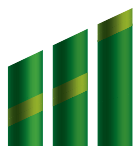


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This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of HTD and HTICI referred to in this announcement.



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)

**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)

JOINT ANNOUNCEMENT

**MAJOR TRANSACTION
IN RELATION TO (A) ACQUISITION
OF SALE SHARES INVOLVING ISSUE
BY SUBSIDIARY OF
(I) CONSIDERATION SHARES UNDER
SPECIFIC MANDATE;
(II) CONSIDERATION NOTES; AND
(III) CONSIDERATION CB UNDER
SPECIFIC MANDATE; AND
(B) DEEMED DISPOSAL**

**MAJOR TRANSACTION
IN RELATION TO ACQUISITION OF
SALE SHARES INVOLVING ISSUE OF
(I) CONSIDERATION SHARES UNDER
SPECIFIC MANDATE;
(II) CONSIDERATION NOTES; AND
(III) CONSIDERATION CB UNDER
SPECIFIC MANDATE**

THE ACQUISITION

On 4 September 2020 (after trading hours), HTICI, the Buyer (an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of HTD) and the Seller entered into the Sale and Purchase Agreement, pursuant to which the Buyer has conditionally agreed to acquire and the Seller has conditionally agreed to sell the Sale Shares at the Total Consideration of HK\$1,125,000,000, which shall be settled upon Completion as to (i) HK\$125,000,000 by the allotment and issue of the Consideration Shares at the Issue Price; (ii) HK\$850,000,000 by the issue of the Consideration Notes; and (iii) HK\$150,000,000 by the issue of the Consideration CB, convertible into the Conversion Shares at the Conversion Price.

HTICI will seek the HTICI Shareholders' approval at the HTICI EGM for the grant of the HTICI Specific Mandate to allot and issue the Consideration Shares and the Conversion Shares.

Upon Completion, the Buyer will hold the entire issued share capital of the Target Company and the Target Company will become an indirect wholly-owned subsidiary of the HTICI Group and an indirect non-wholly owned subsidiary of the HTD Group. The financial results of the Target Company will be consolidated into the financial statements of each of the HTICI Group and the HTD Group.

IMPLICATIONS UNDER THE LISTING RULES

HTD

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Acquisition exceed 25% but are all less than 100%, the Acquisition constitutes a major transaction of HTD under Chapter 14 of the Listing Rules.

The allotment and issue of the Consideration Shares and Conversion Shares (assuming full conversion of a maximum of 500,000,000 Conversion Shares) by HTICI, being an indirect non-wholly owned subsidiary of HTD, will result in the dilution of HTD's percentage shareholding in HTICI from 62.63% to 52.28%, and therefore constitutes a deemed disposal of HTD under Chapter 14 of the Listing Rules. As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Deemed Disposal exceed 5% but are all less than 25%, the Deemed Disposal constitutes a discloseable transaction for HTD under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.24 of the Listing Rules, the Acquisition and the Deemed Disposal constitute a transaction involving both an acquisition and a disposal and the transaction will be classified by reference to the larger of the acquisition or disposal, and subject to the reporting, disclosure and/or shareholder approval requirements applicable to that classification. Accordingly, the Acquisition and the Deemed Disposal will together be classified as a major transaction of HTD and are subject to the reporting, announcement and HTD Shareholders' approval requirements under the Listing Rules.

HTICI

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Acquisition exceed 25% but are all less than 100%, the Acquisition constitutes a major transaction of HTICI under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement and HTICI Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

The HTICI EGM will be convened and held for the HTICI Shareholders to consider and, if thought fit, approve, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to (i) the Acquisition; (ii) the issue of the Consideration Notes; (iii) the issue of the Consideration CB; and (iv) the grant of the HTICI Specific Mandate for the allotment and issue of the Consideration Shares and the Conversion Shares.

The HTD EGM will be convened and held for the HTD Shareholders to consider and, if thought fit, approve, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to (i) the Acquisition; and (ii) the Deemed Disposal.

Each of HTICI and HTD will despatch its circular containing, among other things, details of the Sale and Purchase Agreement and the transactions contemplated thereunder, together with other information required under the Listing Rules to the HTICI Shareholders and the HTD Shareholders respectively for information by 16 October 2020 as additional time is required to prepare certain information for inclusion in the circular, including, among other things, the financial information of the Target Company and/or the Project Company.

Completion of the Acquisition is subject to a number of Conditions Precedent which may or may not be fulfilled. HTD Shareholders and HTICI Shareholders and respective potential investors of HTD and HTICI are reminded to exercise caution when dealing in the securities of HTD and HTICI.

INTRODUCTION

Each of the HTD Board and the HTICI Board is pleased to announce that on 4 September 2020 (after trading hours), HTICI, the Buyer (an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of HTD) and the Seller entered into the Sale and Purchase Agreement, pursuant to which the Buyer has conditionally agreed to acquire and the Seller has conditionally agreed to sell the Sale Shares at the Total Consideration of HK\$1,125,000,000.

THE SALE AND PURCHASE AGREEMENT

Principal terms of the Sale and Purchase Agreement are set out below:

- Date : 4 September 2020 (after trading hours)
- Parties : (i) Victory Bright Limited, an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of HTD, as Buyer;
- (ii) Soaring Wealth Ventures Limited, as Seller; and
- (iii) HTICI

As at the date of this announcement, the Target Company is owned as to 100% by the Seller. The ultimate beneficial owner of the Seller is Ms. Lin Yuan. To the best of the knowledge, information and belief of the HTD Board and HTICI Board, and having made all reasonable enquiries, each of the Seller and its ultimate beneficial owner is an Independent Third Party of HTD, HTICI and their respective connected persons.

Subject matter

Pursuant to the Sale and Purchase Agreement, the Buyer has conditionally agreed to acquire and the Seller has conditionally agreed to sell the Sale Shares at the Total Consideration.

The Sale Shares, representing the entire issued share capital of the Target Company, will be sold free from any Encumbrance and together with all rights as at or after the date of the Sale and Purchase Agreement attaching to them, including but not limited to all dividends paid, declared or made in respect thereof, on and subject to the terms and conditions of the Sale and Purchase Agreement.

Consideration

Pursuant to the Sale and Purchase Agreement, the Total Consideration payable to the Seller at Completion shall be HK\$1,125,000,000, which shall be settled upon Completion in the following manner:

- (a) HK\$125,000,000 shall be satisfied by the allotment and issue of 500,000,000 Consideration Shares by HTICI at the Issue Price of HK\$0.25 per Consideration Share to the Seller (or its nominee);
- (b) HK\$850,000,000 shall be satisfied by the issue of the Consideration Notes by HTICI to the Seller (or its nominee) in the aggregate principal amount of HK\$850,000,000; and
- (c) HK\$150,000,000 shall be satisfied by the issue of Consideration CB by HTICI to the Seller (or its nominee) in the aggregate principal amount of HK\$150,000,000 with the Conversion Price of HK\$0.30 per Conversion Share convertible into a maximum of 500,000,000 Conversion Shares.

The Total Consideration was determined after arm's length negotiations between the Buyer and the Seller on normal commercial terms taking into account of, among other things, (i) the net assets value of the Project Company; (ii) the preliminary valuation prepared by an independent professional valuer in relation to the fair value of the Project Land; and (iii) the future business prospects of the Project Company. The HTD Board considers that the Total Consideration is fair and reasonable and in the interests of the HTD Group and the HTD Shareholders as a whole. The HTICI Board considers that the Total Consideration is fair and reasonable and in the interests of the HTICI Group and the HTICI Shareholders as a whole.

Consideration Shares

Pursuant to the Sale and Purchase Agreement, HTICI will allot and issue, credited as fully paid, 500,000,000 Consideration Shares at the Issue Price to the Seller (or its nominee), as part of the Total Consideration.

Number of Consideration Shares

As at the date of this announcement, there are a total of 5,052,883,632 HTICI Shares in issue. Based on the Issue Price, the total number of Consideration Shares represents:

- (i) approximately 9.90% of the total number of HTICI Shares in issue as at the date of this announcement;

- (ii) approximately 9.00% of the total number of HTICI Shares as enlarged by the allotment and issue of the Consideration Shares but before conversion of the Consideration CB in full; and
- (iii) approximately 8.26% of the total number of HTICI Shares as enlarged by the allotment and issue of the Consideration Shares and the Conversion Shares upon conversion of the Consideration CB in full.

Issue Price

The Issue Price of HK\$0.25 per Consideration Share represents:

- (i) a discount of approximately 21.9% to the closing price of HK\$0.32 per HTICI Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 22.6% to the average closing price of HK\$0.323 per HTICI Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 21.1% to the average closing price of approximately HK\$0.317 per HTICI Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day; and
- (iv) a premium of approximately 12.1% over the net assets value per HTICI Share of approximately HK\$0.223 based on the audited consolidated net assets value of HTICI as at 31 March 2020.

The Issue Price was determined after arm's length negotiations between the Buyer and HTICI on one hand and the Seller on the other, with reference to the prevailing trading price of the HTICI Shares. The HTD Board considers that the Issue Price is fair and reasonable and in the interests of the HTD Group and the HTD Shareholders as a whole. The HTICI Board considers that the Issue Price is fair and reasonable and in the interests of the HTICI Group and the HTICI Shareholders as a whole.

The Consideration Shares will be allotted and issued under the HTICI Specific Mandate. The Consideration Shares shall rank *pari passu* in all respects with the HTICI Shares in issue on the date of allotment and issue including the rights to all dividends, distributions and other payments made or to be made for which the record date falls on or after the date of allotment and issue.

An application will be made by HTICI to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange.

Consideration Notes

Pursuant to the Sale and Purchase Agreement, HTICI will issue the Consideration Notes in the aggregate principal amount of HK\$850,000,000 to the Seller (or its nominee), as part of the Total Consideration.

The principal terms and conditions of the Consideration Notes are summarised as follows:

Issuer	: HTICI
Noteholder	: the Seller (or its nominee)
Principal amount	: HK\$850,000,000
Denomination	: HK\$50,000,000 per Considerate Note
Notes Maturity Date	: the date falling the third anniversary of the date of issue of the Consideration Notes (i.e. the Completion Date) (the “ Initial Maturity Date ”), subject to the extension at the option by HTICI.

HTICI shall at its sole discretion extend the Initial Maturity Date on which the Consideration Notes are outstanding for a further term of one year (the “**Extended Maturity Date**”) if there is any outstanding amount under the Consideration Notes on the last day of the Initial Maturity Date.

If there is any outstanding amount under the Consideration Notes on the last day of the Extended Maturity Date, HTICI shall at its sole discretion further extend the Extended Maturity Date for another term of one year (the “**Further Extended Maturity Date**”) and such Further Extended Maturity Date is, at HTICI’s option, extendable for such successive term(s) of one year until there is no outstanding amount under the Consideration Notes.

Interest	: HTICI shall pay interest on the outstanding principal amount of the Consideration Notes, at five percent (5%) per annum, from and including the first date of the relevant the financial year of the Project Company (i.e. 1 January to 31 December) (the “ Financial Year ”) up to (and including) the last date of the relevant Financial Year, payable in arrears on the last Business Day in each Financial Year, conditional upon the satisfaction of the following conditions in that Financial Year: <ul style="list-style-type: none">(a) the Buyer having received audited financial statement of the Project Company for the previous Financial Year prepared in accordance with the Project Company’s accounting policies and HKFRS (the “Account”); and(b) the return on net assets of the Project Company, calculated by dividing net profit after tax of the Project Company in the Account over net assets of the Project Company in the Account, for the previous Financial Year achieved 20% or more.
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For the avoidance of doubt, the Consideration Notes shall bear zero interest if any of the conditions (a) and/or (b) as set out above is not satisfied.

Transferability : The Consideration Notes are freely transferable in whole or in part in integral multiples of the authorised denomination to any Independent Third Parties at any time and from time to time during the period of the term of the Consideration Notes provided that (i) the prior written consent from HTICI has been obtained; and (ii) a written notice of the Noteholder’s intention of the transfer has been served on HTICI.

Early redemption : HTICI shall have the right (but not the obligation) to redeem all or any part of any Consideration Notes on any Business Day prior to the relevant Notes Maturity Date at Early Redemption Price and in accordance with other terms and conditions set forth in the Notes Instrument. The right of early redemption of HTICI may be exercised by HTICI giving no less than fifteen (15) Business Days’ prior notice to the Noteholder in writing.

Early Redemption Price : The aggregate of (i) the outstanding principal amount of the relevant Consideration Notes, and (ii) all accrued and unpaid interest and any other outstanding amount accrued and payable under the relevant Consideration Notes pursuant to the Notes Instrument (the “**Early Redemption Price**”).

Redemption upon maturity : The maximum amount of redemption price that HTICI shall pay on the relevant Notes Maturity Date shall not exceed the Capped Redemption Price.

If the Capped Redemption Price is less than HK\$50,000,000 on the relevant Notes Maturity Date, HTICI shall not be required to redeem any Consideration Note on the relevant Notes Maturity Date.

If there is any outstanding amount under the Consideration Notes on any relevant Notes Maturity Date, the term of the Consideration Notes shall be extended with reference to the conditions headed “Notes Maturity Date” as set out above.

Capped Redemption Price : The Capped Redemption Price shall be an amount calculated in accordance with the following formula:

$$X = A - B - C$$

Where:

“X” means the Capped Redemption Price payable on the relevant Notes Maturity Date;

“**A**” means the Dividends declared by the Project Company and received by the Target Company on or before the relevant Notes Maturity Date plus proceeds arising out of (i) HTICI’s disposal of its shareholdings in the Buyer or the Target Company on or before the relevant Notes Maturity Date (if any); and/or (ii) the Target Company’s disposal of the CESIZ Shares on or before the relevant Notes Maturity Date (if any);

“**B**” means aggregated sum of principal amount of the Consideration Note(s) together with all interest and all other amounts accrued that have been redeemed as of the relevant Notes Maturity Date (if any); and

“**C**” means costs, being the sum of (a) any accrued but unpaid inception costs of the Consideration Notes; and (b) any outstanding accrued on-going legal, advisory and other operating expenses in respect of the Consideration Notes.

The source of Capped Redemption Price shall come from (i) Dividends declared by the Project Company and received by the Target Company; (ii) proceeds received from HTICI’s disposal of its shareholdings in the Buyer or the Target Company on or before the relevant Notes Maturity Date (if any); and/or (iii) proceeds received from the Target Company’s disposal of the CESIZ Shares on or before the relevant Notes Maturity Date (if any), which will be first applied to pay off the Consideration Notes.

Ranking : The Consideration Notes will constitute direct, general, unsecured, unconditional and unsubordinated obligations of HTICI and will at all times rank at least *pari passu* with other present and future direct, general, unsecured, unconditional and unsubordinated obligations of HTICI.

Listing : No application will be made for the listing of, or permission to deal in, the Consideration Notes on the Stock Exchange or any other stock exchange.

Consideration CB

Pursuant to the Sale and Purchase Agreement, HTICI will issue the Consideration CB in aggregate principal amount of HK\$150,000,000 entitling the Seller (or its nominee) to convert into a maximum of 500,000,000 Conversion Shares with the Conversion Price of HK\$0.30 per Conversion Share, as part of the Total Consideration.

The principal terms of the Consideration CB are summarised as follows:

Issuer	: HTICI
CB Holder	: the Seller (or its nominee)
Denomination	: HK\$10,000,000 per Consideration CB
Principal amount	: HK\$150,000,000
Maturity date	: The date falling on third anniversary of the date of issue of the Consideration CB (or, if that is not a Business Day, the first Business Day thereafter) (the “ CB Maturity Date ”)
Interest	: 5.00% per annum payable on an annual basis
Conversion rights	: The CB Holder has the right to convert the Consideration CB (in part or in whole) of the outstanding principal amount of the Consideration CB at any time during the Conversion Period, provided that no conversion right may be exercised to the extent that (i) as a result of such exercise, the public float of HTICI as prescribed under the Listing Rules cannot be maintained; or (ii) as a result of such exercise, the CB Holder and/or parties acting in concert (as defined in the Takeovers Code) with it is required by regulatory authority to make a mandatory general offer to other HTICI Shareholders in accordance with the Takeovers Code, unless the CB Holder undertakes to HTICI to fully comply with all applicable requirements under the Takeovers Code.
Conversion period	: The period commencing from the day immediately following the date of the issue of the Consideration CB up to 4:00 p.m. (Hong Kong time) on the CB Maturity Date (the “ Conversion Period ”)
Conversion Price	: The initial conversion price of HK\$0.30 per Conversion Share (subject to adjustments as provided for in the CB Instrument)
Redemption	: Unless the Consideration CB has been repaid or converted, the outstanding principal of Consideration CB will be due and payable on the CB Maturity Date

- Early redemption : HTICI shall be entitled at its sole discretion at any time before the CB Maturity Date and from time to time by serving at least ten (10) days prior written notice (the “**Early Redemption Notice**”) to the CB Holder, to redeem all or part of the outstanding Consideration CB at 100% of the outstanding principal amount of such Consideration CB together with interest accrued to the date fixed for redemption as set out in the Early Redemption Notice.
- Ranking : The Consideration CB constitutes direct, unconditional, unsubordinated and unsecured obligations of HTICI and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of HTICI under the Consideration CB shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.
- Transferability : Subject to certain condition in the CB Instrument, the Consideration CB shall be transferable immediately after issue in whole multiples of HK\$10,000,000 upon giving prior written notice of such transfer to HTICI (or such lesser amount as may represent the entire principal amount thereof) and may be transferred to any person.
- Save with the consent of HTICI and the Stock Exchange, none of the Consideration CB may be transferred to a connected person of HTICI.
- Voting : The CB Holder shall not be entitled to attend or vote at any shareholders’ meetings of HTICI by reason only it being the CB Holder.
- Listing : No application will be made for the listing of, or permission to deal in, the Consideration CB on the Stock Exchange or any other stock exchange.

Conversion Shares

Number of Conversion Shares

As at the date of this announcement, there are a total of 5,052,883,632 HTICI Shares in issue. Assuming the conversion rights attached to the Consideration CB are exercised in full at the Conversion Price, a maximum of 500,000,000 Conversion Shares will be allotted and issued. The total number of Consideration Shares represents:

- (i) approximately 9.90% of the total number of HTICI Shares in issue as at the date of this announcement;

- (ii) approximately 9.00% of the total number of HTICI Shares as enlarged by the allotment and issue of the Consideration Shares and before conversion of the Consideration CB in full; and
- (iii) approximately 8.26% of the total number of HTICI Shares as enlarged by the allotment and issue of the Consideration Shares and the Conversion Shares upon conversion of the Consideration CB in full.

Conversion Price

The Conversion Price of HK\$0.30 per Conversion Share represents:

- (i) a discount of approximately 6.3% to the closing price of the HTICI Shares of HK\$0.32 per HTICI Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 7.1% to the average closing price of the HTICI Shares of HK\$0.323 per HTICI Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 5.4% to the average closing price of approximately HK\$0.317 per HTICI Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day; and
- (iv) a premium of approximately 34.5% over the net assets value per HTICI Share of approximately HK\$0.223 based on the audited consolidated net assets value of the HTICI as at 31 March 2020.

The Conversion Price was determined after arm's length negotiations between the Buyer and the Seller taking into account, among other things, the prevailing market performance of the HTICI Shares. The HTD Board considers that the Conversion Price is fair and reasonable and in the interests of the HTD Group and the HTD Shareholders as a whole. The HTICI Board considers that the Conversion Price is fair and reasonable and in the interests of the HTICI Group and the HTICI Shareholders as a whole.

The Conversion Price is subject to adjustments in accordance with the terms and conditions set out in the CB Instrument upon the occurrence of the following specific events:

- (i) where there is an alteration to the nominal amount of a HTICI Share by reason of any consolidation or subdivision of the HTICI Shares;
- (ii) where HTICI issues (other than in lieu of a cash dividend) any HTICI Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (iii) where HTICI makes (whether on a reduction of capital or otherwise) any capital distribution (as defined in the CB Instrument) to the HTICI Shareholders or grants to the HTICI Shareholders rights to acquire for cash assets of the HTICI Group;

- (iv) where HTICI offers new HTICI Shares to the HTICI Shareholders for subscription by way of rights, or grants to the HTICI Shareholders any options or warrants to subscribe for new HTICI Shares, at a price per HTICI Share which is less than 80% of the market price (as defined in the CB Instrument) of the HTICI Share as at the date of the announcement of the terms of the offer or grant;
- (v) where HTICI issues wholly for cash any securities which by their terms are convertible into or exchangeable for or carrying rights of subscription for new HTICI Shares, and the total effective consideration (as defined in the CB Instrument) per new HTICI Share initially receivable for such securities is less than 80% of the market price as at the date of the announcement of the terms of issue of such securities;
- (vi) where the rights of conversion or exchange or subscription attached to any such securities as are mentioned in sub-paragraph (v) above are modified so that the total effective consideration (as defined in the CB Instrument) per new HTICI Share initially receivable for such securities shall be less than 80% of the market price as at the date of announcement of the proposal to modify such rights of conversion or exchange or subscription; or
- (vii) where HTICI issues wholly for cash any HTICI Shares at a price per HTICI Share which is less than 80% of the market price as at the date of the announcement of the terms of such issue.

The Conversion Shares will be allotted and issued under the HTICI Specific Mandate. The Conversion Shares shall rank *pari passu* in all respects with the then fully paid HTICI Shares in issue on the date of allotment and issue including the rights to all dividends, distributions and other payments made or to be made for which the record date falls on or after the date of allotment and issue of the Conversion Shares.

An application will be made by HTICI to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares on the Stock Exchange.

Conditions Precedent

Completion of the Acquisition shall be conditional upon the fulfilment of the following Conditions Precedent:

- (a) the Buyer having conducted due diligence exercise (legal and financial) on the Target Company, the Project Company and the Project Land and being satisfied with the results thereof;
- (b) all warranties, representation and/or undertakings given by the Seller under the Sale and Purchase Agreement remaining true, accurate and not misleading at all material aspects at all times between the date of the Sale and Purchase Agreement and the Completion Date (as if they had been made on such dates by reference to the facts and circumstances then subsisting), and there having been no breach by the Seller of the Sale and Purchase Agreement;

- (c) there having been no material change, or any development likely to involve a prospective material adverse change in the condition (financial or operational or otherwise) or in the earnings, business affairs or business prospects, assets or liabilities of the Target Company, the Project Company and/or the Project Land, whether or not arising in the ordinary course of business of the Target Company and/or the Project Company;
- (d) a valuation report of the Project Land having been issued by an independent valuer appointed by the Buyer in the form and substance to the satisfaction of the Buyer and the valuation of the Project Land being not less than HK\$5,080,000,000;
- (e) the HTD Shareholders (other than those who are required to abstain from voting under the Listing Rules (if any)) and the HTICI Shareholders (other than those who are required to abstain from voting under the Listing Rules (if any)) respectively having passed at an extraordinary general meeting resolutions approving the entering into, execution, delivery and performance of the Sale and Purchase Agreement and the transactions contemplated thereunder, including without limitation the Acquisition, the issue and allotment of the Consideration Shares, the issue of the Consideration Notes, the issue of the Consideration CB and the issue and allotment of the Conversion Shares issuable under the Consideration CB to the Seller (or its nominee) and having given any other approvals or notifications as may be required under the Listing Rules and other applicable laws;
- (f) HTICI having obtained an approval from the Stock Exchange for the listing of and permission to deal in the Consideration Shares and the Conversion Shares and such listing and permission not being subsequently revoked prior to the issue and allotment of the Consideration Shares and the Conversion Shares; and
- (g) (if required) all necessary waivers, consents, approvals (including shareholders' approval), permits and/or authorisations from any relevant governments, regulatory authorities and/or other relevant third parties in respect of the transactions contemplated under the Sale and Purchase Agreement on the part of the Buyer or HTICI or HTD having been obtained.

The Buyer may waive in writing any of the above Conditions Precedent (a) to (d) (to the extent permitted under the Listing Rules or applicable laws) at its sole and absolute discretion. The remaining Conditions Precedent shall not be waived by any party to the Sale and Purchase Agreement.

If any of the Conditions Precedent set out above have not been fulfilled or waived on or before the Long Stop Date, the Sale and Purchase Agreement shall lapse and become null and void (except the confidentiality obligations and certain clauses as specified therein), and the Parties shall be released from all obligations thereunder, save for liabilities for any antecedent breaches thereof.

Completion

Subject to the fulfillment or waiver (as the case may be) of the Conditions Precedent, Completion shall take place on the Completion Date.

Upon Completion, the Buyer will hold the entire issued share capital of the Target Company and the Target Company will become an indirect wholly-owned subsidiary of the HTICI Group and an indirect non-wholly owned subsidiary of the HTD Group. The financial results of the Target Company will be consolidated into the financial statements of each of the HTICI Group and the HTD Group.

INFORMATION REGARDING THE HTD GROUP, THE HTICI GROUP AND THE BUYER

HTD is an exempted company incorporated in the Cayman Islands with limited liability. HTD is an investment holding company and the HTD Group is principally engaged in (i) money lending; (ii) securities investment; (iii) provision of commodities and securities brokerage and other financial services; (iv) asset management; (v) property leasing; and (vi) rental and trading of construction machinery. HTD has recently expanded its business into bioscience industry and has been endeavouring in identifying and locating acquisition targets in bioscience industry.

HTICI is an exempted company incorporated in the Cayman Islands with limited liability. HTICI is an investment holding company and the HTICI Group is principally engaged in (a) provision of financial services and related financial advisory services through subsidiaries licensed to conduct (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; and (b) rental and trading of construction machinery.

The Buyer is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, the Buyer is an indirect wholly-owned subsidiary of HTICI, and therefore indirect non-wholly owned subsidiaries of HTD. The Buyer is principally engaged in investment holding.

INFORMATION REGARDING THE SELLER

The Seller is a company incorporated in the British Virgin Islands with limited liability and principally engaged in investment holding. The ultimate beneficial owner of the Seller is Ms. Lin Yuan.

To the best of the knowledge, information and belief of the HTD Board and HTICI Board, and having made all reasonable enquiries, each of the Seller and its ultimate beneficial owner is an Independent Third Party of HTD, HTICI and their respective connected persons.

INFORMATION REGARDING THE TARGET COMPANY AND THE PROJECT COMPANY

The Target Company

The Target Company is a company incorporated in the British Virgin Islands with limited liability and principally engaged in investment holding. As at the date of this announcement, the Target Company is directly wholly-owned by the Seller. The major asset of the Target Company is 22% of the issued share capital of the Project Company.

The Project Company

The Project Company is a company incorporated in Cambodia with limited liability in 2017, which is directly owned as to 22% by the Target Company as at the date of this announcement. The Project Company is principally engaged in investment in urban complex development project. Under the sub-decree 122/2019 (the “**Sub-decree**”) on the establishment of CESIZ Special Economic Zone granted by the Council of Ministers to the Project Company, the Council of Ministers approved the Project Company to establish a special economic zone (the “**Special Economic Zone**”) with a size of 17,252,519 square meters at Koh Kong Province, Cambodia (the “**Project**”). Under the Sub-Decree, the Project Company shall have the sole and exclusive right to develop the Special Economic Zone with all the necessary land use rights, including those for residential, industrial and commercial development purpose. As at the date of this announcement, the principal assets of the Project Company include the Project Land.

FINANCIAL INFORMATION OF THE TARGET COMPANY AND THE PROJECT COMPANY

The Target Company

The Target Company, incorporated in the British Virgin Islands in August 2020 as an investment holding vehicle, did not generate any revenue and profit during the period from the date of its incorporation to the date of this announcement. The Target Company has not prepared any audited accounts since its incorporation in August 2020.

The Project Company

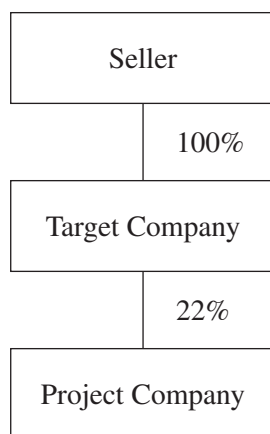
Set out below are the audited financial information of the Project Company for the two financial years ended 31 December 2018 and 2019 and for the six months ended 30 June 2020, which were prepared in accordance with the CIFRS and audited by Lochan & Co (Cambodia) Company Limited:

	For the six months ended 30 June 2020 US\$'000	For the year ended 31 December 2019 US\$'000	For the year ended 31 December 2018 US\$'000
Net loss before taxation and extraordinary items	—	—	(20)
Net loss after taxation and extraordinary items	—	—	(20)

According to the audited financial statements prepared in accordance with the CIFRS, the audited net assets value of the Project Company was approximately US\$656 million as at 30 June 2020.

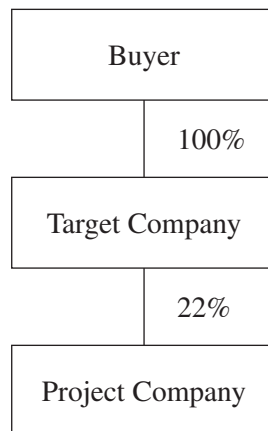
Existing structure of the Target Company and the Project Company

Set out below is the existing structure of the Target Company and the Project Company as at the date of this announcement.



Structure of the Target Company and the Project Company upon Completion

Set out below is the structure of the Target Company and the Project Company upon Completion.



REASONS FOR AND BENEFITS OF THE ACQUISITION

HTICI Group has continued to review the existing principal businesses strategies of HTICI Group and looks for potential business opportunities in order to optimise the capital resources of HTICI. Through the Acquisition, the HTICI Group will indirectly wholly own the Target Company and be indirectly interested in 22% of the issued share capital of the Project Company upon Completion. Under the Sub-Decree, the Project Company shall have the sole and exclusive right to develop the Special Economic Zone with all the necessary land use rights, including those for residential, industrial and commercial development purpose. The Project Land is situated at Koh Kong Province, Cambodia with a size of 17,252,519 square meters. The Project Company plans to engage in investment in urban complex development project on the Project Land, including the construction of clean energy industrial parks along with designated areas for residential properties. The location of the Project enjoys geography advantage. The Special Economic Zone is located in the middle of the 144-kilometre major national highway No. 4 in Cambodia and port terminals, connecting the highway to the port, with the deep-water harbor under planning. The Special Economic Zone is also in close proximity to the Phnom Penh-Sihanoukville Expressway, which is currently under construction. The Project has the benefit of the convenient domestic road transport hub in Phnom Penh, Cambodia that will reduce the transportation costs of corporate products and labour costs. The development in the Special Economic Zone will be freehold properties which allow enterprises, commercial and residential investors to invest in the area to have a long-term secure investment plan.

The Acquisition will allow HTICI Group and also the HTD Group (through its interest in HTICI Group) to invest and gain exposure in urban complex development project in a premium location in Cambodia and strengthen HTICI Group's and HTD Group's comprehensive investment portfolio. Cambodia is a member of the Association of Southeast Asian Nations ("ASEAN") and is one of the most promising developing countries in the ASEAN region. Cambodia is a member of the World Trade Organization ("WTO") as a

developing country, and investments in the country can enjoy the WTO preferential tariff for imports and exports from and to its membership countries, while other countries like the United States and Japan, also offer Cambodia preferential tariff and quota-free incentives. According to the World Bank, Cambodia's GDP has continued to grow at an average rate of over 7% over the past decade, ranking first in ASEAN countries in terms of economic growth. Cambodia's GDP reached US\$27 billion and GDP per capita reached US\$1,643 in 2019, making it one of the fastest growing economies in the world and one of the emerging countries of investment hotspot in Southeast Asia. The stable political environment, dynamic labour force in Cambodia, together with the preferential tax policies and freedom of capital flows, have successfully attracted foreign investors. In addition, Cambodia has established a long-term friendly relationship with China, providing strong support to China in ASEAN. The Chinese government's "One Belt, One Road" development strategy has brought significant investment from Chinese enterprises, creating huge potential for Cambodia's business development, and the upcoming "China-Cambodia Free Trade Agreement" will bring more tangible benefits and development opportunities to both countries. As an emerging developing economy in which basic infrastructure within the country needs to be fully developed, all industries in Cambodia have enormous room for development.

Given the promising long-term economic development of Cambodia and prospects of the urban complex development project, there is potential for attractive capital appreciation for this investment over the long term.

Having considered the above reasons, the HTD Board and HTICI Board consider that the Acquisition, if materialised, represents a good opportunity for HTICI to diversify its business and to demonstrate the investment of HTICI in the Project Land with a view to realising the land value and enhancing shareholder value in the long run. The HTD Board considers that the terms of the Sale and Purchase Agreement are fair and reasonable and in the interests of HTD Group and the HTD Shareholders as a whole, and the HTICI Board considers that the terms of the Sale and Purchase Agreement are fair and reasonable and in the interests of HTICI Group and the HTICI Shareholders as a whole.

EFFECT ON THE SHAREHOLDING STRUCTURE OF HTICI *to be updated*

The shareholding structure of HTICI (i) as at the date of this announcement; (ii) immediately after the allotment and issue of the Consideration Share; and (iii) immediately after the allotment and issue of the Consideration Shares and full conversion of a maximum of 500,000,000 Conversion Shares are as follows (assuming there being no other change in the share capital of HTICI):

	As at the date of this announcement		Immediately after the allotment and issue of the Consideration Shares		Immediately after the allotment and issue of the Consideration Shares and full conversion of a maximum of 500,000,000 Conversion Shares	
	No. of HTICI Shares	Approximate % (Note 1)	No. of HTICI Shares	Approximate % (Note 1)	No. of HTICI Shares	Approximate % (Note 1)
HTD	3,164,504,688 (Note 2)	62.63	3,164,504,688 (Note 2)	56.99	3,164,504,688 (Note 2)	52.28
Oshidori International Holding Limited (Note 3)	625,000,000	12.37	625,000,000	11.26	625,000,000	10.33
Seller	—	—	500,000,000	9.00	1,000,000,000	16.52
Other public shareholders	<u>1,263,378,944</u>	<u>25.00</u>	<u>1,263,378,944</u>	<u>22.75</u>	<u>1,263,378,944</u>	<u>20.87</u>
Total	<u>5,052,883,632</u>	<u>100</u>	<u>5,552,883,632</u>	<u>100</u>	<u>6,052,883,632</u>	<u>100</u>

Notes:

1. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
2. As at the date of this announcement, HTD is interested in an aggregate of 3,164,504,688 HTICI Shares, comprising of (i) 2,388,944,688 HTICI Shares through its wholly-owned subsidiaries, Win Team Investments Limited and Hao Tian Management (China) Limited; and (ii) 775,560,000 HTICI Shares through its wholly-owned subsidiary, Win Team Investments Limited, and its non-wholly owned subsidiary, Hao Tian Management (Hong Kong) Limited.
3. As at the date of this announcement, Oshidori International Holding Limited was interested in 625,000,000 HTICI Shares through its indirect wholly-owned subsidiary, Kenson Investment Limited.

As illustrated above, the public float of HTICI may drop below 25% as prescribed under Rule 8.08(1)(a) of the Listing Rules immediately after the allotment and issue of the Consideration Shares and full conversion of a maximum of 500,000,000 Conversion Shares (assuming there being no other change in the share capital of HTICI). Nonetheless, according to the terms and conditions of the CB Instrument, no conversion right may be exercised by the CB Holder to the extent that as a result of such exercise, the public float of HTICI as prescribed under the Listing Rules cannot be maintained. HTICI shall at all times ensure that the minimum public float requirement under the Listing Rules is complied with.

FINANCIAL EFFECT OF THE DEEMED DISPOSAL

HTICI is a subsidiary of HTD. As at the date of this announcement, HTD is interested in approximately 62.63% of the total issued number of HTICI Shares.

Set out below are the audited consolidated financial information of the HTICI Group for the two years ended 31 March 2019 and 2020 as extracted from the 2019/20 annual report of HTICI:

	For the year ended 31 March 2020 HK\$'000	For the year ended 31 March 2019 HK\$'000
Net profit (loss) before tax and extraordinary items	67,427	(6,610)
Net profit (loss) after tax and extraordinary items	71,617	(6,457)

According to the unaudited consolidated financial statements prepared in accordance with the HKFRS, the net assets value of HTICI Group as at 30 June 2020 was approximately HK\$1,106 million.

The allotment and issue of the Consideration Shares and Conversion Shares (assuming full conversion of a maximum of 500,000,000 Conversion Shares) by HTICI upon Completion will have the effect of diluting the percentage shareholding of HTD in HTICI. The Acquisition will therefore, upon its consummation, constitute a deemed disposal by HTD under Chapter 14 of the Listing Rules, whose percentage shareholding in the total number of HTICI Shares in issue will be diluted from approximately 62.63% to approximately 52.28%. Nonetheless, HTICI will remain as an indirect non wholly-owned subsidiary of HTD and its financial results, assets, liabilities and cash flows will continue to be consolidated in the HTD's consolidated financial statements. As the Deemed Disposal will not result in HTD's loss of control over HTICI, the Deemed Disposal will be accounted for as an equity transaction and will not result in the recognition of any gain or loss in HTD's consolidated statement of profit or loss and other comprehensive income.

LISTING RULES IMPLICATIONS

HTD

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Acquisition exceed 25% but are all less than 100%, the Acquisition constitutes a major transaction of HTD under Chapter 14 of the Listing Rules.

The allotment and issue of the Consideration Shares and Conversion Shares (assuming full conversion of a maximum of 500,000,000 Conversion Shares) by HTICI, being an indirect non-wholly owned subsidiary of HTD, will result in the dilution of HTD's percentage shareholding in HTICI from 62.63% to 52.28%, and therefore constitutes a deemed disposal of HTD under Chapter 14 of the Listing Rules. As one or more of the percentage ratios (as

defined in the Listing Rules) applicable to the Deemed Disposal exceed 5% but are all less than 25%, the Deemed Disposal constitutes a discloseable transaction for HTD under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.24 of the Listing Rules, the Acquisition and the Deemed Disposal constitute a transaction involving both an acquisition and a disposal and the transaction will be classified by reference to the larger of the acquisition or disposal, and subject to the reporting, disclosure and/or shareholder approval requirements applicable to that classification. Accordingly, the Acquisition and the Deemed Disposal will together be classified as a major transaction of HTD and are subject to the reporting, announcement and HTD Shareholders' approval requirements under the Listing Rules.

HTICI

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Acquisition exceed 25% but are all less than 100%, the Acquisition constitutes a major transaction of HTICI under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement and HTICI Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

The HTICI EGM will be convened and held for the HTICI Shareholders to consider and, if thought fit, approve, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to (i) the Acquisition; (ii) the issue of the Consideration Notes; (iii) the issue of the Consideration CB; and (iv) the grant of the HTICI Specific Mandate for the allotment and issue of the Consideration Shares and the Conversion Shares.

The HTD EGM will be convened and held for the HTD Shareholders to consider and, if thought fit, approve, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to (i) the Acquisition; and (ii) the Deemed Disposal.

Each of HTICI and HTD will despatch its circular containing, among other things, details of the Sale and Purchase Agreement and the transactions contemplated thereunder, together with other information required under the Listing Rules to the HTICI Shareholders and the HTD Shareholders respectively for information by 16 October 2020 as additional time is required to prepare certain information for inclusion in the circular, including, among other things, the financial information of the Target Company and/or the Project Company.

Completion of the Acquisition is subject to a number of Conditions Precedent which may or may not be fulfilled. HTD Shareholders and HTICI Shareholders and respective potential investors of HTD and HTICI are reminded to exercise caution when dealing in the securities of HTD and HTICI.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Acquisition”	the proposed acquisition of the Sale Shares by the Buyer from the Seller pursuant to the Sale and Purchase Agreement
“Business Day(s)”	a day (other than any Saturday, Sunday or public holiday) on which clearing banks are open for normal banking business in sterling in the Hong Kong and Cambodia
“Buyer”	Victory Bright Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of HTD
“Cambodia”	the Kingdom of Cambodia
“CB Holder(s)”	the person(s) registered on the register of CB Holders of HTICI as a holder of one or more Consideration CB from time to time
“CB Instrument”	the instrument constituting the Consideration CB
“CESIZ Shares”	39,600 ordinary shares in the Project Company held by the Target Company, representing 22% of the issued share capital of the Project Company as at the date of this announcement
“CIFRS”	The Cambodian International Financial Reporting Standards adopted by the Cambodian Accounting Standards Board of the National Accounting Council, as approved by the Ministry of Economy and Finance of Cambodia
“Completion”	the completion of the Acquisition in accordance with the terms of the Sale and Purchase Agreement
“Completion Date”	the date on which Completion takes place, being the third (3rd) Business Day after the date upon which the last of the Conditions Precedent is satisfied or waived
“Conditions Precedent”	the condition(s) precedent set out in the Sale and Purchase Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

“Consideration CB”	the 5.00% convertible bonds due 2023 in the aggregate principal amount of HK\$150,000,000 in denomination of HK\$10,000,000 each to be issued by HTICI to the Seller or its nominee to settle part of the Total Consideration
“Consideration Note(s)”	the promissory notes in the aggregate principal amount of HK\$850,000,000 in denomination of HK\$50,000,000 each to be issued by HTICI to the Seller or its nominee to settle part of the Total Consideration
“Consideration Share(s)”	500,000,000 HTICI Shares to be issued at the Issue Price by HTICI to the Seller or its nominee to settle part of the Total Consideration
“Conversion Price”	the initial conversion price of HK\$0.30 per Conversion Share, subject to adjustments under the terms and conditions of the Consideration CB
“Conversion Shares”	up to the maximum of 500,000,000 HTICI Shares which fall to allotted and issued by HTICI at the Conversion Price of HK\$0.30 per HTICI Share upon exercise of the conversion rights or otherwise pursuant to the CB Instrument
“Council of Ministers”	the highest administration authority of the Royal Government of Cambodia and headed by the Prime Minister of Cambodia
“Deemed Disposal”	the deemed disposal of HTD resulting from the allotment and issue of the Consideration Shares and Conversion Shares by HTICI
“Dividends”	in respect of the Target Company, all present and future dividends and distributions of any kind including cash dividends, stock dividends, liquidating dividends, non-cash dividends and any other sum received or receivable in respect of any of the CESIZ Shares owned by the Target Company
“Encumbrance”	any equity, right to acquire, option, right of pre-emption, mortgage, charge, pledge, lien, assignment, title retention or any other security interest, whether monetary or not, or any agreement or arrangement having similar effect
“HKFRS”	Hong Kong Financial Reporting Standards
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“HTD”	Hao Tian Development Group Limited (昊天發展集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 474), which is an indirect controlling shareholder of HTICI
“HTD Board”	the board of directors of HTD
“HTD EGM”	the extraordinary general meeting of HTD, to be held for the purpose of approving, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder (including but not limited to (i) the Acquisition; and (ii) the Deemed Disposal)
“HTD Group”	HTD and its subsidiaries, including without limitation the HTICI Group
“HTD Shareholders”	the shareholders of HTD
“HTICI”	Hao Tian International Construction Investment Group Limited (昊天國際建設投資集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1341)
“HTICI Board”	the board of directors of HTICI
“HTICI EGM”	the extraordinary general meeting of HTICI, to be held for the purpose of approving, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to (i) the Acquisition; (ii) the issue of the Consideration Notes; (iii) the issue of the Consideration CB; and (iv) the grant of the HTICI Specific Mandate for the allotment and issue of the Consideration Shares and the Conversion Shares
“HTICI Group”	HTICI and its subsidiaries
“HTICI Share(s)”	ordinary share(s) in the capital of HTICI
“HTICI Shareholders”	the shareholders of HTICI
“HTICI Specific Mandate”	the specific mandate to be sought from the HTICI Shareholders for the allotment and issue of the Consideration Shares and the Conversion Shares
“Independent Third Party(ies)”	third party(ies) independent of and not connected with HTD or HTICI (as the case may be) and its respective connected persons

“Issue Price”	the issue price of HK\$0.25 per Consideration Share
“Last Trading Day”	3 September 2020, being the last trading day on which the HTICI Shares were traded on the Stock Exchange immediately prior to the date of the Sale and Purchase Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 November 2020, or such other date as may be agreed between the Seller and the Buyer in writing
“Noteholder(s)”	the person(s) registered on the register of noteholder of HTICI as a holder of one or more Consideration Notes from time to time
“Notes Instrument”	the instrument constituting the Consideration Notes
“Notes Maturity Date”	the last day of (i) the Initial Maturity Date; (ii) the Extended Maturity Date; (iii) the Further Extended Maturity Date (as the case may be), or any such other date as mutually agreed to in writing between, and shortened or extended by, HTICI and the Noteholder(s)
“Project”	the establishment by the Target Company of a special economic zone with a size of 17,252,519 square meters at Koh Kong Province, Cambodia, approved by the Council of Ministers
“Project Company”	CESIZ (Cambodia) Co., Ltd., a company incorporated in Cambodia with limited liability, which is directly owned as to 22% by the Target Company as at the date of this announcement and immediately prior to Completion
“Project Land”	two parcels of land for the Project situated at Koh Kong Province, Cambodia with an aggregate size of 17,252,519 square meters
“Sale and Purchase Agreement”	the sale and purchase agreement dated 4 September 2020 entered into among the Buyer, the Seller and HTICI in respect of the Acquisition
“Sale Shares”	100 ordinary shares in the Target Company held by the Seller, representing the entire issued capital of the Target Company as at the date of the Sale and Purchase Agreement and at Completion
“Seller”	Soaring Wealth Ventures Limited, a company incorporated in the British Virgin Islands with limited liability

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Target Company”	Alcott Global Limited, a company incorporated in the British Virgin Islands with limited liability, which is directly wholly-owned by the Seller as at the date of this announcement immediately prior to Completion
“Total Consideration”	HK\$1,125,000,000, being the total consideration payable by the Buyer to the Seller pursuant to the Sale and Purchase Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By order of the board of directors of
Hao Tian Development Group Limited
Fok Chi Tak
Executive Director

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

Hong Kong, 4 September 2020

As at the date of this announcement, the HTD Board comprises three executive directors, namely Mr. Xu Haiying, Dr. Zhiliang Ou, J.P. (Australia) and Mr. Fok Chi Tak; two non-executive directors, namely Dr. Wang Yu and Dr. Li Yao; and three independent non-executive directors, namely Mr. Chan Ming Sun Jonathan, Mr. Lam Kwan Sing, and Mr. Lee Chi Hwa, Joshua.

As at the date of this announcement, the HTICI Board comprises four executive directors, namely Mr. Fok Chi Tak, Mr. Zheng Li, 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.