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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)

(I) PROPOSED SHARE CONSOLIDATION AND (II) PROPOSED CHANGE IN BOARD LOT SIZE

Financial adviser to the Company

Akron Corporate Finance Limited
亚贝隆资本有限公司

PROPOSED SHARE CONSOLIDATION

The Board proposes to effect the Share Consolidation which involves the consolidation of every five (5) issued and unissued Existing Shares of par value of HK$0.01 each into one (1) Consolidated Share of par value of HK$0.05 each. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of ordinary resolution at the EGM. Currently, the Shares are traded on the Stock Exchange in the board lot size of 8,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 8,000 Consolidated Shares. As at the date of this announcement, the authorised share capital of the Company is HK$200,000,000.00 divided into 20,000,000,000 Existing Shares of HK$0.01 each, of which 11,095,376,835 Existing Shares have been issued and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming no change in the number of Shares in issue from the date of this announcement to the effective date of the Share Consolidation, the authorised share capital of the Company will become HK$200,000,000.00 divided into 4,000,000,000 Consolidated Shares of HK$0.05 each, of which 2,219,075,367 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

PROPOSED CHANGE IN BOARD LOT SIZE

As of the date of this announcement, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 8,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 8,000 Existing Shares to 10,000 Consolidated Shares.

GENERAL

The EGM will be held to consider and, if thought fit, pass the resolutions to approve, among other things, the Share Consolidation. A circular containing, among other things, (i) further details of the Share Consolidation and the Change in Board Lot Size; and (ii) a notice convening the EGM, is expected to be despatched to the Shareholders on or before Wednesday, 4 February 2026.

Shareholders and potential investors of the Company should be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed "Conditions of the Share Consolidation". Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every five (5) Existing Shares in the share capital of the Company be consolidated into one (1) Consolidated Share.

Effect of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company amounted to HK$200,000,000.00 divided into 20,000,000,000 ordinary Shares of HK$0.01 each, of which 11,095,376,835 Existing Shares had been allotted and issued as fully paid or credited as fully paid. Assuming that no further Existing Shares are issued or repurchased from the date of this announcement until the effective date of the Share Consolidation, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK$200,000,000.00 divided into 4,000,000,000 ordinary Shares of HK$0.05 each, of which 2,219,075,367 Consolidated Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the Change in Board Lot Size and the payment to be made to Shareholders in relation to fractional Consolidated Shares to which they would otherwise be entitled as mentioned in the paragraph headed "Fractional entitlement to the Consolidated Shares" below, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Group or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the fulfilment of the following conditions:

(i) the passing of an ordinary resolution by the Shareholders by way of poll to approve the Share Consolidation at the EGM;

(ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and

(iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands (if applicable) and the Listing Rules to effect the Share Consolidation.

As at the date of this announcement, none of the conditions above had been fulfilled. None of the above conditions can be waived and the Share Consolidation will become effective on the second Business Day after the fulfilment of the above conditions of the Share Consolidation, which is expected to be on or about Wednesday, 4 March 2026.

Application for listing of the Consolidated Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by the HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made by the Company for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As of the date of this announcement, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 8,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 8,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK$0.13 per Existing Share (equivalent to the theoretical closing price of HK$0.65 per Consolidated Share) as at the date of this announcement, (i) the market value of each board lot of 8,000 Existing Shares is HK$1,040; (ii) the market value of each board lot of 8,000 Consolidated Shares would be HK$5,200, assuming the Share Consolidation has become effective; and (iii) the estimated market value of each board lot of 10,000 Consolidated Shares would be HK$6,500 on the assumption that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but will be aggregated (rounded down to the nearest whole number) and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

Shareholders concerned about losing out on any fractional entitlement are recommended to consult their own professional advisers such as licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, a designated broker will be appointed by the Company to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the matching services will be provided in the circular of the Company to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots trading arrangement, is recommended to consult his/her/its own professional advisers.

Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

Exchange of share certificates

Subject to the Share Consolidation having become effective, Shareholders may, during the specified period expected to be from Wednesday, 4 March 2026 to Tuesday, 14 April 2026 (both days inclusive), submit share certificates for Existing Shares to the Company's share registrar in Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares.

Thereafter, share certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) by Shareholders for each share certificate for Existing Shares submitted for cancellation or each new share certificate issued for Consolidated Shares, whichever number of share certificates cancelled/issued is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Friday, 10 April 2026, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of five (5) Existing Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the share certificates for the Existing Shares which are in green colour.

Other securities of the Company

As at the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as the case may be.

Shareholders' approval

The Share Consolidation is conditional upon approval by the Shareholders by way of poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates has any interest in the Share Consolidation, and no Shareholder will be required to abstain from voting in favour of the resolution approving the Share Consolidation at the EGM.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with consolidation or splitting of its securities. Further, the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited (the "**Guide**") has further stated that (i) the market price of the shares at a level less than HK$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK$2,000.00.

Based on the closing price of HK$0.13 per Existing Share as at the date of this announcement and the current board lot size of 8,000 Existing Shares, the value per current board lot of 8,000 Existing Shares is HK$1,040, which is less than HK$2,000.00. The Directors consider that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. Based on the closing price of HK$0.13 per Existing Share (equivalent to the theoretical closing price of HK$0.65 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the expected market value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size have become effective, would be HK$6,500, which is greater than HK$2,000 and therefore complies with the requirement as set out in the Guide.

Furthermore, the Share Consolidation is intended to make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

The Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Company nor result in any change in the relative rights of the Shareholders and are in the interests of the Company and the Shareholders as a whole.

In view of the above reasons, the Company considers the Share Consolidation and the Change in Board Lot Size are justifiable notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

WARNING

Shareholders and potential investors of the Company should be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed "Conditions of the Share Consolidation" in this announcement. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation and the Change in Board Lot Size. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to the Hong Kong local times and dates:

Event	**Timeline** **2026**
Publication of the announcement in relation to the Share Consolidation and the Change in Board Lot Size	Friday, 16 January
Expected despatch date of circular, proxy form and notice of EGM	Wednesday, 4 February
Latest time for lodging transfers of Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Monday, 23 February
Closure of register of members of the Company to determine the entitlements of the Shareholders to attend and vote at the EGM	Tuesday, 24 February to Monday, 2 March (both days inclusive)
Latest time for lodging proxy forms for the EGM	11:00 a.m. on Saturday, 28 February
Record date for determining attendance and voting at the EGM	Monday, 2 March

Event	Timeline 2026
Expected date and time of the EGM	11:00 a.m. on Monday, 2 March
Announcement of poll results of the EGM	Monday, 2 March
Register of members of the Company re-opens	Tuesday, 3 March
The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size and therefore the dates are tentative:	
Effective date of the Share Consolidation	Wednesday, 4 March
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Wednesday, 4 March
Original counter for trading in the Existing Shares, in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 4 March
Temporary counter for trading in the Consolidated Shares, in board lots of 1,600 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 4 March
First day for the free exchange of existing share certificates of the Existing Shares into new share certificates of the Consolidated Shares commences	Wednesday, 4 March
Effective date of the change in board lot size from 8,000 Existing Shares each to 10,000 Consolidated Shares each	Wednesday, 18 March
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 18 March

Event	Timeline 2026
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences	9:00 a.m. on Wednesday, 18 March
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 18 March
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	4:00 p.m. on Friday, 10 April
Temporary counter for trading in board lots of 1,600 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 10 April
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends	4:10 p.m. on Friday, 10 April
Latest time for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Tuesday, 14 April

Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only. Any changes to the expected timetable will be announced or notified to the Shareholders and the Stock Exchange as and when appropriate in accordance with the Listing Rules.

GENERAL

The EGM will be held to consider and, if thought fit, pass the resolutions to approve, among other things, the Share Consolidation. The register of members of the Company will be closed from Tuesday, 24 February 2026 to Monday, 2 March 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. The record date for determining the entitlement to attend and vote at the EGM is Monday, 2 March 2026.

A circular containing, among other things, (i) further details of the Share Consolidation and the Change in Board Lot Size; and (ii) a notice convening the EGM, is expected to be despatched to the Shareholders on or before Wednesday, 4 February 2026.

DEFINITIONS

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

"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of directors of the Company
"Business Day(s)"	means a day (other than a Saturday and a day on which "extreme conditions" is announced by the Government of Hong Kong or a tropical cyclone warning no. 8 or above or a "black rainstorm warning signal" is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size of the issued Shares for trading from 8,000 Existing Shares to 10,000 Consolidated Shares
"Company"	Hao Tian International Construction Investment Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1341)

"Consolidated Share(s)"	ordinary shares of HK$0.05 each in the share capital of the Company immediately after the Share Consolidation becoming effective
"Director"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the Share Consolidation
"Existing Share(s)"	ordinary shares of HK$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
"General Rules of HKSCC"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Committee"	has the same meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the Main Board operated by the Stock Exchange
"Registrar"	Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company
"Share(s)"	the Existing Share(s) and/or the Consolidated Share(s) (as the case may be)
"Share Consolidation"	the consolidation of every five (5) issued Existing Shares into one (1) Consolidated Share

"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited

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

Hong Kong, 16 January 2026

As at the date of this announcement, the Board 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 Ms. Jiang Yang; 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.