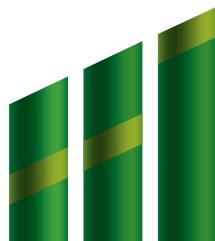


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昊天發展集團有限公司

Hao Tian Development Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

DISCLOSEABLE TRANSACTION IN RELATION TO GRANT OF CALL OPTION

The Board is pleased to announce that on 4 July 2014 after the trading hours, HTM, a wholly-owned subsidiary of the Company, and the Optionholder entered into the Call Option Deed, pursuant to which HTM has granted the Call Option to the Optionholder at a premium of HK\$5 million. The Call Option is exercisable at any time during the period from 4 July 2014 to 3 July 2016 by serving the Call Option Notice to purchase up to 240,000,000 Option Shares at the exercise price of HK\$0.55 per Option Share.

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Call Option was more than 5% but less than 25%, the granting of the Call Option (the exercise of which is not at the discretion of the Company) constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

CALL OPTION

HTM, a wholly-owned subsidiary of the Company has granted to the Optionholder the Call Option, pursuant to which the Optionholder has the right to purchase from HTM, and require HTM to sell, the Option Shares from time to time by giving the Call Option Notice.

Date

4 July 2014 (after trading hours)

Parties

Grantor : HTM

Grantee : The Optionholder

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Optionholder is a third party independent of, and not connected with, the Company and its connected person(s) (within the meaning of the Listing Rules)

Subject Matter

The Option Shares comprise 240,000,000 ordinary shares of HK\$0.0005 each in the share capital of Imperial Pacific. If the Call Option is exercised, the Optionholder shall purchase, and HTM shall sell, the Option Shares.

Imperial Pacific is a company incorporated in Bermuda with limited liability and whose issued shares are listed on the Stock Exchange (Stock code: 1076). As at the date of this announcement, HTM held 276,000,000 IP Shares. Imperial Pacific, through its subsidiaries, principally engages in the manufacturing, processing, selling and trading of food products including frozen and functional food products. Based on its announcement dated 7 May 2014, Imperial Pacific has participated in the profit sharing from Macau gaming business following the completion of acquisition of the entire issued share capital of and shareholder's loan to Excel Earth Limited on 19 March 2014. As at the date of this announcement the market value of the Option Shares held by HMT was HK\$170,400,000.

Assuming the Call Option is exercised in full, the Group would realize a gain of approximately HK\$97,160,000, representing the difference between the aggregate consideration payable by the Optionholder amounted to HK\$132,000,000 and a premium of HK\$5,000,000 to be paid by the Optionholder and the book cost of the Option Shares amounted to HK\$39,840,000.

Exercise Period

The Call Option may be exercised by the Optionholder at any time during the Exercise Period by giving the Call Option Notice. If the Optionholder exercises the Call Option during the Exercise Period, HTM shall sell the Option Shares to the Optionholder on the third business day following the date of the relevant Call Option Notice.

If the Call Option is not exercised by the Optionholder during the Exercise Period, the Call Option shall lapse on the expiry of the Exercise Period and all the rights and interests of the Optionholder under the Call Option Deed shall also cease and determine and no party to the Call Option Deed shall have any rights or liabilities to each other save for any antecedent breach.

Consideration

A premium of HK\$5 million will be paid by the Optionholder to HTM within ten business days after the signing of the Call Option Deed. The exercise price for the Option Shares is HK\$0.55 per Option Share, payable by the Optionholder in cash upon completion of the sale and purchase of the Option Shares under the terms of the Call Option Deed.

In the event the Call Option is exercised in full (the exercise of which is at the discretion of the Optionholder), the aggregate consideration payable by the Optionholder upon exercise of the Call Option will be HK\$132,000,000.

The consideration was determined after arm's length negotiation with reference to the average closing price of the IP Shares as stated in the Stock Exchange's daily quotations sheets for the last 10 trading days, including and up to the date of the Call Option Deed.

REASONS FOR, AND BENEFITS OF, GRANT OF THE CALL OPTION

The Company is an investment holding company. The Group is principally engaged in the development of natural gas business and is seeking to expand its business gradually to various sectors of clean resources along with expansion of business coverage to other industries such as provision of loan financing services, trading of commodities and securities investments.

The Group acquired the IP Shares for investment purposes. The Call Option Deed provides the Group with the right to sell the Option Shares at the Exercise Price, which is higher than the average per share cost for acquisition of the Option Shares, allowing the Group to hedge against a possible fall in the value of the Option Shares. A premium of HK\$5 million is payable by the Optionholder pursuant to the Call Option Deed. Assuming the Call Option is exercised in full, the expected net gain accrued to the Group will be HK\$97,160,000 by reference to the carrying value of the Option Shares. The proceeds will be used for general working capital.

In light of the above, the Directors consider the transaction as under the Call Option Deed was on normal commercial terms and that the terms of the Call Option Deed are fair and reasonable and are in the interest of the shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Call Option was more than 5% but less than 25%, the granting of the Call Option constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

Under Rule 14.74 of the Listing Rules, the grant of the Call Option (the exercise of which is not at the discretion of the Company) shall be treated as if the Call Option had been exercised. Both the aggregate exercise price and the premium of the Call Option have been taken into account for the purpose of determining the applicable percentage ratios under the Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the words and expressions below shall have the following meanings when used herein:

“Board”	the board of Directors
“Call Option”	the right of the Optionholder to purchase from HTM, and require HTM to sell, the Option Shares under the terms of the Call Option Deed
“Call Option Deed”	a deed dated 4 July 2014 between HTM and the Optionholder relating to the grant of the Call Option to the Optionholder
“Call Option Notice”	a notice in writing to be given by the Optionholder pursuant to the terms of the Call Option Deed upon exercise of the Call Option
“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
“Director(s)”	the director(s) of the Company
“Exercise Period”	the period commencing from 4 July 2014 to 3 July 2016
“Group”	the Company and its subsidiaries
“HTM”	Hao Tian Management (Hong Kong) Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Imperial Pacific”	Imperial Pacific International Holdings Limited (formerly known as First Natural Foods Holdings Limited), a company incorporated in Bermuda with limited liability and whose issued shares are listed on the Stock Exchange (Stock code: 1076)
“IP Shares”	shares of HK\$0.0005 each in the share capital of Imperial Pacific
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Optionholder”	JIANG Jianhui (姜建輝)
“Option Shares”	up to 240,000,000 IP Shares subject to the Call Option
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board of
Hao Tian Development Group Limited
Fok Chi Tak
Executive Director

Hong Kong, 4 July 2014

As at the date of this announcement, 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.