

IN THE GRAND COURT OF THE CAYMAN ISLANDS
Financial Services Division

CAUSE NO. FSD 0051 OF 2014

IN THE MATTER OF Hao Tian Development Group Limited

AND in the matter of the Companies Law (2013 Revision)

AND the Grand Court Rules 1995 Order 102

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of Hao Tian Development Group Limited shows as follows.

1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Law (2013 Revision) (the "Companies Law") confirming a reduction of the share capital of the Petitioner, Hao Tian Development Group Limited (the "Company").
2. The Company was incorporated on 30 September, 2005 under the Companies Law with the name of "Winbox International (Holdings) Limited" and registered in the Cayman Islands as an exempted company with registration number 155720. On 10 November, 2005, the name of the Company was changed from "Winbox International (Holdings) Limited" to "Winbox International Limited". On the same day, the name of the Company was further changed from "Winbox International Limited" to "Winbox International (Holdings) Limited 永保時國際(控股)有限公司". On 13 May, 2010, the Company further changed its name from "Winbox International (Holdings) Limited 永保時國際(控股)有限公司" to "Hao Tian Resources Group Limited 昊天能源集團有限公司". On 2 October, 2013, the Company further

changed its name from “Hao Tian Resources Group Limited 昊天能源集團有限公司” to “Hao Tian Development Group Limited 昊天發展集團有限公司”

3. The registered office of the Company is situated at the office of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4. At the date of incorporation of the Company, its authorised share capital was HK\$390,000 divided into 3,900,000 ordinary shares with a nominal or par value of HK\$0.10 each (the “Shares”).
5. By way of a written resolution of the sole shareholder of the Company passed on 10 May, 2006, each issued and unissued Share of nominal or par value of HK\$0.10 was subdivided into 2 shares of a nominal or par value of HK\$0.05 each.
6. On 16 May, 2006, a written resolution was passed by the sole shareholder of the Company to increase the authorised share capital of the Company from HK\$390,000 divided into 7,800,000 Shares of par value of HK\$0.05 each to HK\$100,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.05 each by the creation of an additional 1,992,200,000 Shares of HK\$0.05 each.
7. On 13 January, 2010, a resolution was passed by the shareholders of the Company at an extraordinary general meeting to increase the authorised share capital of the Company from HK\$100,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.05 each to HK\$250,000,000 divided into 5,000,000,000 Shares of par value of HK\$0.05 each by the creation of an additional 3,000,000,000 Shares of HK\$0.05 each.
8. On 13 June, 2011, a resolution was passed by the shareholders of the Company at an extraordinary general meeting to re-designate and reclassify (a) the Shares in the authorised share capital of the Company into 4,058,441,559 ordinary shares of HK\$0.05 each (“Ordinary Shares”) and 941,558,441 convertible shares of HK\$0.05

each ("Convertible Shares") and (b) the then existing 2,411,463,553 issued Shares as Ordinary Shares.

9. On 15 July, 2011, a resolution was passed by the shareholders of the Company at an extraordinary general meeting to increase the authorised share capital of the Company from HK\$250,000,000 to HK\$500,000,000 by the creation of an additional 5,000,000,000 Ordinary Shares of HK\$0.05 each.
10. On 27 September, 2013, a resolution was passed by the shareholders of the Company at an extraordinary general meeting to re-designate and reclassify the then existing 941,558,441 Convertible Shares of HK\$0.05 each in the authorised share capital of the Company into 941,558,441 Ordinary Shares of HK\$0.05 each.
11. As at the date of this Petition, the authorised share capital of the Company is HK\$500,000,000 divided into 10,000,000,000 Ordinary Shares with a nominal or par value of HK\$0.50 each and its issued share capital is HK\$198,601,790.20 divided into 3,972,035,804 Ordinary Shares with a nominal or par value of HK\$0.50 each which have been fully paid-up or credited as fully paid-up.
12. The shares of the Company have been listed on The Stock Exchange of Hong Kong Limited since 6 June, 2006 under stock code number 00474. Over the years, the Company has allotted and issued various tranches of Ordinary Shares and Convertible Shares, being the only classes of shares of the Company.
13. The objects for which the Company was established are unrestricted. Under the Memorandum of Association of the Company adopted by special resolution of the sole shareholder of the Company on 10 November, 2005 (the "Memorandum"), the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by section 27(2) of the Companies Law of the Cayman Islands. The Memorandum further provides that nothing in the Memorandum shall permit the Company to

carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.

14. The Company is an investment holding company, and through its subsidiaries, is principally engaged in the business of investment and development of natural resources, provision of finance and investment in securities.

15. The Articles of Association of the Company provide, *inter alia*, as follows:

"4. The Company may from time to time by ordinary resolution in accordance with the Law alter the conditions of its Memorandum to:

- (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;
- (b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
- (c) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting";
- (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the Law), any may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled or, in the case of shares without par value, diminish the number of shares into which its capital is divided."

"6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law."

16. By a special resolution of the Company (the "Special Resolution") in accordance with section 14(1) of the Companies Law at an extraordinary general meeting held on 12 May, 2014 (the "Extraordinary General Meeting"), it was resolved:

"THAT conditional upon (i) approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the "Court"), (ii) registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction; (iii) compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction; and (iv) the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.01 each in the share capital of the Company upon the date on which the Capital Reduction (as defined below) becomes effective (the "Effective Date"):

- (a) every ten (10) issued and unissued shares of nominal value of HK\$0.05 each in the capital of the Company (each a "Share") be consolidated into one (1) share of nominal value of HK\$0.50 (each a "Consolidated Share"), such that the authorised share capital of the Company will be HK\$500,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.50 each (the "Share Consolidation");
- (b) immediately following the Share Consolidation, the issued and paid up share capital of the Company be reduced by cancelling the paid up capital to the extent of HK\$0.49 on each Consolidated Share of nominal value of HK\$0.50 in issue so that each issued Consolidated Share shall be treated as one fully paid up share of HK\$0.01 nominal value ("Adjusted Share(s)") in the share capital of the Company (the "Capital Reduction");
- (c) immediately following the Capital Reduction, each of the authorised but

unissued Consolidated Share with nominal value of HK\$0.50 be subdivided into fifty (50) unissued Consolidated Shares with nominal value of HK\$0.01 each (the "Share Subdivision"), and all such shares resulting from the Capital Reduction and Share Subdivision shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;

- (d) the credit arising from the Capital Reduction be applied towards cancelling the accumulated losses of the Company as at the Effective Date (if any) and the balance (if any) be transferred to the distributable capital reduction reserve account of the Company or other reserve of the Company which may be utilised by the board of directors as a distributable reserve in accordance with the memorandum and articles of association of the Company (the "Application of Credit"); and
- (e) the directors be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation, the Capital Reduction, the Application of Credit and Share Subdivision. "

Each of the capitalised terms referred to in the Special Resolution above and not otherwise defined therein is defined in the notice of the Extraordinary General Meeting exhibited to the affirmation of Mr. Fok Chi Tak. ("FCT-[4]").

17. The number of members of the Company present and voting in person or by corporate representatives or by proxy at the Extraordinary General Meeting is as set out in the table below:

	Present & Voting	For	Against
How Present	Number of members present	Number of shares voted	Number of shares voted

In person/by corporate representatives	7 members (Note)	1,769,766,531 shares	20,000 shares
By proxy	2 members	645,000,050 shares	0 shares
Total	9 members	2,414,766,581 shares	20,000 shares

Note: HKSCC Nominees Limited, being the nominee for and on behalf of different ultimate beneficial shareholders of the Company, has voted in favour of the Special Resolution at the Extraordinary General Meeting. A total of three representatives were presented and voted on behalf of HKSCC Nominees Limited at the Extraordinary General Meeting.

The Special Resolution was presented to the meeting and voted on by way of a poll. The members present and voting in person or by corporate representative or by proxy, representing not less than three-fourths of the votes cast, voted to approve the Special Resolution and the chairman of the Extraordinary General Meeting declared the resolution passed in accordance with the Articles of Association of the Company.

18. The Special Resolution to approve and give effect to the Capital Reduction was duly passed at an extraordinary general meeting, thus satisfying the requirements for passing a special resolution to approve the Capital Reduction under the Articles of Association of the Company and under the Companies Law.
19. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of paid up share capital of the Company. Furthermore, the proposed Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the shareholders of the Company.
20. The form of Minutes proposed to be registered is as follows:

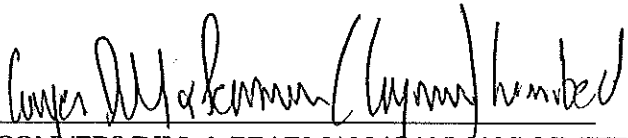
"The issued share capital of the Company, by virtue of a special resolution passed on 12 May, 2014 and with sanction of an Order of the Grand Court of the Cayman Islands dated [●] 2014, be reduced from HK\$0.50 per each issued share to HK\$0.01 per each issued share (the "Capital Reduction"). Immediately following from the Capital Reduction, each of the authorised but unissued shares of HK\$0.50 each in the share capital of the Company be and is sub-divided into 50 unissued shares of HK\$0.01 each. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$500,000,000 divided into 10,000,000,000 shares of HK\$0.05 each"

Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 16 of this Petition may be confirmed and that the above-mentioned Minute may be approved by the Court.
- (2) That to this end, all necessary inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

NOTE: It is intended to serve this Petition on Hao Tian Development Group Limited, at its registered office located at the office of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

Dated this 5th day of June 2014


CONYERS DILL & PEARMAN (CAYMAN) LIMITED
Attorneys-at-Law for the Petitioner herein

Notice of Hearing

This Petition having been presented to the Court on the day of 2014 will be heard at the Law Courts, George Town, Grand Cayman on the day of 2014 at am/pm or as soon thereafter as the Petition can be heard.

This Petition was filed by Conyers Dill & Pearman (Cayman) Limited, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands