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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 THE SINGLE LARGEST SHAREHOLDER OF THE COMPANY

The Board has been informed by the Company's single largest shareholder, Professor Xiao, that Professor Xiao has sold 180,000,000 domestic Shares originally held by him to Tian An Investment under an agreement dated 4 April 2005. Mr. Xiao Bing (a son of Professor Xiao, the president of the Company, an executive Director and the chairman of the Board) and Ms. Yao own 60% and 40% of the registered capital of Tian An Investment respectively. Both Mr. Xiao Bing and Ms. Yao are persons acting in concert with Professor Xiao. Following the completion of the Sale and Purchase (subject to the ratification by the relevant authorities of the PRC), Tian An Investment became the single largest shareholder of the Company and together with its concert parties held 180,000,000 Shares, representing approximately 27.8% of the issued share capital of the Company as at the date of this announcement.

Based on the information made available to the Company, there will be no change in the composition of the Board following the completion of the Sale and Purchase. Shareholders and/or potential investors are reminded to exercise caution when dealing in the securities of the Company.

At the request of the Company, trading in Shares on the Stock Exchange was suspended from 9:30 a.m. on 6 April 2005 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in Shares on the Stock Exchange with effect from 9:30 a.m. on 7 April 2005.

The board (the "**Board**") of directors (the "**Directors**") of Xi'an Haitian Antenna Technologies Co., Ltd.* (the "**Company**") has been informed by the Company's single largest shareholder, 肖良勇教授 (Professor Xiao Liangyong, "**Professor Xiao**"), as the vendor (the "**Vendor**"), and 西安天安投資有限公司 (Xi'an Tian An Investment Company, Limited*, "**Tian An Investment**"), as the purchaser (the "**Purchaser**"), that they have entered into a sale and purchase agreement dated 4 April 2005 in relation to the sale and purchase (the "**Sale and Purchase**") of 180,000,000 domestic shares (the "**Shares**") of the Company originally held by the Vendor to the Purchaser at a consideration of RMB1. 肖兵先生 ("**Mr. Xiao Bing**", a son of Professor Xiao, the president of the Company, an executive Director and the chairman of the Board) owns 60% of registered capital of Tian An Investment whereas 姚文俐女士 (Ms. Yao Wenli, "**Ms. Yao**"), Mr. Xiao Bing's mother, owns the remaining 40%. Both Mr. Xiao Bing and

Ms. Yao are persons acting in concert with Professor Xiao. Following the completion of the Sale and Purchase (subject to the ratification of the relevant authorities of the People’s Republic of China (the “**PRC**”)), Tian An Investment became the single largest shareholder of the Company and together with its concert parties held 180,000,000 Shares, representing approximately 27.8% of the issued share capital of the Company as at the date of the announcement. Based on the information provided by Tian An Investment and its concert parties, the total number of Shares held by them in aggregate is less than 30% of the issued share capital of the Company as at the date of this announcement. Therefore, Tian An Investment is not required to make general offer under the Hong Kong Code on Takeovers and Mergers.

The table below sets out the respective shareholding structures of the Company immediately before and after the completion of the Sale and Purchase:

Name of Shareholders	Before the Sale and Purchase		Immediately after the Sale and Purchase	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Professor Xiao	180,000,000	27.8%	–	–
Tian An Investment	–	–	180,000,000	27.8%
Other Shareholders (<i>Note 1</i>)	467,058,824	72.2%	467,058,824	72.2%
Total	<u>647,058,824</u>	<u>100.0%</u>	<u>647,058,824</u>	<u>100.0%</u>

Note:

1. These include other domestic shareholders of the Company and public shareholders of the Company which held 305,294,118 Shares and 161,764,706 Shares respectively, representing approximately 47.2% and 25% of the total issued share capital of the Company respectively. All of them are not connected with and not parties acting in concert with Tian An Investment.

Tian An Investment is an investment holding company established in the PRC on 26 January 2005, of which 60% of the registered capital is held by Mr. Xiao Bing and the remaining 40% is held by Ms. Yao. Mr. Xiao Bing, Ms. Yao and Professor Xiao are persons acting in concert. It is the intention of Tian An Investment to maintain and continue with the listing of the Company on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and its principal line of business in the research and development, manufacture and sale of base station antennas and related products. There is no present plan to inject any specific assets or businesses into the Company by Tian An Investment.

Based on the information made available to the Company, there will be no change in the composition of the Board following the completion of the Sale and Purchase. Shareholders of the Company (the “Shareholders”) and/or potential investors are reminded to exercise caution when dealing in the securities of the Company.

At the request of the Company, trading in Shares on the Stock Exchange was suspended from 9:30 a.m. on 6 April 2005 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in Shares on the Stock Exchange with effect from 9:30 a.m. on 7 April 2005.

By order of the Board
Xi'an Haitian Antenna Technologies Co., Ltd.*
Xiao Bing
Chairman of the Board

Xi'an, the PRC, 6 April 2005

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 Rules Governing the Listing of Securities on GEM 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.

* For identification purpose only