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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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

**(1) DISCLOSEABLE TRANSACTION: THE ACQUISITION OF MACHINERY
(2) EXEMPTED CONNECTED TRANSACTION**

DISCLOSEABLE TRANSACTION

The Board is pleased to announce that on 14 May 2018 (after trading hours), the Vendor entered into the Sale and Purchase Agreement with the Purchaser, an indirect wholly-owned subsidiary of the Company, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Machinery.

Sale and Purchase Agreement

The major terms of the Sale and Purchase Agreement are as follows:

Date: 14 May 2018

Parties:

Vendor: Kai Wing Machinery Trading Co. Ltd, a company incorporated in Hong Kong with limited liability

Purchaser: K B Machinery Co. Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Vendor and its ultimate beneficial owners is not a connected person of the Company and is an Independent Third Party.

Assets to be acquired

The assets to be acquired is the Machinery.

The Machinery shall be delivered to the Purchaser after full settlement of the Consideration.

Consideration

The total consideration for the Acquisition is EUR4,200,000 (equivalent to approximately HK\$39.4 million) (the “**Consideration**”) on a CIF basis, which shall be settled in full by the Purchaser before shipment of the Machinery.

The Consideration was arrived at after arm’s length negotiations between the Vendor and the Purchaser with reference to the purchase price of similar machinery in the market.

According to an independent website on machinery sourcing, the machinery of the same model manufactured in 2014 was priced at approximately HK\$54 million.

The Consideration of the Acquisition would be funded (i) partly by the internal resources of the Group and (ii) partly by the advance from the Loan Agreement.

Reasons for and benefit of the Acquisition

The Machinery is intended to be used in the Company’s cooperation with a renowned construction machinery provider in PRC in which a good monthly rental income is expected for a long-term period. With the surging demand for large-sized cranes, the Acquisition will (i) build up the brand name and image of the Company and position the Company on a higher level of regard in the construction market; and (ii) open up more opportunities of cooperation in the upcoming projects in Asia. In addition, the Company expects that the Acquisition will enable the Group to attract more customers, potentially leading to higher revenue and profit margins.

The Board considers that the Sale and Purchase Agreement has been entered into on normal commercial terms and that the terms of the Sale and Purchase Agreements are fair and reasonable and in the interests of the Company and Shareholders as a whole.

Information about the Group, the Vendor and the Purchaser

The Company is a limited liability company incorporated in the Cayman Islands, the Shares of which are listed on the Stock Exchange. The principal activity of the Company is investment holding. As at the date of this announcement, the Group principally engages 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 spare parts; and (iii) provision of machinery transportation services.

The Vendor is a company incorporated in Hong Kong with limited liability and principally engages in rental and trading of construction machinery.

The Purchaser is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company and principally engages in rental and trading of construction machinery.

Listing Rules Implication

As the highest of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

EXEMPTED CONNECTED TRANSACTION

For the purpose of settlement of the Consideration, Mr. Tang Yiu Chi, James (“**Mr. Tang**”), an executive Director, and the Purchaser entered into the Loan Agreement on 14 May 2018, pursuant to which Mr. Tang agreed to grant a loan facility in the principal amount of not exceeding HK\$30,000,000 to the Purchaser.

The Loan Agreement constitutes a financial assistance provided by Mr. Tang and is not secured by any assets of the Company. The interest rate is 2% per annum and the final repayment date shall be 24 months after the relevant drawdown date or such other date as mutually agreed by Mr. Tang and the Purchaser.

The Directors (including the independent non-executive Directors) consider that the terms of the Loan Agreement are better than normal commercial terms to the Group and is in the interest of the shareholders of the Company as a whole.

Mr. Tang is an executive Director and is thus a connected person of the Company under the Listing Rules. The entering of the Loan Agreement constitutes a connected transaction fully exempted from announcement, reporting and independent shareholders’ approval requirement pursuant to Rule 14A.90 of the Listing Rules.

DEFINITIONS

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

“Acquisition”	the purchase of the Machinery by the Purchaser;
“Board”	the board of Directors;
“CIF”	cost insurance and freight as referred to in the International Rules for the Interpretation of Trade Terms;
“Company”	Hao Tian International Construction Investment Group Limited (昊天國際建設投資集團有限公司), 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: 1341);
“connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EUR”	Euro, the official currency of the European Union;

“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party”	any person or company and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loan Agreement”	a loan agreement dated 14 May 2018 entered into between Mr. Tang Yiu Chi, James, an executive Director, and the Purchaser for a principal amount of not exceeding HK\$30,000,000;
“Machinery”	a used 750-ton crawler crane made in 2013 with Germany being the country of origin;
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan);
“Purchaser”	K B Machinery Co. Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company;
“Sale and Purchase Agreement”	the sale and purchase agreement dated 14 May 2018 entered into between the Vendor and the Purchaser in respect of the Acquisition;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the issued Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Vendor”	Kai Wing Machinery Trading Co. Ltd., a company incorporated in Hong Kong with limited liability.

For the purpose of this announcement, translations of EUR into Hong Kong dollars or vice versa have been calculated by using an exchange rate of EUR1.00 equal to HKD9.39. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were, may have been or will be exchanged at such rate or any other rates or at all.

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

Hong Kong, 14 May 2018

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.