

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Haitian International Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**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)**

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Haitian International Holdings Limited to be held at Victoria Meeting Room I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong at 10:00 a.m. on 21 May 2013 is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

18 April 2013

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Victoria Meeting Room I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong at 10:00 a.m. on 21 May 2013 or any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to written resolutions passed by the sole Shareholder on 5 December 2006
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Cambridge Management”	Cambridge Management Consultants (PTC) Ltd.
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Haitian International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting

## DEFINITIONS

“Latest Practicable Date”	11 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the Annual General Meeting as set out on pages 15 to 19 of this circular
“PRC”	the People’s Republic of China
“Premier Capital”	Premier Capital Management (PTC) Ltd.
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Sky Treasure”	Sky Treasure Capital Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent.



**HAITIAN INTERNATIONAL HOLDINGS LIMITED**

**海天國際控股有限公司**

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

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*Executive Directors:*

Mr. Zhang Jingzhang (*Chairman*)  
Mr. Zhang Jianming (*Chief Executive Officer*)  
Prof. Helmut Helmar Franz  
Mr. Zhang Jianfeng  
Mr. Zhang Jianguo  
Ms. Chen Ningning

*Non-executive Directors:*

Mr. Guo Mingguang  
Mr. Liu Jianbo

*Independent non-executive Directors:*

Mr. Gao Xunxian  
Dr. Steven Chow  
Mr. Lou Baijun  
Mr. Jin Hailiang

*Registered office:*

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

*Principal place of business in  
China:*

No. 32, Jiangnan Road Central  
Beilun District, Ningbo  
Zhejiang Province, China

*Principal place of business in  
Hong Kong:*

Unit 1105, Level 11  
Metroplaza, Tower 2  
223 Hing Fong Road  
Kwai Fong, N.T.  
Hong Kong

18 April 2013

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate (collectively the “Mandates”), the re-election of Directors and to seek your approval of the resolutions to these matters at the Annual General Meeting. The corresponding Mandates as resolved by the shareholders of the Company on 16 May 2012, details of which have been set out in the circular of the Company dated 16 April 2012, will expire at the Annual General Meeting.

## LETTER FROM THE BOARD

### ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,596,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 319,200,000 Shares.

### REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

## LETTER FROM THE BOARD

### THE ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

The annual report (the “**Annual Report**”) incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2012 and the Directors’ and auditors’ report thereon are dispatched to the Shareholders together with this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### RE-ELECTION OF DIRECTORS

According to Article 87(1) of the Articles, at each annual general meeting, one third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years.

As such, Mr. Zhang Jingzhang, Mr. Zhang Jianming, Mr. Guo Mingguang and Ms. Chen Ningning will retire and, being eligible, offer themselves for re-election. Particulars of each of them are set out in Appendix II to this circular.

According to Article 86(3) of the Articles, Directors appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

As such, Mr. Jin Hailiang, who was appointed as Director on 28 March 2013, will retire and, being eligible, offer himself for re-election. Particulars of Mr. Jin are set out in Appendix II to this circular.

### RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors named above are beneficial to the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolutions for approving the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors at the Annual General Meeting.

## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

#### (a) Entitlement to Attend and Vote at the Annual General Meeting

The registers of members of the Company to attend the Annual General Meeting will be closed from 14 May 2013 to 21 May 2013 (both days inclusive). All properly completed shares transfer forms accompanied by the relevant share certificates must be lodged with the Registrar of Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 13 May 2013, for registration.

#### (b) Entitlement to the Proposed Final Dividend

The registers of members of the Company for entitlement of proposed final dividend will be closed from 28 May 2013 to 31 May 2013 (both days inclusive). All properly completed shares transfer forms accompanied by the relevant share certificates must be lodged with the Registrar of Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 27 May 2013, for registration.

Yours faithfully,  
For and on behalf of the Board of  
**HAITIAN INTERNATIONAL HOLDINGS LIMITED**  
**Zhang Jingzhang**  
*Chairman*



This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

#### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

#### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,596,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 159,600,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

#### **3. REASONS FOR THE REPURCHASE**

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

#### **4. FUNDING OF REPURCHASES**

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Articles and the Companies Law.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2012	9.09	8.22
May 2012	9.01	7.80
June 2012	9.00	7.39
July 2012	8.28	7.39
August 2012	7.95	7.01
September 2012	8.97	7.50
October 2012	9.96	8.39
November 2012	9.59	8.58
December 2012	9.47	8.82
January 2013	10.28	9.16
February 2013	10.52	9.20
March 2013	12.68	9.78
1 to 11 April 2013	12.20	11.28

## 6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Mr. Zhang Jingzhang, Mr. Zhang Jianming, Mr. Zhang Jianguo, Mr. Zhang Jianfeng, Ms. Chen Ningning, Mr. Guo Mingguang, Mr. Liu Jianbo, Mr. Chen Weiqun, Mr. Yu Wenxian, Mr. Bei Haibo, Mr. Shui Caiyi and Mr. Hu Baohua, Premier Capital and Cambridge Management (the "**Controlling Shareholders**") who together, through the investment holding company, Sky Treasure, indirectly control 59.7% of the issued share capital of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the indirect shareholding of the Controlling Shareholders in the Company would increase to approximately 66.3% of the issued share capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

No purchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months prior to the date of this circular.

**8. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

No Connected Person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

## APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

**Mr. Zhang Jingzhang (張靜章)**, aged 76, is an executive Director and the Chairman of the Group. He is responsible for the overall business development strategy of the Group and has in-depth knowledge of, and more than 45 years of experience in, the plastic processing machinery industry. Mr. Zhang was the factory manager of Zhenhai Plastic Injection Moulding Machinery Factory (鎮海塑料機械廠), the predecessor of Ningbo Haitian Group Co., Ltd (寧波海天股份有限公司) (“Ningbo Haitian”) from 1970 to 1994. He was named an excellent model worker of Ningbo (寧波市特等勞模) in 1988 by the Ningbo Municipal People’s Government, and was also awarded the title of an “Outstanding Factory Manager and Manager of Industrial Enterprise of Ningbo” (寧波市工業企業優秀廠長、經理) by the Ningbo Municipal Committee of Communist Party of China for Economic Affairs and Ningbo Economic Committee in 1993. In July 1994, Mr. Zhang founded the Group and was appointed as the chairman of the Group. Mr. Zhang was named as an economist by the Ningbo Municipal People’s Government (寧波市人民政府) in 1994, an outstanding worker in the national plastic processing machinery industry (全國塑料機械行業先進工作者) by the China Plastic Processing Machinery Industry Association in 1996 and an outstanding township entrepreneur in Zhejiang (浙江省優秀鄉鎮企業家) by the Zhejiang Township Enterprise Bureau. In December 2002, Mr. Zhang was awarded the title of New Millennium Star Entrepreneur of the National Machinery Industry (新世紀首屆全國機械工業明星企業家) by the China Machinery Industry Federation (中國機械工業聯合會), an entrepreneur of China (全國鄉鎮企業家) and outstanding factory manager (manager and chairman) of China (全國優秀鄉鎮企業廠長) and was also elected as a deputy to the People’s Congress of Ningbo and Beilun District (寧波市和北侖區人大代表) in both 1988 and 1999. He was named an outstanding entrepreneur of Zhejiang (浙江省優秀創業家) in 2006. Mr. Zhang currently serves as the chairman of the China Plastic Machine Industry Association (中國塑料機械協會).

Mr. Zhang is the father of Mr. Zhang Jianming and Mr. Zhang Jianfeng and the father-in-law of Mr. Guo Mingguang and Mr. Liu Jianbo, all of whom are Directors. He is also a director of Sky Treasure and Premier Capital.

Mr. Zhang has entered into a service contract with the Company for a term of three years and thereafter may be terminated by either party upon a three month prior written notice. Under the service contract, Mr. Zhang’s emoluments recorded in 2012 was approximately RMB718,000, including contribution to pension scheme, with reference to his experience and qualification. Mr. Zhang is entitled to a discretionary bonus to be determined by the Board and its remuneration committee. No such discretionary bonus payment has been made to Mr. Zhang after his commencement of directorship with the Company.

Mr. Zhang does not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

## APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Zhang beneficially owned a 14.1% equity interest in Sky Treasure and 40% equity interests in Cambridge Management and Premier Capital. Premier Capital held 36.0% equity interests in Sky Treasure as trustee of the Haitian Employee Discretionary Equity Trust while Cambridge Management held 18.8% equity interests in Sky Treasure as trustee of the Haitian Employee Fixed Equity Trust and the Haitian Employee Fixed Equity Trust II. Sky Treasure held 59.7% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Zhang is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

**Mr. Zhang Jianming (張劍鳴)**, aged 50, is an executive Director and the Chief Executive Officer of the Group and is responsible for the overall daily operations of the Group such as production, sales and marketing. By introduction of Mr. Zhang Jingzhang, Mr. Zhang joined the Group in August 1977 as worker and has gained extensive exposure in various departments of the Group. With over 35 years of experience in the plastic processing machinery industry, Mr. Zhang is experienced in all facet of the overall operation of the Group. He obtained a master in business administration from the Management College of Fudan University (復旦大學管理學院) in July 2002. Mr. Zhang has been appointed as the chief executive officer of the Group since April 2000. Mr. Zhang served as a member of the National Committee of the Chinese People's Political Consultative Conference in Beilun District (北侖區政協委會) in 1996 and as a director of the Quality Management Association of Beilun District of Ningbo (寧波市北侖區質量管理協會) from 1990 to 2000. In January 2006, Mr. Zhang was also selected as a representative of Ningbo's private enterprises to attend the National Science and Technology Conference. Currently, he is the chairman of Ningbo Plastic Machine Industry Association (寧波市塑料機工業協會). Mr. Zhang was also elected a deputy to the People's Congress of Beilun District (北侖區人大代表) in 2012.

Mr. Zhang Jianming is the elder son of Mr. Zhang Jingzhang, the Chairman of the Company, the elder brother of Mr. Zhang Jianfeng and the brother-in-law of Mr. Guo Mingguang and Mr. Liu Jianbo, each a Director. Mr. Zhang is a director of Sky Treasure and Premier Capital.

Mr. Zhang has entered into a service contract with the Company for a term of three years and thereafter may be terminated by either party upon a three month prior written notice. Under the service contract, Mr. Zhang's emoluments recorded in 2012 was approximately RMB762,000, including contribution to pension scheme, with reference to his experience and qualification. Mr. Zhang is entitled to a discretionary bonus to be determined by the Board and its remuneration committee. No such discretionary bonus payment has been made to Mr. Zhang after his commencement of directorship with the Company.

Mr. Zhang does not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

## APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Zhang beneficially owned a 9.6% equity interest in Sky Treasure and 60% equity interests in Cambridge Management and Premier Capital. Premier Capital held 36.0% equity interests in Sky Treasure as trustee of the Haitian Employee Discretionary Equity Trust while Cambridge Management held 18.8% equity interests in Sky Treasure as trustee of the Haitian Employee Fixed Equity Trust and the Haitian Employee Fixed Equity Trust II. Sky Treasure held 59.7% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Zhang is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

**Mr. Guo Mingguang (郭明光)**, aged 46, is a non-executive Director. Mr. Guo joined the Group in January 1983 and has more than 25 years of experience in the plastic processing machinery industry. In 1985, he was transferred to the Group's customer services department, and was transferred again in 1989 to the Group's engineering department. From 1994 to 1999, he served as the deputy general manager of Ningbo Zongtian Plastic Processing Machinery Manufacturing Co., Ltd. From 1999 to 2002, he served as the general manager of factory of the Group. In 2003, he was appointed as the deputy head of production of the Group and was promoted to the vice president of production of the Group in 2004. Mr. Guo was re-designated from an executive Director to a non-executive Director on 1 June 2012.

Mr. Guo is a son-in-law of Mr. Zhang Jingzhang and the brother-in-law of Mr. Zhang Jianming, Mr. Zhang Jianfeng and Mr. Liu Jianbo, all of whom are Directors. Mr. Guo is a director of Sky Treasure and Premier Capital.

Mr. Guo has entered into a letter of appointment with the Company for an initial term of three years and thereafter may be terminated by either party upon a one-month prior written notice. Mr. Guo would receive no remuneration under the letter of appointment as a non-executive Director.

Mr. Guo does not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

As at the Latest Practicable Date, Mr. Guo held 1.8% beneficial interest in Sky Treasure, which held approximately 59.7% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Guo is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

## APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

**Ms. Chen Ningning (陳寧寧)**, aged 50, is an executive Director and the vice president of finance of the Group. Ms. Chen is a qualified accountant in China. Ms. Chen first joined the Group in May 1984. Ms. Chen served as the deputy head of the finance and accounting department, and the head of the accounting division, the cost division and the inventory division of the Group from 1999 to 2003. Since 2004, Ms. Chen has served as the vice president of finance of the Group. Since 2003, Ms. Chen has been appointed as a director of the Accounting Association of Ningbo Beilun District. She was named as an outstanding accountant of Ningbo in 2005.

Ms. Chen is a director of Sky Treasure and Premier Capital.

Ms. Chen has entered into a service contract with the Company for a term of three years and thereafter may be terminated by either party upon a three-month prior written notice. Under the service contract, Ms. Chen emoluments recorded in 2012 was approximately RMB432,000, including contribution to pension scheme, with reference to her experience and qualification. Ms. Chen is entitled to a discretionary bonus to be determined by the Board and its remuneration committee. No such discretionary bonus payment has been made to Ms. Chen after her commencement of directorship with the Company.

Ms. Chen does not hold any office of directorships in other listed public companies in the last three years other than that of the Company.

As at the Latest Practicable Date, Ms. Chen beneficially owned a 3.0% equity interest in Sky Treasure, which held approximately 59.7% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Ms. Chen is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

**Mr. Jin Hailiang**, aged 59, is an independent non-executive Director. He is currently the Chairman and General Manager of Ningbo Xinlong Real Estate Company Limited. Mr. Jin is also a councilor of the Ningbo Real Estate Association, the President of Ningbo Beilun Real Estate Association, a committee member of the Beilun Committee of Ningbo City of the Chinese People's Political Consultative Conference. Mr. Jin was appointed to a number of roles at Housing Management Bureau of Zhenhai and Chaiqiao Counties Municipal Government including deputy director and deputy director of statistics office between 1971 and 1985. Mr. Jin was appointed as director and party-chief of Housing Management Bureau of Beilun Development Zone since 1985 and assumed the role of director and party-chief of Beilun Construction Quality Supervision Station in 1997. He was appointed to his current position of the Chairman and General Manager of Ningbo Xinlong Real Estate Company Limited since 1999. Mr. Jin obtained a diploma in real estate management from Zhejiang University of Technology in 1994.

## APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Jin has entered into an appointment letter with the Company for an initial term of three years and thereafter may be terminated by either party upon a one-month prior written notice. Mr. Jin was appointed as an independent non-executive Director on 28 March 2013 and therefore had no emolument record in 2012.

Mr. Jin has not held any directorships in any listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Jin had no interest in the Company within the meaning of Part XV of the SFO.

Mr. Jin is not related to any Directors, senior management, substantial or controlling Shareholders of the Company.

None of the above retiring Directors have any information which is required to be disclosed under Rules 13.51(2)(h)-(v) of the Listing Rules. Save as disclosed herein, there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.





**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 IS HEREBY GIVEN** that the annual general meeting of Haitian International Holdings Limited (the “**Company**”) will be held at Victoria Meeting Room I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong at 10:00 a.m. on 21 May 2013 to consider and, if thought fit, transact the following business:

**ORDINARY BUSINESS**

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2012;
2. to declare a final dividend of HK15.0 cents per share for the year ended 31 December 2012 and pay the relevant dividend from the share premium account or other available reserve(s) of the Company;
3. to re-elect Mr. Zhang Jingzhang as director of the Company and to authorise the board of directors of the Company to fix his remuneration;
4. to re-elect Mr. Zhang Jianming as director of the Company and to authorise the board of directors of the Company to fix his remuneration;
5. to re-elect Mr. Guo Mingguang as director of the Company and to authorise the board of directors of the Company to fix his remuneration;
6. to re-elect Ms. Chen Ningning as director of the Company and to authorise the board of directors of the Company to fix her remuneration;
7. to re-elect Mr. Jin Hailiang as director of the Company and to authorise the board of directors of the Company to fix his remuneration;
8. to authorise the board of directors of the Company to fix the directors’ remuneration;
9. to re-appoint PricewaterhouseCoopers as the Company’s auditors and authorise the board of directors of the Company to fix their remuneration;

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

## NOTICE OF THE ANNUAL GENERAL MEETING

10. "THAT:

- (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a "Share") of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (i) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution; and
  - (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal value of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

## NOTICE OF THE ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the 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 of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

11. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase (or agree to repurchase) shares (each, a “**Share**”) of HK\$0.10 each in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

## NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest
    - (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 of association of the Company or the applicable laws of the Cayman Islands to be held; or
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
12. “**THAT** conditional on the passing of resolutions numbered 10 and 11 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 10 above be and it is hereby extended by the addition to the aggregate nominal value of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 11 above.”

Yours faithfully,  
For and on behalf of the Board of  
**Haitian International Holdings Limited**  
**Zhang Jingzhang**  
*Chairman*

Date: 18 April 2013

*Registered office:*  
Cricket Square, Hutchins Drive  
PO Box 2681, Grand Cayman KY1-1111  
Cayman Islands

## NOTICE OF THE ANNUAL GENERAL MEETING

*Principle place of business in China:*

No. 32, Jiangnan Road Central  
Beilun District, Ningbo  
Zhejiang Province, China

*Principal place of business in Hong Kong:*

Unit 1105, Level 11, Metroplaza, Tower 2  
223 Hing Fong Road  
Kwai Fong, N.T.  
Hong Kong

*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 share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/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 14 May 2013 to 21 May 2013 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's 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 13 May 2013 for registration.
4. The register of members of the Company will be closed from 28 May 2013 to 31 May 2013 (both days inclusive), during which no transfer of shares in the Company will be effected. In order to qualify for the proposed final dividend, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 27 May 2013, for registration.
5. In relation to proposed resolutions numbered 10 and 12 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors have no immediate plans to issue any new shares of the Company.
6. In relation to proposed resolution numbered 11 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in the circular of which this notice of the annual general meeting forms part.
7. 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 be deemed joint holders thereof.
8. 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.