

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



海天水电
HaiTian Hydropower

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)

PROPOSED SHARE SUBDIVISION; CHANGE IN BOARD LOT SIZE; AND CHANGE OF COMPANY NAME

PROPOSED SHARE SUBDIVISION

The Board wishes to put forward to the Shareholders a proposal of the Share Subdivision on the basis that every one (1) issued and unissued Share of par value of HK\$0.005 each in the share capital of the Company be subdivided into four (4) Subdivided Shares of par value of HK\$0.00125 each. The Share Subdivision is conditional upon (i) the passing of an ordinary resolution by the Shareholders at the EGM; and (ii) the Listing Division of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares.

PROPOSED CHANGE OF BOARD LOT SIZE

The Board proposes that subject to and upon the Share Subdivision becoming effective, the board lot size will be changed from 4,000 Existing Shares to 8,000 Subdivided Shares.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Haitian Hydropower International Limited” to “Haitian Energy International Limited” and its Chinese from “海天水电國際有限公司” to “海天能源國際有限公司”. The proposed change of the Company’s name is subject to (i) the passing of a special resolution by the Shareholders at the EGM; and (ii) the granting of the approval for the use of the proposed new English and Chinese names by the Company by the Registrar of Companies in the Cayman Islands.

GENERAL

A circular containing further details of the Share Subdivision, the Change in Board Lot Size and the Change of Company Name together with a notice of EGM is expected to be despatched to the Shareholders on or before 15 April 2016.

PROPOSED SHARE SUBDIVISION

The Board wishes to put forward to the Shareholders a proposal of Share Subdivision on the basis that every one (1) issued and unissued Share of par value of HK\$0.005 each in the share capital of the Company be subdivided into four (4) Subdivided Shares of par value of HK\$0.00125 each.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders approving the Share Subdivision at the EGM; and
- (ii) the Listing Division of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares upon the Share Subdivision becoming effective.

Effects of the Share Subdivision

As at the date of this announcement, the authorised share capital of the Company is HK\$20,000,000.00 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.005 each, of which 2,284,000,000 Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company will be HK\$20,000,000.00 divided into 16,000,000,000 Subdivided Shares of par value of HK\$0.00125 each, of which 9,136,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the Subdivided Shares shall rank *pari passu* in all respects with each other in accordance with the articles of association of the Company.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or result in any change in the rights of the Shareholders.

Adjustment to the conversion price of the Convertible Bonds

As at the date of this announcement, there are no outstanding convertible securities, options, or warrants in issue which confer any right to subscribe for, convertible or exchangeable into Shares.

Listing application

An application will be made by the Company to the Listing Division of the Stock Exchange for the listing of and the permission to deal in the Subdivided Shares upon the Share Subdivision becoming effective. All necessary arrangements will be made for the Subdivided Shares to be admitted into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange.

Change in board lot size

The Shares are currently traded on the Stock Exchange in board lot size of 4,000 Existing Shares each. The Board proposes that subject to and upon the Share Subdivision becoming effective, the board lot size will be changed from 4,000 Existing Shares to 8,000 Subdivided Shares in accordance with the expected timetable set out in this announcement. The Change in Board Lot Size will not affect any of the relative rights of the Shareholders.

Reasons for the Share Subdivision and Change in Board Lot Size

The Share Subdivision will increase the total number of shares in issue and correspondingly reduce the trading price of each Share and the market value per board lot of Shares can be reduced to appeal to more investors. Based on the closing price of HK\$1.32 per Share as quoted on the Stock Exchange on the last trading day immediately before the date of this announcement, the market value per board lot of 4,000 Existing Shares is HK\$5,280. The estimated market value per new board lot of 8,000 Subdivided Shares will be theoretically reduced to HK\$2,640 immediately upon the Share Subdivision and Change in Board Lot Size becoming effective. As the estimated market value per new board lot of 8,000 Subdivided Shares is expected to be cheaper than the market value per existing board lot of 4,000 Existing Shares based on the closing price of HK\$1.32 per Share as quoted on the Stock Exchange on the last trading day immediately before the date of this announcement, the Board is of the view that the increase in number of Shares of the Company and hence the reduction in the trading price per Share and per new board lot as a result of the Share Subdivision together with the Change in Board Lot Size may improve the trading liquidity of the Subdivided Shares. Accordingly, the Board considers that the Share Subdivision and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Odd lot arrangement

As it is expected that no odd lot of the Shares will be created as a result of the Share Subdivision and Change in Board Lot Size, no odd lot arrangement to match the sales and purchases of odd lots will be made.

Exchange of share certificates

Subject to the Share Subdivision becoming effective, Shareholders may, during the period from Tuesday, 10 May 2016 to Thursday, 16 June 2016 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit the Existing Share Certificates in Light Red colour for the Existing Shares to the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited ("**Share Registrar**") of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange, at the expense of the Company, for New Share Certificates in Light Green colour for the Subdivided Shares. It is expected that the New Share Certificates for the Subdivided Shares will be available for collection within 10 Business Days from the date of submission of the Existing Share Certificates to the Share Registrar for exchange. Thereafter, Existing Share Certificates for the Existing Shares will continue to be good evidence of legal title, may be exchanged for New Share Certificates for the Subdivided Shares at any time at the expense of the Shareholders and each share certificate for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate issued for the Subdivided Shares or each share certificate for the Existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

The Existing Share Certificates will only be valid for trading, settlement and registration purposes for the period up to 4:00 p.m. 14 June 2016, being the last day of operation of the temporary counter for trading in the Subdivided Shares in board lots of 16,000 Subdivided Shares, and thereafter will not be accepted for trading, settlement and registration purposes.

EXPECTED TIMETABLE

Set out below is the expected timetable in relation to the proposed Share Subdivision and the Change in Board Lot Size:

Despatch of circular and notice of EGM Friday, 15 April 2016

Latest time for lodging form of proxy for the EGM 10:00 a.m. Saturday, 7 May 2016

Date and time of the EGM 10:00 a.m. Monday, 9 May 2016

Announcement of voting results of the EGM Monday, 9 May 2016

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the paragraphs headed “Conditions of the Share Subdivision” in this announcement.

Effective date of Share Subdivision.9:00 a.m. Tuesday, 10 May 2016

Dealings in Subdivided Shares commence9:00 a.m. Tuesday, 10 May 2016

Original counter for trading in board lots of
4,000 Existing Shares temporarily closes9:00 a.m. Tuesday, 10 May 2016

Temporary counter for trading in the Subdivided Shares
in board lots of 16,000 Subdivided Shares
(in the form of Existing Share Certificates) opens.9:00 a.m. Tuesday, 10 May 2016

First day of free exchange of Existing Share Certificates
for New Share Certificates for Subdivided SharesTuesday, 10 May 2016

Original counter for trading in board lots of 8,000 Subdivided Shares
(in the form of New Share Certificates
for the Subdivided Shares) re-opens9:00 a.m. Tuesday, 24 May 2016

Parallel trading in the Subdivided Shares
(in the form of New Share Certificates and
Existing Share Certificates) commences9:00 a.m. Tuesday, 24 May 2016

Temporary counter for trading in the Subdivided Shares
in board lots of 16,000 Subdivided Shares closes4:00 p.m. Tuesday, 14 June 2016

Parallel trading in the Subdivided Shares
(in the form of New Share Certificates and
Existing Share Certificates) closes4:00 p.m. Tuesday, 14 June 2016

Last day for free exchange of Existing Share Certificates
for New Share Certificates for the Subdivided SharesThursday, 16 June 2016

Note: All times refer to Hong Kong local times and dates in this announcement.

Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any substantial changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Haitian Hydropower International Limited” to “Haitian Energy International Limited” and its Chinese from “海天水電國際有限公司” to “海天能源國際有限公司”. A special resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve the Change of Company Name.

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by Shareholders at the EGM; and
- (ii) the granting of the approval for the use of the proposed new English and Chinese names by the Company by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of all the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English and Chinese names of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out all the necessary filing procedures with the Registrar of Companies in the Cayman Islands upon the passing of the special resolution for approving the Change of Company Name at the EGM. Upon the Change of Company Name taking effect and the receipt of the Certificate of Incorporation on Change of Name, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the Change of Company Name becomes effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and the change of English and Chinese stock short names.

Reasons for the Change of Company Name

The Board believes that the proposed Change of Company Name to “Haitian Energy International Limited” and its Chinese to “海天能源國際有限公司” would better suit the direction of the Group’s business development, diversification and possible expansion in the future. The Board considers that the Change of Company Name is in the interests of the Company and its Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name, once approved and upon becoming effective, will not in any way affect any of the rights of Shareholders and all the share certificates of the Company then in issue (including the Existing Share Certificates and the New Share Certificates) bearing the present name of the Company will, even after the change has become effective, continue to be effective as evidence of title to the shares of the Company. There will not be any arrangement for free exchange of existing Share certificates for new Share certificates bearing the new names of the Company. Any issue of new Share certificates will be under the new English and Chinese names of the Company.

Thereafter, Existing Share Certificates for the Existing Shares and in the existing name of the Company and New Share Certificates for the Subdivided Shares and in the existing name of the Company will continue to be good evidence of legal title, may be exchanged for New Share Certificates issued in the new names of the Company at any time at the expense of the Shareholders and each share certificate for exchange will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate or each share certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. It is expected that the New Share Certificates printed in the Company's new names will be available for collection within 10 Business Days from the date of submission of the existing Share certificates to the Share Registrar for exchange.

The New Share Certificates for the Subdivided Shares printed on the Company's present English and Chinese names will continue to be valid and accepted for delivery, trading, settlement and registration purposes.

The Company will make further announcements on the Change of Company Name and the change in stock short names once the proposed Change of Company Name has become effective.

GENERAL

A circular containing further details on the Share Subdivision, the Change in Board Lot Size and the Change of Company Name together with a notice of EGM is expected to be despatched to the Shareholders on or before 15 April 2016.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for business of dealing in securities
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Existing Shares to 8,000 Subdivided Shares upon the Share Subdivision becoming effective
“Change of Company Name”	the change of the English name of the Company from “Haitian Hydropower International Limited” to “Haitian Energy International Limited” and its Chinese from “海天水電國際有限公司” to “海天能源國際有限公司”
“Company”	Haitian Hydropower International Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the Share Subdivision and the change of Company name
“Existing Share(s)”	ordinary share(s) of HK\$0.005 each, whether issued or unissued in the share capital of the Company
“Existing Share Certificate(s)”	existing form of certificate(s) of Existing Shares in light red
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“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
“New Share Certificate(s)”	form of certificate(s) of Subdivided Shares issued in the Company’s present English and Chinese names prior to the Change of Company Name becoming effective and in the Company’s new English and Chinese names upon the Change of Company Name becomes effective
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Registrar”	the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Share Subdivision”	the proposed subdivision of every one (1) issued and unissued Share of HK\$0.005 each into four (4) Subdivided Shares of HK\$0.00125 each
“Share(s)”	the shares of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Shares”	subdivided ordinary shares of HK\$0.00125 each in the share capital of the Company upon completion of the Share Subdivision

By order of the Board
Haitian Hydropower International Limited
Lin Yang
Chairman and Executive Director

Fujian Province, the PRC, 13 April 2016

At the date of this announcement, the Board comprises four executive directors, namely Mr. Lin Yang, Mr. Zheng Xuesong, Mr. Chen Congwen and Mr. Lin Tian Hai; and three independent non-executive directors, namely Mr. Cheng Chuhan, Mr. Chan Kam Fuk and Mr. Xie Zuomin.

This announcement, for which the Directors' collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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 announcement 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 announcement misleading.

This announcement will remain on the "Latest Company Announcement" page of the website of GEM at www.hkgem.com for at least 7 days from the date of its posting and on the website of Company at www.haitianhydropower.com.