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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

*(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**

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A notice convening the annual general meeting (“AGM”) of the Company to be held at Room 2702, 27/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 18 September 2018 at 10:00 a.m. is set out on pages 16 to 20 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](http://www.hkexnews.hk)) and the Company ([www.chimkeegroup.com.hk](http://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.

20 July 2018

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## DEFINITIONS

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*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., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 18 September 2018 at 10:00 a.m., the notice of which is set out on page 16 to 20 of this circular, or any adjournment thereof (as the case may be)
“AGM Notice”	the notice convening the AGM which is set out on pages 16 to 20 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), 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)
“Consideration Shares”	up to 125,000,000 ordinary shares of the Company to be issued at HK\$0.40 per share by the Company to Hao Tian Development in connection with the HTI Financial Acquisition
“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

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## DEFINITIONS

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“Hao Tian Development”	Hao Tian Development Group Limited (昊天發展集團有限公司), an indirect controlling shareholder of the Company and 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
“HTI Financial Acquisition”	the proposed acquisition of Hao Tian International Financial Holdings Limited (昊天國際金融控股有限公司), the details of which are provided in the announcement of the Company dated 28 March 2018
“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”	13 July 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	has the meaning ascribed to it in the announcement of the Company dated 25 June 2018 in respect of the Rights Issue
“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

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## DEFINITIONS

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“Rights Issue”	the proposed issue of the Rights Shares by way of rights on the basis of one Rights Share for every two Shares in issue and held, details and conditions of which are set out in the announcement and prospectus of the Company dated 25 June 2018 and 17 July 2018 respectively
“Rights Share(s)”	new Share(s) to be issued and allotted under the Rights Issue, being 1,200,000,000 new Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“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
“Underwriter”	Hao Tian Management (China) Limited, a company incorporated in Hong Kong with limited liability, the controlling shareholder of the Company
“Underwriting Agreement”	the underwriting agreement dated 25 June 2018 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Fok Chi Tak  
Dr. Zhiliang Ou, *J.P., (Australia)*  
Mr. Tang Yiu Chi James

*Independent Non-executive Directors:*

Mr. Lee Chi Hua 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

20 July 2018

*To the 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 which include, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of retiring Directors; and (iii) the re-appointment of independent auditors, and to give you notice of the AGM at which the resolutions will be proposed to be considered and, if thought fit, approved.

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## LETTER FROM THE BOARD

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### 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 18 September 2017. 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.

On 28 March 2018, the Company entered into an agreement with Hao Tian Development as vendor in relation to the HTI Financial Acquisition, pursuant to which the Company will issue and allot an aggregate of 125,000,000 Shares as Consideration Shares to Hao Tian Development ("Consideration Shares Issue"). On 25 June 2018, the Company entered into a supplemental agreement in relation to the HTI Financial Acquisition, pursuant to which the aggregate number of Consideration Shares to be issued and allotted upon completion of the HTI Financial Acquisition will be reduced to such lower number to the extent required to comply with Rule 8.08(1)(a) of the Listing Rules.

On 25 June 2018, the Board proposed to implement the Rights Issue on the basis of one Rights Share for every two Shares in issue and held at the subscription price of HK\$0.15 per Rights Share on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents. Upon completion of the Rights Issue and assuming that there is no change in the number of issued Shares on or before the record date, being Monday, 16 July 2018 (or such other date as the Underwriter may agree in writing with the Company), an aggregate of 1,200,000,000 Rights Shares will be issued.

As at the Latest Practicable Date, the Rights Issue and the Consideration Shares Issue have not been completed. On the basis of 2,400,000,000 Shares in issue as at the Latest Practicable Date and assuming that the Rights Issue is completed on or around 9 August 2018 in accordance with the expected timetable of the Rights Issue, the Consideration Shares Issue is completed before the date of the AGM in accordance with the Listing Rules and no further Shares (other than the new Shares issued and allotted under the Rights Issue and Issue of Consideration Shares) are allotted, issued or repurchased after the Latest Practicable Date and up to the date of AGM, a maximum of 745,000,000 additional Shares may be issued pursuant to the Issue Mandate and a maximum of 372,500,000 Shares may be repurchased pursuant to the Repurchase Mandate.

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## LETTER FROM THE BOARD

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If neither the Rights Issue nor the Consideration Shares Issue are completed as at the date of the AGM, on the basis of a total of 2,400,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are allotted, issued or repurchased after the Latest Practicable Date and up to the date of AGM, a maximum of 480,000,000 additional Shares may be issued pursuant to the Issue Mandate and a maximum of 240,000,000 Shares may be repurchased pursuant to the Repurchase Mandate.

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.

### **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 but not less than 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, of the six Directors, Mr. Mak Yiu Tong and Mr. Tang Yiu Chi James, will retire from office as Director at the AGM. Each of the retiring Directors, being eligible, has offered himself for re-election.

The Board recommends each of the retiring 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 AUDITORS**

The financial statements of the Group for the year ended 31 March 2018 were audited by Deloitte Touche Tohmatsu whose term of office will expire upon the conclusion of the AGM.

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



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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 16 to 20 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 Thursday, 13 September 2018 to Tuesday, 18 September 2018, 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 Wednesday, 12 September 2018.

### 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.

### 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the Issue Mandate, the Repurchase Mandate, the re-election of each of the retiring 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 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*

*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 2018) 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 2,400,000,000 Shares.

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing the resolution to approve the granting of the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company had 2,400,000,000 Shares in issue and they were fully paid up.

On 28 March 2018 and on 25 June 2018, the Company entered into an agreement and a supplemental agreement, respectively, with Hao Tian Development as vendor in relation to the HTI Financial Acquisition, pursuant to which the Company will issue Consideration Shares to Hao Tian Development for an aggregated number that complies with Rule 8.08(a)(1) of the Listing Rules. On 25 June 2018, the Board proposed the Rights Issue, under which new Shares will be issued and allotted, subject to the conditions of the Rights Issue. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of passing the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of (i) 240,000,000 Shares (assuming neither the Rights Issue nor the Considerations Shares Issue are completed as at the date of the AGM and no further Shares are allotted issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution); or (ii) assuming both the Rights Issue and the Consideration Shares Issue are completed as at the date of the AGM, 372,500,000 Shares (assuming no Share is allotted, issued or repurchased other than the new Shares issued and allotted under the Rights Issue and the Consideration Shares Issue after the Latest Practicable Date and up to the passing of the relevant resolution). 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:

	<b>Share Prices (Note)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
August	0.35 (adjusted)	0.263 (adjusted)
September	0.336 (adjusted)	0.228 (adjusted)
October	0.321	0.243
November	0.331	0.253
December	0.316	0.263
<b>2018</b>		
January	0.321	0.263
February	0.311	0.258
March	0.399	0.253
April	0.360	0.216
May	0.302	0.219
June	0.236	0.136
July (1 July 2018 up to the Latest Practicable Date)	0.175	0.152

*Note:*

The prices of the Share were adjusted on 1 September 2017.

**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, owns an aggregate of 1,500,000,000 Shares, representing approximately 62.50% of the issued share capital of the Company. Upon full exercise of the Repurchase Mandate (i) 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 approximately 69.44% of the issued share capital of the Company or (ii) assuming both the Rights Issue (with the Underwriter taking up all the underwritten shares) and the Consideration Shares Issue are completed as at the date of the AGM and no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of Hao Tian Development (through its wholly-owned subsidiaries) would theoretically be increased to approximately 83.33% 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.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

**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.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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*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 50, 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 26 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\$2,061,000 as his emoluments by the Company for the year ended 31 March 2018.

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.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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### MR. MAK YIU TONG (麥耀棠)

#### **Independent Non-Executive Director**

Mr. Mak Yiu Tong (麥耀棠), aged 59, 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\$120,000 as his emoluments by the Company for the year ended 31 March 2018.

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.



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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 18 September 2018 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 2018;
2. (a) To re-elect, each as a separate resolution, the following Directors as Directors:
  - (i) Mr. Tang Yiu Chi James, as executive Director; and
  - (ii) Mr. Mak Yiu Tong, 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;
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

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## NOTICE OF ANNUAL GENERAL MEETING

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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
- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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

(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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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**

**Siu Kai Yin Edward**

*Company Secretary*

Hong Kong, 20 July 2018

*Principal place of business in Hong Kong:*

Rooms 4917–4932

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

*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 needs 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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*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.*