



昊天發展集團有限公司

Hao Tian Development Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

Second Proxy Form for Annual General Meeting or any adjournment thereof

I/We,¹ _____
of _____
being holder(s) of² _____

shares of HK\$0.01 each in the share capital of HAO TIAN DEVELOPMENT GROUP LIMITED (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING or³ _____

of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “Meeting”), to be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong at 11:30 a.m. on Friday, 18 September 2020 (or at any adjournment thereof) in respect of the resolutions set out in the notice and supplemental notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and, together with the report of the directors of the Company (collectively, the “Directors” and each a “Director”) and the report of the independent auditors of the Company for the year ended 31 March 2020.		
2.	(a) To re-elect Dr. Zhiliang Ou as an executive Director;		
	(b) To re-elect Mr. Lee Chi Hwa, Joshua as an independent non-executive Director;		
	(c) To re-elect Dr. Wang Yu, as a non-executive Director;		
	(d) To re-elect Dr. Li Yao, as a non-executive Director; and		
	(e) To authorize the board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint BDO Limited as independent auditors of the Company and to authorize the board of Directors to fix their remuneration.		
4.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the total number of shares of the Company in issue as at the date of this resolution.		
	(B) To grant to the Directors a general mandate to repurchase the Company’s own shares not exceeding 10 per cent. of the total number of shares of the Company in issue as at the date of this resolution.		
	(C) To extend the mandate granted under resolution no. 4(A) by including the number of shares repurchased by the Company pursuant to resolution no. 4(B).		

Dated this: _____ day of _____ 2020.

Signature(s)⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each in the share capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is appointed, strike out the words “**THE CHAIRMAN OF THE MEETING** or” and the full name and address of the proxy desired to be inserted in **BLOCK CAPITALS** in the space provided. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his vote at his discretion. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified true copy thereof, must be deposited at the branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (the “**Closing Time**”).
- In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- The proxy need not be a member of the Company but must attend the meeting in person to represent you at the meeting or any adjournment thereof.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 29 July 2020 (the “**First Proxy Form**”) with the share registrar, you are requested to lodge this form of proxy if you wish to appoint proxy to attend the Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the share registrar.
- If you have already lodged the First Proxy Form with the share registrar, please note that:
 - subject to (iii) below, if this form of proxy is not lodged with the share registrar, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed and signed. The proxy so appointed by you shall be required to vote in such manner as he or she may be directed under the First Proxy Form, and in respect of the resolutions for the proposed re-election of Dr. Wang Yu and Dr. Li Yao as non-executive directors as set out in the supplemental notice of the Meeting, the proxy will be entitled to vote at his or her discretion or to abstain from voting on such resolutions;
 - if this form of proxy is lodged with the share registrar before the Closing Time, this form of proxy shall be treated as a valid proxy form and shall revoke and supersede the First Proxy Form previously lodged by you if correctly completed and signed; and
 - if this form of proxy is lodged with the share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no second proxy form was lodged with the Company’s share registrar.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish and in such event, the proxy shall be deemed to be revoked.
- Resolutions will be put to shareholders to vote taken by way of a poll.