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 SHARE CONSOLIDATION; (II) PROPOSED CAPITAL REDUCTION OF ISSUED CONSOLIDATED SHARES AND SUB-DIVISION OF UNISSUED CONSOLIDATED SHARES; (III) PROPOSED CHANGE IN BOARD LOT SIZE; AND (IV) 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 Wednesday, 10 June 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 Monday, 8 June 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.

19 May 2026

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

"Announcement"	the announcement of the Company dated 29 April 2026 in relation to, among others, the Capital Reorganisation and Change in Board Lot Size
"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
"Capital Reduction"	the proposed reduction of the issued share capital of the Company whereby the nominal value of each of the issued Consolidated Shares will be reduced from HK$0.20 each to HK$0.01 each by cancelling the paid up capital to the extent of HK$0.19 on each issued Consolidated Share
"Capital Reorganisation"	collectively, the Share Consolidation, the Capital Reduction and the Share Sub-division
"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 New Shares
"Companies Act"	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

"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 Shares"	the ordinary share(s) of par value of HK$0.20 each in the share capital of the Company upon the Share Consolidation becoming effective but prior to the Capital Reduction and Share Sub-division 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 Wednesday, 10 June 2026 at 11:00 a.m. to consider and, if thought fit, to approve, among other things, the Capital Reorganisation
"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
"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
"Latest Practicable Date"	13 May 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
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the Main Board operated by the Stock Exchange
"New Shares"	the issued and unissued ordinary share(s) of par value of HK$0.01 each in the share capital of the Company upon the Capital Reorganisation becoming effective
"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), Consolidated Share(s) and/or New Share(s) (as the case may be)
"Share Consolidation"	the consolidation of every twenty (20) issued Existing Shares into one (1) Consolidated Share
"Share Sub-division"	the proposed sub-division of each of the authorised but unissued Consolidated Share of par value of HK$0.20 each into twenty (20) New Shares of par value of HK$0.01 each
"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 Capital Reorganisation and the Change in Board Lot Size. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Capital Reorganisation 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:

Events	**Timeline** **2026**
Latest time for lodging transfers of Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Wednesday, 3 June
Closure of register of members of the Company to determine the entitlements of the Shareholders to attend and vote at the EGM	Thursday, 4 June to Wednesday, 10 June (both days inclusive)
Latest time for lodging proxy forms for the EGM	11:00 a.m. on Monday, 8 June
Record date for determining attendance and voting at the EGM	Wednesday, 10 June
Expected date and time of the EGM	11:00 a.m. on Wednesday, 10 June
Announcement of the poll results of the EGM	Wednesday, 10 June
Register of members of the Company re-opens	Thursday, 11 June

The following events are conditional on the fulfilment of the conditions upon the results of the EGM and the registration of the Solvency Statement and the minutes by the Registrar of Companies in the Cayman Islands and therefore the dates are tentative:

Effective date of the Capital Reorganisation	Friday, 3 July
Commencement of dealings in the New Shares	9:00 a.m. on Friday, 3 July

Events	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 Friday, 3 July
Temporary counter for trading in the New Shares, in board lots of 400 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 3 July
First day for the free exchange of existing share certificates of the Existing Shares into new share certificates of the New Shares commences	Friday, 3 July
Effective date of the change in board lot size from 8,000 Existing Shares each to 10,000 New Shares each	Friday, 17 July
Original counter for trading in the New Shares in board lots of 10,000 New Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 17 July
Parallel trading in the New Shares (in the form of both existing share certificates and new share certificates) commences	9:00 a.m. on Friday, 17 July
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the New Shares	9:00 a.m. on Friday, 17 July
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the New Shares	4:00 p.m. on Thursday, 6 August
Temporary counter for trading in board lots of 400 New Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 6 August

Events	Timeline 2026
Parallel trading in the New Shares (in the form of new and existing share certificates) ends	4:10 p.m. on Thursday, 6 August
Latest time for free exchange of existing share certificates for new share certificates for the New Shares	4:30 p.m. on Monday, 10 August

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:
Mr. Xu Lin
Ms. Jiang Yang

Independent Non-executive Directors:
Mr. Chan Ming Sun Jonathan
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

19 May 2026

To the Shareholders,

Dear Sir or Madam,

(I) PROPOSED SHARE CONSOLIDATION; (II) PROPOSED CAPITAL REDUCTION OF ISSUED CONSOLIDATED SHARES AND SUB-DIVISION OF UNISSUED CONSOLIDATED SHARES; (III) PROPOSED CHANGE IN BOARD LOT SIZE; AND (IV) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to the Announcement in relation to, among others, the proposed Capital Reorganisation and Change in Board Lot Size.

The purpose of this circular is to provide the Shareholders with (i) further details of the Capital Reorganisation and the Change in Board Lot Size; and (ii) to give you the notice of the EGM to be convened.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) Existing Shares of par value of HK$0.01 each be consolidated into one (1) Consolidated Share of par value of HK$0.20 each.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company amounted to HK$200,000,000 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 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 divided into 1,000,000,000 ordinary Shares of HK$0.20 each, of which 554,768,841 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.

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 New Shares.

Based on the closing price of HK$0.021 per Existing Share (equivalent to the theoretical closing price of HK$0.42 per New Share) as at the Latest Practicable Date, (i) the market value of each board lot of 8,000 Existing Shares is HK$168; (ii) the market value of each board lot of 8,000 New Shares would be HK$3,360, assuming the Share Consolidation has become effective; and (iii) the estimated market value of each board lot of 10,000 New Shares would be HK$4,200 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.

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, 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.

Based on the closing price of HK$0.021 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$168, which is less than HK$2,000. 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$0.021 per Existing Share (equivalent to the theoretical closing price of HK$0.42 per New Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 10,000 New Shares, assuming the Share Consolidation and the Change in Board Lot Size have become effective, would be HK$4,200, 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.

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 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.

PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION

The Board further proposes that immediately following the Share Consolidation becoming effective, the Capital Reduction and the Share Sub-division will be implemented, pursuant to which:

(i) the issued share capital of the Company will be reduced by cancelling the paid up capital to the extent of HK$0.19 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK$0.20 to HK$0.01; and

(ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK$0.20 each be sub-divided into twenty (20) New Shares of par value of HK$0.01 each.

Each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other in accordance with the memorandum and articles of association of the Company and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company.

Effect of the Capital Reduction and the Share Sub-division

Immediately upon the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective and assuming no further Shares or (as the case may be) Consolidated Shares will be issued or repurchased from the Latest Practicable Date up to and including the date of which the Capital Reduction and the Share Sub-division shall become effective, the authorised share capital of the Company shall be HK$200,000,000 divided into 20,000,000,000 New Shares with par value of HK$0.01 each, of which 554,768,841 New Shares will be in issue and fully paid or credited as fully paid.

Based on the 11,095,376,835 Existing Shares in issue as at the Latest Practicable Date or (as the case may be) 554,768,841 Consolidated Shares in issue as at the date of which the Share Consolidation becoming effective, and assuming no further Shares or (as the case may be) Consolidated Shares will be issued or repurchased prior to the date of which the Capital Reduction and the Share Sub-division shall become effective, a credit amounting to approximately HK$105,406,080 will arise as a result of the Capital Reduction. It is proposed that the credit arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws, the memorandum and articles of association of the Company.

Assuming that there is no change in the number of issued Shares from the Latest Practicable Date up to and including the date on which the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	**Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective**	**Immediately upon the Capital Reduction and the Share Sub-division becoming effective**
Par value per Share	HK$0.01 per Existing Share	HK$0.20 per Consolidated Share	HK$0.01 per New Share
Authorised share capital			
Number of authorised shares	20,000,000,000 Existing Shares	1,000,000,000 Consolidated Shares	20,000,000,000 New Shares
Amount of authorised share capital	HK$200,000,000	HK$200,000,000	HK$200,000,000
Issued share capital			
Number of issued shares	11,095,376,835 Existing Shares	554,768,841 Consolidated Shares	554,768,841 New Shares
Amount of issued share capital	HK$110,953,768	HK$110,953,768	HK$5,547,688
Unissued share capital			
Number of unissued shares	8,904,623,165 Existing Shares	445,231,159 Consolidated Shares	19,445,231,159 New Shares
Amount of unissued share capital	HK$89,046,232	HK$89,046,232	HK$194,452,312

Other than the expenses to be incurred in relation to the Capital Reduction and Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional New Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Capital Reduction and the Share Sub-division will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

Conditions of the Capital Reorganisation

The Capital Reduction and the Share Sub-division are conditional upon the following conditions:

(i) the Share Consolidation has become effective;

(ii) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reorganisation;

(iii) the Directors shall have made a solvency statement (the "**Solvency Statement**") in relation to the Capital Reduction no more than 30 days before the date on which the special resolution for the Capital Reduction is passed at the EGM;

(iv) the filing of a copy of the Solvency Statement and the minutes (the "**Minutes**") stating certain information as required by the Companies Act with respect to the Capital Reduction with the Registrar of Companies in the Cayman Islands within 15 days after the passing of the special resolution for the Capital Reduction at the EGM;

(v) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective; and

(vi) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reorganisation.

The Capital Reorganisation will become effective when the conditions mentioned above are fulfilled. None of the above conditions can be waived. Upon the approval by the Shareholders of the Capital Reorganisation at the EGM, the designated representative of the Company will arrange for the filing with Registrar of Companies in the Cayman Islands ("**Cayman Registrar**").

The Cayman Registrar, on receipt of the signed and dated copies of the Solvency Statement and the Minutes shall register the Solvency Statement and the Minutes, and issue to the Company a certificate stating that the Solvency Statement and the Minutes have been registered. The Cayman Registrar will also publish a notice of registration in the Cayman Islands Gazette.

As at the Latest Practicable Date, none of the above conditions have been fulfilled. The Capital Reorganisation will become effective on the second Business Day after the fulfilment of the above conditions of the Capital Reorganisation, which is expected to be on or about Friday, 3 July 2026.

Application for listing of the New Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reduction and the Share Sub-division becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the New 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 New Shares on the Stock Exchange or such other date as determined by 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 CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

As at the Latest Practicable Date, none of the securities (being equity or debt) are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Capital Reduction and the Share Sub-division becoming effective, the New 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 or New Shares, as the case may be. After the Capital Reorganisation becomes effective, the scheme mandate for granting options under the share award scheme of the Company adopted on 24 April 2020 shall be adjusted from 847,787,145 Existing Shares to 42,389,357 New Shares. As at the Latest Practicable Date, no option has been granted thereunder.

Fractional entitlement to the New Shares

Fractional New 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 New 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 New Shares.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the New Shares arising from the Capital Reorganisation, 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 New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares during the period from 9:00 a.m. on Friday, 17 July 2026 to 4:00 p.m. on Thursday, 6 August 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 New Shares should note that successful matching of the sale and purchase of odd lots of the New 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 Capital Reorganisation; (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.

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 or New Shares, as the case may be.

Exchange of share certificates

Subject to the Capital Reorganisation having become effective, Shareholders may, during the specified period expected to be from Friday, 3 July 2026 to Monday, 10 August 2026 (both days inclusive), submit share certificates for Existing Shares to the Registrar, to exchange, at the expense of the Company, for new share certificates for the New 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 New 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 Thursday, 6 August 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 twenty (20) Existing Shares for one (1) New Share. The new share certificates for the New 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.

REASONS FOR THE CAPITAL REDUCTION AND SHARE SUB-DIVISION

Pursuant to the memorandum and articles of association of the Company, a company may not issue shares at a discount to the nominal value of such shares. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Sub-division, the nominal or par value of the Consolidated Shares will be HK$0.20 per Consolidated Share. The Capital Reduction and the Share Sub-division will keep the nominal or par value of the New Shares at a lower level of HK$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. The credit in the distributable reserve account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in future for distribution to the Shareholders or in any manner permitted by applicable laws, and the memorandum and articles of association of the Company. The Board considers that the Capital Reduction and the Share Sub-division are beneficial to and in the interests of the Company and the Shareholders as a whole.

The Company intends to carry out future fund raising activity to improve its financial position. As at the Latest Practicable Date, the Company is exploring fund raising opportunities with a view to strengthen the financial position of the Company but does not currently have any concrete plan. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

EGM

The EGM will be held to consider and, if thought fit, pass the resolutions to approve, among other things, the Capital Reorganisation. The notice of EGM is set out on pages 18 to 20 of this circular.

The Capital Reorganisation 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 Capital Reorganisation. Accordingly, no Shareholder will be required to abstain from voting in favour of the resolution approving the Capital Reorganisation 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 Monday, 8 June 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 Thursday, 4 June 2026 to Wednesday, 10 June 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. 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 3 June 2026. The record date for determining the entitlements of the Shareholders to attend and vote at the EGM shall be Wednesday, 10 June 2026.

RECOMMENDATION

The Board considers that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution 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 Capital Reorganisation and the Change in Board Lot Size are conditional upon the fulfilment of certain conditions set out in the paragraph headed "Conditions of the Capital Reorganisation". Therefore, the Capital Reorganisation 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 Wednesday, 10 June 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

1. "**THAT**, subject to and conditional upon, among other things, 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 New Shares (as defined below), and the compliance with the relevant procedures and requirements under the Cayman Islands laws, the memorandum and articles of associate adopted by the Company and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below), after the date on which this resolution is passed by the shareholders of the Company (the "**Shareholders**") or the above conditions are fulfilled (whichever is later):

   (a) every twenty (20) issued and unissued ordinary shares of par value of HK$0.01 each (each an "**Existing Share**") in the share capital of the Company be consolidated into one (1) ordinary share (each a "**Consolidated Share**") of par value of HK$0.20 each (the "**Share Consolidation**"), with all fractional Consolidated Shares arising from the Share Consolidation, if any, be disregarded and not be issued to the Shareholders 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; such that the authorised share capital of the Company be changed from HK$200,000,000 divided into 20,000,000,000 ordinary shares of par value of HK$0.01 each to HK$200,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK$0.20 each;

   (b) immediately following the Share Consolidation becoming effective,

      (i) the issued share capital of the Company be reduced from approximately HK$110,953,768 divided into 554,768,841 Consolidated Shares of par value of HK$0.20 each (all of which are fully paid up or credited as fully paid up)

by approximately HK$105,406,080 to approximately HK$5,547,688 divided into 554,768,841 New Shares of par value of HK$0.01 each by cancelling the paid-up capital of the Company to the extent of HK$0.19 on each issued Consolidated Share (the "**Capital Reduction**"), so that the par value of each issued Consolidated Share will be reduced from HK$0.20 to HK$0.01 (the "**New Share(s)**");

(ii) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be applied by the directors of the Company in any manner permitted under all applicable laws and the memorandum and articles of association of the Company, including without limitation offsetting any accumulated losses of the Company from time to time; and

(iii) each authorised but unissued Consolidated Share of par value of HK$0.20 be sub-divided into twenty (20) unissued New Shares of par value of HK$0.01 each (the "**Share Sub-division**", together with the Share Consolidation and the Capital Reduction, the "**Capital Reorganisation**"), so that immediately following the Capital Reorganisation, the authorised share capital of the Company be changed from HK$200,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK$0.20 each to HK$200,000,000 divided into 20,000,000,000 New Shares of par value of HK$0.01 each;

(c) each of the New Shares arising from the Capital Reorganisation shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and

(d) any one or more of the Directors, the registered office provider of the Company and/or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver on behalf of the Company all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Capital Reorganisation."

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

Hong Kong, 19 May 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 Thursday, 4 June 2026 to Wednesday, 10 June 2026 (both days inclusive). 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 3 June 2026. The record date for determining the entitlements of the members of the Company to attend and vote at the EGM shall be Wednesday, 10 June 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. Monday, 8 June 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 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 three independent non-executive Directors, namely Mr. Mak Yiu Tong, Mr. Shek Lai Him Abraham and Mr. Chan Ming Sun Jonathan.