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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)

**SECOND SUPPLEMENTAL AGREEMENT
IN RELATION TO THE ACQUISITION OF
THE ENTIRE ISSUED SHARE CAPITAL OF
THE TARGET COMPANY**

INTRODUCTION

Reference is made to the announcements of the Company dated 29 March 2018 and 25 June 2018 respectively (the “**Announcements**”) in relation to the Acquisition. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

SECOND SUPPLEMENTAL AGREEMENT TO THE SP AGREEMENT

The Board wishes to announce that, on 24 July 2018 (after trading hours), the Company, the Vendor and the Purchaser have entered into a second supplemental agreement to the SP Agreement (the “**Second Supplemental Agreement**”). The principal terms of the Second Supplemental Agreement are set out below.

(A) Adjustments to the Total Consideration

The Total Consideration payable to the Vendor for the Acquisition shall be reduced from HK\$200,000,000 to HK\$180,000,000, which shall be wholly satisfied by cash in the following manner:

- (i) HK\$100,000,000 shall be settled in cash upon signing of the SP Agreement as the Deposit; and
- (ii) HK\$80,000,000 shall be settled in cash upon Completion.

Consequently, certain conditions precedent to Completion prescribed in the SP Agreement were also amended by the Second Supplemental Agreement. The Shareholders (other than those who are required to abstain from voting under the Listing Rules) are no longer required to pass at an EGM resolutions approving the issue

and allotment of the Consideration Shares to the Vendor. The condition precedent requiring the Company to have obtained an approval from the Stock Exchange for the listing of and permission to deal in the Consideration Shares and such listing and permission not having been subsequently revoked prior to the issue and allotment of the Consideration Shares, has also been removed.

(B) Additional Condition Precedent

The parties further agreed that, in addition to the existing conditions precedent (as amended in the manner stated in (A) above), Completion is also subject to the Vendor and the Target Company having executed, and delivered to the Purchaser a copy of, a deed of set-off and waiver, in form and substance satisfactory to the Purchaser, pursuant to which:

- (a) the Vendor and the Target Company set off the indebtedness owed by the Vendor to the Target Company against an equivalent amount of the indebtedness owned by the Target Company to the Vendor; and
- (b) the Vendor unconditionally and irrevocably waives, releases and discharges the Target Company from all its obligations and liabilities to repay any remaining indebtedness owed by the Target Company to the Vendor.

Save the aforesaid amendments and other minor consequential amendments, all other terms of the SP Agreement shall remain unchanged and continue in full force and effect.

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

Hong Kong, 24 July 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.