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*The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Hong Kong Exchanges and Clearing Limited and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.*



**海天水电**

HaiTian Hydropower

## **HAITIAN HYDROPOWER INTERNATIONAL LIMITED**

**海天水电國際有限公司**

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

### **NOTICE OF LISTING BY WAY OF PLACING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Number of Placing Shares : 250,000,000 Shares**  
**Placing Price : HK\$0.30 per Share (plus brokerage fee  
of 1%, SFC transaction levy of 0.003% and  
Stock Exchange trading fee of 0.005%)**  
**Nominal Value : HK\$0.01 each**  
**Stock Code : 8261**

**Sponsor**

**AmCap**

*Ample Capital Limited*  
豐盛融資有限公司

**Lead Manager**

**AmCap**

Ample Orient Capital Limited

## SUMMARY

- The Placing Price has been determined at HK\$0.30 per Share exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%.
- Based on the Placing Price of HK\$0.30 per Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$59.9 million.
- The 250,000,000 Placing Shares offered by the Company under the Placing have been undersubscribed. 166,660,000 Placing Shares have been conditionally allocated to a total of 116 selected individual, professional and institutional investors. The Lead Manager has pursuant to the terms of the Underwriting Agreement procured its two sub-underwriters (the “Sub-underwriters”) to take up the remaining 75,000,000 Placing Shares and 8,340,000 Placing Shares respectively, representing approximately 30.00% and 3.34% of the Placing Shares respectively. Pursuant to the sub-underwriting agreements entered into between the Lead Manager and the Sub-underwriters, the Sub-underwriters shall take up all of the remaining 83,340,000 Placing Shares. The taking up of the remaining 83,340,000 Placing Shares by the Sub-underwriters is for the purpose of fulfilling the underwriting commitment of the Lead Manager and the sub-underwriting commitment of the Sub-underwriters and therefore does not form part of the Placing.
- The Directors confirm that all placees under the Placing and the Sub-underwriters are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the shares of the Company subscribed by the placees under the Placing and the Sub-underwriters has been financed directly or indirectly by a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them, and none of the placees under the Placing and the Sub-underwriters is accustomed to taking instructions from a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**
- The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- All Share certificates will only become valid certificates of title of the Shares which they relate provided that the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with their terms at or before 8:00 a.m. (Hong Kong time) on Friday, 6 July 2012.

- The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 6 July 2012. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8261.

## **PLACING PRICE AND USE OF NET PROCEEDS FROM THE PLACING**

The Placing Price has been determined at HK\$0.30 per Placing Share (payable in full on application in Hong Kong dollars, plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$0.30 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$59.9 million and the Company currently intends to use the proceeds from the Placing for the purposes and in the amounts set out below:

- approximately HK\$44.7 million (being approximately 74.6% of net proceeds) for acquisition of hydropower plants;
- approximately HK\$14.7 million (being approximately 24.6% of net proceeds) for enhancement of technologies and facilities of existing hydropower plants;
- approximately HK\$0.3 million (being approximately 0.5% of net proceeds) for enhancement of technologies and facilities of newly acquired hydropower plants; and
- the remaining amount of approximately HK\$0.2 million (being approximately 0.3% of net proceeds) will be used for enhancement of safety management.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 250,000,000 Placing Shares offered by the Company under the Placing have been undersubscribed. The Lead Manager has pursuant to the terms of the Underwriting Agreement procured its two sub-underwriters (the “Sub-underwriters”) to take up the remaining 75,000,000 Placing Shares and 8,340,000 Placing Shares respectively, representing approximately 30.00% and 3.34% of the Placing Shares respectively. Pursuant to the sub-underwriting agreements entered into between the Lead Manager and the Sub-underwriters, the Sub-underwriters shall take up all of the remaining 83,340,000 Placing Shares. The taking up of the remaining 83,340,000 Placing Shares by the Sub-underwriters is for the purpose of fulfilling the underwriting commitment of the Lead Manager and the sub-underwriting commitment of the Sub-underwriters and therefore does not form part of the Placing.

## RESULTS OF ALLOCATION UNDER THE PLACING

Pursuant to the Placing, 166,660,000 Shares have been conditionally allocated to a total of 116 individual, professional and institutional investors. The distribution of the 166,660,000 Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalization Issue</b>
Top placee	30,000,000	12.00%	3.00%
Top 5 placees	102,000,000	40.80%	10.20%
Top 10 placees	144,800,000	57.92%	14.48%
Top 25 placees	165,660,000	66.26%	16.57%

### **Number of Placing Shares allocated**

### **Number of Placees**

10,000 to 100,000	101
1,000,001 to 2,000,000	2
2,000,001 to 5,000,000	1
5,000,001 and above	<u>12</u>

### **Total:**

116

The Directors confirm that all placees under the Placing and the Sub-underwriters are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the shares of the Company subscribed by the placees under the Placing and the Sub-underwriters has been financed directly or indirectly by a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them, and none of the placees under the Placing and the Sub-underwriters is accustomed to taking instructions from a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or an associate of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.

### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Share certificates issued in respect of the Placing Shares will be deposited into CCASS on 5 July 2012 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriter, the placees or their agents (as the case may be). Prospective investors should note that the Lead Manager is entitled to terminate the Underwriting Agreement by notice in writing to the Company upon occurrence of any of the events set forth under the paragraph headed "Grounds for Termination" in the section headed "Underwriting" of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the HKEX news website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.haitianhydropower.com](http://www.haitianhydropower.com) accordingly.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 6 July 2012. Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8261. The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid.

By order of the Board  
**Haitian Hydropower International Limited**  
**Lin Yang**  
Chairman

Hong Kong, 5 July 2012

*As at the date of this announcement, the executive Directors are Mr. Lin Yang, Mr. Zheng Xuesong, Mr. Chen Congwen and Mr. Huang Xiaodong; and the independent non-executive Directors are Mr. Cheng Chuhan, Mr. Chan Kam Fuk and Mr. Zhang Shijiu.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the HKEX news website at [www.hkexnews.hk](http://www.hkexnews.hk) and will also be published on the Company's website at [www.haitianhydropower.com](http://www.haitianhydropower.com).*