

**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: 01341)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF)**

I/We ^(note 1) _____
of _____ ^(note 1)
being the holders of _____ ^(note 2)
ordinary shares of HK\$0.01 each in the share capital of Hao Tian International Construction Investment Group Limited (the “Company”),
HEREBY APPOINT ^(note 3) the chairman of the annual general meeting of the Company, or _____
of _____
or failing him/her, _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting (or any adjournment thereof) to be held at 10/F, CKK Commercial Centre, 289 Hennessy Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 18 September 2019 (“AGM”) to consider and, if thought fit, pass the resolutions as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		For ^(note 4)	Against ^(note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 March 2019.		
2.	(a) To re-elect Dr. Zhiliang Ou, as executive director;		
	(b) To re-elect Mr. Lee Chi Hwa, Joshua, as independent non-executive director; and		
	(c) To authorise the board of directors of the Company to fix the remuneration of the directors.		
3.	To re-appoint BDO Limited as independent auditors and to authorise the board of directors to fix their remuneration.		
4.	(A) To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent of the total number of issued shares of the Company as at the date of this resolution.		
	(B) To grant to the directors a general mandate to repurchase up to 10 per cent of the total number of issued shares of the Company as at the date of this resolution.		
	(C) To extend the mandate granted under resolution no. 4(A) by including the number of shares repurchased by the Company pursuant to resolution no. 4(B).		

Date: _____

Signature(s) ^(note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please indicate clearly the number of the shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the AGM, please cross out “the Chairman of the annual general meeting of the Company, or”, and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder is entitled to appoint one proxy to attend and vote at the meeting on his behalf. The proxy needs not be a member of the Company but must attend the AGM in person to represent you. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.**
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the corporate seal or under the hand of the chairman of its board of directors or attorney duly authorised in writing. Any alteration made to this proxy form must be initialled by the person(s) who sign it.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited at the office of the branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and delivery of this form will not preclude you from attending and voting at the AGM if you wish.
- Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The description of the resolution in this form is by way of summary only. Please refer to the notice of the AGM dated 29 July 2019 convening the AGM for the full text of the resolutions.