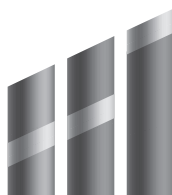

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in **Hao Tian Development Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer 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.



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)

**PROPOSED BONUS ISSUE OF SHARES
ON THE BASIS OF ONE BONUS SHARE FOR
EVERY TEN EXISTING SHARES HELD ON THE RECORD DATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the Extraordinary General Meeting of the Company to be held at Room 2702, 27/F, 200 Gloucester Road, Wan Chai, Hong Kong at 10:30 a.m. on Thursday, 14 January 2016 is set out on pages 11 to 13 of this circular.

Whether or not you intend to attend the Extraordinary General Meeting, you are advised to read the notice and to complete, sign and return the accompanying form of proxy for use at the Extraordinary General Meeting in accordance with the instructions printed thereon to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

28 December 2015

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DEFINITIONS

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

“Board”	the board of Directors
“Bonus Issue”	the issue of Bonus Shares on the basis of one Bonus Share for every ten existing Shares held on the Record Date
“Bonus Shares”	the Shares proposed to be issued by the Company to the Qualifying Shareholders by way of bonus on the terms set out in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Hao Tian Development 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
“Company’s Share Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Director(s)”	director(s) of the Company
“Extraordinary General Meeting”/“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 14 January 2016 at Room 2702, 27/F, 200 Gloucester Road, Wan Chai, Hong Kong to consider and, if appropriate, to approve the resolutions as set out in the Notice of Extraordinary General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 December 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholders”	means Overseas Shareholder(s) who is(are) excluded from participating in the Bonus Issue (if any)
“Overseas Shareholders”	means Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown in the register of members on that date is(are) outside Hong Kong (if any)
“Qualifying Shareholders”	means holders of Shares, not being Non-Qualifying Shareholders, whose names appear on the register of members of the Company on the Record Date and are entitled to the Bonus Shares
“Record Date”	27 January 2016, being the date for determination for entitlements to the Bonus Shares
“Register”	the register of members of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

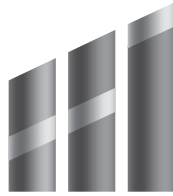
EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is set out below:

Events	2016
Latest time for lodging forms of proxy for the Extraordinary General Meeting	10:30 a.m. on Tuesday, 12 January
Extraordinary General Meeting	10:30 a.m. on Thursday, 14 January
Publication of poll results of Extraordinary General Meeting	Thursday, 14 January
Last day of dealings in Shares on a cum-entitlements basis	Wednesday, 20 January
First day of dealings in Shares on an ex-entitlements basis	Thursday, 21 January
Latest time and date for lodging transfer documents with Company's Share Registrar to qualify for Shareholder's entitlement to the Bonus Shares	4:30 p.m. on Friday, 22 January
Closure of Register for the purpose of ascertaining Shareholders' entitlement to the proposed Bonus Shares	Monday, 25 January to Wednesday, 27 January (both days inclusive)
Record Date for the Bonus Issue	Wednesday, 27 January
Issue of Bonus Shares	Friday, 5 February
Despatch of certificates for the Bonus Shares	Friday, 5 February
Commencement of dealings in Bonus Shares	9:00 a.m. on Thursday, 11 February
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	9:00 a.m. on Thursday, 11 February
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	4:00 p.m. on Friday, 4 March

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xu Hai Ying
Dr. Zhiliang Ou, *J.P. (Australia)*
Mr. Fok Chi Tak

Independent Non-executive Directors:

Mr. Chan Ming Sun Jonathan
Mr. Lam Kwan Sing
Mr. Lee Chi Hwa Joshua

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, Wan Chai
Hong Kong

28 December 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES
ON THE BASIS OF ONE BONUS SHARE FOR
EVERY TEN EXISTING SHARES HELD ON THE RECORD DATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM and to give you notice of EGM, at which ordinary resolution(s) on the Bonus Issue will be proposed to consider.

LETTER FROM THE BOARD

2. PROPOSED BONUS ISSUE OF SHARES

The Directors recommend a Bonus Issue on the basis of one Bonus Share for every ten existing Shares held by the Qualifying Shareholders whose names appear on the Register on the Record Date. The Bonus Shares will rank pari passu in all respects with the Shares from the date of issue. Fractional entitlements to Bonus Shares will not be allotted to Shareholders and the benefit thereof will accrue to the Company.

As at the Latest Practicable Date, the number of Shares in issue was 3,284,303,100 Shares. On the basis of such figure, and assuming there is no issue or repurchase of Shares prior to the Record Date and there is no Non-Qualifying Shareholders, the number of Bonus Shares to be issued is 328,430,310 Shares.

Based on the closing price of HK\$0.45 per Share as quoted on the Stock Exchange as at the Latest Practicable Date (equivalent to a theoretical ex-entitlement price of approximately HK\$0.409 per Share after adjusting for the Bonus Issue), the theoretical market value per board lot (which is 6,000 Shares) will change from HK\$2,700 to approximately HK\$2,454 after the completion of the Bonus Issue.

a. Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Bonus Issue; and
- (ii) the listing committee of the Stock Exchange granting listing of and permission to deal in the Bonus Shares.

b. Reasons for the Bonus Issue

The Board considers that the Bonus Issue is a return to the support and care of the Shareholders. The Bonus Issue, which is alike a declaration of dividend in the form of shares instead of cash, allows the Shareholders to participate in the future business growth by holding the Shares and the Bonus Shares and enjoy the benefit thereof, and the Company can also satisfy the desire of the Shareholders to receive a dividend from the Company as a reward for their support.

LETTER FROM THE BOARD

Although the Bonus Issue would not provide any immediate monetary benefit to Qualifying Shareholders out of the retained earnings of the Group, the Directors believe that, with the enlarged number of Shares in issue following completion of the Bonus Issue, the Qualifying Shareholders will enjoy the benefit as a result the continuous development of different business segments of the Group. These business development is expected to be reflected in the future trading prices of the Shares.

It is expected that the costs and expenses that may be incurred by the Company on arranging the Bonus Issue will be less than HK\$180,000 and therefore its impact on the net assets value of the Company will also be minimal.

The enlarged number of Shares in issue following completion of the Bonus Issue will theoretically reduce the market value and the trading price for each Share trading after entitlement to Bonus Shares. Further, the decrease in the market value and trading price for each Share will reduce the transaction costs and expenses to be incurred by the investors for acquiring each board lot of Shares, thereby enabling the Company to attract more retail investors and broaden its shareholder base. Accordingly, the liquidity of the Shares in the market may be enhanced.

Although the existing Qualifying Shareholders will be subject to a slightly higher transaction costs in proportion to the value of each board lot of Shares in disposing the odd lots of Shares, given that arrangement on odd lot trading (details of which are set out below) is in place and the potential benefit of the Bonus Issue as set out above, the Directors consider that the Bonus Issue is in the interest of the Company and the Shareholders as a whole.

c. Closure of Register of Members

In order to determine Shareholders who qualify for the proposed Bonus Shares, the Register will be closed from Monday, 25 January 2016 to Wednesday, 27 January 2016, both days inclusive, during which period no transfer of Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 January 2016.

LETTER FROM THE BOARD

d. Overseas Shareholders

If, as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that there is no legal restriction(s) under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restriction(s) under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer to such Overseas Shareholders, no issue of the Bonus Shares will be made to such Overseas Shareholders.

Overseas Shareholders receiving a copy of the circular concerning the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless such invitation could lawfully be made to him/her/it without having to comply with any registration or other legal requirements in the relevant territory.

In circumstances where any Overseas Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Overseas Shareholders to be sold in the market as soon as practicable after dealings in Bonus Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to the respective shareholding and remittances will be posted to them, at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

All Shareholders residing outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Bonus Shares.

LETTER FROM THE BOARD

e. Trading Arrangements

There will not be any change to the board lot size of the Shares.

Application will be made to the listing committee of the Stock Exchange for listing of and permission to deal in the Bonus Shares. Subject to the granting of listing of and permission to deal on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which dealings in the Bonus Shares commence on the Stock Exchange or such other date as shall be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

It is expected that certificates for the Bonus Shares (which are not renounceable) will be posted to Shareholders on or about Friday, 5 February 2016 at their own risk and the first date of dealing in the Bonus Shares will be on or about Thursday, 11 February 2016.

The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for listing of or permission to deal in the Bonus Shares on any stock exchange other than the Stock Exchange. Shareholders will receive one share certificate for all the Bonus Shares allotted to under the Bonus Issue.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

f. Arrangement on odd lot trading

In order to alleviate the difficulties arising from the existence of odd lots of Shares due to the Bonus Issue, the Company has appointed Kingston Securities Limited as the designated broker to stand in the market to provide matching services for the odd lots of the Shares on a best effort basis during the period from 9:00 a.m. on Thursday, 11 February 2016 to 4:00 p.m. on Friday, 4 March 2016 (both days inclusive). Holders of odd lots of the Shares who wish to take advantage of these services either to dispose of their odd lots of the Shares or to top up to a board lot of 6,000 Shares may contact Ms. Rosita Kiu of Kingston Securities Limited at telephone number (852) 2298 6215 during the aforesaid period. Shareholders should note that the above matching services are on a best effort basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Shareholders who are in doubt about such matching service are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

g. Adjustment to the outstanding share options and warrants

As at the Latest Practicable Date:

- (a) share options attaching the rights to subscribe for a total of 16,802,268 Shares granted under the former share option scheme adopted on 16 May 2006 remained outstanding. In accordance with the provisions of the former share option scheme and the Listing Rules, holders of outstanding share options who have not exercised their share options prior to the Record Date will be entitled to adjustment to the exercise price and/or the number of their outstanding share options; and
- (b) unlisted non-transferrable warrants attaching the rights to subscribe for a total of 488,858,000 Shares remained outstanding. In accordance with the relevant warrant instrument, holder of outstanding warrants who have not exercised the subscription rights attached to the warrants prior to the Record Date will be entitled to adjustment to the subscription price.

As at the Latest Practicable Date, adjustments to the outstanding share options and warrants are yet to be determined. An announcement will be made by the Company in due course.

3. EGM

The notice convening the EGM is set out on pages 11 to 13 of this circular. An ordinary resolution on the Bonus Issue will be proposed to consider.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no shareholder is required under the Listing Rules to abstain from voting on the proposed resolution at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are advised to read the notice and to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

4. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of a poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution to be considered and, if thought fit, passed at the EGM will be voted by way of a poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. 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.

6. RECOMMENDATION

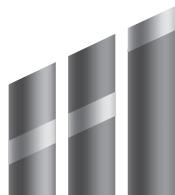
The Directors consider that the ordinary resolutions in respect of the proposed Bonus Issue is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of such resolutions at the EGM.

7. 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 Development Group Limited
Fok Chi Tak
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 the extraordinary general meeting of Hao Tian Development Group Limited (the “**Company**”) will be held at Room 2702, 27/F, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday, 14 January 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (A) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the new shares of HK\$0.01 each of the Company to be issued pursuant to this resolution, and upon the recommendation of the directors of the Company (the “**Director(s)**”), an appropriate amount standing to the credit of the share premium account of the Company be capitalized to pay up in full at par, such number of new shares of HK\$0.01 each of the Company which is equal to one-tenth of the total number of the issued shares in the Company (the “**Bonus Share(s)**”) on Wednesday, 27 January 2016 (“**Record Date**”) which shall be allotted and issued credited as fully paid to and among the shareholders of the Company whose names are on the register of members of the Company at the close of business on the Record Date on the basis of one Bonus Share for every ten ordinary shares of HK\$0.01 each in the Company (“**Shares**”) held by such shareholders of the Company on the Record Date (the “**Bonus Issue**”), other than those shareholders (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the

NOTICE OF EXTRAORDINARY GENERAL MEETING

Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the memorandum and articles of association of the Company;

- (B) the Bonus Shares to be allotted and issued pursuant to Resolution (A) shall rank pari passu in all respects with the existing issued Shares and that the Directors be and are hereby authorised to deal with any fractions arising from the Bonus Issue including, without limitation, the aggregation and the sale of the Bonus Shares representing such fractions and to retain the net proceeds for the benefit of the Company;
- (C) the Directors and/or the company secretary of the Company be and are hereby authorized to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commence, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors and/or the company secretary of the Company be and are hereby authorized to retain such amount for the benefit of the Company; and
- (D) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the Bonus Issue and/or the issue of the Bonus Shares.”

Your faithfully,

By order of the Board

Hao Tian Development Group Limited

Pang Kwok Cheong

Company Secretary

Hong Kong, 28 December 2015

Principal place of business in Hong Kong:

Rooms 4917-4932, 49th Floor

Sun Hung Kai Centre

30 Harbour Road, Wan Chai

Hong Kong

NOTICE OF EXTRAORDINARY 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 Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 extraordinary 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.