

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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____ ^(note 1)
being the registered holder(s) of _____ ^(note 2)
ordinary shares of HK\$0.01 each in the share capital of Hao Tian International Construction Investment Group Limited (the “Company”), HEREBY
APPOINT ^(note 3) the chairman of the meeting or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the “AGM”) of the Company to be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong at 10:00 a.m. on Friday, 16 September 2022 (or any adjournment thereof) in respect of the resolutions as set out in the notice convening the AGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		For ^(note 4)	Against ^(note 4)
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 of the Company 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.		
4.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with the additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
	(B) To grant to the Directors a general mandate to repurchase up to 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
	(C) To extend the general mandate granted under resolution no. 4(A) by including the number of shares repurchased by the Company pursuant to resolution no. 4(B).		
SPECIAL RESOLUTION		For ^(note 4)	Against ^(note 4)
5.	To approve 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; and to approve and adopt the amended and restated memorandum of association and articles of association of the Company as the new memorandum of association and articles of association of the Company in substitution for, and to the exclusion of the existing memorandum of association and articles of association with immediate effect after the close of the AGM.		

Date: _____

Signature(s) ^(note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please indicate clearly the number of the shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the AGM is appointed, please cross out “the chairman of the meeting or” and insert the full name and address of the proxy in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or, if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company but must attend the AGM in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to vote at his/her discretion. Your proxy will be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney duly authorised in writing. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN IT.**
- Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited at the 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 not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and delivery of this form will not preclude you from attending and voting at the AGM if you so wish.
- The description of these resolutions in this form is by way of summary only. The full text appears in the notice convening the AGM.