



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

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

**Form of proxy of Holders of Domestic Shares for Annual General Meeting
to be held on 20 May 2004**

I/We (Note 1) _____
of _____

being the registered holder(s) of (Note 2) _____ Domestic shares of RMB0.10 each in the share capital of 西安海天天綫科技股份有限公司 Xi'an Haitian Antenna Technologies Co., Ltd.* ("the Company"), HEREBY APPOINT (Note 3) _____ of _____

or failing him the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 中國陝西省西安市亞建國際高爾夫俱樂部, Ya Jian International Golf Club*, Xian, Shaanxi, the PRC on Thursday, 20 May 2004 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without modifications) as set out in the notice convening the said meeting ("Notice") and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Resolutions	For	Against
	(Note 4)	
ORDINARY RESOLUTIONS		
1. To consider and approve the report of the board of directors (the "Board") of the Company for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
2. To consider and approve the report of the Supervisory Committee of the Company for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and approve the audited financial statements for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To re-appoint 肖良勇先生 Mr. Xiao Liangyong as executive director	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-appoint 肖兵先生 Mr. Xiao Bing as executive director	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-appoint 郭渭盛先生 Mr. Guo Weisheng as executive director	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-appoint 王全福先生 Mr. Wang Quanfu as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-appoint 劉永強先生 Mr. Liu Yongqiang as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-appoint 李文琦先生 Mr. Li Wenqi as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-appoint 周天游先生 Mr. Zhou Tianyou as independent non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-appoint 龔書喜先生 Mr. Gong Shuxi as independent non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-appoint 鄧元明先生 Mr. Deng Yuanming as independent non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
5. (a) To elect and appoint 王科先生 Mr. Wang Ke as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect and appoint 王京女士 Ms. Wang Jing as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
6. To consider and approve the dividend distribution proposal for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Deloitte Touche Tohmatsu as the Company's auditors and to authorise the Board to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTION		
8. To amend the Articles of Association of the Company (the "Article(s)") in the following manner:		
(a) To amend the Article 6 (Special Resolution 8(a) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(b) To amend the Article 7 (Special Resolution 8(b) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(c) To amend the Article 13 (Special Resolution 8(c) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(d) To amend the Article 19 (Special Resolution 8(d) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(e) To amend the Article 78 (Special Resolution 8(e) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(f) To amend the Article 102 (Special Resolution 8(f) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(g) To amend the Article 140 (Special Resolution 8(g) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(h) To amend the Article 157 (Special Resolution 8(h) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____ 2004. Signature _____ (Note 5)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of domestic shares of RMB0.10 each registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited by hand or post, to the registered office of the Company, No.36 Gao Xin Liu Road, Xi'an National Hi-tech Industrial Development Zone, Xi'an, Shaanxi, the PRC, 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.
- The proxy need not be a member of the Company.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

* for identification purposes only



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

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

**Form of proxy of Holders of H Shares for Annual General Meeting
to be held on 20 May 2004**

I/We (Note 1) _____
of _____

being the registered holder(s) of (Note 2) _____ H shares of RMB0.10 each in the share capital of 西安海天天綫科技股份有限公司 Xi'an Haitian Antenna Technologies Co., Ltd.* ("the Company"), HEREBY APPOINT (Note 3) _____ of _____

or failing him the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 中國陝西省西安市亞建國際高爾夫俱樂部, Ya Jian International Golf Club*, Xian, Shaanxi, the PRC on Thursday, 20 May 2004 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without modifications) as set out in the notice convening the said meeting ("Notice") and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Resolutions	For	Against
	(Note 4)	
ORDINARY RESOLUTIONS		
1. To consider and approve the report of the board of directors (the "Board") of the Company for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
2. To consider and approve the report of the Supervisory Committee of the Company for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and approve the audited financial statements for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To re-appoint 肖良勇先生 Mr. Xiao Liangyong as executive director	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-appoint 肖兵先生 Mr. Xiao Bing as executive director	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-appoint 郭渭盛先生 Mr. Guo Weisheng as executive director	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-appoint 王全福先生 Mr. Wang Quanfu as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-appoint 劉永強先生 Mr. Liu Yongqiang as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-appoint 李文琦先生 Mr. Li Wenqi as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-appoint 周天游先生 Mr. Zhou Tianyou as independent non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-appoint 龔書喜先生 Mr. Gong Shuxi as independent non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-appoint 鄧元明先生 Mr. Deng Yuanming as independent non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
5. (a) To elect and appoint 王科先生 Mr. Wang Ke as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect and appoint 王京女士 Ms. Wang Jing as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
6. To consider and approve the dividend distribution proposal for the year 2003	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Deloitte Touche Tohmatsu as the Company's auditors and to authorise the Board to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
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8. To amend the Articles of Association of the Company (the "Article(s)") in the following manner:		
(a) To amend the Article 6 (Special Resolution 8(a) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
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(c) To amend the Article 13 (Special Resolution 8(c) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(d) To amend the Article 19 (Special Resolution 8(d) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(e) To amend the Article 78 (Special Resolution 8(e) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(f) To amend the Article 102 (Special Resolution 8(f) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(g) To amend the Article 140 (Special Resolution 8(g) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>
(h) To amend the Article 157 (Special Resolution 8(h) of the Notice)	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____ 2004. Signature _____ (Note 5)

Notes:

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- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited by hand or post, at the office of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Room 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, 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.
- The proxy need not be a member of the Company.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

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