 31 March 2017.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Mak that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR. LI CHI KEUNG ELIOT (李智強)

Independent Non-Executive Director

Mr. Li Chi Keung Eliot (李智強), aged 39, was appointed as an independent non-executive Director on 17 March 2017. Mr. Li is the executive director of First Shanghai Securities Limited (“**First Shanghai**”). Prior to joining First Shanghai, he was the managing director of South China Financial Holdings Limited (stock code: 619), whose shares are listed on the Main Board of the Stock Exchange. Mr. Li is a chartered wealth manager of the Chartered Wealth Manager Institute and the director of the Hong Kong Association of Online Brokers. Mr. Li has held various senior positions including director of corporate development and vice president of corporate planning and development in financial institutes over his 15 years of experience in the financial industry. Mr. Li has earned a Bachelor of Arts Degree at the Hong Kong Polytechnic University and has earned the Postgraduate Certificate in Business Administration from University of Leicester in England.

Save as stated herein, Mr. Li has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Li, pursuant to which, the appointment of Mr. Li as an independent non-executive Director is for an initial term of 3 years commencing from 17 March 2017 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. As an independent non-executive Director, the emoluments of Mr. Li are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Li was entitled to approximately HK\$5,000 as his emoluments by the Company for the year ended 31 March 2017.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Li that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The chairman of the meeting will at the AGM demand, pursuant to article 72 of the Articles, poll voting on all resolutions set out in the AGM Notice.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representatives, shall have one vote for every Share of which he/she is the holder.

A Shareholder present in person or by proxy or by authorised representatives who is entitled to more than one vote does not have to use all his/her votes (i.e., he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e., he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution).

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the AGM. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, will act as scrutineer and count the votes and the poll results will be published after the AGM.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting 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 Monday, 18 September 2017 at 10:00 a.m. (or any adjournment thereof) (the “**AGM**”) for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions.

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, together with the report of the directors of the Company (collectively the “**Directors**” and each a “**Director**”) and report of the independent auditor of the Group for the year ended 31 March 2017;
2. (a) To re-elect, each as a separate resolution, the following Directors as Directors:
 - (i) Mr. Tang Yiu Chi James, as executive Director;
 - (ii) Mr. Fok Chi Tak, as executive Director;
 - (iii) Dr. Zhiliang Ou, as executive Director;
 - (iv) Mr. Lee Chi Hwa Joshua, as independent non-executive Director;
 - (v) Mr. Mak Yiu Tong, as independent non-executive Director; and
 - (vi) Mr. Li Chi Keung Eliot, as independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as independent auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. As special business to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the relevant period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with any additional shares in the share capital of the Company (the “**Additional Shares**”) or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Additional Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent of the total number of issued Shares as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier 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 Articles or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the directors of the Company 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 any recognised regulatory body or such stock exchange in any territory outside Hong Kong).”

- (B) “**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of Cayman Islands, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the total number of issued Shares as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier 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 articles of association of the Company or any applicable laws of Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”
- (C) “**THAT** conditional upon the passing of resolutions numbered 4(A) and 4(B), the aggregate number of Shares of the Company which are to be purchased by the Company pursuant to the authority granted to the Directors mentioned in resolution numbered 4(B) shall be added to the aggregate number of Shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution numbered 4(A) above, provided that such additional amount shall not exceed 10 per cent of the total number of issued Shares as at the date of the passing of this resolution.”

Yours faithfully,

By order of the Board

Hao Tian International Construction Investment Group Limited

Sit Hon Wing

Company Secretary

Hong Kong, 26 July 2017

Principal place of business in Hong Kong:

Rooms 4917-4932

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM 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.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should he so wish.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, 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.