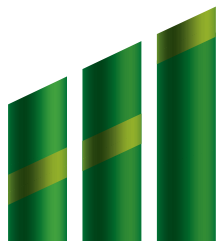


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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



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)

VOLUNTARY ANNOUNCEMENT

This is a voluntary announcement made by Hao Tian Development Group Limited (the “**Company**”).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders and the investors of the Company that, on 19 May 2015, the Company and CCBI Investments Limited (“**CCBI**”) have entered into a non legally-binding preliminary term sheet in respect of certain proposed investments in the Company and its subsidiary (the “**Preliminary Term Sheet**”). The arrangement contemplated under the Preliminary Term Sheet involves, inter alia, (i) loan notes in the aggregate principal amount of US\$30,000,000 (the “**Notes**”) proposed to be issued by the Company, (ii) unlisted warrants proposed to be issued by Hao Tian Finance Company Limited (an indirect non-wholly owned subsidiary of the Company) to subscribe for shares in Hao Tian Finance Company Limited up to the value of US\$15,000,000 (the “**HTF Warrants**”) and (iii) call option to acquire the shares in Heritage International Holdings Limited (“**HIHL**”), which is a listed company on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 00412), currently held by the Group, up to the value of US\$15,000,000 (“**HIHL Option**”) (the Notes, the HTF Warrants and the HIHL Option are collectively referred to as the “**Potential Investments**”).

The subscription price of the shares to be allotted and issued upon exercise of the HTF Warrants will be determined with reference to the net assets value per share of Hao Tian Finance Company Limited as at 31 March 2016 or 31 March 2017, whichever is the lower. The price for the acquisition of the shares in HIHL upon exercise of the HIHL Option shall be approximately HK\$1.44 per share, being 115% of the average price weighted by trading volume (“VWAP”) for the last fifteen trading days immediately before the date of the Preliminary Term Sheet. The said exercise price also represents (i) a premium of approximately 21.0% over the closing price of HK\$1.19 per share of HIHL as quoted on the Stock Exchange on 19 May 2015, being the date of the Preliminary Term Sheet; and (ii) a premium of approximately 18.4% over the average of the closing price of HK\$1.216 per share of HIHL as quoted on the Stock Exchange for the five trading days immediately preceding the date of the Preliminary Term Sheet.

The detailed terms of the Potential Investment are subject to, among others, a definitive and binding investment agreement to be entered into between the relevant parties.

The Company will make further announcement(s) in relation to the Potential Investment in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in due course.

Shareholders and potential investors of the Company should note that the transactions contemplated under the Preliminary Term Sheet may or may not proceed and are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 19 May 2015

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. Lam Kwan Sing and Mr. Lee Chi Hua, Joshua.