
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hao Tian International Construction Investment Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSAL INVOLVING GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Hao Tian International Construction Investment Group Limited to be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong on Friday, 16 September 2022, at 10:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.haotianint.com.hk). Whether or not you intend to attend and vote at the AGM or any adjourned meeting (as the case may be) in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on Shareholders, proxies and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue.
- (ii) Shareholders, proxies and other attendees are required to complete and submit a health declaration form providing their names and contact details, and confirming that neither they nor, to their best of knowledge, any person whom they have/had close contact with are subject to quarantine. Any person who does not comply with this requirement may be denied entry into the AGM venue.
- (iii) Shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times and to maintain a safe distance between seats and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding. Any person who does not comply with this requirement may be denied entry into the AGM venue.
- (iv) No refreshments or drinks will be provided at the AGM.

To the extent permitted under law, the Company reserves the right to deny entry into, or require any person to leave, the AGM venue in order to ensure the safety of the attendees at the AGM.

The Company wishes to advise all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.haotianint.com.hk).

If you are not a registered Shareholder (if your shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the AGM arrangements, if any.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong on Friday, 16 September 2022, at 10:00 a.m., the notice of which is set out on pages AGM-1 to AGM-6 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the AGM which is set out on pages AGM-1 to AGM-6 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company as currently in force
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Hao Tian International Construction Investment Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed and traded on the Main Board of the Stock Exchange (Stock code: 1341)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to exercise all the power to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate

DEFINITIONS

“Latest Practicable Date”	25 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company as currently in force
“New Memorandum and Articles”	the amended and restated Memorandum and Articles incorporating and consolidating all the Proposed Amendments
“PRC”	People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles set out in Appendix III to this circular
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to repurchase Shares on the Stock Exchange up to 10% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

**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)

Executive Directors:

Mr. Fok Chi Tak

Dr. Zhiliang Ou, *J.P. (Australia)*

Mr. Tang Yiu Chi James

Non-executive Directors:

Mr. Xu Lin

Mr. Wei Bin

Independent non-executive Directors:

Mr. Mak Yiu Tong

Mr. Li Chi Keung Eliot

Mr. Shek Lai Him Abraham

Mr. Chan Ming Sun Jonathan

Registered office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Head office and principal

place of business:

Rooms 2510–2518, 25th Floor

Shui On Centre

6–8 Harbour Road, Wanchai

Hong Kong

29 July 2022

To all Shareholders

Dear Sir or Madam,

**(1) PROPOSAL INVOLVING GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) NOTICE OF AGM**

INTRODUCTION

The purpose of this circular is to provide Shareholders with information in connection with the proposals at the AGM to (i) grant the Directors general mandates to issue Shares and repurchase Shares, (ii) re-elect the retiring Directors, (iii) re-appoint independent auditors, and (iv) approve the Proposed Amendments and adopt the New Memorandum and Articles, and to give you notice of the AGM at which the resolutions will be proposed to be considered and, if thought fit, approved.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 17 September 2021, ordinary resolutions were passed, among other things, by the then Shareholders to grant the general mandates to the Directors to:

- (1) allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the Shares in issue as at 17 September 2021;
- (2) repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue as at 17 September 2021; and
- (3) extend the general mandate for issuing new Shares by an amount representing the aggregate number of the Shares repurchased by the Company.

These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the ordinary resolutions to be proposed at the AGM to grant fresh general mandates to the Directors.

The Issue Mandate

At the AGM, ordinary resolutions nos. 4(A) and 4(C) as set out in the AGM Notice will be proposed to grant the Directors fresh general mandates (i) to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue at the date of passing of the resolution no. 4(A) as set out in the AGM Notice (being a maximum of 1,517,836,257 new Shares based on a total of 7,589,181,288 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM) plus (ii) the number of Shares repurchased by the Company (under the authority granted pursuant to the Repurchase Mandate) subsequent to the passing of such resolution. The Issue Mandate shall remain in force until whichever the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

The Repurchase Mandate

At the AGM, an ordinary resolution, which if passed, will grant the Directors a general and unconditional mandate to repurchase Shares up to a maximum of 10% of the total number of Shares in issue at the date of passing of the resolution no. 4(B) as set out in the AGM Notice at any time during the period ended on whichever the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or in a multiple of three, then the number nearest but not less than one-third) shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last (re-)election but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Mr. Fok Chi Tak, Mr. Mak Yiu Tong (“**Mr. Mak**”) and Mr. Li Chi Keung Eliot (“**Mr. Li**”) shall retire from office by rotation pursuant to the Articles and, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience, time commitment and contributions of the retiring Directors, having regard to the nomination policy and the board diversity policy of the Company.

Each of the retiring independent non-executive Directors, namely Mr. Mak and Mr. Li, has given to the Company a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed and reviewed their independence and is of the view that both have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended each of the retiring Directors for re-election at the AGM.

LETTER FROM THE BOARD

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 March 2022 were audited by ZHONGHUI ANDA CPA Limited whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint ZHONGHUI ANDA CPA Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 29 June 2022 in relation to the proposed amendments to the Memorandum and Articles. The Board proposes to (a) make certain amendments to the Memorandum and Articles for the purposes of, among others, (i) bringing the Articles of Association in line with the amendments to the Listing Rules and the applicable laws of the Cayman Islands; (ii) making consequential amendments in line with the amendments to the Articles; and (iii) making certain other housekeeping amendments; and (b) adopt the New Memorandum and Articles incorporating and consolidating all the Proposed Amendments.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The proposed adoption of the New Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the AGM and will take immediate effect upon the passing of the relevant special resolution at the AGM.

The Proposed Amendments and the New Memorandum and Articles are prepared in the English language, and the Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for the AGM is enclosed herewith and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.haotianint.com.hk). Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 September 2022 to Friday, 16 September 2022, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 9 September 2022.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Articles, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting decides to allow a resolution to be voted by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Details of procedures for conducting a poll are set out in the Appendix IV to this circular.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the re-election of Directors, the re-appointment of the auditors, the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, and the Proposed Amendments and the adoption of the New Memorandum and Articles are in the interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the AGM.

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This is an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate to the directors or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF REPURCHASES

Any repurchases will be made out of funds which are legally available for such purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profit that would otherwise be available for distribution by way of dividend or out of share premium of the Company. Under the Cayman Islands laws, the repurchased shares will remain part of the authorised but unissued share capital of the Company.

If the Repurchase Mandate is exercised, the Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its shares. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2022) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 7,589,181,288 Shares.

Subject to the passing of the resolution no. 4(B) as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 758,918,128 Shares (representing approximately 10% of the issued share capital of the Company) during the period from the date of the passing of the resolution no. 4(B) as set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

4. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
July	0.730	0.485
August	0.680	0.455
September	0.510	0.395
October	0.620	0.335
November	0.500	0.340
December	0.440	0.305
2022		
January	0.455	0.300
February	0.400	0.315
March	0.385	0.265
April	0.430	0.232
May	0.550	0.375
June	0.425	0.350
July (1 July up to the Latest Practicable Date)	0.395	0.260

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under section 336 of the SFO, Aceso Life Science Group Limited ("ALS"), through its wholly-owned companies, Win Team Investments Limited, Hao Tian Management (China) Limited, Hao Tian Management (Hong Kong) Limited, Guo Guang Limited and Hao Tian Finance Company Limited, owns an aggregate of 3,562,741,259 Shares, representing approximately 46.95% of the issued share capital of the Company. Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of ALS and its associates and parties acting in concert with it would be increased to approximately 52.16% of the then issued share capital of the Company. Therefore, the increase in ALS's interest in the Company would give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

However, the Directors do not propose to exercise the Repurchase Mandate to such an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.

APPENDIX II BIOGRAPHIES OF THE RETIRING DIRECTORS

The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

MR. FOK CHI TAK

Mr. Fok Chi Tak, aged 46, was appointed as an executive Director on 28 February 2017 and co-chief executive officer on 1 May 2020 (re-designated as chief executive officer on 30 June 2020). Mr. Fok is a member of nomination committee of the Company. He is also a director of various subsidiaries of the Company. Mr. Fok holds a master degree in Business Administration from the University of Hong Kong. Mr. Fok is involved in the formulation of strategic plans for the business development of the Group, fund raising activities and potential merger and acquisition activities of the Group. Mr. Fok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Fok is also a fellow member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). Mr. Fok currently serves as an executive director and the chief financial officer of Aceso Life Science Group Limited (Stock code: 474), the controlling shareholder of the Company, whose shares are listed on the Main Board of the Stock Exchange.

Save as stated herein, Mr. Fok has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Fok does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Fok is interested in a total of 60,975,610 Shares. These Shares were granted to him on 29 June 2020 under the share award scheme adopted by the Company on 24 April 2020 (the “**Award Shares**”) and shall be vested in three equal tranches. As at the Latest Practicable Date, a total of 40,650,406 Award Shares were vested and issued to Mr. Fok. Save as disclosed herein, Mr. Fok does not have any personal interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

The Company has entered into a service contract with Mr. Fok, pursuant to which, the appointment of Mr. Fok as an executive Director is for a term of 3 years commencing from 28 February 2020 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles. As an executive Director, the emoluments of Mr. Fok will be determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Fok was paid HK\$2,402,400 as his emoluments for the year ended 31 March 2022.

APPENDIX II BIOGRAPHIES OF THE RETIRING DIRECTORS

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Fok that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR. MAK YIU TONG

Mr. Mak Yiu Tong, aged 63, was appointed as an independent non-executive Director on 28 February 2017. Mr. Mak is the chairman of each of remuneration committee and nomination committee and a member of audit committee of the Company. Mr. Mak graduated from the China University of Political Science and Law with a Bachelor of Law degree in 1998. Mr. Mak is a legal executive of Chiu, Szeto & Cheng, a firm of solicitors in Hong Kong. Mr. Mak has been working in the legal industry for over 30 years. Mr. Mak currently serves as an independent non-executive director of Talent Property Group Limited (stock code: 760) and Aceso Life Science Group Limited (stock code:474, the controlling shareholder of the Company), whose shares are listed on the Main Board of the Stock Exchange. Mr. Mak served as an independent non-executive director of each of Fujian Nuoqi Co., Ltd. (stock code: 1353, whose shares were delisted from the Main Board of the Stock Exchange with effect from 8 February 2021) from April 2017 to February 2021 and Up Energy Development Group Limited (stock code: 307, whose shares were delisted from the Main Board of the Stock Exchange with effect from 5 January 2022) from April 2017 to January 2022.

Save as stated herein, Mr. Mak has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Mak does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Mak does not have any personal interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Mak, pursuant to which, the appointment of Mr. Mak as an independent non-executive Director is for a term of 3 years commencing from 28 February 2020 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles. As an independent non-executive Director, the emoluments of Mr. Mak will be determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Mak was paid HK\$120,000 as his emoluments for the year ended 31 March 2022.

APPENDIX II BIOGRAPHIES OF THE RETIRING DIRECTORS

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Mak that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR. LI CHI KEUNG ELIOT

Mr. Li Chi Keung Eliot, aged 44, was appointed as an independent non-executive Director on 17 March 2017. Mr. Li is a member of each of audit committee, remuneration committee and nomination committee of the Company. Mr. Li has obtained a Bachelor of Arts Degree at the Hong Kong Polytechnic University and has obtained the Postgraduate Certificate in Business Administration from University of Leicester in England. Mr. Li is the executive director of First Shanghai Securities Limited (“**First Shanghai**”). Prior to joining First Shanghai, he was the managing director of South China Financial Holdings Limited (stock code: 619), whose shares are listed on the Stock Exchange. Mr. Li is a chartered wealth manager of the Chartered Wealth Manager Institute and the director of the Hong Kong Association of Online Brokers. Mr. Li has held various senior positions including director of corporate development and vice president of corporate planning and development in financial institutes over his 15 years of experience in the financial industry.

Save as stated herein, Mr. Li has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li does not have any personal interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Li, pursuant to which, the appointment of Mr. Li as an independent non-executive Director is for a term of 3 years commencing from 28 February 2020 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles. As an independent non-executive Director, the emoluments of Mr. Li will be determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Li was paid HK\$120,000 as his emoluments for the year ended 31 March 2022.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Li that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles respectively. If the serial numbering of the New Memorandum and Articles is changed due to the addition, deletion or re-arrangement of certain paragraphs and articles made in these amendments, the serial numbering as so amended shall be changed accordingly, including cross-references.

A summary of details of the proposed major amendments to the Memorandum and Articles as a result of the adoption of the New Memorandum and Articles are as follows (deletions are shown by way of strikethrough and additions are shown by way of underline and bold).

SUMMARY OF MAJOR MEMORANDUM AMENDMENTS

THAT the Memorandum be and are hereby amended as follows (for reference purposes, marked up against the Memorandum, where applicable):

Clause 1

- (1) By deleting Clause 1 in its entirety and replacing with the following:

“The name of the Company is ~~Clear Lift Holdings~~**Hao Tian International Construction Investment Group** Limited 焯陞企業控股昊天國際建設投資集團有限公司.”

Clause 2

- (2) By deleting Clause 2 in its entirety and replacing with the following:

“The registered office ~~will be situated~~**of the Company is situated** at the offices of ~~Appleby~~**Ocorian** Trust (Cayman) Ltd., ~~Clifton House, 75 Fort Street~~**Limited, Windward 3, Regatta Office Park**, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the ~~Directors~~**directors** of the Company may from time to time decide.”

Clause 4

- (3) By replacing the words “the Directors” as appeared in Clause 4.2 with the words “its directors”.

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Clause 5

- (4) By deleting Clause 5 in its entirety and replacing with the following:

“If the Company is registered as an exempted company as defined in the ~~Cayman Islands Companies Law~~ **Act (Revised) of the Cayman Islands**, it shall have the power, subject to the provisions of the ~~Cayman Islands Companies Law~~ **Act (Revised) of the Cayman Islands** and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.”

Clause 7

- (5) By deleting Clause 7 in its entirety and replacing with the following:

“The authorised share capital of the Company is HK\$~~15,600,000,000.00~~ **200,000,000.00** consisting of ~~1,560,000,000,000~~ **200,000,000,000** shares of HK\$0.01 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

SUMMARY OF MAJOR ARTICLES AMENDMENTS

THAT the Articles be and are hereby amended as follows (for reference purposes, marked up against the Articles, where applicable):

- (1) By deleting the words “Companies Law (as revised)” wherever they may appear and replacing them with the words “Companies Act (Revised)”.
- (2) By deleting the words “the Companies Law” wherever they may appear and replacing them with the words “the Companies Act”.

Article 1(a)

- (3) By deleting Article 1(a) in its entirety and replacing with the following:

“Table “A” of the Companies ~~Law (as revised)~~ **Act (Revised) of the Cayman Islands** shall not apply to the Company.”

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
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Article 1(b)

- (4) By replacing the first paragraph of Article 1(b) with the following:

Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum ~~or of Association or these~~ Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

- (5) By replacing the definition of “address” with the following:

address: ~~shall have~~**has** the ordinary meaning given to it and ~~shall include~~**includes** any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;

- (6) By replacing the definition of “Board” with the following:

Board: means the board of Directors ~~of the Company,~~ as constituted from time to time, or, as the context may require ~~the,~~ a majority of **the** Directors present and voting at a meeting of the Directors at which a quorum is present;

- (7) By replacing the definition of “Call” with the following:

Call: ~~shall include~~**includes** any instalment of a call;

- (8) By replacing the definition of “Close Associate” with the following:

~~Close Associate~~**close associate**(s): ~~shall have~~**has** the meaning ~~as defined~~**given to it** in the Listing Rules;

- (9) By replacing the definition of “Company Law” with the following:

Companies ~~Law~~**Act**: means the Companies ~~Law~~ (as ~~revised~~**Act (Revised)**) of the Cayman Islands (as amended from time to time) and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, ~~the its~~ Memorandum of Association and/or ~~these~~ **Articles of Association**;

- (10) By replacing the definition of “Companies Ordinance” with the following:

Companies Ordinance: means the Companies Ordinance, (Cap. 622 of the Laws of Hong Kong) (as amended from time to time);

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
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- (11) By adding the following definition immediately after the definition “Dividend”:

elected Shares: has the meaning given to it in Article 160(a)(ii)(D);

- (12) By replacing the definition of “Listing Rules” with the following:

Listing Rules: ~~shall mean~~**means** the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

- (13) By adding the following definition immediately after the definition “Newspapers”:

non-elected Shares: has the meaning given to it in Article 160(a)(i)(D);

- (14) By replacing the definition of “Registration Office” with the following:

Registration Office: means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders ~~of the Company~~ in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;

- (15) By replacing the definition of “Securities Seal” with the following:

Securities Seal: ~~shall mean~~**means** a seal for ~~use for~~ sealing certificates for ~~S~~Shares or other securities issued by the Company which is a facsimile of the Seal ~~of the Company~~ with the addition on its face of the words Securities Seal;

- (16) By replacing the definition “Share” with the following:

Share: means a share in the ~~share~~ capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;

- (17) By adding the following definition immediately after “Special Resolution”:

Subscription Right Reserve: has the meaning given to it in Article 195(a)(i);

- (18) By adding the word “and” at the end of the definition “Subsidiary”.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
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Article 1(c)

(19) By deleting Article 1(c) in its entirety and replacing with the following:

“In these Articles, unless there be something in the subject or context inconsistent herewith:

- (i) words denoting the singular number ~~shall~~ include the plural number and vice versa;
- (ii) words importing any gender ~~shall~~ include every gender and words importing persons ~~shall~~ include partnerships, firms, companies and corporations;
- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies ~~Law~~**Act** (except any statutory modification thereof not in force when these Articles become binding on the Company) ~~shall~~ bear the same meaning in these Articles, save that ~~“company” shall~~, where the context permits ~~include~~, **“company” includes** any company incorporated in the Cayman Islands or elsewhere; and
- (iv) references to any statute or statutory provision ~~shall~~**are to** be construed as relating to any statutory modification or re-enactment thereof for the time being in force.”

Article 1(d)

(20) By deleting Article 1(d) in its entirety and replacing with the following:

“(d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of **Shareholders representing** not less than $\frac{3}{4}$ of the ~~votes cast by~~**total voting rights of** such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which **not less than 21 days’** notice, specifying the intention to propose the resolution as a ~~special resolution~~**Special Resolution** has been duly given.”

Article 2

(21) By deleting Article 2 in its entirety and replacing with the following:

~~“To the extent that the same is permissible under Cayman Islands law and subject to Article, a~~**A** Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of ~~these~~**these** Articles or to change the name of the Company.”

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Article 5(a)

(22) By deleting Article 5(a) in its entirety and replacing with the following:

“(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated ~~either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding~~ ~~(or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) holding~~ ~~or representing by proxy not less than one-third in nominal value of the issued Shares of that class; that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.”~~

Article 6

(23) By deleting Article 6 in its entirety and replacing with the following:

“The authorised share capital of the Company on the date of the adoption of these Articles is HK\$~~15,600~~200,000,000.00 consisting of ~~1,560~~20,000,000,000 shares of HK\$0.01 each.”

Article 9

(24) By deleting Article 9 in its entirety and replacing with the following:

“The Board may, before the issue of any new Shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of Shares in proportion as nearly as may be to the number of Shares of such class held by them respectively, or make any other provisions as to the allotment and issue of such Shares, but in default of any such

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
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determination or so far as the same shall not extend, such Shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.”

Article 15

(25) By deleting Article 15(c) in its entirety and re-paragraphing the existing Article 15(d) and Article 15(e) as Article 15(c) and Article 15(d) respectively.

~~(e) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.~~

Article 17(c)

(26) By adding the following sentence immediately after the last sentence of Article 17(c):

“The Company may close any Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.”

Article 19

(27) By replacing the words “Seal of the Company” as appeared in Article 19 with the word “Seal”.

Article 23

(28) By replacing the words “Shareholder of the Company” as appeared in Article 23 with the word “Shareholder”.

Article 24

(29) By replacing the words “Shareholders of the Company” as appeared in Article 24 with the word “Shareholders”.

Article 45

(30) By replacing the word “months” as appeared in Article 45 with the word “Months”.

Article 62

(31) By deleting Article 62 in its entirety and replacing with the following:

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“At all times during the Relevant Period ~~other than the year of the Company’s adoption of these Articles~~, the Company shall in each **financial** year hold a general meeting as its annual general meeting in addition to any other meeting in that **financial** year and shall specify the meeting as such in the notice calling it; ~~and not more than 15 Months~~. **Each annual general meeting shall be held within six Months after the end of the Company’s financial year** (or ~~such any~~ longer period as may be authorised by the HK Stock Exchange) ~~shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held~~ in the Relevant Territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.”

Article 64

- (32) By deleting Article 64 in its entirety and replacing with the following:

“The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~Extraordinary~~**An extraordinary** general meetings shall also be convened on the requisition of one or more Shareholders holding, ~~at on~~ the date of deposit of the requisition, not less than ~~one tenth~~**10%** of the ~~paid up~~**voting rights (on a one vote per Share basis) in the issued share** capital of the Company ~~having the right of voting at~~. **Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meetings meeting concerned.** Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

Article 65

- (33) By deleting Article 65 in its entirety and replacing with the following:

“An annual general meeting of the Company shall be called by at least 21 days’ notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the

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meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given; in ~~the~~ manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat ~~or their proxies;~~ and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company.”

Article 67(a)

- (34) By deleting Article 67(a)(iv) in its entirety and replacing with the following:

“the appointment ~~and removal~~ of ~~the~~ Auditors;”

Article 68

- (35) By replacing the first word “For” as appeared in Article 68 with the words “Unless otherwise specified, for”.

Article 70

- (36) By replacing the word “vice” as appeared in Article 70 with the word “Vice”.

Article 72

- (37) By deleting Article 72 in its entirety and replacing with the following:

“At any general meeting a resolution put to the vote of the meeting shall be decided by ~~way of~~ poll, save that the chairman of the meeting may, ~~pursuant to the Listing Rules~~ in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. ~~Where a~~, in which case each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and

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administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the duty of the chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.

Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

- (a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.”

Article 76

- (38) By replacing (i) the word “case” as appeared in the first sentence of Article 76 with the word “event” and (ii) the words “In case” as appeared in the second sentence of Article 76 with the words “In the event”.

Article 79A

- (39) By adding the following sentence at the beginning of Article 79A:

“Each Shareholder has the right to speak and (except where that Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration) vote at a general meeting.”

Article 85

- (40) By deleting Article 85 in its entirety and replacing with the following:

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“Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder ~~of the Company~~. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were **a Shareholder who is** an individual ~~Shareholder~~.”

Article 92

(41) By deleting Article 92 in its entirety and replacing with the following:

- “(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders ~~of the Company~~, and the person so authorised shall be entitled **to vote and** to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were **a Shareholder who is** an individual ~~Shareholder of the Company~~. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.
- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) **appoint one or more proxies or** authorise such person or persons as it thinks fit to act as its representative or representatives at any **general meeting of the Company or at, any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders**, provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were **a Shareholder who is** an individual ~~Shareholder~~, including the right to vote individually on a show of hands **and the right to speak**.”

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Article 95

(42) By deleting the words “of the Company” as appeared in Article 95.

Article 99

(43) By replacing the words “Shareholders of the Company” as appeared in Article 99 with the word “Shareholders”.

Article 104

(44) By deleting Article 104 in its entirety and replacing with the following:

- “(a) Payments to any Director or past director of the Company of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the ~~director of the Company~~ **Director** or past director **of the Company** is contractually or statutorily entitled) must be approved by the Company in general meeting.
- (b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~**Act**, the Company shall not directly or indirectly:
- (i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~**close associates**;
 - (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~**close associates**; or
 - (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.
- (c) Articles 104(a) and (b) shall only apply during the Relevant Period.”

Article 105

- (45) By replacing the word “months” as appeared in Article 105(c) with the word “Months”.
- (46) By deleting the words “of the Company” as appeared in Article 105(g).

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Article 107

(47) By deleting Article 107 in its entirety and replacing with the following:

- “(a) No Director or intended Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realized by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.
- (b) Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the Shareholders for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, managing directors, joint managing directors, deputy managing director, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.

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- (c) A Director may hold any other office or place of profit with the Company (except that of **the** Auditors) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Articles.
- (d) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his ~~Close Associate~~**close associate**(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:
- (i) the giving of any security or indemnity either:
- (A) to the Director or his ~~Close Associate~~**close associate**(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (B) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his ~~Close Associate~~**close associate**(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his ~~Close Associate~~**close associate**(s) is/are or is/are to be interested as a participant in the underwriting or sub- underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including:
- (A) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his ~~Close Associate~~**close associate**(s) may benefit; or

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- (B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his ~~Close Associates~~**close associates** and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his ~~Close Associate~~**close associate**(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or his ~~Close Associate~~**close associate**(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
- (e) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under paragraph (d)) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- (f) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his ~~Close Associates~~**close associate**(s) or as to the entitlement of any Director (other than the chairman of the meeting) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his ~~Close Associates~~**close associate**(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his ~~Close Associates~~**close associate**(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his ~~Close Associate~~**close associate**(s) as known to him has not been fairly disclosed to the Board.

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- (g) **Each reference to close associate(s) in paragraph (d) or (f) of this Article above shall be deemed to be a reference to associate(s) (as defined in the Listing Rules) where the proposal, transaction, contract or arrangement concerned is a connected transaction (as defined in the Listing Rules).**

Article 112

- (48) By deleting Article 112 in its entirety and replacing with the following:

“The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board ~~to fill a casual vacancy~~ shall hold office only until the first **annual** general meeting of the Company after his appointment and be subject to re-election at such **annual general** meeting. ~~Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.~~ Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.”

Article 114

- (49) By deleting Article 114 in its entirety and replacing with the following:

“The ~~Company~~ **Shareholders** may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.

Article 124

- (50) By replacing the words “Directors of the Company” as appeared in Article 124 with the word “Directors”.

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Article 132

- (51) By replacing the words “vice Chairmen” as appeared in Article 132 with the words “vice chairmen”.

Article 155(a)

- (52) By deleting the words “in the capital of the Company” immediately after the words “the Board may pay such interim Dividends in respect of those Shares” as appeared in Article 155(a).

Article 160

- (53) By replacing the words “(“the non-elected Shares”)” as appeared in Article 160(i)(D) with the words “(the “non-elected Shares”)”.
- (54) By replacing the words “(“the elected Shares”)” as appeared in Article 160(ii)(D) with the words “(the “elected Shares”)”.

Article 176

- (56) By deleting Article 176 in its entirety and replacing with the following:

“(a) The ~~Company~~**Shareholders** shall at each annual general meeting **by Ordinary Resolution** appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. ~~A No~~ Director, ~~or~~ officer **of the Company** or ~~any~~ employee of any such Director, ~~or~~ officer ~~or~~ ~~employee~~**of the Company** shall ~~not~~ be appointed **as the** Auditors ~~of the Company~~. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by, or on the authority of, the ~~Company in the~~**Shareholders at each** annual general meeting **by Ordinary Resolution** except that ~~in, at~~ any ~~particular year the Company~~ **in annual** general meeting ~~may, the Shareholders may by Ordinary Resolution~~ delegate the fixing of such remuneration to the Board, and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

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- (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~**Ordinary** Resolution at any time before the expiration of ~~their~~ term of office, and, ~~if they do this,~~ shall, by Ordinary Resolution; at that meeting appoint new auditors in ~~its~~**their** place for the remainder of ~~the~~**such** term.”

Article 177

- (57) By deleting Article 177 in its entirety and replacing with the following:

“The Auditors ~~of the Company~~ shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information as may be necessary for the performance of his or their duties, and the Auditors shall audit every balance sheet and profit and loss account of the Company in each year and prepare an Auditors’ report thereon to be annexed thereto. Such report shall be laid before the Company in the annual general meeting.”

Article 178

- (58) By adding the word “the” before the word “Auditors” as appeared in the first line of Article 178.

Article 179

- (59) By adding the word “the” before the word “Auditors” as appeared in the first line of Article 179.

Article 181

- (60) By replacing the words “register of members of the Company” as appeared in the last sentence of Article 181(b) with the word “Register”.

Article 187

- (61) By replacing the words “Shareholders of the Company” as appeared in Article 187 with the word “Shareholders”.

Article 188

- (62) By replacing the words “Subject to the Companies Law, a resolution” as appeared in Article 188 with the words “A resolution”.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
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Article 193

(63) By replacing the word “months” as appeared in Article 193(a)(ii) with the word “Months”.

(64) By replacing the word “months” as appeared in Article 193(a)(iii) with the word “Months”.

Article 194

(65) By replacing the punctuation “;” as appeared at the end of Article 194(d) with the punctuation “,”.

Article 197

(66) By adding the following new Article 197 immediately after Article 196:

FINANCIAL YEAR

“~~197 The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year of the Company shall end on 31 March in each year.~~”

The chairman of the meeting will at the AGM demand, pursuant to article 72 of the Articles, poll voting on all resolutions set out in the AGM Notice.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representatives, shall have one vote for every Share of which he/she/it is the holder.

A Shareholder present in person or by proxy or by authorised representatives who is entitled to more than one vote does not have to use all his/her votes (i.e. he/she can cast fewer votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution).

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the AGM. Shareholders who want to cast all their votes entitled may mark a “√” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she supports that resolution. Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, will act as scrutineer and count the votes and the poll results will be published after the AGM.

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Hao Tian International Construction Investment Group Limited (the “**Company**”) will be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong on Friday, 16 September 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (collectively the “**Directors**” and each a “**Director**”) and independent auditors of the Company for the year ended 31 March 2022.
2.
 - (a) To re-elect Mr. Fok Chi Tak as an executive Director;
 - (b) To re-elect Mr. Mak Yiu Tong as an independent non-executive Director;
 - (c) To re-elect Mr. Li Chi Keung Eliot as an independent non-executive Director;
and
 - (d) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as independent auditors of the Company and to authorise the board of Directors to fix their remuneration.

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4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

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(d) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or such stock exchange in any territory outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of the Cayman Islands, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

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(c) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B), the total number of shares of the Company which are to be purchased by the Company pursuant to the authority granted to the Directors mentioned in resolution numbered 4(B) shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTION

5. As special business, to consider and if thought fit, pass, with or without modification the following resolution, as a special resolution:

“**THAT** the proposed amendments (the “**Proposed Amendments**”) to the memorandum of association and articles of association of the Company as set out in appendix III to the circular of the Company dated 29 July 2022 (the “**Circular**”) and the amended and restated memorandum of association and articles of association of the Company in the form of the document marked “A” and produced to the AGM (for the purpose of identification initialed by the chairman of the AGM) which consolidates all the Proposed Amendments mentioned in the Circular, be and are hereby approved, **THAT** the new memorandum of association and articles of association of the Company be approved and adopted in substitution for, and to the exclusion of the existing memorandum of association and articles of association with immediate effect after the close of this AGM, **THAT** any one director or secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and

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make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the foregoing, including without limitation, attending to all filings with the Registrar of Companies in Hong Kong, and **THAT** the Company's registered office provider is authorised and instructed to make each filing with the Registrar of Companies in the Cayman Islands that is required in connection with this resolution."

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

Hong Kong, 29 July 2022

Principal place of business in Hong Kong:

Rooms 2510–2518, 25th Floor

Shui On Centre

6–8 Harbour Road, Wanchai

Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if a sole holder; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 September 2022 to Friday, 16 September 2022, both days inclusive, during which period no transfer of share(s) will be registered. All transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 9 September 2022.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should the member so wish.

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6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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); two non-executive Directors, namely Mr. Xu Lin and Mr. Wei Bin; and four independent non-executive Directors, namely, Mr. Mak Yiu Tong, Mr. Li Chi Keung Eliot, Mr. Shek Lai Him Abraham and Mr. Chan Ming Sun Jonathan.