



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)

Proxy Form for Extraordinary General Meeting

I/We¹ _____
of _____
being holder(s) of _____ share(s)² of HK\$0.01
each in the share capital of HAO TIAN DEVELOPMENT GROUP LIMITED (the “Company”), HEREBY APPOINT THE CHAIRMAN OF
THE MEETING or³ _____
of _____
as my/our proxy to attend and vote for me/us at the extraordinary general meeting of the Company (the “Meeting”), to be held at Room 2702,
27/F, 200 Gloucester Road, Wanchai, Hong Kong on Thursday, 14 July 2016 at 10:30 a.m. (or at any adjournment thereof) in respect of the
resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	THAT the Subscription Agreement (as defined in the circular to shareholders of the Company dated 28 June 2016 (the “Circular”)), and the transactions contemplated thereunder be and are hereby approved and ratified;		
2.	THAT the Call Option Deed (as defined in the Circular, the grant of call option and the transactions contemplated thereunder be and are hereby approved and confirmed;		
3.	THAT: (a) the allotment and issue of a maximum of 389,940,000 Option Shares (as defined in the Circular) upon exercise of the Call Option (as defined in the Circular) to the option holders of the Call Option be and are hereby approved and confirmed; (b) any one director of the Company be and is hereby authorized to allot, issue and deal with the Option Shares;		
4.	THAT the director(s) of the Company (“Director(s)”) be and are hereby authorized to do all such further acts and things and execute such further documents and take all steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the Subscription Agreement, the issue of the Option Shares, the grant of the specific mandate for the issue of the Option Shares upon exercise of the Call Option and all other transactions of the Company which arise following completion of the Subscription Agreement and all other transactions contemplated thereunder with any changes as such Director(s) may consider necessary, desirable or expedient.		

Signature⁵ : _____ Dated _____ day of _____, 2016.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each in the share capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is appointed, strike out the words “**THE CHAIRMAN OF THE MEETING or**” and the full name and address of the proxy desired to be inserted in **BLOCK CAPITALS** in the space provided. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his vote at his discretion. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified true copy thereof, 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, not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you at the meeting or any adjournment thereof.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish and in such event, the proxy shall be deemed to be revoked.
10. Resolutions will be put to shareholders to vote taken by way of a poll.