
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 securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hao Tian Resources Group Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.



HAO TIAN RESOURCES GROUP LIMITED

昊天能源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

**PROPOSAL INVOLVING
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-DESIGNATION AND RE-CLASSIFICATION OF SHARE CAPITAL,
PROPOSED CHANGE OF COMPANY NAME,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Hao Tian Resources Group Limited to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 27 September 2013, at 3:00 p.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the annual general meeting is enclosed. Whether or not you intend to attend and vote at the annual general meeting or any adjourned meeting (as the case may be) in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting (as the case may be) should you so wish.

24 July 2013

CONTENTS

	<i>Page</i>
Definitions	1
Responsibility Statement	4
Letter from the Board	5
Appendix I – Explanatory statement on the Repurchase Mandate	11
Appendix II – Biographies of Directors proposed to be re-elected at the Annual General Meeting	15
Appendix III – Procedures for poll voting	17
Notice of Annual General Meeting	18

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 27 September 2013, at 3:00 p.m., the notice of which is set out on pages 18 to 23 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the Annual General Meeting which is set out on pages 18 to 23 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the name of the Company from “Hao Tian Resources Group Limited 昊天能源集團有限公司” to “Hao Tian Development Group Limited 昊天發展集團有限公司”
“Company”	Hao Tian Resources Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed and traded on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Convertible Share(s)”	non-voting convertible share(s) of HK\$0.05 each in the share capital of the Company and subject to the rights and restrictions as set out in the circular of the Company dated 25 May 2011
“Directors”	the directors of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with new Shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution approving such mandate
“Latest Practicable Date”	19 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the Annual General Meeting to repurchase Shares of the Company on the Stock Exchange up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution approving such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.05 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“TRXY International”	Tai Rong Xin Ye International Power Generation Inc. (泰融信業國際發電有限公司) *, a substantial shareholder of the Company
“%”	per cent.

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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD



HAO TIAN RESOURCES GROUP LIMITED

昊天能源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

Executive Directors:

Mr. Xu Hai Ying
Dr. Zhiliang Ou, *JP*

Independent Non-executive Directors:

Mr. Chan Ming Sun Jonathan
Mr. Ma Lin
Mr. Lam Kwan Sing

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of Business:*

Rooms 4917-4932, 49th Floor
Sun Hung Kai Centre
30 Harbour Road, Wanchai
Hong Kong

24 July 2013

To all Shareholders

Dear Sir or Madam,

**PROPOSAL INVOLVING
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-DESIGNATION AND RE-CLASSIFICATION OF SHARE CAPITAL,
PROPOSED CHANGE OF COMPANY NAME,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with information in connection with the proposals at the Annual General Meeting to (i) grant the Directors general mandates to issue Shares and repurchase Shares; (ii) re-elect the retiring Directors; (iii) proposed re-designation and re-classification of share capital; and (iv) proposed Change of Company Name.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting held on 25 September 2012, ordinary resolutions were passed, among other things, by the then Shareholders to grant the general mandates to the Directors to:

- (1) allot, issue and deal with Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at 25 September 2012;
- (2) repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 25 September 2012; and
- (3) add to the general mandate for issuing Shares by an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company.

These general mandates will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of the ordinary resolutions to be proposed at the Annual General Meeting to give fresh general mandates to the Directors.

The Issue Mandate

At the Annual General Meeting, ordinary resolutions nos. 4(A) and 4(C) as set out in the AGM Notice will be proposed to give the Directors fresh general mandates (i) to allot, issue and deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution no. 4(A) as set out in the AGM Notice (being a maximum of 793,307,160 new Shares based on a total of 3,966,535,804 in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the Annual General Meeting) plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Mandate) subsequent to the passing of such resolution. The Issue Mandate shall remain in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

The Repurchase Mandate

At the forthcoming Annual General Meeting, an ordinary resolution, which if passed, will grant the Directors a general and unconditional mandate to repurchase Shares with an aggregate nominal amount up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution no. 4(B) as set out in the AGM Notice at any time during the period ended on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to article 87 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or in a multiple of three, then the number nearest to one-third) shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Of the five Directors, Mr. Xu Hai Ying and Mr. Ma Lin, being the longest in office, is subject to retirement by rotation pursuant to the Articles of the Company and will retire at the Annual General Meeting.

Each of the retiring Directors, being eligible, has offered himself for re-election and the Board has recommended each of the retiring Directors for election at the Annual General Meeting. Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in the Appendix II to this circular.

LETTER FROM THE BOARD

RE-DESIGNATION AND RE-CLASSIFICATION OF SHARE CAPITAL

Currently, the authorised share capital of the Company is HK\$500,000,000 divided into 10,000,000,000 Shares, which consist 9,058,441,559 Ordinary Shares and 941,558,441 Convertible Shares. The Convertible Shares were created for the purpose of facilitating the allotment and issue of Convertible Shares to TRXY International under a sale and purchase agreement dated 28 January 2011 for the acquisition by the Company of the entire issued share capital of Venture Path Limited. The holder of the Convertible Shares was entitled to convert into one Ordinary Share for every one Convertible Share, and all the Convertible Shares were converted into 941,558,441 Ordinary Shares on 28 December 2011.

The Board proposes to put forward a proposal to the Shareholders to re-designate and re-classify the 941,558,441 Convertible Shares in the authorised share capital of the Company as 941,558,441 Ordinary Shares such that after such re-designation and reclassification the authorised share capital of the Company will be HK\$500,000,000 divided into 10,000,000,000 Ordinary Shares and the authorised share capital of the Company will consist a single class of Shares consisting of Ordinary Shares. The proposed re-designation and re-classification of share capital of the Company is conditional upon the passing of an ordinary resolution by the Shareholders at the Annual General Meeting.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Hao Tian Resources Group Limited 昊天能源集團有限公司” to “Hao Tian Development Group Limited 昊天發展集團有限公司”.

Conditions of the Change of Company Name

The proposed Change of Company Name will be subject to (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the Annual General Meeting; and (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the new name of the Company will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The Board believes that the Change of Company Name would better reflect the direction of the development of the Group whose corporate strategy is to develop into and become a large comprehensive green resources investment group based in the Xinjiang Uygur Autonomous Region with focus on oil and natural gas business along with expansion of business coverage to other industries such as logistics, property development and investment.

The Board considers that the proposed new Company name, Hao Tian Development Group Limited, can more reflect its corporate image and identity, acknowledging the future expansion, growth and diversity of the Group and it is in the best interests of the Company and its Shareholders as a whole.

Effects on the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

The Change of Company Name will be effective from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. Thereafter, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be effective as documents of title to and be valid for trading, settlement, and registration and delivery purposes.

There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Further announcement will be made by the Company to inform the Shareholders of results of the Annual General Meeting, the effective dates of the Change of Company Name and the new stock short name of the Company under which Shares will be traded on the Stock Exchange in due course.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 18 to 23 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish. Pursuant to the Listing Rules, voting by poll is required for any resolution put to vote at the Annual General Meeting.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules and article 66 of the Articles, any votes of the Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

RECOMMENDATION

The Board considers that the re-election of Directors, the granting of the Repurchase Mandate and the Issue Mandate, the re-designation and re-classification of share capital, and the proposed Change of Company Name are in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the Annual General Meeting.

By order of the Board
Hao Tian Resources Group Limited
Dr. Zhiliang Ou, JP
Executive Director

This is an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate to the Directors or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF REPURCHASES

Any repurchases will be made out of funds which are legally available for such purpose in accordance with the memorandum of association and the Articles and the applicable laws of the Cayman Islands. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profit that would otherwise be available for distribution by way of dividend or out of share premium of the Company. Under the Cayman Islands laws, the repurchased shares will remain part of the authorised but unissued share capital of the Company.

If the Repurchase Mandate is exercised, the Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its Shares. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2013) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 3,966,535,804 Shares.

Subject to the passing of the resolution no. 4(B) as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 396,653,580 Shares (representing 10% of the issued share capital of the Company) during the period from the date of the passing of the resolution no. 4(B) as set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

4. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
July	0.22	0.161
August	0.183	0.16
September	0.18	0.153
October	0.191	0.164
November	0.18	0.145
December	0.185	0.14
2013		
January	0.385	0.155
February	0.395	0.35
March	0.345	0.305
April	0.43	0.315
May	0.485	0.425
June	0.455	0.395
July (1 July up to the Latest Practicable Date)	0.395	0.325

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he/she/it has any present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, Hao Tian Integrated Group Development Limited is a substantial Shareholder, its associates and parties acting in concert with it, directly or indirectly, own an aggregate of 1,141,804,853 Shares, representing about 28.79% of the existing issued share capital of the Company. Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the Annual General Meeting, the aggregate shareholding of Hao Tian Integrated Group Development Limited and its associates and parties acting in concert with it would be increased to about 31.98% of the issued share capital of the Company.

The Directors consider that such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors however have no present intention to exercise the Repurchase Mandate to such extent as would, in the circumstances, cause any Shareholder or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

The details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

MR. XU HAI YING

Mr. Xu Hai Ying, aged 59, has been appointed by the Board as an independent non-executive Director on 1 January 2012 and was re-designated as an executive Director on 23 February 2012. Mr. Xu is a member of the executive committee of the Board. Mr. Xu is the senior consultant and senior manager of China Energy Conservation and Environmental Protection Group Limited* (中國節能環保集團公司), whose principal business is the development of energy conservation technologies, clean and new energy, and energy infrastructure construction. Mr. Xu has substantial management experience and has been the manager of the representative offices of Wallem & Company Limited (華林船務集團有限公司) in Shanghai and Tianjin, PRC and the chief representative of the Shanghai representative office of Hong Kong Maritime Company Limited (香港海運有限公司) and has served other management positions.

Save as stated herein, Mr. Xu has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

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

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

The Company has entered into a letter of appointment with Mr. Xu, pursuant to which, the appointment of Mr. Xu as an executive Director is for an initial term of 3 years commencing from 23 February 2012 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. As an executive Director, the emoluments of Mr. Xu will be determined by the remuneration committee of the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Xu was paid approximately HK\$515,000 as his emoluments for the year ended 31 March 2013.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Xu that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR. MA LIN

Mr. Ma Lin, aged 60, is an independent non-executive Director of the Company and a member of the audit committee. Mr. Ma has been appointed by the Board as an independent non-executive Director by the Board on 1 January 2012. Mr. Ma was graduated from the Capital University of Economics and Business (首都經濟貿易大學) with a bachelor degree in economics in 1982. Mr. Ma has been an officer of the State Commission for Economic Restructuring* (國家經濟體制改革委員會) in the PRC. In 1988, Mr. Ma joined the State Administration of Taxation* (國家稅務總局) in PRC and served various important positions, including the Head of the Import and Export Tax Division* (進出口稅司司長) and the Head of Income Tax Division (所得稅司司長). Mr. Ma serves as an independent non-executive director of Ping An Bank Co., Ltd (formerly known as Shenzhen Development Bank Co., Ltd.) (Stock Code: 000001) and Henan Shuanghui Investment Development Co., Ltd. (Stock Code: 00895), both of which are listed on the Shenzhen Stock Exchange in the PRC.

Save as stated herein, Mr. Ma has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

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

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

The Company has entered into a letter of appointment with Mr. Ma, pursuant to which, the appointment of Mr. Ma as an independent non-executive Director is for an initial term of 3 years commencing from 1 January 2012 subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of the Company. As an independent non-executive Director, the emoluments of Mr. Ma will be determined by the remuneration committee of the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Ma was paid approximately HK\$180,000 as his emoluments for the year ended 31 March 2013.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Ma that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Pursuant to article 66 of the Articles, all resolutions set out in the notice of the Annual General Meeting will be voted by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representatives, shall have one vote for every Share of which he/she is the holder.

A Shareholder present in person or by proxy or by authorised representatives who is entitled to more than one vote does not have to use all his/her votes (i.e., he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e., he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution).

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the Company’s share registrar, Computershare Hong Kong Investor Services Limited, will act as scrutineer and count the votes and the poll results will be published after the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING



HAO TIAN RESOURCES GROUP LIMITED

昊天能源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hao Tian Resources Group Limited (“**Company**”) will be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 27 September 2013 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 March 2013;
2. To re-elect directors of the Company (each as a separate resolution):
 - (a) To re-elect Mr. Xu Hai Ying as executive director;
 - (b) To re-elect Mr. Ma Lin as independent non-executive director; and
 - (c) To authorise the board of directors to fix the remuneration of the directors;
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or such stock exchange in any territory outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of Cayman Islands, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B), the aggregate nominal amount of the share capital of the Company which are to be purchased by the Company pursuant to the authority granted to the directors of the Company mentioned in resolution numbered 4(B) shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT** each of the existing 941,558,441 convertible shares of the Company of HK\$0.05 each (the “**Convertible Shares**”) in the authorised share capital of the Company be re-designated and reclassified as 941,558,441 ordinary shares of the Company of HK\$0.05 each (the “**Ordinary Shares**”) such that following such re-designation and reclassification, the authorised share capital of the Company be HK\$500,000,000 divided into 10,000,000,000 Ordinary Shares of HK\$0.05 each which shall have the same rights and restrictions attached thereto as are attached to the Ordinary Shares and that the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the transactions contemplated under this resolution.”

SPECIAL RESOLUTION

6. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “Hao Tian Resources Group Limited 昊天能源集團有限公司” to “Hao Tian Development Group Limited 昊天發展集團有限公司” with effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands, and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any registration and/or filing for and on behalf of the Company.”

By Order of the Board
Hao Tian Resources Group Limited
Fok Chi Tak
Company Secretary

Hong Kong, 24 July 2013

Principal place of business in Hong Kong:
Rooms 4917-4932, 49th Floor
Sun Hung Kai Centre
30 Harbour Road, Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), 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 be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting (as the case may be) should he so wish.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.