



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 13 May 2006 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 2005;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2005;
3. To consider and approve the audited consolidated financial statements and the report of the auditors of the Company for the year ended 31 December 2005;
4. To re-appoint Mr. Zhou Tianyou as an executive Director and to authorize the Board to fix his remuneration;
5. To re-appoint Mr. Qiang Wenyu as an independent non-executive Director and to authorize the Board to fix his remuneration;
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. **“THAT:**

- (A) there be granted to the Board an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (the “Shares”), whether domestic shares or H shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the articles of association of the Company (“Articles of Association”), shall not exceed:
    - (i) 20 per cent of the aggregate nominal amount of domestic shares of the Company in issue at the date of the passing of this Resolution; and
    - (ii) 20 per cent of the aggregate nominal amount of H shares of the Company in issue at the date of the passing of this Resolution; and
  - (c) the Board will only exercise its power under such mandate in accordance with the relevant provisions of the Company Law of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this Resolution:

**“Relevant Period”** means the period from the passing of this Resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (b) the expiration of the 12-month period following the passing of this Resolution; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

\* For identification purposes only

- (B) contingent on the Board resolving to issue Shares pursuant to sub-paragraph (A) of this Resolution, authorize the Board to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
  - (b) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);
  - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (A) of this Resolution, to register the increased capital with the relevant authorities in the PRC; and
  - (d) to make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.”

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

Xi'an, the PRC, 21 March 2006

*Notes:*

1. The register of members of the Company shall be closed from 13 April 2006 to 13 May 2006 (both days inclusive), during which period 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 at 4:00 p.m. 12 April 2006 shall be entitled to attend and vote at the AGM convened by the above notice and may appoint one or more proxies in writing to attend and vote on their behalf. 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 by post, for holders of H Shares, to the H Shares registrar of the Company at Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic Shares, to the Company's head office not less than 24 hours before the time for holding the AGM. 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.
5. Shareholders who intend to attend the AGM should complete and return the enclosed reply slip by hand or by post to the Company's H share registrar in case H Shares or to the Company's head office in case of domestic Shares, on or before 4:00 p.m. Friday, 21 April 2006.
6. Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against the resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.

7. The AGM is expected to take half a day. Shareholders or proxies attending the AGM shall be responsible for their own transportation, meal and accommodation expenses.
8. The address of the Company's head office is as follows:

No. 36, Gao Xin Liu Road  
Xi'an National Hi-tech Industrial Development Zone  
Xi'an, Shaanxi Province  
The PRC  
Post Code: 710075

Contact person: Mr. Liang Zhijun  
Tel: 86-29-87660010/86-29-87660182  
Fax: 86-29-87660012

9. The profiles of the executive Director and independent non-executive Director to be re-appointed in the AGM are as follows:

**Mr. Zhou Tianyou**

Mr. Zhou Tianyou, aged 43, graduated from the Electronics and Computer Science Department of Shanghai Jiao Tong University (上海交通大學) with a bachelor degree in automatic control engineering in 1983 and is an engineer. He has over 20 years experience in telecommunications field, having previously served in various senior positions including marketing manager of Beijing Digipro Information Technology Co. Ltd. (北京長信嘉信息技術有限公司), business development manager of Rockwell International (Overseas) Co., Ltd., Beijing Representative Office (羅克韋爾國際(海外)有限公司北京代表處) and chief representative of Altitude Software, Beijing Representative Office (荷蘭翱天軟件國際控股公司北京代表處). Mr. Zhou had been an independent non-executive Director from October 2000 to September 2005, and became the Chief Executive Officer of the Company in September 2005. Mr. Zhou does not held any position in other listed public companies in the past three years.

The appointment of Mr. Zhou shall take effect from 21 December 2005 until 19 May 2007, subject to re-appointment by the Shareholders at the AGM. Mr. Zhou does not receive any fee as an executive Director. However, pursuant to a labour contract entered into between Mr. Zhou and the Company, as the Chief Executive Officer of the Company, he is entitled to receive a salary of approximately RMB240,000 per annum and a discretionary bonus to be determined based on the performance of the Company.

As at the date of this announcement, Mr. Zhou 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 Governing the Listing of Securities (the "GEM Listing Rules") on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Save that he is an executive Director, Mr. Zhou does not have relationship with any of the Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

**Mr. Qiang Wenyu**

Mr. Qiang Wenyu, aged 32, graduated from the School of Management and Economics of Beijing Institute of Technology (北京理工大學) in 1994 and joined the service of China North Industries Corporation (中國北方工業公司) in 1995. In 1998, he served as General Manager of NIC Sports Inc. In 2003, Mr. Qiang assumed office as the deputy general manager of Silver City International (Holdings) Limited and the general manager of Throne Star International Limited. Mr. Qiang is a non-executive Director of Raymond Industrial Ltd., a company listed on the main board of the Stock Exchange.

The appointment of Mr. Qiang shall take effect from 21 December 2005 until 19 May 2007, subject to re-appointment by the Shareholders at the AGM. According to the labour contract entered into between Mr. Qiang and the Company, he is entitled to receive emoluments as the independent non-executive Director for RMB36,000 per annum. The emoluments of Mr. Qiang were determined on the basis of the prevailing market rate and his experience.

As at the date of this announcement, Mr. Qiang 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 of the Company, Mr. Qiang 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), 梁志軍先生 (Mr. Liang Zhijun) and 周天游先生 (Mr. Zhou Tianyou) being executive Directors; 王科先生 (Mr. Wang Ke), 劉永強先生 (Mr. Liu Yongqiang), 王全福先生 (Mr. Wang Quanfu), 王京女士 (Ms. Wang Jing) and 李文琦先生 (Mr. Li Wenqi) being non-executive Directors; and 龔書喜教授 (Professor. Gong Shuxi), 王鵬程先生 (Mr. Wang Pengcheng) and 強文郁先生 (Mr. Qiang Wenyu) 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.*