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## **HAO TIAN RESOURCES GROUP LIMITED**

**昊天能源集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00474)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Hao Tian Resources Group Limited (the “**Company**”) will be held at 10:00 a.m. on 10 February 2012, at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company, with or without amendments:

#### **ORDINARY RESOLUTION**

“**THAT:**

1. (a) the sale and purchase agreement (the “**S&P Agreement**”), (a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) entered into between the Favour Mind Ltd., Brilliant Wise Ltd. and Max Joyce Limited (the “**Vendors**”), 內蒙古雙欣資源集團有限公司 (Inner Mongolia Shuangxin Resources Group Co., Ltd.\*) (the “**Purchaser**”) and the Company (as guarantor) pursuant to which, amongst others, the Purchaser conditionally agreed to acquire from the Vendors, and the Vendors conditionally agreed to dispose of, the entire equity interest of 烏海市蒙港投

資有限公司 (Wuhai Meng Kong Industrial Development Co., Ltd.\*) at a total consideration of RMB1,503,000,000, and all transactions contemplated under the S&P Agreement and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and

- (b) any one Director, or any two Directors if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the S&P Agreement and to complete the transactions contemplated thereunder, and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director(s), in the interests of the Company.”

By order of the Board  
**Hao Tian Resources Group Limited**  
**Fok Chi Tak**  
*Company Secretary*

Hong Kong, 26 January 2012

*Notes:*

- (1) All the resolutions to be proposed at the extraordinary general meeting will be decided by poll.
- (2) A member of the Company entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the extraordinary general meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the extraordinary general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.

- (4) 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 notarially certified copy of such power or authority, must be deposited at the branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the extraordinary general meeting.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Ma Lishan, and Mr. Mak Yiu Tong; one non-executive Director, namely Mr. Xu Hai Ying; and three independent non-executive Directors, namely Dr. Tam Hok Lam, Tommy, J.P., Mr. Zhu Yongguang and Mr. Ma Lin.*

\* *For identification purposes only*