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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)

**DISCLOSEABLE TRANSACTIONS:
(1) SUBSCRIPTION OF INTEREST IN A FUND
(2) DISPOSAL OF SHARES**

THE SUBSCRIPTION

The Board is pleased to announce that, on 5 March 2019, the Subsidiary placed an order with the Administrator, pursuant to which the Subsidiary shall subscribe for the Subscription Shares in the Fund at the Subscription Amount of approximately US\$20,000,000 (equivalent to approximately HK\$156 million), which shall be satisfied by way of transferring the CSFG Shares to the Fund.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios as defined under the Listing Rules in relation to the Subscription are more than 5% but less than 25%, the Subscription constitutes a discloseable transaction on the part of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

In connection with the Subscription, the CSFG Shares will be transferred by the Subsidiary to the Fund as consideration for the Subscription. As the applicable percentage ratios as defined under the Listing Rules in relation to such disposal of the CSFG Shares are more than 5% but less than 25%, the disposal of the CSFG Shares constitutes a discloseable transaction on the part of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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TERMS OF THE FUND

The principal terms of the Fund under the PPM are as follows:

- Name of the Fund: Riverwood China Growth Fund, an exempted open-ended company incorporated in the Cayman Islands
- Classes of shares: There are two classes of shares in the capital of the Fund, namely Management Shares and Participating Shares
- Investment objectives: The principal investment objective of the Fund is to seek to achieve long term capital appreciation by investing in listed and unlisted companies that, in the opinion of the Investment Manager, will benefit from China's economic growth. The Fund invests mainly in a portfolio of listed and unlisted equities, but may also invest in equity related instruments including convertible bonds, preference shares and warrants. The Fund makes investments in companies located in Greater China (for this purpose, this includes the PRC, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan) and Singapore or deriving a preponderant part of their income and/or assets from Greater China and Singapore and in Exchange Traded Funds (wherever issued) which, in the Investment Manager's view, invest primarily in securities related to Greater China and Singapore. The listed equities will include A shares (via, inter alia P-note structured products and/or the Stock Connects to gain access to the A shares), B shares, H shares, P-Chips (privately owned companies listed predominantly in Hong Kong, Singapore or NASDAQ), and Red-Chips. The Fund may also invest in debt securities mainly through investing in convertible bonds.
- Investment Strategies: The Fund is not constrained as to the percentage of assets in any one company it may hold. The Fund will not set out to target a specific industry or sector but will make investments without constraint based on the Investment Manager's judgement. The Investment Manager will use an investment process based on fundamental research and strong understanding of the economic and political drivers of the Chinese economy.
- Management of the Fund: The Fund is managed by the Investment Manager, which will be responsible for identifying investment opportunities, managing the investment, sale and reinvestment of the assets of the Fund.

Management fee:	The Investment Manager is entitled to receive a management fee equal to 1.5% per annum of the Net Asset Value of the Fund calculated on the basis of the Net Asset Value (before deduction of any accrued management fee and performance fee) as at each Valuation Point and payable monthly in arrears.
Performance fee:	In addition, the Investment Manager is entitled to receive a performance fee from the Fund which, in respect of each Participating Share, in general equals to 15% of the appreciation in the Net Asset Value per Participating Share above the benchmark in the PPM, subject to the detailed calculation method as set out in the PPM.
Fees for Custodian and Administrator:	The Fund pays the Administrator and the Custodian fees for its services as agreed from time to time by the Fund and the Administrator and the Custodian.
Lock-up Period:	The 12-month period commencing on the Dealing Day on which a Participating Share is issued.
Redemption:	No Participating Shares may be redeemed during any Lock Up Period for such Participating Shares except with the consent of the directors of the Fund. Following the expiry of the Lock Up Period, holders of Participating Shares may redeem their Participating Shares on any Dealing Day by giving notice to the Administrator no later than the Redemption Dealing Deadline. The directors of the Fund may compulsorily redeem Participating Shares of a holder for any reason whatsoever, provided that such compulsory redemption is effected by the directors of the Fund in good faith.
Redemption Price:	The Redemption Price of each Participating Share of a particular class for any relevant Dealing Day will be calculated by dividing the Net Asset Value of the Class Account of such class as at the Valuation Point relating to that Dealing Day by the number of Participating Shares of the relevant class then in issue.
Transferability of the Participating Shares:	The Participating Shares are transferrable in accordance with the procedures as set out in the PPM.

Distribution policy: The Fund does not intend to pay dividends or other distributions on behalf of the Fund, but intends instead to reinvest all of the Fund's income and gains. The directors of the Fund reserve the right to declare and pay special dividends. However, the directors of the Fund do not anticipate such dividends being paid except in unusual circumstances.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The terms of the Subscription were based on the terms as set out in the PPM.

The main purpose of the Subscription is to develop a more diversified investment portfolio and broaden the revenue streams for the Group. With reference to the investment objective of the Fund and the extensive experience and capabilities of the directors and/or the management of the Fund and the Investment Manager, the Directors considered that the Subscription can provide the Group with an opportunity to exploit investment opportunities and diversify the Group's investment portfolio in light of the present uncertain and challenging economic environment.

The financial results of the Fund will not be consolidated into the financial results of the Group.

The cost of purchase of the CSFG Shares was HK\$0.255 per share. Based on the closing price of the CSFG Shares on 28 February 2019, the expected gain from the disposal of the CSFG Shares was approximately HK\$5.89 million.

Based on the above, the Directors (including the independent non-executive Directors) consider that the terms of the Subscription are on normal commercial terms, are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

INFORMATION OF THE GROUP

The Company is an exempted company incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and the Group is engaged in the following principal activities: (a) the construction machinery business, serving primarily the construction sector in Hong Kong. The business include: (i) rental of construction machinery; (ii) trading of construction machinery and spare parts; and (iii) provision of machinery transportation services; and (b) the provision of financial services, conducting: (i) Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO; (ii) money lending activities; and (iii) brokerage of general insurance and long term (including linked long term) insurance.

INFORMATION OF THE FUND

The Fund is an exempted open-ended company incorporated in the Cayman Islands. Based on the information available to the Directors, the value of the assets portfolio of the Fund as at the date of this announcement is approximately US\$20,000,000, which comprises mainly listed securities and cash. The authorised share capital of the Fund is US\$50,000 being made up of 100 Management Shares of US\$1.00 each and 49,900,000 Participating Shares of US\$0.001 each. As at the date of this announcement, the Investment Manager holds 50 Management Shares and HT Asset Management holds the remaining 50 Management Shares of the Fund.

The Fund was established on 11 August 2011. As at the date of this announcement, the Fund had not prepared its audited financial statements for the financial year ended 31 December 2018 (“FY2018”). According to the audited financial statement for the financial year ended 31 December 2017 (“FY2017”) and the unaudited financial statements for FY2018 of the Fund, the total asset value were approximately US\$20.7 million (approximately HK\$161.5 million) and approximately US\$20.7 million (approximately HK\$161.5 million), respectively; and the audited net loss (before and after tax) for FY2017 and unaudited net loss (before and after tax) for FY2018 were approximately US\$7.4 million (approximately HK\$57.6 million) and approximately US\$5.0 million (approximately HK\$38.9 million), respectively.

INFORMATION OF THE INVESTMENT MANAGER, SUB-INVESTMENT MANAGER, ADMINISTRATOR AND CUSTODIAN

The Investment Manager is Riverwood Asset Management (Cayman) Limited, formerly known as Atlantis Investment Management (Cayman) Limited. The Investment Manager is responsible for managing the investment, sale and reinvestment of the assets of the Fund. The Investment Manager is an exempted company with limited liability incorporated in the Cayman Islands on 21 December 2007 and has been registered as an excluded person under the Securities Investment Business Law (2015 Revision) of the Cayman Islands. The Investment Manager is solely owned by Ms. Yang Liu, who is also a director, along with that of the other director of the Investment Manager, Mr. Gerard Morrison.

The Investment Manager has appointed Atlantis Investment Management (Hong Kong) Limited as Sub-Investment Manager. The Sub-Investment Manager is responsible for managing the investment, sale and reinvestment of the Company’s assets. The Sub-Investment Manager is a limited liability company incorporated in Hong Kong on 21 February 1997. It has been licensed by the SFC since 5 September 2003 for type 4 regulated activity (advising on securities) and type 9 regulated activity (asset management). HT Asset Management, an indirect wholly-owned subsidiary of the Company and licensed by the SFC for type 4 regulated activity (advising on securities) and type 9 regulated activity (asset management), acts as an investment advisor to provide advisory services to the Sub-Investment Manager.

The Administrator is a limited company incorporated in Hong Kong and is principally engaged in the provision of administration services to the Fund. The Administrator is part of the MCP Group, a global financial services group headquartered in Hong Kong providing various financial advisory, investment product solutions, market distribution and fund structuring consultancy services.

The Custodian is an investment company, providing investment management, investment services and wealth management. It is appointed for custody of all the Fund's assets.

INFORMATION ABOUT CSFG

CSFG is an investment holding company and its subsidiaries are principally engaged in the provision of financial services, including financial leasing, provision of finance, asset management, operation of an asset trading platform, financial investments, financial technology and related financial services.

Based on the interim report of CSFG for the six months ended 30 September 2018, the unaudited net assets value of CSFG compiled in accordance with Hong Kong Financial Reporting Standards as at 30 September 2018 was approximately HK\$5,238 million. Based on the annual report of CSFG for each of the two years ended 31 March 2018 compiled in accordance with Hong Kong Financial Reporting Standards, the net profit before and after tax are as follows:

	Year ended 31 March	
	2017	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Net profit before tax	190,798	726,252
Net profit after tax	159,356	670,725

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Fund, the Investment Manager, the Sub-Investment Manager, the Administrator, the Custodian and their respective ultimate beneficial owners, CSFG and its controlling shareholders are third parties independent of the Company and its connected persons.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios as defined under the Listing Rules in relation to the Subscription are more than 5% but less than 25%, the Subscription constitutes a discloseable transaction on the part of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

In connection with the Subscription, the CSFG Shares will be transferred by the Subsidiary to the Fund as consideration for the Subscription. As the applicable percentage ratios as defined under the Listing Rules in relation to such disposal of the CSFG Shares are more than 5% but less than 25%, the disposal of the CSFG Shares constitutes a discloseable transaction on the part of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company should be aware that completion of the Subscription is subject to the acceptance of the Fund and the Subscription may or may not proceed. The Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Administrator”	Millennium Fund Services (Asia) Limited, the administrator and registrar of the Fund
“Board”	the board of Directors
“Business Day”	any day (except Saturday, Sunday and gazetted public holidays) on which banks are open for usual business in Hong Kong or such other day as the directors of the Fund may determine provided that where (as a result of a Number 8 Typhoon Signal, Black Rainstorm Warning or other similar event) the period during which banks in Hong Kong are open on any day are reduced, such day shall not be a Business Day unless the directors otherwise determine
“Class Account”	each account maintained in the books of the Fund for each class of Participating Shares
“Company”	Hao Tian International Construction Investment Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange (stock code: 1341)
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholders”	has the meaning ascribed to it under the Listing Rules
“CSFG”	China Shandong Hi-Speed Financial Group Limited, a company incorporated in Bermuda and the shares of which are listed on the Stock Exchange (stock code: 412)
“CSFG Shares”	588,680,000 shares in CSFG held by the Group, which will be transferred to the Fund as consideration of the Subscription
“Custodian”	The Bank of New York Mellon or such other person as may be appointed custodian of the assets of the Fund
“Dealing Day”	the first Business Day in January and July of each year, or such other Business Days as the directors of the Fund may from time to time prescribe

“Director(s)”	director(s) of the Company
“Fund”	Riverwood China Growth Fund, an exempted open-ended company incorporated in the Cayman Islands
“Group”	the Company and its subsidiaries
“HT Asset Management”	Hao Tian Asset Management Limited, a company incorporated in Hong Kong and licensed by the SFC for type 4 regulated activity (advising on securities) and type 9 regulated activity (asset management) and an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investment Manager”	Riverwood Asset Management (Cayman) Limited, an exempted company with limited liability incorporated in the Cayman Islands
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Lock Up Period”	the 12-month period commencing on the Dealing Day on which a Participating Share is issued
“Management Fee”	the management fee to be paid by the Fund to the Investment Manager in accordance with the terms of the PPM
“Management Shares”	non-participating shares having a nominal value of US\$1.00 each in the share capital of the Fund
“Net Asset Value”	the net asset value (or as the context may require) of a Participating Share or any class of Participating Share
“Participating Shares”	participating redeemable shares having a nominal of US\$0.001 in the share capital of the Fund
“PPM”	the private placement memorandum issued in January 2018 by the Fund in connection with the initial and subsequent offer of Participating Shares
“PRC” or “China”	the People’s Republic of China (excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)

“Redemption Dealing Deadline”	5:00 p.m. (Hong Kong time) on the 90th calendar day before the relevant Dealing Day or such later time or day before the Valuation Point in relation to the relevant Dealing Day as the directors of the Fund may in their discretion in any particular case
“SFC”	the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-Investment Manager”	Atlantis Investment Management (Hong Kong) Limited, a limited liability company incorporated in Hong Kong
“Subscription”	the subscription of the Subscription Shares by the Subsidiary in accordance with the terms of the PPM
“Subscription Amount”	the aggregate subscription price for the Subscription in the sum of approximately US\$20,000,000 (approximately HK\$156 million) with reference to the market value of the CSFG Shares as at 28 February 2019
“Subscription Shares”	319,325.73 Participating Shares to be subscribed by the Subsidiary subject to adjustment based on the finalized Net Asset Value as at 28 February 2019
“Subsidiary”	Glory Century Limited, a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company
“US\$”	United States dollars, the lawful currency of the United States of America
“Valuation Point”	close of business in the relevant market on the last Business Day in each month, or such other time on such day as the directors of the Fund may from time to time prescribe
“%”	per cent.

For the purpose of this announcement, conversion of US dollars into HK dollars is based on the approximate exchange rate of US\$1.0 to HK\$7.8. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in HK dollars or US dollars have been, could have been or may be converted at such or any other rate or at all.

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

Hong Kong, 5 March 2019

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.