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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) 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 Monday, 11 February 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the conditional sale and purchase agreement dated 17 December 2018 (the “**SP Agreement**”, details of which are disclosed in the circular of the Company dated 17 January 2019) entered into between (i) Glory Century Limited, an indirect wholly-owned subsidiary of the Company, as purchaser; (ii) Hao Tian Management (Hong Kong) Limited, an indirect non-wholly owned subsidiary of Hao Tian Development Group Limited (an indirect controlling shareholder of the Company), as vendor; and (iii) the Company, in relation to, among other matters, the sale and purchase of 990,000,000 issued shares in China Shandong Hi-Speed Financial Group Limited (中國山東高速金融集團有限公司) (the “**Target Company**”), representing approximately 4.05% of the issued share capital of the Target Company as at 15 January 2019, for a total consideration of HK\$198,000,000 which will be satisfied in full by the allotment and issue of 550,000,000 ordinary shares in the Company at the issue price of HK\$0.36 per share (the “**Consideration Shares**”) (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;
- (b) subject to fulfilment of the conditions precedent set out in the SP Agreement, the allotment and issue of the Consideration Shares in accordance with the terms and conditions of the SP Agreement be and is hereby approved;

- (c) the directors of the Company (the “**Directors**” and each a “**Director**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Consideration Shares pursuant to the terms and conditions of the SP Agreement, whereby such Consideration Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares in the Company in issue as at the date of allotment and issue; the Specific Mandate is in addition to, and shall not prejudice nor revoke, any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (d) any Director 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.”

By Order of the board of Directors  
**Hao Tian International Construction Investment Group Limited**  
**Tang Yiu Chi James**  
*Executive Director*

Hong Kong, 17 January 2019

*As at the date of this notice, the board of Directors 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.*

*Notes:*

- (a) Each shareholder entitled to attend and vote at the EGM is entitled to appoint one proxy to attend and to vote at the EGM on his/her behalf. The proxy need not be a shareholder of the Company but must attend the EGM in person to represent the appointor. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote at the EGM on his/her behalf.
- (b) Where there are joint registered 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 share 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.
- (c) To be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon 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 holding the EGM or any adjournment thereof.

- (d) For the purpose of ascertaining shareholders who are entitled to attend and vote at the EGM to be held on 11 February 2019 (or any adjournment thereof), the register of members of the Company will be closed from Friday, 1 February 2019 to Monday, 11 February 2019 (both days inclusive). In order to qualify for the right to attend and vote at the EGM (or any adjournment thereof), all transfers documents accompanied by the relevant share certificates should be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 31 January 2019.
- (e) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof should he so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (f) Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any voting on the resolutions at the EGM will be taken by poll.
- (g) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.