



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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Xi’an Haitian Antenna Technologies Co., Ltd\*. (the “**Company**”) will be held at 亞建國際高爾夫俱樂部 (Ya Jian International Golf Club), Xi’an, Shaanxi Province, the People’s Republic of China (the “**PRC**”) on 19 May 2005 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions, with or without modification, as ordinary resolutions and/or special resolution of the Company:

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2004;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2004;
3. To consider and approve the audited financial statements for the year ended 31 December 2004;
4. To re-appoint Mr. LIANG Zhijun and Mr. FANG Xi as executive Directors and re-elect Mr. WANG Pengcheng as an independent non-executive Director;
5. To consider and approve the dividend distribution proposal for the year ended 31 December 2004 (if any);
6. To re-appoint CCIF CPA Limited as the Company’s auditors and to authorize the Board to fix their remuneration; and
7. To consider and approve any proposal put forward by any shareholder of the Company holding 5% or more of the shares of the Company with voting rights at the AGM.

\* For identification purposes only

## SPECIAL RESOLUTION

8. To authorise the Board, subject to the relevant laws and regulations, to allot, issue and deal with domestic shares and H shares of the Company solely or jointly within the relevant period (as defined hereunder) with an amount of not more than 20% of the issued share capital of that class of shares provided that the China Securities Regulatory Commission and the relevant authorities granting the relevant approvals; and to authorise the Board to handle all relevant matters in relation to such placement or issue and to make any necessary amendments as it considers appropriate in the articles of association of the Company, so as to reflect the changes in the structure of capital of the Company resulting from such placement or issue.

For the purpose of this resolution, “relevant period” means the period from the date of passing the resolution to the earlier of :

- (a) the last day of the 12 months from the date of passing this resolution; and
- (b) the date of which the authorisation under this resolution is revoked or amended by a special resolution passed at a general meeting of the Company.

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

Xi’an, the PRC, 31 March 2005

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

*Notes:*

- 1. The register of members of the Company will be closed from Monday, 18 April 2005 to Thursday, 19 May 2005 (both days inclusive), during which no transfer of shares of the Company (the “**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. Monday, 18 April 2005 are entitled to attend and vote at the AGM 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 AGM is herewith enclosed. In order to be valid, the proxy form must be deposited by hand or post, for holders of H Shares, to the H Shares registrar of the Company at Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong and, for holders of domestic Shares, to the registered office address of the Company not less than 24 hours before the time for holding the AGM 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 AGM.

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5. Shareholders who intend to attend the AGM should complete and return the enclosed reply slip by hand or post to the registered office address of the Company before 4:00 p.m. Friday, 29 April 2005.
6. The AGM is expected to take half a day. Shareholders attending the AGM 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 executive Directors and independent non-executive Director to be re-appointed or re-elected in the AGM are as follows:

**梁志軍先生 (Mr. LIANG Zhijun or Mr. LIANG)**

Mr. LIANG Zhijun, aged 41, graduated from 陝西機械學院 (Shaanxi Institute of Mechanical Engineering, now known as 西安理工大學 (Xi'an University of Technology)) in 1985 and was a lecturer in 西安電子科技大學 (Xidian University) from 1985 to 1993. Mr. LIANG worked in 中國電子進出口總公司海南公司 (China National Electronics Import & Export Corporation, Hainan Branch) from 1988 to 1989 and 西安大唐電信有限公司 (Xi'an Datang Telecom Company Limited) from 1993 to 2000. He joined the Company in July 2000. He has been appointed as the secretary of the Board since October 2000 and was appointed as a vice president of the Company in April 2004. Mr. LIANG is responsible for the secretarial work of the Board. Apart from being an executive Director and authorized representative of the Company, Mr. LIANG has not held any position in other listed public companies in the last three years.

The term of office of Mr. LIANG shall take effect on 20 April 2005 until 19 May 2007, subject to the approval of the Shareholders at the AGM. Mr. LIANG does not receive any fee as an executive Director. However, pursuant to a labour contract entered into between Mr. LIANG and the Company, he receives salary for management work as the secretary of the Board and vice president of the Company which is expected to be approximately RMB180,000 for the year 2005 and he is entitled to a bonus payment from the Company which will be determined based on the performance of the Company.

As at the date of this announcement, Mr. LIANG does not hold any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and is not a connected person of the Company as defined in the Rules (the "GEM Listing Rules") Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited. Save that he is an executive Director and one of the authorized representatives of the Company, Mr. LIANG does not have relationship with any of the Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

**方曦先生 (Mr. FANG Xi or Mr. FANG)**

Mr. FANG Xi, aged 35, graduated from the agricultural finance department of 中南財經政法大學 (Zhongnan University of Economics and Law) in 1993 and worked as head of finance department and deputy chief accountant of 國營黃河機器製造廠 (State-owned Huanghe Machinery Plant) from 1993 to 2001. Currently, he is responsible for the finance function of the Company. Apart from being an executive Director, Mr. FANG has not held any position in other listed public companies in the last three years.

The term of office of Mr. FANG shall take effect on 20 April 2005 until 19 May 2007, subject to the approval of the Shareholders at the AGM. Mr. FANG does not receive any fee as an executive Director. However, pursuant to a labour contract entered into between Mr. FANG and the Company, he receives salary as a financial controller of the Company which is expected to be approximately RMB183,000 for the year 2005 and he is entitled to a bonus payment from the Company which will be determined based on the performance of the Company.

As at the date of this announcement, Mr. FANG does not hold any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO and is not a connected person of the Company as defined in the GEM Listing Rules. Save that he is an executive Director, Mr. FANG does not have relationship with any of the Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

**王鵬程先生 (Mr. WANG Pengcheng or Mr. WANG)**

Mr. WANG Pengcheng, aged 38, graduated from 陝西財經學院 (Shaanxi Finance College\*) in December 1988 with a certificate of tertiary education majored in accountancy and obtained a master degree in business administration from the Open University of Hong Kong in December 2000. Mr. Wang joined the 西安市財政局 (Xi'an Finance Bureau\*, which is deemed a substantial Shareholder by virtue of the SFO, when 西安國際信託投資有限公司 (Xi'an International Trust & Investment Co., Ltd.\*, "XITIC") in which Xi'an Finance Bureau holds more than one third of the voting right became a substantial Shareholder, after Mr. Wang had left the authority) from the year 1987 to the year 1999 and then join 西安希格瑪有限責任會計師事務所 (Xi'an Zigma Accountants, LLC\*) as the vice chief executive of the firm until present. Apart from being an independent non-executive Director, Mr. WANG has not held any position in other listed public companies in the last three years.

The term of office of Mr. WANG took effect on 30 September 2004 until 19 May 2007, subject to the approval of the Shareholders at the AGM. The Director's emoluments of Mr. WANG, which are determined based on the estimated time to be spent by him on the Company's matters and his traveling expenses, is RMB\$30,000 per annum and he is not entitled to any bonus payment from the Company.

As at the date of this announcement, Mr. WANG does not hold any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO and is not a connected person of the Company as defined in the GEM Listing Rules. Save that he is an independent non-executive Director, Mr. WANG does not have relationship with any of the Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

*As at the date of this announcement, the Board comprises 肖兵先生 (Mr. Xiao Bing), being executive Director; 王科先生 (Mr. Wang Ke), 劉永強先生 (Mr. Liu Yongqiang), 王全福先生 (Mr. Wang Quanfu), 李文琦先生 (Mr. Li Wenqi) and 王京女士 (Ms. Wang Jing) being non-executive Directors; and 周天游先生 (Mr. Zhou Tianyou), 龔書喜先生 (Mr. Gong Shuxi) and 王鵬程先生 (Mr. Wang Pengcheng) being independent non-executive Directors.*

*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 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.*

*This announcement will remain on the GEM website at "www.hkgem.com" on the "Latest Company Announcements" page for at least 7 days from the day of its posting.*

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