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 security dealer or other registered institution in securities, 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 the transferee or to the bank, licensed security dealer or other agent through whom the sale or transfer 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)

(I) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; (II) PROPOSED SHARE CONSOLIDATION; (III) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION; (IV) PROPOSED CHANGE IN BOARD LOT SIZE; AND (V) NOTICE OF EXTRAORDINARY GENERAL MEETING

Financial Adviser to the Company

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

A notice convening the extraordinary general meeting of the Company (the "**EGM**") to be held at 25/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 2 March 2026 at 11:00 a.m. is set out on pages 18 to 20 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, 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 the holding of the EGM (i.e. not later than 11:00 a.m. on Saturday, 28 February 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

4 February 2026

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

"Amendments to M&A"	the proposed amendments to the memorandum and articles of association of the Company and the proposed adoption of the new memorandum and articles of association of the Company
"Announcements"	the announcements of the Company dated 16 January 2026 and 19 January 2026, in relation to, among others, the proposed Share Consolidation, the Change in Board Lot Size and the Increase in Authorised Share Capital
"associate(s)"	has the same meaning ascribed thereto 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 on the Stock Exchange 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 Main Board of the Stock Exchange (stock code: 1341)
"Consolidated Shares"	ordinary shares of HK$0.05 each in the share capital of the Company immediately after the Share Consolidation becoming effective

"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held at 25/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 2 March 2026 at 11:00 a.m. to consider and, if thought fit, to approve, among other things, the Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A
"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, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Increase in Authorised Share Capital"	the proposed increase in the authorised share capital of the Company from HK$200,000,000.00 divided into 20,000,000,000 Existing Shares (or 4,000,000,000 Consolidated Shares after the Share Consolidation becoming effective) to HK$2,000,000,000.00 divided into 200,000,000,000 Existing Shares (or 40,000,000,000 Consolidated Shares after the Share Consolidation becoming effective) by the creation of an additional 180,000,000,000 new Existing Shares (or 36,000,000,000 Consolidated Shares after the Share Consolidation becoming effective)

"Latest Practicable Date"	30 January 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Committee"	has the same meaning ascribed to it under the Listing Rules
"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 proposed consolidation of every five (5) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

Set out below is the expected timetable for the Increase in Authorised Share Capital, 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 circular refer to the Hong Kong local times and dates:

Event	**Timeline** **2026**
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
Expected date and time of the EGM	11:00 a.m. on Monday, 2 March
Announcement of the 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 relating to the implementation of the Increase in Authorised Share Capital, the Share Consolidation and the Change in Board Lot Size as set out in this circular and therefore the dates are tentative:

Effective date for the Increase in Authorised Shares Capital and the Share Consolidation	Wednesday, 4 March
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Wednesday, 4 March

Event	Timeline 2026
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 of free exchange of existing share certificates for new share certificates for 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
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 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

Event	Timeline 2026
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 circular 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.

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
Mr. Tang Yiu Chi James
Dr. Zhiliang Ou *(J.P. (Australia))*

Non-executive Directors:
Ms. Jiang Yang
Mr. Xu Lin

Independent Non-executive Directors:
Mr. Chan Ming Sun Jonathan
Mr. Li Chi Keung Eliot
Mr. Mak Yiu Tong
Mr. Shek Lai Him Abraham

Registered Office:
Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Rooms 2510–2518, 25/F
Shui On Centre
6–8 Harbour Road, Wanchai
Hong Kong

4 February 2026

To the Shareholders,

Dear Sir or Madam,

(I) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; (II) PROPOSED SHARE CONSOLIDATION; (III) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION; (IV) PROPOSED CHANGE IN BOARD LOT SIZE; AND (V) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to (i) the announcement of the Company dated 16 January 2026 in relation to the proposed Share Consolidation and the proposed Change in Board Lot Size; and (ii) the supplemental announcement of the Company dated 19 January 2026 in relation to the proposed Increase in Authorised Share Capital.

The purpose of this circular is (i) to provide the Shareholders with further information regarding the Increase in Authorised Share Capital, the Share Consolidation, the Amendments to M&A and the Change in Board Lot Size; and (ii) to give you the notice of the EGM to be convened.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK$200,000,000.00 divided into 20,000,000,000 Shares of par value HK$0.01 each. As at the Latest Practicable Date, 11,095,376,835 Shares are in issue and 8,904,623,165 Shares are authorised but unissued.

In order to accommodate the growth of the Group and to provide the Company with greater flexibility to raise funds in the future, the Board proposes to increase the authorised share capital of the Company to HK$2,000,000,000.00 divided into 200,000,000,000 Shares (or 40,000,000,000 Consolidated Shares after the Share Consolidation becoming effective) by creating an additional 180,000,000,000 Shares (or 36,000,000,000 Consolidated Shares after the Share Consolidation becoming effective). Such new Shares, upon issue, shall rank *pari passu* in all respects with the existing Shares. The Board believes that the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

Subject to the passing of an ordinary resolution by the Shareholders at the EGM to approve the Increase in Authorised Share Capital, the Increase in Authorised Share Capital will become effective on Wednesday, 4 March 2026.

PROPOSED SHARE CONSOLIDATION

Subject to the Increase in Authorised Share Capital becoming effective, the Board proposes to implement the Share Consolidation on the basis that every five (5) Existing Shares of par value of HK$0.01 each be consolidated into one (1) Consolidated Share of par value of HK$0.05 each.

Effect of the Share Consolidation

As at Latest Practicable Date, 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. The Company did not have any other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares (as the case may be) as at the Latest Practicable Date. Assuming that no further Existing Shares are issued or repurchased from the Latest Practicable Date 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. The Board believes that the Share Consolidation will not have any material adverse impact on the financial position of the Company.

Conditions of the Share Consolidation

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

(i) the Increase in Authorised Share Capital has become effective;

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

(iii) 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

(iv) 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 Latest Practicable Date, none of the conditions above have 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 around 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.

As at the Latest Practicable Date, 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.

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be. After the Share Consolidation becomes effective, the scheme mandate for granting awards under the share award scheme of the Company adopted on 24 April 2020 shall be adjusted from 500,364,744 Existing Shares to 100,072,948 Consolidated Shares. As at the Latest Practicable Date, no Share award remained outstanding or unvested.

PROPOSED AMENDMENTS TO M&A

In consequence of the Increase in Authorised Share Capital and the Share Consolidation, amendments are proposed to be made to the memorandum and articles of association of the Company to reflect the updated authorised share capital of the Company as follows:

By deleting paragraph 7 of the memorandum of association of the Company in its entirety and replacing it with the following:

> "7. The authorised share capital of the Company is HK$2,000,000,000.00 consisting of 40,000,000,000 shares of HK$0.05 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 a 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."

By deleting article 6 of the articles of association of the Company in its entirety and replacing it with the following:

"6. The authorised share capital of the Company on the date of the adoption of these Articles is HK$2,000,000,000.00 consisting of 40,000,000,000 shares of HK$0.05 each."

The proposed Amendments to M&A is subject to the approval of the Shareholders by way of special resolution at the EGM and shall take effect upon the close of the EGM.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed Amendments to M&A comply with the requirements of the Listing Rules. The legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed Amendments to M&A do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed Amendments to M&A for a company listed on the Stock Exchange.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, 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$0.086 per Existing Share (equivalent to the theoretical closing price of HK$0.43 per Consolidated Share) as at the Latest Practicable Date, (i) the market value of each board lot of 8,000 Existing Shares is HK$688; (ii) the market value of each board lot of 8,000 Consolidated Shares would be HK$3,440, assuming the Share Consolidation had become effective; and (iii) the estimated market value of each board lot of 10,000 Consolidated Shares would be HK$4,300 on the assumption that the Change in Board Lot Size had also become effective.

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

EFFECT OF THE INCREASE IN AUTHORISED SHARE CAPITAL AND THE SHARE CONSOLIDATION

The following table sets out the effect of the Increase in Authorised Share Capital and the Share Consolidation on the share capital of the Company before and after the implementation of the Increase in Authorised Share Capital and the Share Consolidation, assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Increase in Authorised Share Capital and the Share Consolidation.

	As at the Latest Practicable Date	Immediately after the Increase in Authorised Share Capital becoming effective	Immediately after the Increase in Authorised Share Capital and the Share Consolidation becoming effective
Authorised share capital	HK$200,000,000.00 divided into 20,000,000,000 Existing Shares of par value of HK$0.01 each	HK$2,000,000,000.00 divided into 200,000,000,000 Existing Shares of par value of HK$0.01 each	HK$2,000,000,000.00 divided into 40,000,000,000 Consolidated Shares of par value of HK$0.05 each
Issued and fully paid up or credited as fully paid up share capital	HK$110,953,768.35 divided into 11,095,376,835 Existing Shares of par value of HK$0.01 each	HK$110,953,768.35 divided into 11,095,376,835 Existing Shares of par value of HK$0.01 each	HK$110,953,768.35 divided into 2,219,075,367 Consolidated Shares of par value of HK$0.05 each
Unissued share capital	HK$89,046,231.65 divided into 8,904,623,165 Existing Shares of par value of HK$0.01 each	HK$1,889,046,231.65 divided into 188,904,623,165 Existing Shares of par value of HK$0.01 each	HK$1,889,046,231.65 divided into 37,780,924,633 Consolidated Shares of par value of HK$0.05 each

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, the Company has appointed Planetree Securities Limited as an agent 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 during the period from 9:00 a.m. on Wednesday, 18 March 2026 to 4:00 p.m. on Friday, 10 April 2026 (both days inclusive). Any Shareholder who wishes to use this matching service should contact Mr. Sam Chi Yung of Planetree Securities Limited at 23/F, China United Centre, 28 Marble Road, North Point, Hong Kong or at telephone number: (852) 2579 8959 during office hours (i.e. 9:00 a.m. to 4:00 p.m.) of such period.

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 Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 Latest Practicable Date, 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 Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A 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 Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A, and no Shareholder will be required to abstain from voting on the resolutions approving the Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A at the EGM.

REASONS FOR THE INCREASE IN AUTHORISED SHARE CAPITAL, THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

The Board considers in order to accommodate growth of the Group and to provide the Company with greater flexibility in possible fund raisings in the future, as and when necessary, the Board proposed the Increase in Authorised Share Capital. As at the Latest Practicable Date, the Company does not have any other present intention to issue Shares from any part of its authorised share capital and may or may not further issue Shares in the future depending on market conditions and the financial needs of the Company.

The Board is of the view that the Increase in Authorised Share Capital will provide flexibility to the Company for future investment opportunities and facilitate the Company in determining its future business plan and development, and is therefore in the interests of the Company and the Shareholders as a whole.

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$0.086 per Existing Share as at the Latest Practicable Date and the current board lot size of 8,000 Existing Shares, the value per current board lot of 8,000 Existing Shares is HK$688, 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$0.086 per Existing Share (equivalent to the theoretical closing price of HK$0.43 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, 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$4,300, which is greater than HK$2,000.00 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.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size, and the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct further debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

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.

EGM

The EGM will be held at 25/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 2 March 2026 at 11:00 a.m. to consider, if thought fit, approve the Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A. The notice of EGM is set out on pages 18 to 20 of this circular.

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 Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A. Accordingly, no Shareholder will be required to abstain from voting on the resolutions approving the Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.haotianint.com.hk/). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM (i.e. not later than 11:00 a.m. on Saturday, 28 February 2026) or at any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the EGM in person should you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 24 February 2026 to Monday, 2 March 2026 (both days inclusive), for the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM, during which period no transfer of Shares will be registered. The record date for determining the entitlements of the Shareholders to attend and vote at the EGM is Monday, 2 March 2026. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 23 February 2026.

RECOMMENDATION

The Board considers that the Increase in Authorised Share Capital, the Share Consolidation and the Amendments to M&A are in the interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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 Group. 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.

Shareholders should take note that the Increase in Authorised Share Capital, the Share Consolidation, the Amendments to M&A and the Change in Board Lot Size are conditional upon the fulfilment of certain conditions set out above. Therefore, the Increase in Authorised Share Capital, the Share Consolidation, the Amendments to M&A and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Hao Tian International Construction Investment Group Limited (the "**Company**") will be held at 25/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 2 March 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. "**THAT**:

   (a) the authorised share capital of the Company be increased from HK$200,000,000.00 divided into 20,000,000,000 ordinary share(s) of par value HK$0.01 each in the share capital of the Company (the "**Existing Shares**") to HK$2,000,000,000.00 divided into 200,000,000,000 Existing Shares by the creation of an additional 180,000,000,000 new Existing Shares (the "**Increase in Authorised Share Capital**"), and each such new Existing Share, upon issue and fully paid, shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and the articles of association of the Company; and

   (b) any one director or more directors of the Company (the "**Directors**" or each a "**Director**") be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement this resolution."

2. "**THAT** subject to and conditional upon the Increase in Authorised Share Capital taking effect, the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:

   (a) every five (5) issued and unissued ordinary shares with a par value of HK$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share with a par value of HK$0.05 each (the "**Consolidated Shares**"), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and

have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and the articles of association of the Company (the "**Share Consolidation**");

(b) immediately following the Increase in Authorised Share Capital and the Share Consolidation, the authorised share capital of the Company shall become HK$ 2,000,000,000.00 divided into 40,000,000,000 shares of par value HK$0.05 each;

(c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

(d) any one of the Directors be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement the Share Consolidation."

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as special resolution:

3. "**THAT**:

(a) the proposed amendments (the "**Proposed Amendments**") to the existing memorandum and articles of association of the Company (the "**Existing M&A**"), the details of which are set out in paragraph headed "Proposed Amendments to M&A" in the letter from the Board of the circular of the Company dated 4 February 2026, be and are hereby approved;

(b) the new amended and restated memorandum and articles of association of the Company (the "**New M&A**"), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing M&A with immediate effect; and

(c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

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

Hong Kong, 4 February 2026

Notes:

1. In order to determine the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 24 February 2026 to Monday, 2 March 2026 (both days inclusive). The record date for determining the entitlements of the members of the Company to attend and vote at the meeting is Monday, 2 March 2026. To qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 23 February 2026.

2. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment thereof) is entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.

3. In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

4. In order to be valid, the completed form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (i.e. Saturday, 28 February 2026 at 11:00 a.m.) before the time appointed for holding the above meeting or adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and any adjournment thereof if you so wish, and if such event, the form of proxy will be deemed to be revoked.

5. If tropical cyclone warning signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at http://www.haotianint.com.hk/ and on the website of the Stock Exchange at http://www.hkexnews.hk to notify the Shareholders of the date, time and place of the re-scheduled meeting.

   If a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the meeting and where conditions permit, the meeting will be held as scheduled.

   The meeting will be held as scheduled when an "amber" or "red" rainstorm warning signal is in force.

As at the date of this notice, 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.