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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 Energy 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.

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HAITIAN ENERGY INTERNATIONAL LIMITED

海天能源國際有限公司

(formerly known as “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**

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 Friday, 19 May 2017 at 11:00 a.m., or any adjournment thereof is set out on pages 16 to 20 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.haitian-energy.com>.

31 March 2017

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

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

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 Friday, 19 May 2017 at 11:00 a.m. and any adjournment thereof and notice of which is set out in pages 16 to 20 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2016
“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 Energy 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

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	23 March 2017, 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\$0.00125 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

LETTER FROM THE BOARD



HAITIAN ENERGY INTERNATIONAL LIMITED

海天能源國際有限公司

(formerly known as “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)

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 PRC:

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 2017

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 Friday, 19 May 2017 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 16 to 20 of this circular.

LETTER FROM THE BOARD

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 16 May 2016 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 16 to 20 of this circular. As at the Latest Practicable Date, there were 9,136,000,000 Shares in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to issue up to 1,827,200,000 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 16 to 20 of this circular. As at the Latest Practicable Date, there were 9,136,000,000 Shares in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to repurchase up to 913,600,000 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.

LETTER FROM THE BOARD

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. Zheng Xuesong as executive Director and Mr. Cheng Chuhan and Mr. Chan Kam Fuk as independent non-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. Zheng Xuesong, Mr. Cheng Chuhan and Mr. Chan Kam Fuk 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 16 to 20 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 66 of the Articles, at any general meeting a resolution put to the vote of a 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.

LETTER FROM THE BOARD

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.

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 Energy 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 9,136,000,000 Shares of HK\$0.00125 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 913,600,000 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 GEM. 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 Shares, 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 Shares 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:

Month	Highest (HK\$)	Lowest (HK\$)
2016		
March	0.348	0.303
April	0.355	0.313
May	0.520	0.313
June	0.445	0.315
July	0.380	0.260
August	0.370	0.300
September	0.380	0.310
October	0.400	0.335
November	0.385	0.330
December	0.350	0.270
2017		
January	0.295	0.240
February	0.290	0.245
March (up to the Latest Practicable Date)	0.305	0.247

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

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
Victor River Limited (<i>Note 1</i>)	6,000,000,000 (L)	65.67%	72.97%
Bright Century Resources Ltd. (<i>Note 2</i>)	880,040,000 (L)	9.63%	10.70%
	400,000,000 (S)	4.38%	4.86%
China Orient Asset Management Corporation	880,040,000 (L)	9.63%	10.70%
(<i>Note 2</i>)	400,000,000 (S)	4.38%	4.86%
Dong Yin Development (Holdings) Limited	880,040,000 (L)	9.63%	10.70%
(<i>Note 2</i>)	400,000,000 (S)	4.38%	4.86%

Notes:

- The entire issued share capital of Victor River Limited (“Victor River”) is held and beneficially owned by Mr. Lin Yang (“Mr. Lin”). Accordingly, Mr. Lin is deemed to be interested in the 6,000,000,000 Shares held by Victor River under the SFO. Ms. Chen Congling is the spouse of Mr. Lin and deemed to be interested in the 6,000,000,000 Shares held by Mr. Lin through Victor River under the SFO.
- 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 Shares held by Bright Century Resources Ltd. are held in the capacities of beneficial owner (relating to 400,000,000 Shares), person having a security interest in Shares (relating to 480,040,000 Shares) and other (relating to 400,000,000 Shares).
- (L) – Long position, (S) – Short position.

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.

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. ZHENG XUESONG (“MR. ZHENG”), AGED 44, EXECUTIVE DIRECTOR**Qualification and experience**

Mr. Zheng has been an executive Director since 14 October 2010 and is the chief executive officer of the Group. He has over 17 years of experience in hydropower plants development and management. Mr. Zheng has been the general manager of Fujian Dachuan Hydropower Development Co., Ltd and Fuan Liyuan Hydropower Co., Ltd since 2003. In 2010, Mr. Zheng was appointed as the vice chairman of Energy Association of Ningde City of Fujian province (寧德市能源行業協會).

Save as disclosed above, Mr. Zheng did not hold any other position with the Company or any other member of the Group, nor any directorship in other listed companies in the past three years.

Interests in Shares

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

Relationships

Mr. Zheng is the cousin in-law and uncle of Mr. Lin Yang and Mr. Lin Tian Hai respectively. Save as disclosed, Mr. Zheng 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. Zheng has entered into a service contract with the Company commencing from 6 July 2015 for a specified term of three years and will continue thereafter until terminated by either party giving not less than three months’ prior written notice to the other, Mr. Zheng 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\$200,000 per annum for the period before 31 December 2016 and HK\$500,000 per annum for the period since 1 January 2017. The directors’ fee 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

Save as disclosed above, there is no other information relating to the re-election of Mr. Zheng that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in respect of his re-election.

**MR. CHENG CHUHAN (“MR. CHENG”), AGED 44, INDEPENDENT NON-EXECUTIVE
DIRECTOR****Qualification and experience**

Mr. Cheng has been an independent non-executive Director since 14 October 2010. Mr. Cheng graduated from Fuzhou University (福州大學) with a bachelor degree in Economics in 1994. Mr. Cheng has over 17 years of experience in accounting and auditing industry.

Save as disclosed above, Mr. Cheng did not hold any other position with the Company or any other member of the Group, nor any directorship in other listed companies in the past three years.

Interests in Shares

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

Relationships

Mr. Cheng has no 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. Cheng has entered into a service contract with the Company commencing from 6 July 2015 for a specified term of three years and will continue thereafter until terminated by either party giving not less than three months’ prior written notice to the other, Mr. Cheng is subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He is entitled to a directors’ fee of HK\$80,000 per annum, which is determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

Others

Save as disclosed above, there is no other information relating to the re-election of Mr. Cheng that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in respect of his re-election.

**MR. CHAN KAM FUK, (“MR. CHAN”) AGED 51, INDEPENDENT NON-EXECUTIVE
DIRECTOR****Qualification and experience**

Mr. Chan has been appointed as an independent non-executive Director since 14 October 2010. Mr. Chan is the sole-proprietor of Dominic K. F. Chan & Co., CPA, an accounting firm in Hong Kong. He is a practising certified public accountant in Hong Kong, member of CPA Australia, and certified tax adviser of the Taxation Institute of Hong Kong. From 16 June 2014 to 15 September 2016, Mr. Chan was an independent non-executive director of Luks Group (Vietnam Holdings) Company Limited, whose shares are listed on the Stock Exchange (Stock Code: 366). Mr. Chan has extensive experience in finance, auditing and accounting. Mr. Chan graduated from The University of Southern Queensland, Australia with a Master of Professional Accounting in 1998 and from the City University of Hong Kong with the degree of Master of Science in Finance in 1995.

Save as disclosed above, Mr. Chan did not hold any other position with the Company or any other member of the Group, nor any directorship in other listed companies in the past three years.

Interests in Shares

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

Relationships

Mr. Chan has no 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. Chan has entered into a service contract with the Company commencing from 6 July 2015 for a specified term of three years and will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other, Mr. Chan is subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He is entitled to a directors' fee of HK\$80,000 per annum, which is determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

Others

Save as disclosed above, there is no other information relating to the re-election of Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in respect of his re-election.

NOTICE OF ANNUAL GENERAL MEETING



HAITIAN ENERGY INTERNATIONAL LIMITED

海天能源國際有限公司

(formerly known as “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 Energy 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 Friday, 19 May 2017 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 2016;
2.
 - (a) To re-elect Mr. Zheng Xuesong as an executive director of the Company;
 - (b) To re-elect Mr. Cheng Chuhan as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Chan Kam Fuk as an independent non-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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 Energy International Limited
Lin Yang
Chairman and Executive Director

Fujian Province, the PRC, 31 March 2017

NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 16 May 2017 to Friday, 19 May 2017 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 Monday, 15 May 2017.
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.