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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Hao Tian International Construction Investment Group Limited to be held at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Friday, 15 September 2023, at 10:00 a.m. is set out on pages AGM-1 to AGM-5 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](http://www.hkexnews.hk)) and the Company ([www.haotianint.com.hk](http://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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## DEFINITIONS

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*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 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Friday, 15 September 2023, at 10:00 a.m., the notice of which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the AGM which is set out on pages AGM-1 to AGM-5 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“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

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## DEFINITIONS

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“Issue Mandate”	the general and unconditional mandate proposed 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
“Latest Practicable Date”	26 July 2023, 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 amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate proposed 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, supplemented or otherwise modified from time to time
“%”	per cent

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## **RESPONSIBILITY STATEMENT**

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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.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Fok Chi Tak

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

Mr. Tang Yiu Chi James

*Non-executive Director:*

Mr. Xu Lin

*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

28 July 2023

*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;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**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 to give you notice of the AGM at which the resolutions will be proposed to be considered and, if thought fit, approved.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 16 September 2022, 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 16 September 2022;
- (2) repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue as at 16 September 2022; 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 no. 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 1,523,954,144 new Shares based on a total of 7,619,770,721 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 in a general meeting.

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## LETTER FROM THE BOARD

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### **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 ending 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 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. Tang Yiu Chi James, Dr. Zhiliang Ou and Mr. Xu Lin 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. 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.

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 2023 were audited by ZHONGHUI ANDA CPA Limited whose term of office will expire upon the conclusion of the AGM.



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## **LETTER FROM THE BOARD**

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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.

### **ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages AGM-1 to AGM-5 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](http://www.hkexnews.hk)) and the Company ([www.haotianint.com.hk](http://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, 12 September 2023 to Friday, 15 September 2023, 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 Monday, 11 September 2023.

### **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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

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

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## LETTER FROM THE BOARD

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### 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 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*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*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 2023) 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.

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## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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### 3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 7,619,770,721 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 761,977,072 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.

### 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:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
July	0.395	0.260
August	0.380	0.300
September	0.395	0.295
October	0.330	0.260
November	0.330	0.260
December	0.315	0.248

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
January	0.285	0.221
February	0.315	0.212
March	0.320	0.205
April	0.340	0.223
May	0.550	0.235
June	0.480	0.230
July (1 July up to the Latest Practicable Date)	0.450	0.245

**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.

**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.

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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 3,611,701,259 Shares, representing approximately 47.40% 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 52.66% 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 the 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.

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

**MR. TANG YIU CHI JAMES**

**Mr. Tang Yiu Chi James**, aged 55, was appointed as executive Director on 24 September 2014. He is also a director of various subsidiaries of the Company. Mr. Tang obtained a Bachelor of Science degree in aerospace engineering from Syracuse University and has been serving the Group since his graduation. Mr. Tang is responsible for the overall strategic management and development of the Group's business operations, marketing and business development and finance and administration. Mr. Tang was appointed as the director of Chim Kee Company Limited, a wholly-owned subsidiary of the Company, in June 1989 and took over the leadership of the Group in May 1994. Mr. Tang has over 25 years of experience in rental and trading of construction machines.

Save as disclosed herein, Mr. Tang 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 disclosed herein, Mr. Tang 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. Tang does not have any interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Tang, pursuant to which the appointment of Mr. Tang as an executive Director is for a term of 3 years commencing from 1 April 2023 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. Tang 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. Tang was paid HK\$1,989,000 as his emoluments for the year ended 31 March 2023.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Tang 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.

**DR. ZHILIANG OU, J.P. (AUSTRALIA)**

**Dr. Zhiliang Ou, J.P. (Australia)**, aged 54, was appointed as an executive Director on 28 February 2017. Dr. Ou is a member of the remuneration committee of the Company. He is also a director of various subsidiaries of the Company. Dr. Ou holds a Doctor of Philosophy degree in Civil & Resource Engineering from The University of Western Australia, Australia. Dr. Ou also holds two Bachelor of Engineering degrees in Engineering Management & Structural Engineering respectively. Dr. Ou has over 30 years of professional engineering and management experience in civil and industrial engineering areas both in Australia and China, including residential and commercial high-rise buildings as well as projects in oil & gas, mining and infrastructure industries. Dr. Ou had been a senior staff member in the world's leading energy & resource firms including Kellogg Brown & Root (formerly known as KBR Halliburton), WorleyParsons Pty Ltd., as well as Sedgman Ltd., which is specialized in coal processing and handling plants. Dr. Ou was an independent non-executive director of Rey Resources Limited (a company listed on ASX focusing on exploration and developing energy resources in Australia). Dr. Ou participated in a number of key energy and resource projects around the world such as acting as the Lead Civil and Structural Engineer for BHP Billiton RGP6 Jimblebar project, Rio Tinto iron ore Dove Siding expansion project; Chevron Wheatstone Domgas LNG Pipeline project, Yemen LNG Project (in the Republic of Yemen) and Western Australia Dampier to Bunbury Natural Gas Pipeline (Stage 5B) project, etc. Dr. Ou was also an officer at Western Australia government agency from 2003 to 2006. Dr. Ou also has extensive experience and network in China. He was the general manager and the chief engineer of Fujian Liming Construction Company\* (福建省黎明建築工程公司) and deputy general manager of Fuzhou Henli Real Estate Development Pty Ltd (福州亨黎房地產開發有限公司) from 1993 to 1997. He was a guest professor for Inner Mongolia University (內蒙古大學) and Inner Mongolia University of Science & Technology (內蒙古科技大學) in China. Currently, Dr. Ou is an executive director 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 disclosed herein, Dr. Ou 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 disclosed herein, Dr. Ou does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

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

\* For identification purpose only



The Company has entered into a service contract with Dr. Ou, pursuant to which the appointment of Dr. Ou as an executive Director is for a term of 3 years commencing from 28 February 2023 subject to retirement and re-election at the annual general meeting of the Company pursuant to the Articles. As an executive Director, the emoluments of Dr. Ou 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. Dr. Ou was not entitled to any emoluments by the Company for the year ended 31 March 2023.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Dr. Ou 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. XU LIN**

**Mr. Xu Lin**, aged 62, was appointed as a non-executive Director on 6 October 2020. Mr. Xu is a member of the remuneration committee of the Company. Mr. Xu holds a Bachelor's degree in Laws from Xian Political College, China and a Postgraduate Certificate in Business Administration from Capital University of Economics and Business in China. He is currently the chairman of Yunnan Jinggu Forestry Co., Ltd. (a company listed on Shanghai Stock Exchange, stock code: 600265). Mr. Xu has been working in the Central State Organs for a long time and has extensive working experiences and extensive experiences in policy making. He was a director of Business Development of CITIC Limited, the senior vice-president and the president of China department of Chow Tai Fook Enterprises Limited\*, the vice-president of Kaisa Group Holdings Limited and the chairman of Kaisa Financial Group, the president of Zhaobangji Financial Group and Zhaobangji Properties Group, an executive director and executive vice-chairman of DTXS Silk Road Investment Holdings Company Limited. With the exposure to several positions, Mr. Xu has solid foundation in economic theory and rich experience in management. He is also the vice-chairman of Enterprise Directors Association of Guangdong-Hong Kong-Macau Greater Bay Area, the executive chairman of the Executive Committee of the United Chinese Enterprise Social Responsibility Foundation (UCESR) and a member of the Social Development Expert Group of the Hong Kong Chief Executive's Policy Unit. Mr. Xu currently serves as a non-executive Director of Goldstone Capital Group Limited (stock code: 1160) and an independent non-executive director of Mei Ah Entertainment Group Limited (stock code: 391), both of which are listed on the main board of the Stock Exchange. Mr. Xu was an independent non-executive director of China United Venture Investment Limited (formerly known as Glory Mark Hi-Tech (Holdings) Limited) (stock code: 8159, whose shares are listed on GEM of the Stock Exchange) from March 2022 to December 2022.

Save as disclosed herein, Mr. Xu 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.

\* *For identification purpose only*

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

Mr. Xu is interested in a total of 4,416,342 Shares. These Shares were granted to him on 6 October 2020 as part of his emoluments pursuant to the service contract entered into between Mr. Xu and the Company and shall be allotted and issued in three equal tranches at the end of each completed year of service. Save as disclosed herein, Mr. Xu does not have any 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. Xu, pursuant to which the appointment of Mr. Xu as a non-executive Director is for a term of 3 years commencing from 6 October 2020 subject to retirement and re-election at the annual general meeting of the Company pursuant to the Articles. As a non-executive Director, the emoluments of Mr. Xu 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. Xu was paid HK\$510,000 as his emoluments for the year ended 31 March 2023.

Save as disclosed above, the Board is not aware of any other matters in relation to the re- election of Mr. Xu 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.

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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## NOTICE OF 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 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Friday, 15 September 2023 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 2023.
2.
  - (a) To re-elect Mr. Tang Yiu Chi James as an executive Director;
  - (b) To re-elect Dr. Zhiliang Ou as an executive Director;
  - (c) To re-elect Mr. Xu Lin as a 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.
4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

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## NOTICE OF AGM

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(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
- (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

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## NOTICE OF AGM

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- (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
- (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.”

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## NOTICE OF AGM

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- (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.”

By Order of the Board

**Hao Tian International Construction Investment Group Limited**

**Fok Chi Tak**

*Executive Director*

Hong Kong, 28 July 2023

*Principal place of business in Hong Kong:*

Rooms 2510–2518, 25th Floor

Shui On Centre

6–8 Harbour Road, Wanchai

Hong Kong

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## NOTICE OF AGM

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*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, 12 September 2023 to Friday, 15 September 2023, 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 Monday, 11 September 2023.
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.
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); one non-executive Director, namely Mr. Xu Lin; 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.*