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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Haitian Hydropower International Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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## HAITIAN HYDROPOWER INTERNATIONAL LIMITED

### 海天水電國際有限公司

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

**(Stock code: 8261)**

**(1) PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Room 10, 21st Floor, B1 Building, Wanda Square Second Stages, Finance Street, Aojiang Road, Aofeng Avenue, Taijiang District, Fuzhou City, Fujian Province, the PRC on Monday, 16 May 2016 at 11:00 a.m., or any adjournment thereof is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the AGM should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the website of GEM at <http://www.hkgem.com> for a minimum period of seven days from the date of its posting and the website of the Company at <http://www.haitianhydropower.com>.*

31 March 2016

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## **CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE**

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 10, 21st Floor, B1 Building, Wanda Square Second Stages, Finance Street, Aojiang Road, Aofeng Avenue, Taijiang District, Fuzhou City, Fujian Province, the PRC on Monday, 16 May 2016 at 11:00 a.m. and any adjournment thereof and notice of which is set out in page 15 to 19 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2015
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Haitian Hydropower International Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Companies Law”	the Companies Law, Cap. 22 of the Cayman Islands and any amendments or other statutory modifications thereof
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	23 March 2016, being the latest practicable date for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares not exceeding 20% of the number of the issued Shares at the date of passing of the relevant resolution granting such general mandate
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to enable them to repurchase Shares not exceeding 10% of the number of the issued Shares at the date of passing the relevant resolution granting such general mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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### HAITIAN HYDROPOWER INTERNATIONAL LIMITED

### 海天水电國際有限公司

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

**(Stock code: 8261)**

*Executive Directors:*

Mr. Lin Yang  
Mr. Zheng Xuesong  
Mr. Chen Congwen  
Mr. Lin Tian Hai

*Independent non-executive Directors:*

Mr. Cheng Chuhan  
Mr. Chan Kam Fuk  
Mr. Xie Zuomin

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office in the People's  
Republic of China:*

Room 10, 21st Floor, B1 Building  
Wanda Square Second Stages  
Finance Street, Aojiang Road  
Aofeng Avenue, Taijiang District  
Fuzhou City, Fujian Province, the PRC

*Principal Place of Business  
in Hong Kong:*

36th Floor, Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

31 March 2016

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at Room 10, 21st Floor, B1 Building, Wanda Square Second Stages, Finance Street, Aojiang Road, Aofeng Avenue, Taijiang District, Fuzhou City, Fujian Province, the PRC on Monday, 16 May 2016 at 11:00 a.m. relating to, among other things, (i) granting of Share Issue Mandate and Share Repurchase Mandate; (ii) re-election of retiring Directors. The notice of the AGM containing the proposed resolutions and other information is set out on pages 15 to 19 of this circular.

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## LETTER FROM THE BOARD

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### SHARE ISSUE MANDATE AND SHARE REPURCHASE MANDATE

The existing general mandates to allot, issue and deal with Shares, which were granted to the Directors on 22 May 2015 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve:

- (a) the granting of the Share Issue Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the number of the issued Shares as at the date of passing of proposed ordinary resolution contained in item 4(A) of the notice of the AGM as set out on pages 15 to 19 of this circular. As at the Latest Practicable Date, there were 2,284,000,000 Shares in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to issue up to 456,800,000 Shares under the Share Issue Mandate on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of AGM;
- (b) the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the number of the issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4(B) of the notice of the AGM as set out on pages 15 to 19 of this circular. As at the Latest Practicable Date, there were 2,284,000,000 Shares in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to repurchase up to 228,400,000 Shares on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of AGM; and
- (c) the extension of the Share Issue Mandate by adding to the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

With reference to the Share Issue Mandate and the Share Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant thereto.

### EXPLANATORY STATEMENT

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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### **RE-ELECTION OF RETIRING DIRECTORS**

At the Latest Practicable Date, the Board comprises (i) four executive Directors namely Mr. Lin Yang, Mr. Zheng Xuesong, Mr. Chen Congwen and Mr. Lin Tian Hai; and (ii) three independent non-executive Directors namely Mr. Cheng Chuhan, Mr. Chan Kam Fuk and Mr. Xie Zuomin.

Pursuant to Article 84 of the Articles, at the AGM, ordinary resolutions will be proposed to re-elect Mr. Lin Yang, Mr. Chen Congwen and Mr. Lin Tian Hai as executive Directors.

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, the biographical details, interests in the Shares and the service contracts of each of Mr. Lin Yang, Mr. Chen Congwen and Mr. Lin Tian Hai are set out in the Appendix II to this circular.

### **NOTICE OF AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 15 to 19 of this circular.

Pursuant to Rule 17.47 of the GEM Listing Rules and Article 66 of the Articles, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll. An announcement on the poll vote results will be published by the Company after the AGM.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of GEM and the Company. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Directors are of the opinion that the Share Issue Mandate, the Share Repurchase Mandate, the extension of Share Issue Mandate and the re-election of the retiring Directors are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Haitian Hydropower International Limited**  
**Lin Yang**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, pursuant to the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the number of issued Shares as at the date of passing the Share Repurchase Mandate.*

### **1. NUMBER OF ISSUED SHARES**

As at the Latest Practicable Date, the number of issued Shares was 2,284,000,000 Shares of HK\$0.005 each.

Subject to the passing of the ordinary resolution set out in item 4(B) of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and on the basis that the number of issued Shares remains unchanged on the date of the AGM, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, up to 228,400,000 Shares, representing 10% of the number of issued Shares as at the date of the AGM.

### **2. REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASE**

In repurchasing securities of the Company, the Company may only apply funds legally available for such repurchases in accordance with its Articles, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. Under the Cayman Islands law, any repurchases by a company may only be paid out of the profits or the proceeds of a fresh issue made for the purpose or if authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. The Directors propose that any repurchase of Shares under the Share Repurchase Mandate will be financed by the retained profits of the Company.

The Company may not purchase securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**4. IMPACT OF REPURCHASE**

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published accounts in the Annual Report in the event that the power to repurchase Shares pursuant to the Share Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

**5. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the GEM in each of the following months are as follows:

<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2015</b>		
March	1.490	0.720
April	1.650	1.140
May	1.545	1.300
June	1.900	0.990
July	1.300	0.790
August	1.080	0.760
September	1.030	0.670
October	0.920	0.620
November	1.350	0.880
December	1.580	1.090
<b>2016</b>		
January	1.460	1.210
February	1.420	1.270
March (up to the Latest Practicable Date)	1.390	1.210

**6. GENERAL MATTERS**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws and regulations of the Cayman Islands in which the Company is incorporated.

**7. TAKEOVERS CODE IMPLICATIONS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases under the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code. Should the Directors exercise the power of the Company under the Share Repurchase Mandate, based on the current shareholding structure of the Company as shown below, the Directors are not aware of any obligation that would arise under the Takeovers Code.

As at the Latest Practicable Date, only the following persons were interested in 10% or more of the issued share capital of the Company as recorded in the register of interests kept by the Company under the SFO and held the following number of Shares:

Name of Shareholder	Number of Shares held	Approximate percentage of existing shareholding	Approximate shareholding percentage if the Share Repurchase Mandate is exercised in full
Bright Century Resources Ltd. <i>(Note 2)</i>	320,010,000	14.01%	15.57%
China Orient Asset Management Corporation <i>(Note 2)</i>	320,010,000	14.01%	15.57%
Dong Yin Development (Holdings) Limited <i>(Note 2)</i>	320,010,000	14.01%	15.57%
Victor River Limited <i>(Note 1)</i>	1,500,000,000	65.67%	72.97%

*Notes:*

1. The entire issued share capital of Victor River Limited is held and beneficially owned by Mr. Lin Yang ("Mr. Lin"). Ms. Chen Congling is the spouse of Mr. Lin and is deemed to be interested in the 750,000,000 Shares held by Mr. Lin through Victor River Limited.
2. China Orient Asset Management Corporation directly holds 100% interests in Dong Yin Development (Holdings) Limited while Dong Yin Development (Holdings) Limited directly holds 100% interests in Bright Century Resources Ltd.

The Directors do not propose or intend to repurchase Shares which could result in less than the prescribed minimum percentage of shares in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the issued share capital of the Company are in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or that there are insufficient Shares in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the Shares.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, presently intends to sell Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not purchased any Shares (whether on GEM or otherwise) in the six months immediately prior to and including the Latest Practicable Date.

*The details of the Directors proposed to be re-elected at the AGM are set out as follows:*

**MR. LIN YANG (“MR. LIN”), AGED 53, EXECUTIVE DIRECTOR****Qualification and experience**

Mr. Lin Yang is the founder of the Group. He has been appointed as an executive Director since 27 August 2010 and is the chairman of the Board. Mr. Lin is also a director of Fujian Dachan Hydropower Development Co., Ltd since 3 August 2008 and a director of Fuan Liyuan Hydropower Co., Ltd since 9 September 2008, these companies are the indirect wholly-owned subsidiaries of the Company, Mr. Lin is responsible for the overall strategic direction of the Group. He possesses many years of experience in corporate planning, business development and project investment. Mr. Lin Yang was appointed as deputy chairman of the Third Standing Committee of the China Commercial Association General of Canada, Fujian Commerce Association of Canada (加拿大中華總商會福建商會第三屆常務理事會常務副會長) in 2006.

Save as disclosed above, Mr. Lin did not hold any directorship in other listed companies in the past three years.

**Interests in Shares**

Mr. Lin is interested in a total of 1,500,000,000 ordinary shares, representing approximately 65.67% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, save as disclosed, Mr. Lin did not have any interests in the Shares within the meaning of Part XV of the SFO.

**Relationships**

Mr. Lin is the father and brother-in-law of the executive Director, Mr. Lin Tian Hai and Mr. Chen Congwen respectively. Save as disclosed, Mr. Lin has no other relationship with any directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Director’s emoluments**

Mr. Lin has entered into a service contract with the Company commencing from 6 July 2013 for a specified term of three years but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He is entitled to a directors’ fee of HK\$300,000 per annum, which is determined by the remuneration committee of the Company (the “Remuneration Committee”) with reference to his duties and responsibilities in the Company and the market benchmark.

**Others**

There is no other information relating to Mr. Lin that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**MR. CHEN CONGWEN (“MR. CHEN”), AGED 48, EXECUTIVE DIRECTOR****Qualification and experience**

Mr. Chen Congwen has been an executive Director 14 October 2010. He has over 21 years of experience in finance and corporate management. Mr. Chen is the brother-in-law of Mr. Lin Yang. During the period from August 1988 to November 2003, Mr. Chen worked as finance manager for Fuan City Administration Bureau for Industry and Commerce (福安市工商行政管理局).

Save as disclosed above, Mr. Chen did not hold any directorship in other listed companies in the past three years.

**Interests in Shares**

As at the Latest Practicable Date, save as disclosed, Mr. Chen did not have any interests in the Shares within the meaning of Part XV of the SFO.

**Relationships**

Mr. Chen is the brother-in-law of Mr. Lin Yang and, saved as disclosed, Mr. Chen has no other relationship with any directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Director’s emoluments**

Mr. Chen has entered into a service contract with the Company commencing from 6 July 2013 for a specified term of three years but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He is entitled to a directors’ fee of HK\$120,000 per annum, which is determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

**Others**

There is no other information relating to Mr. Chen that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.



**MR. LIN TIAN HAI, AGED 29, EXECUTIVE DIRECTOR****Qualification and experience**

Mr. Lin Tian Hai was appointed as an executive Director on 30 January 2013. Mr. Lin Tian Hai holds a Bachelor Degree of Business Administration and Management from the University of Toronto in Canada. He has worked in private equity and investment banking sectors and has substantial experiences in project management and corporate financing.

Save as disclosed above, Mr. Lin Tian Hai did not hold any directorship in other listed companies in the past three years.

**Interests in Shares**

As at the Latest Practicable Date, save as disclosed, Mr. Lin Tian Hai did not have any interests in the Shares within the meaning of Part XV of the SFO.

**Relationships**

Mr. Lin Tian Hai is the son of Mr. Lin. Save as disclosed, Mr. Lin Tian Hai has no other relationship with any directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Director's emoluments**

Mr. Lin Tian Hai has entered into a service contract with the Company commencing from 30 January 2013 for a specified term of one year and will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other, Mr. Lin Tian Hai will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He is entitled to a directors' fee of HK\$120,000 per annum, which is determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

**Others**

There is no other information relating to Mr. Lin Tian Hai that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### HAITIAN HYDROPOWER INTERNATIONAL LIMITED

### 海 天 水 電 國 際 有 限 公 司

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

**(Stock code: 8261)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“Annual General Meeting”) of Haitian Hydropower International Limited (the “Company”) will be held at Room 10, 21st Floor, B1 Building, Wanda Square Second Stages, Finance Street, Aojiang Road, Aofeng Avenue, Taijiang District, Fuzhou City, Fujian Province, the PRC on Monday, 16 May 2016 at 11:00 a.m. for the following purposes:

#### **ORDINARY BUSINESS**

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors of Company for the year ended 31 December 2015;
2.
  - (a) To re-elect Mr. Lin Yang as executive director of the Company;
  - (b) To re-elect Mr. Chen Congwen as executive director of the Company;
  - (c) To re-elect Mr. Lin Tian Hai as executive director of the Company;
  - (d) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.
3. to re-appoint the Company’s auditors and to authorise the Board to fix their remuneration; and

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

4. to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally, given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under the share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “Articles”),

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- (B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, and subject to and in accordance with all the applicable laws and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total nominal amount of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of the issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable law of the Cayman Islands to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the passing of resolutions set out in items 4(A) and 4(B) of the notice convening the Annual General Meeting (the “Notice”), the general mandate referred to in the resolution set out in item 4(A) of the Notice be and is hereby extended by the addition to the number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares repurchased by the Company pursuant to the general mandate referred to in resolution set out in item 4(B) of the Notice, provided that such number shall not exceed 10% of the number of issued shares of the Company on the date of passing of this resolution.”

By Order of the Board

**Haitian Hydropower International Limited**

**Lin Yang**

*Chairman and Executive Director*

Fujian Province, the PRC, 31 March 2016

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange (the “GEM Listing Rules”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him/her. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Annual General Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to determine the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 12 May 2016 to Monday, 16 May 2016 both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 11 May 2016.
5. In order 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 certified copy of that power or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.