

# 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)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ <sup>(note 1)</sup>  
being the holders of \_\_\_\_\_ <sup>(note 2)</sup> ordinary shares of HK\$0.01 each in the share capital of  
Hao Tian International Construction Investment Group Limited (the “Company”), HEREBY APPOINT (note 3) the chairman of the  
extraordinary general meeting of the Company, or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the extraordinary general meeting (or any adjournment thereof) to be held at Room 2702,  
27/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday 30 August 2018 at 10:30 a.m. (“EGM”) to  
consider and, if thought fit, pass the resolution as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof)  
to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated, or if no such indication is given, as my/our  
proxy thinks fit.

	ORDINARY RESOLUTION	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	<p>“<b>THAT</b> (a) the conditional sale and purchase agreement dated 28 March 2018 (as amended and supplemented by (I) a supplemental agreement to sale and purchase agreement dated 25 June 2018; and (II) a second supplemental agreement to sale and purchase agreement dated 24 July 2018 (the “<b>SP Agreement</b>”, details of which are disclosed in the circular of the Company dated 10 August 2018) entered into between (i) Solution Pro Investments Limited, an indirect wholly-owned subsidiary of the Company, as purchaser; (ii) Hao Tian Development Group Limited, the indirect controlling shareholder of the Company, as vendor; and (iii) the Company, in relation to, among other things, the sale and purchase of the one (1) issued share in Hao Tian International Financial Holdings Limited (昊天國際金融控股有限公司) (the “<b>Target Company</b>”), representing all the issued share(s) in the Target Company, for a total consideration of HK\$180,000,000 (a copy of the SP Agreement is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and (b) any director of the Company (each a “<b>Director</b>”) be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the SP Agreement and the transactions contemplated thereunder.”</p>		

Date: \_\_\_\_\_

Signature(s) <sup>(note 5)</sup>: \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **block capitals**.
- Please indicate clearly the number of the shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the EGM, please cross out “the Chairman of the extraordinary general meeting of the Company, or”, and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder entitled to attend and vote at the EGM is entitled to appoint one proxy to attend and vote at the EGM on his/her behalf. The proxy needs not be a shareholder of the Company but must attend the EGM in person to represent you. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.**
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the common seal or under the hand of an officer or attorney duly authorised in writing. Any alteration made to this proxy form must be initialed by the person(s) who sign it.
- To be valid, this proxy form duly completed and signed in accordance with the instructions printed hereon and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited at the office of 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 appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of this proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
- Where there are joint holders of any shares in the Company, any one of such joint holders may vote at the EGM or at any adjournment thereof, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The description of the resolution in this form is by way of summary only. Please refer to the notice of the EGM dated 10 August 2018 convening the EGM for the full text of the resolution.
- Unless otherwise defined in this form, capitalised terms used in this form shall have the same meaning as those defined in the notice of the EGM dated 10 August 2018.
- The translation into Chinese language of this proxy form is for reference only. In case of any inconsistency, the English version shall prevail.