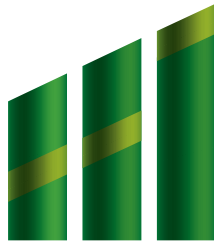


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昊天發展集團有限公司

Hao Tian Development Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Hao Tian Development Group Limited (the “**Company**”) will be held at Room 2702, 27/F, 200 Gloucester Road, Wanchai, Hong Kong on Wednesday, 30 July 2014 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon: (i) the passing of each of the ordinary resolutions numbered 2, 3 and 4 as set out below; (ii) the Executive (as defined in the circular of the Company dated 2 July 2014 (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification), granting to Asia Link Capital Investment Holdings Limited (“**Asia Link**”) the Whitewash Waiver (as defined in the Circular) and the satisfaction of any condition attached to the Whitewash Waiver imposed by the Executive; (iii) the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Offer Shares and Bonus Shares (as defined below); (iv) the necessary filing and registration of all documents relating to the Open Offer (with the Bonus Issue) (as defined below) under applicable laws;

(v) the obligations of the Underwriters under the Underwriting Agreement (as defined in the Circular) becoming unconditional and not being terminated in accordance with the terms of that agreement and (vi) the Capital Reorganisation (as defined in the Circular) becoming effective:

- (a) the Underwriting Agreement a copy of which has been produced to this meeting marked “B” and initialed by the Chairman of the meeting for the purpose of identification and the transactions contemplated therein be and are hereby confirmed, approved and ratified in all respects;
- (b) the issue by way of open offer (with the Bonus Issue (as defined below)) (the “**Open Offer**”) of not less than 794,407,160 shares of the Company (the “**Shares**”) and not more than 951,787,160 Shares of HK\$0.01 each of the Company (the “**Offer Shares**”) to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company on 8 August 2014 (the “**Record Date**”) in the proportion of two Offer Shares for every Share then held with bonus shares (the “**Bonus Shares**”) in the proportion of one Bonus Share for every one Offer Share taken up under the Open Offer (the “**Bonus Issue**”), at the subscription price of HK\$0.25 per Offer Share excluding those Shareholders whose registered address as shown on such register are outside Hong Kong on the Record Date whom the directors of the Company (the “**Directors**”) consider necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those Shareholders reside (the “**Excluded Shareholders**”), and on the terms and conditions as set out in the Circular and on such other terms and conditions as may be determined by the Directors be and are hereby approved;
- (c) the Directors be and are hereby authorised to allot and issue the Offer Shares and the Bonus Shares pursuant to or in connection with the Open Offer (with the Bonus Issue), and in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements, odd lots or the entitlements of the Excluded Shareholders as they deem necessary or expedient having regard to any restriction or obligation under the laws of, or the requirements of any regulatory body or stock exchange in any territory outside Hong Kong;

- (d) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer (with the Bonus Issue) or as they consider necessary, desirable, or expedient in connection with the implementation of or giving effect to the Open Offer (with the Bonus Issue), the Underwriting Agreement and the transactions contemplated thereunder.”
2. “**THAT** subject to the passing of each of the ordinary resolutions numbered 1 and 3 as set out in the notice convening this meeting, the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer as referred to in Rule 7.26A(2) of the Listing Rules (as defined in the Circular) be and is hereby approved.”
3. “**THAT** subject to (i) the passing of each of the ordinary resolutions numbered 1 and 2 as set out in the notice convening this meeting, and (ii) the Executive granting to Asia Link the Whitewash Waiver and the satisfaction of any conditions attached to the Whitewash Waiver imposed by the Executive, the Whitewash Waiver pursuant to Note 1 on dispensation from Rule 26 of the Takeovers Code (as defined in the Circular) waiving any obligation on the part of Asia Link, to make a mandatory general offer to the holders of securities to acquire all securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company other than those already owned by Asia Link and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of the fulfilment of Asia Link’s underwriting obligations under the Underwriting Agreement and all of the terms set out therein, be and are hereby approved.”
4. “**THAT** the Directors of the Company be and are hereby specifically authorised to allot and issue new Shares (the “**Warrant Shares**”) to be allotted, issued and dealt with upon the exercise of the subscription rights attaching to the 785,500,000 outstanding warrants issued by the Company on 21 January 2013 and the Directors, acting together, individually or by committee, be and are hereby authorised to allot and issue and deal with Warrant Shares and to take such actions, do such things and execute such further documents or deeds for and on behalf of the Company as such Directors may, in their opinion, consider necessary, desirable or expedient to carry out or give effect to any or all the transactions contemplated in this resolution.”

SPECIAL RESOLUTION

5. “**THAT** the articles of association of the Company (the “**Articles**”) be amended by deleting the existing article 147 in its entirety and substituted therefor with the following:

“147. The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions (or such other proportions as the Board may propose and as approved by an ordinary resolution of the Company), on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares the Company to be allotted to such Members credited as fully paid.””

Your faithfully,
By order of the Board of
Hao Tian Development Group Limited
Chan Lai Ping
Company Secretary

Hong Kong, 2 July 2014

Principal place of business in Hong Kong:

Rooms 4917-4932, 49th Floor

Sun Hung Kai Centre

30 Harbour Road, Wanchai

Hong Kong

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar 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, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, priority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

As at the date of this notice, the board comprises three executive Directors, namely Mr. Xu Hai Ying, Dr. Zhiliang Ou, JP (Australia), and Mr. Fok Chi Tak and three independent non-executive Directors, namely Mr. Chan Ming Sun Jonathan, Mr. Ma Lin, and Mr. Lam Kwan Sing.