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*This announcement, for which the directors of Xi’an Haitian Antenna Technologies Co., Ltd.\* collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



**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)*  
(Stock Code: 8227)

**CHANGE OF CHAIRMAN AND VICE-CHAIRMEN OF  
THE BOARD AND COMPLIANCE OFFICER AND  
AUTHORISED REPRESENTATIVE OF THE COMPANY**

At the Board Meeting held on 5 August 2004, the Board has, amongst other things, elected the Chairman and the Vice-chairmen of the Board and appointed the Compliance Officer and an Authorised Representative of the Company. The Directors confirm that nothing should be brought to the attention of the Shareholders in relation to the aforementioned changes.

**CHANGE OF CHAIRMAN AND VICE-CHAIRMEN OF THE BOARD**

In accordance with the Articles of Association (the “**Articles**”) of 西安海天天綫科技股份有限公司 (Xi’an Haitian Antenna Technologies Co., Ltd.\*) (the “**Company**”), all directors of the Company (the “**Directors**”) retired and, being eligible, were re-elected as Directors at the annual general meeting for the year 2003 held on 20 May 2004. The board of Directors (the “**Board**”) held a meeting (the “**Board Meeting**”) on 5 August 2004 to elect the Chairman and the Vice-Chairmen of the Board and to appoint executive officers of the Company.

The Board hereby announces that at the Board Meeting, the Board approved, among other things, the election of the Chairman and the Vice-chairmen of the Board as follows:

- (a) 肖兵先生 (Mr. Xiao Bing), an executive Director, was elected as the Chairman of the Board, in place of 肖良勇教授 (Professor Xiao Liangyong); and
- (b) 王科先生 (Mr. Wang Ke) and 劉永強先生 (Mr. Liu Yongqiang), both being non-executive Directors, were elected as the Vice-chairmen of the Board, in place of 羅茂生先生 (Mr. Luo Maosheng) and 米雲平先生 (Mr. Mi Yunping) respectively, both resigned as non-executive Directors with effect from 25 March 2004 as disclosed in the announcement of the Company dated 26 March 2004.

The above appointments took effect from 5 August 2004.

The Board announces that it will continue to follow the existing strategy and execute the business objectives as set out in the Company's prospectus dated 24 October 2003.

#### **CHANGE OF COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE OF THE COMPANY**

The Board further announces that with effect from 5 August 2004 and in place of Professor Xiao Liangyong:

- (a) Mr. Xiao Bing was appointed as the Compliance Officer of the Company; and
- (b) 郭渭盛教授 (Professor Guo Weisheng), an executive Director, was appointed as one of the Authorised Representatives of the Company.

The agent authorised by the Company to accept service of process and notices in Hong Kong on behalf of the Company remains unchanged.

#### **PARTICULARS OF THE DIRECTORS**

##### *Mr. Xiao Bing*

Mr. Xiao Bing, aged 39, is an executive Director. He is a son of Professor Xiao Liangyong, a substantial shareholder of the Company and an executive Director. Mr. Xiao studied in the college of Continuous Education in Xidian University. He worked in Xi'an General Factory of Oil Instruments (西安石油勘探儀器總廠) from 1988 to 1991 and was the deputy general manager of 西安海天通訊設備有限公司 (Xi'an Haitian Communications Equipment Company Limited\*) ("**Xi'an Haitian Communications**") from 1999 to 2000. He joined the Company as an executive Director and first assumed the post of the president of the Company since October 2000. Apart from being an executive Director, Mr. Xiao did not hold any position in other listed public companies in the last three years.

Pursuant to the service contract dated 18 October 2003 entered into between the Company and Mr. Xiao Bing, the service contract is for an initial term of three years commencing on the date of signing of the service contract and thereafter, subject to the approval of the shareholders' meeting of the Company. Mr. Xiao does not have any emolument as an executive Director. However, pursuant to a labour contract entered into between Mr. Xiao and the Company, he receives salary which is expected to amount to approximately RMB415,000 for the year 2004 and he is entitled to a bonus payment from the Company which will be determined based on the performance of the Company.

Save as disclosed above, Mr. Xiao Bing does not have any relationship with any directors, supervisors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

As at the date of this announcement, Mr. Xiao Bing does not have any interest in the shares of the Company within the meaning of the Securities and Futures Ordinance ("**SFO**") (Chapter 571 of the Laws of Hong Kong).

*Mr. Wang Ke*

Mr. Wang Ke, aged 58, is a non-executive Director. He graduated from Helongjiang Commerce College (黑龍江商學院) in December 1968 and obtained the qualification of senior economist in July 1989. He joined the Company as a non-executive Director since May 2004. Mr. Wang has been the chairman of the board of directors of 西安解放集團股份有限公司 (Xi'an Jiefang Group Co. Ltd.\*), a substantial shareholder of the Company and a listed company with its domestic A shares trading on the Shenzhen Stock Exchange, since January 1995. Save as disclosed, Mr. Wang did not hold any position in other listed public companies in the last three years.

Pursuant to the service contract dated 20 May 2004 entered into between the Company and Mr. Wang Ke, the service contract is for an initial term of three years commencing on the date of signing of the service contract and thereafter, subject to the approval of the shareholders' meeting of the Company. The director's emoluments of Mr. Wang, which are determined on the basis of the estimated time to be spent by him on the Company's matters and his traveling expenses, is RMB30,000 per annum and he is not entitled to any bonus payment from the Company.

Save as disclosed above, Mr. Wang does not have any relationship with any directors, supervisors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

As at the date of this announcement, Mr. Wang does not have any interest in the shares of the Company within the meaning of the SFO.

*Mr. Liu Yongqiang*

Mr. Liu Yongqiang, aged 65, is a non-executive Director. He graduated from the Northwest Journalism Institute (西北新聞刊授學院) in 1987 and he became the deputy secretary-general of Xi'an Municipal People's Government in 1989. Mr. Liu became the chairman of the board of 西安國際信託投資有限公司 (Xi'an International Trust & Investment Co., Ltd.\*), a substantial shareholder of the Company, in 1999 and joined the Company as a non-executive Director since October 2000. Apart from being a non-executive Director, Mr. Liu did not hold any position in other listed public companies in the last three years.

Pursuant to the service contract dated 18 October 2003 entered into between the Company and Mr. Liu Yongqiang, the service contract is for an initial term of three years commencing on the date of signing of the service contract and thereafter, subject to the approval of the shareholders' meeting. The director's emoluments of Mr. Liu, which are determined on the basis of the estimated time to be spent by him on the Company's matters and his traveling expenses, is RMB30,000 per annum and he is not entitled to any bonus payment from the Company.

Save as disclosed above, Mr. Liu does not have any relationship with any directors, supervisors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

As at the date of this announcement, Mr. Liu does not have any interest in the shares of the Company within the meaning of the SFO.

*Professor Xiao Liangyong*

Professor Xiao Liangyong, aged 68, is an executive Director and a substantial shareholder of the Company. He graduated from Zhangjiakou PLA Communication Engineering College (張家口解放軍通訊工程學院) (now known as Xidian University) in 1957 with a degree in radio engineering. He took positions as the tutor, lecturer, associate professor, professor and dean of the sixth department (currently the electronic engineering college) and antenna development centre of Xidian University from January 1957 to January 1998. Besides, Professor Xiao was an executive director and the general manager of Xi'an Haitian Communications from January 2000 to October 2000 and joined the Company as the chairman of the Company from October 2000 to 5 August 2004. Apart from being an executive Director, Professor Xiao did not hold any position in other listed public companies in the last three years.

Pursuant to the service contract dated 18 October 2003 entered into between the Company and Professor Xiao, the service contract is for an initial term of three years commencing on the date of signing of the service contract and thereafter, subject to the approval of the shareholders' meeting of the Company. Professor Xiao does not have emolument as an executive Director. However, pursuant to a labour contract entered into between Professor Xiao and the Company, he receives salary which is expected to amount to approximately RMB676,000 for the year 2004 and he is entitled to a bonus payment from the Company which will be determined based on the performance of the Company.

Save as disclosed above, Professor Xiao does not have any relationship with any directors, supervisors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

As at the date of this announcement, Professor Xiao Liangyong is interested in 180,000,000 shares of the Company within the meaning of the SFO.

*Professor Guo Weisheng*

Professor Guo Weisheng, aged 72, is an executive Director. He graduated from Northwest Institute of Communications Engineering (now known as Xidian University) in 1963 and is a professor. He worked as lecturer, associate professor, professor, deputy dean and dean of the electromagnetic engineering department of Xidian University from 1960 to 1992. He was the deputy general manager of Xi'an Haitian Communications from 1999 to 2000 and joined the Company as an executive Director and first assumed the post of the vice president of the Company in October 2000. Apart from being an executive Director, Professor Guo did not hold any position in other listed public companies in the last three years.

Pursuant to the service contract dated 18 October 2003 entered into between the Company and Professor Guo, the service contract is for an initial term of three years commencing on the date of signing of the service contract and thereafter, subject to the approval of the shareholders' meeting of the Company. Professor Guo does not have emolument as an executive Director. However, pursuant to a labour contract entered into between Professor Guo and the Company, he receives salary which is expected to amount to approximately RMB396,000 for the year 2004 and he is entitled to a bonus payment from the Company which will be determined based on the performance of the Company.

Save as disclosed above, Professor Guo does not have any relationship with any directors, supervisors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

As at the date of this announcement, Professor Guo does not have any interest in the shares of the Company within the meaning of the SFO.

The Board confirms that the change of the Chairman and the Vice-chairmen of the Board, the Compliance Officer and the Authorised Representative of the Company were made in accordance with the Articles and will not affect the continuity of the Company's operation and management and that nothing should be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to thank Professor Xiao Liangyong for his contributions to the Company as the Chairman of the Board in the past years.

By order of the Board  
**Xi'an Haitian Antenna Technologies Co., Ltd.\***  
**Tsang, Yu Tit David**  
*Company Secretary*

Xi'an, the PRC, 9 August 2004

*As at the date of this announcement, the Board comprises 肖兵先生 (Mr. Xiao Bing), 肖良勇教授 (Professor Xiao Liangyong) and 郭渭盛教授 (Professor Guo Weisheng) being executive Directors; 王科先生 (Mr. Wang Ke), 王京女士 (Ms. Wang Jing), 王全福先生 (Mr. Wang Quanfu), 劉永強先生 (Mr. Liu Yongqiang) and 李文琦先生 (Mr. Li Wenqi) being non-executive Directors; and 周天游先生 (Mr. Zhou Tianyou), 龔書喜先生 (Mr. Gong Shuxi) and 鄧元明先生 (Mr. Deng Yuanming) being independent non-executive Directors.*

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\* *For identification purposes only*