
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Hao Tian Resources Group Limited**, you should at once hand this supplemental circular, together with the enclosed second form of proxy, to the purchaser or the transferee or the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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HAO TIAN RESOURCES GROUP LIMITED

昊天能源集團有限公司

(formerly known as “Winbox International (Holdings) Limited 永保時國際(控股)有限公司”)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

**SUPPLEMENTAL CIRCULAR
TO SHAREHOLDERS
RELATING TO RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company dated 30 July 2010 and the accompanying notice of annual general meeting set out on pages 19 to 22 of the said circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying new form of proxy in accordance with the instructions printed thereon and return it to the office of the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the new form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

3 September 2010

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DEFINITIONS

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

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| “2009 Annual Report” | the annual report of the Company for the year ended 31 March 2010; |
| “AGM Notice” | the notice convening the Annual General Meeting which is set out on pages 19 to 22 of the Circular; |
| “Annual General Meeting” | the annual general meeting of the Company to be held at The Seminar Room, Level 3, The Executive Centre, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Monday, 27 September 2010, at 11:30 a.m., the notice of which is set out on pages 19 to 22 of the Circular, or any adjournment thereof; |
| “Articles” or “Articles of Association” | the Articles of Association of the Company, as amended from time to time; |
| “Board” | the board of Directors; |
| “Circular” | the circular dated 30 July 2010 issued by the Company, relating to, among others, proposed re-election of Directors and general mandates to issue and repurchase shares; |
| “Closing Time” | a time which is not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof; |
| “Company” | Hao Tian Resources Group Limited (formerly known as “Winbox International (Holdings) Limited”), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange; |
| “Director(s)” | the director(s) of the Company; |

DEFINITIONS

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|---------------------------|---|
| “First Proxy Form” | the proxy form which has been sent to the Shareholders on 30 July 2010 together with the 2009 Annual Report and the Circular accompanying the AGM Notice; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Latest Practicable Date” | 1 September 2010, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Mr. Chan” | Mr. Chan William, an independent non-executive Director; |
| “Mr. Ma” | Mr. Ma Lishan, an executive Director; |
| “Second Proxy Form” | the new proxy form to be sent to the Shareholders together with this supplemental circular; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)” | ordinary share(s) of HK\$0.05 each in the capital of the Company; |
| “Shareholder(s)” | the holder(s) of the Share(s); and |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited. |

LETTER FROM THE BOARD



HAO TIAN RESOURCES GROUP LIMITED

昊天能源集團有限公司

(formerly known as “Winbox International (Holdings) Limited 永保時國際(控股)有限公司”)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00474)

Executive directors:

Mr. Ma Lishan (*Chairman and Chief Executive Officer*)

Mr. Fung Ka Pun (*Vice Chairman*)

Mr. Ng Cheuk Fan, Keith

Mr. Mak Yiu Tong

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive directors:

Ms. Fung Wing Ki, Vicky

Mr. Mok Chiu Kuen

Principal place of business:

Room 4803, 48/F

COSCO Tower

183 Queen's Road Central

Hong Kong

Independent non-executive directors:

Dr. Tam Hok Lam, Tommy, *J.P.*

Dr. Hui Ka Wah, Ronnie, *J.P.*

Mr. Leung Man Chun, Paul

Mr. Zhu Yongguang

Mr. Chan William

3 September 2010

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING

INTRODUCTION

On 30 July 2010, the Company despatched to the Shareholders the 2009 Annual Report, the Circular accompanying the AGM Notice and the First Proxy Form.

LETTER FROM THE BOARD

On 31 August 2010, the Company announced, among others, the appointment of each of Mr. Ma and Mr. Chan as Director with effect from 1 September 2010.

As a result of the appointment of each of Mr. Ma and Mr. Chan before the Annual General Meeting, Mr. Ma and Mr. Chan will be subject to retirement at the forthcoming Annual General Meeting under the Articles of Association. The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors at the Annual General Meeting and the arrangement for the First Proxy Form and the Second Proxy Form.

PROPOSED RE-ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING

It is stated in the Circular that Mr. Mok Chiu Kuen (“**Mr. Mok**”), Dr. Hui Ka Wah, Ronnie, *J.P.* (“**Dr. Hui**”) and Mr. Leung Man Chun, Paul (“**Mr. Leung**”), being Directors subject to retirement at the Annual General Meeting, had indicated to the Company that they would offer themselves for re-election. In August 2010, Mr. Mok and Mr. Leung notified the Company of their final decision of not offering themselves for re-election at the Annual General Meeting due to other business commitments and Dr. Hui notified the Company of his final decision of wishing to be retired at the Annual General Meeting due to other business commitments. As a result, Ms. Fung Wing Ki, Vicky is not required to retire at the Annual General Meeting.

On 27 August 2010, each of Mr. Ma and Mr. Chan has been appointed as Director with effect from 1 September 2010 and pursuant to the Articles of Association, they shall retire, and being eligible, offer themselves for re-election at the Annual General Meeting .

Biographic information of each of Mr. Ma and Mr. Chan is set out in Appendix I to this supplemental circular.

SECOND PROXY FORM

As a result of the changes in the Directors to be retired and offered for re-election at the Annual General Meeting subsequent to the despatch of the Circular containing the AGM Notice and the First Proxy Form together with the 2009 Annual Report, Mr. Ma and Mr. Chan were not included in the First Proxy Form as the Directors to be retired and offered for re-election. A Second Proxy Form containing the name of each of Mr. Fung Ka Pun, Mr. Ng Cheuk Fan, Keith, Mr. Mak Yiu Tong, Mr. Ma, Dr. Tam Hok Lam, Tommy, *J.P.*, Mr. Zhu Yongguang and Mr. Chan, the Directors to be retired and offered for re-election at the Annual General Meeting will be despatched to Shareholders together with this supplemental circular.

LETTER FROM THE BOARD

Shareholders are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the office of the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event no later than the Closing Time. Special arrangements about the Second Proxy Form are set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxies to attend the Annual General Meeting are requested to pay particular attention to the arrangement set out in the Appendix II.

Yours faithfully,

By Order of the Board

Hao Tian Resources Group Limited

Yu Tat Chi, Michael

Company Secretary

APPENDIX I BIOGRAPHIC INFORMATION OF MR. MA AND MR. CHAN

The following is the biographic information of Mr. Ma and Mr. Chan, two of the Directors proposed to be re-elected at the Annual General Meeting:

MR. MA LISHAN

Mr. Ma, aged 58, graduated from the Beijing Foreign Studies University in 1975. During his course of employment, he had participated in various study and research programmes organised by the United Nations, the State Economic and Trade Commission (currently known as the Ministry of Commerce), and the National School of Administration. He also took part in seminars organised by the State ministries and commissions for corporate leaders of certain major state enterprises. Mr. Ma has held various managerial positions such as chairman, executive directors in COFCO and certain of its subsidiaries. Mr. Ma is one of the earliest pioneers in the processing of edible oil essence and wine investment industries. Mr. Ma had extensive experience in corporate operation and management. Mr. Ma served as an executive director of China Foods Limited (中國食品有限公司) (formerly known as “China Foods Holdings Limited (中國食品發展集團有限公司)” and “COFCO International Limited (中國糧油國際有限公司)”, whose shares are listed on the Main Board of the Stock Exchange) since January 1996. In particular, from May 1997 to June 2003, Mr. Ma served as the managing director of China Foods Limited and was the managing director of COFCO International Limited from April 2002 to June 2003. In 2000, Mr. Ma served as the deputy general manager of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司). Mr. Ma was also an executive director of Sino Resources Limited (listed on the Main Board of the Stock Exchange) from 7 June 2008 to 16 January 2009. He also serves as an independent non-executive director of Silver Base Group Holdings Limited (listed on the Stock Exchange). At present, Mr. Ma is a director of Favour Mind Limited, a subsidiary of the Company. He is also a director of Real Power Holdings Limited and TRXY Development (HK) Limited, both of which are substantial shareholders of the Company.

Save as disclosed above, Mr. Ma has not previously held and is not holding any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Ma does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as disclosed above, Mr. Ma does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Ma is interested in 40% of the issued share capital of China Capital Group Limited, which in turn, holds 25% of the issued share capital of Real Power Holdings Limited, a substantial shareholder of the Company which is interested in 900,280,635 shares of the Company (being interested in 393,953,697 shares of the Company and convertible notes issued by the Company on 25 January 2010 in the outstanding principal amount of US\$57,484,448.17 which are convertible into 506,326,938 shares of the Company) within the meaning of Part XV of the SFO.

Mr. Ma has been appointed for an initial term of two (2) years subject to retirement and re-election at the next annual general meeting of the Company (thereafter retirement by rotation) pursuant to the Articles of Association. Mr. Ma's annual emolument is HK\$1,950,000 and a service contract will be entered into between the Company and Mr. Ma shortly. The remuneration of Mr. Ma has been determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities and the prevailing market rate.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Ma that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

MR. CHAN WILLIAM

Mr. Chan, aged 36, graduated from the University of La Verne, California of the United States with a bachelor of business administration degree in 2000 and a master of business administration degree in 2002. At present, Mr. Chan is the chairman and executive director of Sundart International Holdings Limited (a company whose shares are listed and traded on the Main Board of the Stock Exchange). Mr. Chan was the deputy chairman and an executive director of Success Universe Group Limited (formerly known as Macau Success Limited) (a company whose shares are listed and traded on the Main Board of the Stock Exchange) from June 2004 to September 2006. He was a director of the Tung Wah Group of Hospitals (2003/2004), a director of Yan Chai Hospital (35th Term Board of Directors (2002/2003)) and a committee member of the Central and Sai Ying Pun Area Committee of Home Affairs Department of Hong Kong Government for the two years ended 31 March 2006.

Mr. Chan has not previously held and is not holding any other position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Chan does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Mr. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company, nor does he have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan has been appointed for an initial term of two (2) years subject to retirement and re-election at the next annual general meeting of the Company (thereafter retirement by rotation) pursuant to the Articles of Association. Mr. Chan's annual emolument is HK\$180,000 and a service contract will be entered into between the Company and Mr. Chan shortly. The remuneration of Mr. Chan has been determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Chan that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The biographic information of other Directors proposed to be re-elected at the Annual General Meeting, namely, Mr. Fung Ka Pun, Mr. Ng Cheuk Fan, Keith, Mr. Mak Yiu Tong, Dr. Tam Hok Lam, Tommy, *J.P.*, and Mr. Zhu Yongguang is set out in Appendix II to the Circular.

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch registrar in Hong Kong is requested to lodge the Second Proxy Form only if he wishes to appoint proxies to attend the Annual General Meeting on his behalf. In this case, the First Proxy Form should not be lodged with the Company's branch registrar in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's branch registrar in Hong Kong should note that:

- (i) If no Second Proxy Form is lodged with the Company's branch registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the Annual General Meeting other than those referred to in the AGM Notice and the First Proxy Form, including a resolution for re-election of Directors set out in the Circular and this supplemental circular.
- (ii) If the Second Proxy Form is lodged with the Company's branch registrar in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him.
- (iii) If the Second Proxy Form is lodged with the Company's branch registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Second Proxy Form will be invalid and in the latter case, the validity of the Second Proxy Form will be subject to the discretion of the Board. Whether or not the Second Proxy Form is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form before the Closing Time. If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting should they so wish.

The chairman of the meeting will at the Annual General Meeting demand, pursuant to Article No. 66 of the Articles, poll voting on all resolutions set out in the notice of the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representatives, shall have one vote for every Share of which he/she is the holder.

A Shareholder present in person or by proxy or by authorised representatives who is entitled to more than one vote does not have to use all his/her votes (ie, he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (ie, he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution).

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the Company’s share registrar, Computershare Hong Kong Investor Services Limited, will act as scrutineer and count the votes and the poll results will be published after the Annual General Meeting.