

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,
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
THE SECOND AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Haitian International Holdings Limited to be held at Chairman's Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on 16 May 2024 is set out on pages 21 to 26 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 Shops 1712-16, 17th Floor, 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.

20 April 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Chairman’s Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on 16 May 2024 or any adjournment thereof
“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 Act”	the Companies Act (2022 Revision) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“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
“Core 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 number of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of the number 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 not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	16 April 2024, 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
“Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company adopted pursuant to written resolutions passed by the Shareholders by special resolution on 18 May 2023
“New Memorandum and Articles”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be passed by the Shareholders by a special resolution and adopted by the Company at the AGM
“Notice”	the notice convening the Annual General Meeting as set out on pages 21 to 26 of this circular
“PRC”	the People’s Republic of China
“Premier Capital”	Premier Capital Management Pte. Ltd.
“Proposed Amendments”	proposed amendments to the Memorandum and Articles as set out in Appendix III to this circular
“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, the number of which shall not exceed 10% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“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

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. Zhang Jianming (*Chairman*)
Mr. Zhang Bin (*Chief Executive Officer*)
Mr. Zhang Jianfeng
Mr. Chen Weiqun
Ms. Chen Lu

Registered office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Non-executive Directors:

Mr. Guo Mingguang
Mr. Liu Jianbo

Principal place of business in China:

No. 1688 Haitian Road
Beilun District, Ningbo
Zhejiang Province, China

Independent non-executive Directors:

Mr. Lou Baijun
Mr. Guo Yonghui
Ms. Yu Junxian
Mr. Lo Chi Chiu

Principal place of business in Hong Kong:

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

20 April 2024

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
THE SECOND AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding (i) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate (collectively the “Mandates”), (ii) the re-election of the Directors and (iii) the Proposed Amendments to the Memorandum and Articles and the adoption of the New

LETTER FROM THE BOARD

Memorandum and Articles 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 18 May 2023, details of which have been set out in the circular of the Company dated 25 April 2023, will expire at the Annual General Meeting.

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 not exceeding 20% of the total number of issued Shares 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, Shares not exceeding 10% of the total number of issued Shares 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 number of Shares repurchased under the Repurchase Mandate (if granted to the Directors at the Annual General Meeting).

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 Act or the Memorandum and 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 21 to 26 of this circular. The annual report (the “**Annual Report**”) incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2023 and the report of the Directors and the independent auditor’s 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 Memorandum and 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 Bin, Mr. Chen Weiqun, Mr. Guo Mingguang and Mr. Lou Baijun will retire by rotation 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, Director 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, Ms. Chen Lu will retire and, being eligible, offer herself for re-election. Particulars of her are set out in Appendix II to this circular.

Mr. Lou Baijun has served as an independent non-executive Director for more than 12 years and the re-election of Mr. Lou Baijun will be subject to separate resolution to be approved by the Shareholders. As Mr. Lou Baijun has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role, the Board considers that the long service of Mr. Lou Baijun would not affect his exercise of independent judgement and is satisfied that Mr. Lou Baijun has the required characters, integrities and experiences to continue fulfilling the role of independent non-executive Director.

LETTER FROM THE BOARD

The nomination committee of the Company (the “**Nomination Committee**”) and the Board have reviewed the annual written confirmations of independence of Mr. Lou Baijun and assessed his independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. He does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. The Nomination Committee and the Board are also not aware of any circumstance that might influence Mr. Lou Baijun in exercising independent judgment and are satisfied that he has the required character, integrity, independence and experience to fulfil the role of an independent non-executive Director. On this basis, Mr. Lou Baijun is considered independent. The Nomination Committee nominated Mr. Lou Baijun to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. Accordingly, the Board proposed that he stands for re-election as independent non-executive Director at the Annual General Meeting.

Mr. Lou Baijun has in-depth knowledge of finance management. The Board believes that the skills and experiences he acquired will be able to bring valuable contribution to the Group and his re-appointment will contribute to the diversity (in terms of skills) of the Board.

The Nomination Committee is of the view that each of Ms. Chen Lu, Mr. Zhang Bin, Mr. Chen Weiqun and Mr. Guo Mingguang is beneficial to the Board with their diversity of their comprehensive business experience that contributes invaluable expertise, continuity and stability to the Board. The Nomination Committee believes that they will continue to contribute effectively to the Board.

Having regard to the Board’s diversity policy and the nomination policy adopted by the Company, the Nomination Committee recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Ms. Chen Lu, Mr. Zhang Bin, Mr. Chen Weiqun, Mr. Guo Mingguang and Mr. Lou Baijun, stands for re-election as Directors at the Annual General Meeting.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 18 March 2024 relating to the Proposed Amendments to the Memorandum and Articles.

The Board proposes to make amendments to the Memorandum and Articles for the purposes of (i) updating and bringing the Memorandum and Articles in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) to better align the amendments of the Memorandum and Articles for housekeeping purposes with the provisions of the Listing Rules and the applicable laws of the Cayman Islands.

Details of the Proposed Amendments to the Memorandum and Articles are set out in Appendix III to this circular.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and are not inconsistent with the Companies Act. The Company also confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles to consolidate the Proposed Amendments are subject to the approval of the Shareholders by way of special resolution to be proposed at the AGM. The New Memorandum and Articles will become effective upon the approval by the Shareholders at the AGM.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors named above and the Proposed Amendments and proposed adoption of the New Memorandum and Articles to consolidated the Proposed Amendments 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 and vote in favour of the special resolution for approving the Proposed Amendments and proposed adoption of the New Memorandum and Articles to consolidated the Proposed Amendments at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

Entitlement to attend and vote at the Annual General Meeting

The register of members of the Company will be closed from 10 May 2024 to 16 May 2024 (both days inclusive) for the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 9 May 2024, for registration.

Yours faithfully,
For and on behalf of the Board of
HAITIAN INTERNATIONAL HOLDINGS LIMITED
Zhang Jianming
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 total number of issued Shares 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 Memorandum and Articles and the Companies Act.

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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2023	21.75	19.60
May 2023	20.70	17.12
June 2023	18.88	16.54
July 2023	19.60	17.14
August 2023	19.92	16.36
September 2023	17.48	16.24
October 2023	20.25	15.66
November 2023	20.30	17.86
December 2023	20.55	17.50
January 2024	19.48	15.44
February 2024	20.10	17.26
March 2024	24.00	18.02
April 2024 (up to and including the Latest Practicable Date)	25.55	22.20

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, Mr. Zhang Jianming together with Premier Capital, Cambridge Management and the wholly-owned investment holding companies and Mr. Zhang Jingzhang (the former director and chairman of the Company) through Premier Capital, Cambridge Management and the investment holding company held respectively 540,263,219 Shares and 532,587,219 Shares, representing 33.85% and 33.37% of the issued Shares.

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 shareholdings of Mr. Zhang Jianming together with Premier Capital, Cambridge Management and the wholly-owned investment holding companies and Mr. Zhang Jingzhang (the former director and chairman of the Company) through Premier Capital, Cambridge Management and the investment holding company would increase to approximately

37.61% and 37.08% of the issued Shares, resulting in a mandatory offer being made under the Takeovers Code. The Directors have no intention to repurchase Shares which may arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

The Repurchase Mandate will not be exercised to the extent that the public float would fall below 25% of the total number of Shares in issue or any other minimum percentage prescribed under the Listing Rules.

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 will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the proposed repurchase has any unusual features.

No Core 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 Core 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. Chen Weiqun (陳蔚群), aged 53, is an Executive Director since 2018 and the vice president of the Group. Mr. Chen graduated from Huadong Yejin College (華東冶金學院) with a bachelor's degree in mechanics in August 1993. In 2005, he obtained a master's degree in business administration from the University of Zhejiang. He joined the research and development department of the Group in 1993. In 1994, he joined the international sales team of the sales department. He was appointed as an assistant to the chief executive officer in 2000 and as the deputy general manager of international sales in 2003. He has been appointed as the deputy general manager responsible for the Group's international sales since 2004. In addition, Mr. Chen was appointed as the general manager of Haitian Huayuan in 2004. He is also a director of Cambridge Management.

Mr. 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, Mr. Chen had received emoluments of approximately RMB1,317,000 in 2023 with reference to his experience and qualification. Mr. 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 Mr. Chen after his commencement of directorship with the Company.

Mr. Chen does not hold any position in the Company or any of its subsidiaries and does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chen was deemed under the SFO to be interested in 250,000 Shares through Grace Triumph Limited, which is 100% wholly-owned corporation by Mr. Chen, as at the Latest Practicable Date.

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

Mr. Zhang Bin (張斌), aged 38, is an Executive Director since 2018 and the Chief Executive Officer of the Group and is responsible for the overall daily operations of the Group. Mr. Zhang joined the Group in January 2014. He obtained his Bachelor's degree in mechanical engineering from the University of Nottingham in July 2009, and his master's degree in engineering management from King's College London, the University of London, in January 2011. Upon joining the Group in January 2014, Mr. Zhang was appointed as an officer of the information management department of the Group. In January 2015, he also took up the role of assistant to general manager of Ningbo Zhafir Plastics Machinery Co., Ltd. under the Group. In January 2017, Mr. Zhang was appointed as general manager of Ningbo Zhafir Plastics Machinery Co., Ltd. under the Group. Mr. Zhang acted as the executive vice president of the Group from March 2022 to August 2023, and was appointed as Chief Executive Officer of the Group on 21 August 2023. Mr. Zhang Bin is a son of Mr. Zhang Jianming, our Chairman and the husband of Ms. Chen Lu, an Executive Director of the Company. He is also a director of Premier Capital and Cambridge Management.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

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 had received emoluments of approximately RMB1,426,000 in 2023 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 position in the Company or any of its subsidiaries and does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

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

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 58, is a Non-executive Director since 2012. Mr. Guo joined the Group in January 1983 and has more than 30 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 a 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 the brother-in-law of Mr. Zhang Jianming, Mr. Zhang Jianfeng and Mr. Liu Jianbo, all of whom are directors of the Company. Ms. Chen Lu, an Executive Director of the Company, is the niece-in-law of Mr. Guo.

Mr. Guo has entered into a letter of appointment with the Company for a 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 position in the Company or any of its subsidiaries and does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Guo is interested in 277,000 Shares (in which 100,000 Shares are held through Ocean Violet Limited and 177,000 Shares are held by Mr. Guo's spouse, Ms. Zhang Xiaofei, whereby Mr. Guo is deemed to be interested in these Shares by virtue of Part XV of the SFO).

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 Lu (陳露), aged 36, was appointed as Executive Director on 21 August 2023. She is currently the investment director of the Group. Ms. Chen graduated from Yale University in the United States in June 2013 with a Bachelor's degree in economics. She joined the investment banking department of Goldman Sachs (China) Securities Co., Ltd. (previously known as Goldman Sachs Gao Hua Securities Company Limited), Beijing Branch in March 2013 as an intern and then joined Boston Consulting (Shanghai) Co., Ltd. in October 2013 as a strategy consulting manager. Ms. Chen joined the Group in March 2018 and was appointed as an investment manager; in January 2022, she was appointed as the investment director. Ms. Chen Lu is the wife of Mr. Zhang Bin, daughter-in-law of Mr. Zhang Jianming and niece-in-law of Mr. Zhang Jianfeng, Mr. Guo Mingguang and Mr. Liu Jianbo.

Ms. Chen Lu has entered into a service contract with the Company for a term of three years commencing from 21 August 2023, which may be terminated by either party upon a three month prior written notice. Under the service contract, Ms. Chen had received emoluments of approximately RMB866,000 in 2023 with reference to her experience, her role in the Group and prevailing market conditions.

Save as disclosed above, Ms. Chen Lu does not hold any position in the Company or any of its subsidiaries and does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Ms. Chen Lu has no interest in the Company within the meaning of Part XV of the SFO.

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

Mr. Lou Baijun (樓百均), aged 61, joined the Group in March 2012 as an independent non-executive Director. He is the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. He is currently the Head of Modern Logistics School and Professor of Zhejiang Wanli University. Mr. Lou is a member of the Chinese Institute of Certified Public Accountants since 1996. Mr. Lou was appointed deputy director and deputy professor of Faculty of Financial Management of Jiangxi University of Finance and Economics between 1985 and 2001 and commenced teaching at Zhejiang Wanli University since 2001. Mr. Lou obtained a master degree in management and engineering from Wuhan University of Technology in 2006.

Mr. Lou 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 one-month prior written notice. Mr. Lou had received emoluments of approximately RMB78,000 in 2023 with reference to his experience and qualification.

Save as disclosed above, Mr. Lou does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

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

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Lou is not related to any Directors, senior management, substantial shareholders or controlling Shareholders.

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.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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Set out below are the Proposed Amendments to the Memorandum and Articles of Association of the Company:

Proposed Amendments

(showing changes to the existing Memorandum and Articles of Association)

Article No.	Amendments to Articles of Association
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152	Subject to Article 153, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.
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153	Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.
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- 154 The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~
- 161 (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:
- (a) by serving it personally on the relevant person;
 - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 161(45), ~~subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;~~

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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- (f) ~~by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's website (a "notice of availability")~~ by publishing it on the Company's website or the website of the Designated Stock Exchange; or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) ~~The notice of availability may be given by any of the means set out above.~~
- (32) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (43) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- (54) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
- (65) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 152, 153 and 161 may be given in the English language only or in both the English language and the Chinese language.

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Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A ~~notice~~Notice, document or publication placed either on the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company ~~to a Member on the day following that on which a notice of availability is first so appears on the relevant website,~~ unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules~~served on the Member;~~
- (c) ~~if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~
- (d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

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- (1) Any Notice or other document delivered or sent through electronic means or by post to or left at the electronic address or registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A ~~notice~~ Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through electronic means or the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic address or address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an electronic address or address has been so supplied) by giving the ~~notice~~ Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

In the event of any inconsistency, the English version shall prevail.

NOTICE OF THE ANNUAL GENERAL MEETING



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 Chairman’s Place, M/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on 16 May 2024 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 2023;
2. to re-elect Mr. Chen Weiqun as an executive director of the Company;
3. to re-elect Mr. Zhang Bin as an executive director of the Company;
4. to re-elect Mr. Guo Mingguang as a non-executive director of the Company;
5. to re-elect Ms. Chen Lu as an executive director of the Company;
6. to re-elect Mr. Lou Baijun as an independent non-executive director of the Company;
7. to authorise the board of directors of the Company to fix the directors’ remuneration;
8. 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);

ORDINARY RESOLUTIONS

9. “**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

NOTICE OF THE ANNUAL GENERAL MEETING

(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 number of Shares 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 total number of issued Shares 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 number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares 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

- (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

NOTICE OF THE ANNUAL GENERAL MEETING

- (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).”

10. “**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 of Hong Kong Limited (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 Act (2023 Revision) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time, and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number 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 number of issued Shares 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

- (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 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.”
- 11. “**THAT** conditional on the passing of resolutions numbered 9 and 10 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 9 above be and it is hereby extended by the addition to the aggregate number of 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 number of Shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 10 above.”

SPECIAL RESOLUTION

To consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

- 12. “**THAT** the proposed amendments to the articles of association of the Company as set out in Appendix III to the circular of the Company dated 20 April 2024 (the “**Circular**”) be and are hereby approved; and the second amended and restated memorandum and articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the meeting and any one Director be and is hereby authorised to do all such acts

NOTICE OF THE ANNUAL GENERAL MEETING

and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with this special resolution numbered 12.”

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

Date 20 April 2024

Registered office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in China:

No. 1688 Haitian Road
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. The annual general meeting will be held in form of a physical meeting. Any member entitled to attend, speak 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, speak 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 Shops 1712-16, 17/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 10 May 2024 to 16 May 2024 (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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 9 May 2024, for registration.
4. In relation to proposed resolutions numbered 9 and 11 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.

NOTICE OF THE ANNUAL GENERAL MEETING

5. In relation to proposed resolution numbered 10 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.
6. 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.
7. 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.
8. In case the annual general meeting (or any adjournment thereof) is anticipated to be affected by or tropical cyclone with warning signal no. 8 or above or “extreme conditions” caused by super typhoons or if a black rainstorm warning is in force at 7:00 a.m. on 16 May 2024, Shareholders are suggested to visit the Company’s website (<http://haitianinter.com/en/>) and the HKEXnews website (<http://www.hkexnews.hk>) for the arrangements of the annual general meeting (or any adjournment thereof).