

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



**HAITIAN INTERNATIONAL HOLDINGS LIMITED**

**海天國際控股有限公司**

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

**(stock code: 1882)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Haitian International Holdings Limited (the “Company”) will be held at 3/F, Conference Room, Haitian Garden, 1068 Jiangnan East Road, Beilun District, Ningbo, Zhejiang Province, China on Tuesday, 20 December 2011, at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (1) the New Framework Agreement dated 28 October 2011 entered into between 海天塑機集團有限公司 (Haitian Plastics Machinery Group Co, Ltd.\*) and 寧波海天驅動有限公司 (Ningbo Haitian Drive Systems Co, Ltd.\*) (a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) and the continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) contemplated thereunder and the related annual caps be and are hereby approved, ratified and confirmed; and
- (2) any one Director be and is hereby authorized for and on behalf of the Company to execute all the aforesaid agreement and all such other documents, instruments and agreements and to do all acts or things deemed by him/her to be necessary or expedience to implement and/or give effect to the aforesaid agreement and all transactions contemplated thereunder, and to agree to any amendment to any of the terms of such agreement which in the opinion of the Director is/are in the interests of the Company and in accordance with the Listing Rules (where relevant).”

Yours faithfully,  
**Haitian International Holdings Limited**  
**Zhang Jingzhang**  
*Chairman*

Ningbo, Zhejiang, 22 November 2011

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch share register, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at least 48 hours before the time of the above meeting or any adjourned meeting.
3. The register of members of the Company will be closed from 15 to 20 December 2011, on which day no transfer of shares in the Company will be effected. In order to qualify for attending the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 14 December 2011 for registration.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person 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 above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Voting of the ordinary resolution as set out in this notice will be by poll.

*As at the date of this notice, the Executive Directors of the Company are Mr. Zhang Jingzhang, Mr. Zhang Jianming, Prof. Helmut Helmar Franz, Mr. Zhang Jianfeng, Mr. Zhang Jianguo, Mr. Guo Mingguang, Ms. Chen Ningning and Mr. Liu Jianbo; the Non-executive Director is Mr. Hu Guiqing; and the Independent Non-executive Directors are Mr. Pan Chaoyang, Mr. Gao Xunxian, Mr. Dai Xiangbo and Dr. Steven Chow.*

\* *For identification purpose only.*