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**西安海天天线科技股份有限公司**  
**XI'AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.\***

*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8227)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Xi'an Haitian Antenna Technologies Co., Ltd. (the "Company") will be held at Ya Jian International Golf Club, Xi'an, Shaanxi Province, the People's Republic of China on 20 May 2004 at 4:00 p.m. for the following purposes:

1. To consider and approve the report of the board of directors of the Company (the "Board") for the year 2003;
2. To consider and approve the report of the Supervisory Committee of the Company for the year 2003;
3. To consider and approve the audited financial statements for the year ended 31 December 2003;
4. To re-appoint Mr. Xiao Liangyong, Mr. Xiao Bing and Mr. Guo Weisheng as executive directors; Mr. Wang Quanfu, Mr. Liu Yongqiang and Mr. Li Wenqi as non-executive directors; and Mr. Zhou Tianyou, Mr. Gong Shuxi and Mr. Deng Yuanming as independent non-executive directors of the Company;
5. To elect and appoint Mr. Wang Ke and Ms Wang Jing as non-executive directors of the Company;
6. To consider and approve the dividend distribution proposal for the year 2003;
7. To reappoint Deloitte Touche Tohmatsu as the Company's auditors and to authorize the Board to fix their remuneration;
8. As special business for considering and, if thought fit, passing the following special resolution of the Company:

**SPECIAL RESOLUTION**

"THAT the Articles of Association of the Company be amended in the following manner:

- (a) deleting the words "the second extraordinary general meeting in 2002 held on 7 June 2002" and substituting therefor the words "the 2003 annual general meeting held on 13 May 2004" in the third line of Article 6.

- (b) deleting the existing Article 7 and substituting therefor the following:

“This articles of association have been approved by a special resolution of the Company at the Company’s 2003 annual general meeting and became effective in accordance with Article 200 of this articles of association. Since the coming into effect of this articles of association, the previous articles of association were superceded by this articles of association.”

- (c) adding the words “research and manufacture, systemic integration, application and other related technology services of computer software” after the words “(the abovementioned projects which need approvals will operate only after such approvals have been obtained); “ in Article 13.
- (d) deleting the words “Hong Kong Stock Exchange” and substituting therefor the words “The Stock Exchange of Hong Kong Limited (hereinafter called “Hong Kong Stock Exchange”)” in the third line of Article 19.
- (e) adding the following paragraph immediately after the end of the first paragraph of Article 78:

“Where any member is, under the applicable laws and regulations, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

- (f) deleting the words “Notice in writing of the intention to propose a person for election as a Director and notice in writing by that person of his willingness to be elected shall have been delivered to the Company 7 days before the date of the general meeting” in the second paragraph of Article 102 and substituting therefor the following:

“The shortest notice period for a notice in writing to propose a person for election as a Director (during such period that person could deliver to the Company a notice in writing of his willingness to be elected) shall be at least 7 days. Such notice period shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such general meeting.”

- (g) deleting the words “A Director shall not vote or be counted in the quorum in respect of any contract, transaction or arrangement in which he is materially interested” in the second paragraph of Article 140 and substituting therefor the following paragraph:

“Except as otherwise stipulated in this articles of association which have been approved by the Hong Kong Stock Exchange, a Director shall not vote or be counted in the quorum in respect of any contract, arrangement or proposed resolution in which he or any or his associate(s) (as defined in the Rules Governing the Listing of Securities in the Growth Enterprise Market of the Hong Kong Stock Exchange) is/are materially interested, but this prohibition shall not apply to:

- (i) (a) the giving of any security or indemnity to a Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (b) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which a Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where a Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
  - (iii) any proposal concerning any other company in which a Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his associate(s) is/are beneficially interested in shares of that company, provided that the director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights);
  - (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
    - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which a Director or his associate(s) may benefit; or
    - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to the Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
  - (v) any contract or arrangement in which a Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”
  - (h) deleting the word “interim” in the first line of Article 157.”
9. To consider and approve any proposal put forward by any shareholder of the Company holding 5% or more of the shares with voting rights at such meeting.

By order of the Board of  
**Xi'an Haitian Antenna Technologies Co., Ltd.\***  
**XIAO Liangyong**  
*Chairman*

Xi'an, the People's Republic of China, 26 March, 2004

*Principal place of business in Hong Kong:*  
34/F., West Tower  
Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

\* *For identification purpose only*

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 20 April 2004 to Friday, 20 May 2004 (both days inclusive), during which no transfer of shares can be registered.
2. Holders of domestic shares and H shares whose names appear on the register of members of the Company before 4:00 p.m. Tuesday, 20 April 2004 are entitled to attend and vote at the meeting convened by the above notice and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a member of the Company.
3. A proxy form for the meeting is hereinwith enclosed. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares of the Company, to the H shares registrar of the Company at Computershare Hong Kong Investor Services Limited at Room 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the registered address of the Company not less than 24 hours before the time for holding the meeting or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall produce their identity documents when attending the meeting.
5. Shareholders who intend to attend the meeting should complete and return the enclosed reply slip and return it by hand or post to the share registrar of the Company (for holders of H shares) or to the registered office address of the Company (for holders of domestic shares) before 4:00 p.m. Friday, 30 April 2004.
6. The meeting is expected to take half a day. Shareholders attending the meeting shall be responsible for their own travel and accommodation expenses.
7. The registered office address of the Company and the details of the secretarial office of the Board are as follows:

No. 36  
Gao Xin Liu Road  
Xi'an National Hi-tech Industrial Development Zone  
Xi'an, Shaanxi Province  
The People's Republic of China  
Tel: 86-29-87660000  
Fax: 86-29-87660188  
Post Code: 710075

8. The profiles of the non-executive directors to be elected in the meeting are as follows:

**Mr. Wang Ke**

Wang Ke, aged 58, graduated from Helongjiang Commerce College (黑龍江商學院) in December 1968 and obtained the qualification of senior economist in July 1989. Mr. Wang has been the chairman of the board of directors of Xi'an Jiefang Group Co. Ltd. (西安解放集團股份有限公司) since January 1995.

**Ms Wang Jing**

Ms Wang Jing, aged 33, graduated from Beijing Finance and Trade College (北京財貿學院) in September 1988. Ms Wang has been the vice general manager of Beijing Holdings Investment Management Co., Ltd. (北京京泰投資管理中心) since February 2004.