

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xi'an Haitian Antenna Technologies Co., Ltd. (the "Company"), you should at once hand this circular to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED PLACING OF PLACING SHARES  
AND  
SPECIFIC MANDATE TO ISSUE NEW H SHARES**

**Financial Adviser to the Company**



**匯金（資本）有限公司**  
Vision Finance (Capital) Limited

**Joint Placing Agents**



**匯金（證券）有限公司**  
Vision Finance (Securities) Limited

**SBICROSBY**  
SBI Crosby Limited

A letter from the Board dated 15 March 2007 is set out in pages 5 and 14 of this circular.

Notices convening the Domestic Shareholders Class Meeting (as defined in this circular) and the H Shareholders Class Meeting (as defined in this circular) to be held on Monday, 30 April 2007 at 3:00 p.m. and 3:10 p.m. (or immediately after the conclusion of adjournment of the Domestic Shareholders Class Meeting) respectively and the EGM at 3:20 p.m. (or immediately after the conclusion of adjournment of the H Shareholders Class Meeting) at Ya Jian International Golf Club, Xi'an, Shaanxi Province, The People's Republic of China, together with the reply slip and forms of proxy are enclosed herein.

If you intend to attend the Class Meetings or the EGM, please complete and return the enclosed reply slips and forms of proxy in accordance with the instruction printed thereon as soon as possible, and in any event no later than Tuesday, 10 April 2007 for the reply slips and no later than 24 hours before the time appointed for the meetings or any adjourned meetings thereof for the form of proxy.

Completion and return of the forms or proxy will not preclude you from attending and voting at the meetings should you wish to do so.

\* For identification purposes only

15 March 2007

## CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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## DEFINITIONS

*In this circular, the following expressions have the following meanings, unless the context otherwise requires:-*

“associate”	has the meaning as defined in the GEM Listing Rules
“BJ Holdings”	北京京泰投資管理中心 (Beijing Holdings Investment Management Co., Ltd.*), a State-owned enterprise established in the PRC
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Class Meetings”	the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	西安海天天綫科技股份有限公司 (Xi’an Haitian Antenna Technologies Co., Ltd.*), a joint stock company incorporated in the PRC and whose H Shares are listed on GEM
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission), the regulatory body responsible for the supervision and regulation of the PRC national securities market
“Definitive Placing Agreement”	the definitive placing agreement in relation to the Placing in a form to be agreed and to be entered into by, among other parties (if any), the Company and the Joint Placing Agents
“Directors”	the directors of the Company
“Domestic Share(s)”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB
“Domestic Shareholders Class Meeting”	the class meeting of the holders of the Domestic Shares to be convened by the Company for the purpose of approving, among other things, (i) the Placing; and (ii) the Specific Mandate
“EGM”	the extraordinary general meeting of all the existing Shareholders of the Company to be convened by the Company for the purpose of approving, among other things, (i) the Placing; and (ii) the Specific Mandate

\* For identification purposes only

## DEFINITIONS

“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing committee of the board of the Stock Exchange with responsible for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“H Share(s)”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in HK\$
“H Shareholders Class Meeting”	the class meeting of the holders of H Shares to be convened by the Company for the purpose of approving, among other things, (i) the Placing; and (ii) the Specific Mandate
“Hong Kong”	the Hong Kong Special Administration Region of the PRC
“Joint Placing Agents”	Vision Finance Securities and SBI Crosby
“Latest Practicable Date”	12 March 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New H Shares”	not more than 161,764,706 new H Shares to be issued under the Placing at the Placing Price
“Placing”	the possible placing of the Placing Shares
“Placing Shares”	the New H Shares and the Sale H Shares
“Placing Price”	the placing price per New Placing H Share to be agreed by the Company and the Joint Placing Agents upon the execution of the Definitive Placing Agreement
“Preliminary Placing Agreement”	the non-binding preliminary placing agreement dated 2 March 2007 and entered into between the Company and the Joint Placing Agents in relation to the Placing

## DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Sale H Shares”	such number of H Shares to be converted from the equivalent number of State-owned Domestic Shares pursuant to the requirements under the State-owned Shares Reduction Regulations and to be sold at the Placing Price under the Placing
“SASAC”	中國國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council of the PRC)
“SBI Crosby”	SBI Crosby Limited, a corporation licensed to conduct types 1 and 6 regulated activities under the SFO and one of the Joint Placing Agents in relation to the Placing
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time
“Shaanxi Silk”	陝西省絲綢進出口公司 (Shaanxi Silk Import and Export Corporation*)
“Shareholders”	holders of the Domestic Shares and the H Shares
“Shares”	Domestic Shares and H Shares
“Shenzhen Huitai”	深圳市匯泰投資發展有限公司 (Shenzhen Huitai Investment Development Company Limited*), a non State-owned enterprise established in the PRC
“Specific Mandate”	the specific mandate to be granted to the Directors by the Shareholders at the EGM and the Class Meetings to issue the New H Shares
“State-owned Shares Reduction Regulations”	減持國有股籌集社會保障資金管理暫行辦法 (the Provisional Administrative Measures for the Reduction of State-owned Shares and the Raising of the Social Security Fund) promulgated by 中國國務院 (the State Council of the PRC) on 12 June 2001
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* For identification purposes only

## DEFINITIONS

“Vision Finance Capital”	Vision Finance (Capital) Limited, a licensed corporation to carry out type 6 regulated activity under the SFO and the financial adviser to the Company
“Vision Finance Securities”	Vision Finance (Securities) Limited, a corporation licensed to conduct type 1 regulated activity under the SFO and one of the Joint Placing Agents in relation to the Placing
“XITIC”	西安國際信託投資有限公司 (Xi’an International Trust & Investment Co., Ltd.*)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

\* For identification purposes only

*In this circular, amounts in RMB have been translated, for illustration purposes, into HK\$ at the exchange rate of RMB1.00 to HK\$1.00.*

## LETTER FROM THE BOARD



### 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)**

*Executive Directors:*

Mr. Xiao Bing  
Mr. Liang Zhijun  
Mr. Zhou Tianyou

*Non-executive Director:*

Mr. Wang Ke  
Mr. Liu Yongqiang  
Mr. Sun Wenguo  
Ms. Wang Jing  
Mr. Li Wenqi

*Independent Non-executive Directors:*

Professor. Gong Shuxi  
Mr. Wang Pengcheng  
Mr. Qiang Wenyu

*Registered Office:*

No. 36 Gao Xin Liu Road  
Xi'an National Hi-tech Industrial  
Development Zone  
Xi'an, Shaanxi Province  
The People's Republic of China

*Principal place of business in Hong Kong:*

Unit 3103, 31st Floor  
Office Tower, Convention Plaza  
1 Harbour Road  
Wanchai  
Hong Kong

15 March 2007

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED PLACING OF PLACING SHARES AND SPECIFIC MANDATE TO ISSUE NEW H SHARES**

#### **INTRODUCTION**

On 5 March 2007, the Directors announced that Company and the Joint Placing Agents entered into the non-binding Preliminary Placing Agreement on 2 March 2007, pursuant to which the Joint Placing Agents have agreed in principle to severally procure placees to subscribe for and purchase an aggregate of not more than 177,941,177 Placing Shares at the Placing Price on a best effort basis upon the terms and conditions of the Definitive Placing Agreement.

\* For identification purpose only



## LETTER FROM THE BOARD

The New H Shares will be issued pursuant to the Specific Mandate. The Class Meetings and the EGM will be convened to consider and, if thought fit, approve, among other things, the grant of the Specific Mandate and the Placing and to authorise the Board to determine and deal with at its discretion and with full authority, matters relating thereto (including but not limited to the specific timing of the Placing, final number of New H Shares to be issued, pricing mechanism, final Placing Price and the number and proportion of Placing Shares to be issued and sold to each placee).

The purpose of this circular is to provide you with further information on the Placing, the Specific Mandate and other additional information as required by the GEM Listing Rules and to give you notices of the EGM and the Class Meetings.

Vision Finance Capital has been appointed by the Company as the financial adviser to the Company, and Vision Finance Securities and SBI Crosby have been appointed as the Joint Placing Agents in relation to the Placing.

### **PRELIMINARY PLACING AGREEMENT**

**Date:**

2 March 2007

**Parties:**

- (1) The Company
- (2) Vision Finance Securities; and
- (3) SBI Crosby

**Number of Placing Shares:**

An aggregate of not more than 177,941,177 Placing Shares, representing approximately 27.5% of the existing issued share capital of the Company and 22.0% of the issued share capital of the Company as enlarged by the Placing (assuming that the maximum number of the Placing Shares have been issued and sold), will be severally placed by the Joint Placing Agents on a best effort basis upon the terms of the Definitive Placing Agreement. The 177,941,177 Placing Shares comprise not more than 161,764,706 New H Shares and not more than 16,176,471 Sale H Shares to be converted from equal number of State-owned Domestic Shares. The 161,764,706 New H Shares represent approximately 25.0% of the existing issued share capital of the Company and 20.0% of the issued share capital of the Company as enlarged by the Placing. The 16,176,471 Sale H Shares represent approximately 2.5% of the existing issued share capital of the Company and 2.0% of the issued share capital of the Company as enlarged by the Placing.

## LETTER FROM THE BOARD

### **Placees:**

It is intended that the Placing Shares will be placed to not less than 6 but not more than 50 independent professional, institutional and/or individual investors who are independent of and not connected with any of the promoters, directors, supervisors, chief executives, substantial shareholders or management shareholders of the Company or any of its subsidiaries or their respective associates.

The Company and the Joint Placing Agents will ensure that no new substantial Shareholder will be introduced as a result of the Placing.

### **Placing Price:**

The Placing Price will be determined upon execution of the Definitive Placing Agreement, with reference to the average of the closing price of the H Shares for the 15 consecutive trading days before the date of execution of the Definitive Placing Agreement, subject to a discount of not more than 20% but the Placing Price should not in any event be less than the net asset value per H Share based on the Company's latest published audited net assets. This discount rate of not more than 20% is determined after arm's length negotiations between the Company and the Joint Placing Agents. Given the continuous funding requirement as a result of the expected launch of 3G in the PRC in 2007, and having considered the volatility of price and trading volume of H Shares since 2007, the Directors consider that the current pricing mechanism is reasonable to attract investors.

For reference and illustrative purposes only, the indicative placing price is approximately HK\$0.32 per New H Share (being a maximum discount of 20% to the average closing price of the H Share as quoted on GEM for the 15 consecutive trading days ended on 2 March 2007) and represents a premium of approximately 23.08% to the audited net assets per Share of approximately HK\$0.26 as at 31 December 2006 (calculated based on the audited consolidated net assets attributable to the Shareholders as at 31 December 2006 of approximately RMB170.35 million (equivalent to approximately HK\$170.35 million) as quoted in the results announcement for the year ended 31 December 2006 of the Company dated 9 March 2007 and 647,058,824 Shares in issue as at the Latest Practicable Date).

Subject to the fulfillment of the conditions set forth in the paragraph headed "Conditions of the Preliminary Placing Agreement" below and the Company and the Joint Placing Agents agreeing on the terms of the Definitive Placing Agreement, it is expected that the Definitive Placing Agreement will be executed as soon as practicable after the fulfillment of such conditions. The Definitive Placing Agreement will set out the definitive terms of the Placing, including the Placing Price. The Company will make further announcement(s) in relation to the Placing, including the major terms of the Definitive Placing Agreement, as and when necessary in accordance with the GEM Listing Rules.

## LETTER FROM THE BOARD

### **Conditions of the Preliminary Placing Agreement:**

The Company and the Joint Placing Agents shall execute the Definitive Placing Agreement on a date to be agreed between them after the following conditions have been fulfilled:

- (1) the obtaining of the necessary approval of the shareholders of the Company for the issue of the New H Shares and the sale of the Sale H Shares in accordance with the Company's articles of association and the applicable laws and regulations; and
- (2) the obtaining of all necessary consents and approvals of the relevant regulatory authorities in the PRC and Hong Kong for the issue of the New H Shares and the sale of the Sale H Shares, including the approval of the CSRC and the SASAC, if applicable.

As at the Latest Practicable Date, the abovementioned conditions have not been fulfilled.

### **Termination:**

The Preliminary Placing Agreement will lapse and has no effect on the date falling 6 months after the approval of the CSRC for the issue of the New H Shares and the sale of the Sale H Shares has been obtained. In such event no party to the Preliminary Placing Agreement shall have any claims against the other for any loss or damages.

There are no provisions in the Preliminary Placing Agreement which impose any obligation on the Company to sign the Definitive Placing Agreement or complete the Placing within a specific period of time.

### **Binding effect:**

The Company and the Joint Placing Agents agree that (i) the Preliminary Placing Agreement is not a legally binding agreement; (ii) the failure to execute and deliver the Definitive Placing Agreement shall impose no liability on the parties to the Preliminary Placing Agreement; and (iii) upon the termination of the Preliminary Placing Agreement, none of the parties to the Preliminary Placing Agreement shall have any further obligations thereunder. Until execution and delivery of the Definitive Placing Agreement, any party to the Preliminary Placing Agreement shall have the absolute right to terminate all negotiations for any reason without liability therefor, and shall have no liability whatsoever.

### **INDEPENDENCE OF THE JOINT PLACING AGENTS AND PLACEEES**

The Joint Placing Agents are, and the placees and their respective ultimate beneficial owners to be procured by them under the Placing will be, independent of and not connected with any of the promoters, directors, supervisors, chief executives, substantial shareholders or management shareholders of the Company or any of its subsidiaries or their respective associates.

## **LETTER FROM THE BOARD**

### **RANKING OF PLACING SHARES**

The New H Shares and the Sale H Shares, when issued/sold and fully paid, will rank pari passu in all respects among themselves and with the existing H Shares in issue, including the right to receive all future dividends and distributions which may be declared, made or paid after the date of issue of the New H Shares and sale of the Sale H Shares.

### **APPLICATION FOR LISTING**

The Company will apply to the GEM Listing Committee for the listing of and permission to deal in the Placing Shares.

Subject to the permission of the listing of, and to deal in, any or all of the Placing Shares on GEM and in compliance with the stock admission requirements of HKSCC, the Placing Shares (if any) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of the commencement of dealings in the Placing Shares on GEM or such other dates as determined by the HKSCC.

### **FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS IMMEDIATELY PRECEDING THE LATEST PRACTICABLE DATE**

The Company has not conducted any fund raising exercise in the past 12 months preceding the Latest Practicable Date.

### **POSSIBLE CHANGE IN SHARE CAPITAL AND SHAREHOLDING STRUCTURE**

Pursuant to the State-owned Shares Reduction Regulations, the holders of State-owned Domestic Shares have to transfer such amount of State-owned Domestic Shares which is equivalent to 10% of the amount to be raised by the issue of the New H Shares. As at the latest practicable date, XITIC, BJ Holdings and Shaanxi Silk are holders of State-owned Domestic Shares. Pursuant to the State-owned Shares Reduction Regulations, XITIC, BJ Holdings and Shaanxi Silk shall convert in aggregate not more than 16,176,471 State-owned Domestic Shares into Sale H Shares.

As advised by the PRC legal adviser of the Company, the Domestic Shares currently held by XITIC shall not be State-owned Domestic Shares in accordance with the relevant PRC regulations, and XITIC shall apply for confirmation of change of status of its Domestic Shares with the relevant PRC government authority. As informed by Shaanxi Silk, it has entered into an agreement to transfer all its Domestic Shares to Shenzhen Huitai, and such transfer has been approved by SASAC on 29 November 2006. As advised by the PRC legal adviser of the Company, the transfer will be effective upon approval by the Ministry of Commerce of the PRC and completion of the registration procedures with the Shaanxi Provincial Administration of Industry and Commerce. If XITIC obtains the aforesaid confirmation of change of status and Shaanxi Silk completes the transfer of its Domestic Shares prior to the completion of the Placing, XITIC and Shenzhen Huitai will not convert any of their Domestic Shares into H Shares and BJ Holdings shall convert not more than 16,176,471 State-owned Domestic Shares into Sale H Shares.

## LETTER FROM THE BOARD

For reference and illustrative purposes only, assuming that (i) the maximum number of the Placing Shares, that is, 177,941,177 Placing Shares, are issued and sold under the Placing, (ii) the transfer of all Domestic Shares held by Shaanxi Silk to Shenzhen Huitai becomes effective and XITIC receives confirmation of change of status of its Domestic Shares from the relevant PRC government authority, (iii) BJ Holdings converts 16,176,471 State-owned Domestic Shares into Sale H Shares, and (iv) there are no other changes in respect of the shareholding structure of the Company prior to the completion of the Placing, the share capital and the shareholding structure of the Company immediately before and after completion of the Placing will be as follows:

Holders of Domestic Shares or H Shares	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of shares</i>	%	<i>Number of shares</i>	%
<i>Domestic Shares</i>				
Xi'an Tian An Investment Company Limited*	180,000,000	27.82	180,000,000	22.25
Xi'an Jiefang Group Joint Stock Co., Ltd.*	100,000,000	15.45	100,000,000	12.36
XITIC	70,151,471	10.84	70,151,471	8.67
BJ Holdings	54,077,941	8.36	37,901,470	4.69
Shenzhen Huitai (Note 1)	45,064,706 (Note 1)	6.96	45,064,706 (Note 1)	5.57
Xi'an Zhengheng Investment & Advisory Co., Ltd.*	15,000,000	2.32	15,000,000	1.85
Wu Chi Yan	10,000,000	1.55	10,000,000	1.24
Chen Xiao Bin	6,000,000	0.93	6,000,000	0.74
Shaanxi Mengde Intellectual Property Industry Development Co., Ltd.*	5,000,000	0.77	5,000,000	0.62
<i>H Shares</i>				
Public	161,764,706	25.00	161,764,706	20.00
Placees – Public	–	–	177,941,177	22.00
	647,058,824	100.00	808,823,530	100.00 (Note 2)

\* For identification purposes only

## LETTER FROM THE BOARD

*Notes:*

- (1) On 29 November 2006, SASAC approved the transfer of the 45,064,706 Domestic Shares held by Shaanxi Silk to Shenzhen Huitai, an independent third party not connected with the promoters, the directors, the supervisors, the chief executive, the substantial or the management shareholders of the Company and its subsidiaries or any of their associates. However, the approval by the Ministry of Commerce of the PRC has not been obtained and the registration procedures with the Shaanxi Provincial Administration of Industry and Commerce have not been completed on the Latest Practicable Date.
- (2) The sum of all percentage may not add up to 100% due to rounding discrepancies.

### REASONS FOR THE PLACING AND PROPOSED USE OF PROCEEDS

The Group is principally engaged in the research and development, manufacture and sale of base station antennas and related products. In connection with such principal business, the Company also provides technical support, system integration and installation services of base station antennas.

As stated in the results announcement for the year ended 31 December 2006 of the Company, the Group will continue to enhance its product portfolio and to participate in various 3G network trials and testing, in order to prepare for the launch of 3G commercial application. It is expected that the PRC government will build more TD-SCDMA networks for testing the 3G technology platform in 2007 with an aim to prepare for future commercialisation of the self-developed standard before 2008 Olympic games are held. In response to the business opportunities expected to be arisen from the official launch of 3G in the PRC, the Directors expect that additional funding will be required to develop new products with an aim to achieve product diversification and to increase competitiveness in the market.

Based on the maximum number of the New H Shares of 161,764,706 to be issued under the Placing and the indicative placing price of approximately HK0.32 per New H Share (being a maximum discount of 20% to the average closing price per H Share as quoted on GEM for the 15 consecutive trading days ended on 2 March 2007), the gross proceeds from the placing of the New H Shares are estimated to be approximately HK\$51.76 million.

It is intended that the net proceeds from the placing of the New H Shares will be applied as follows:

- as to approximately 48% for further investment in production of TD-SCDMA products;
- as to approximately 15% for further empowering of the Group's research and development capabilities in order to enhance its product portfolio for existing business;
- as to approximately 8% for expansion of international market;

## LETTER FROM THE BOARD

- as to approximately 14% for repayment of bank loans of the Group; and
- as to approximately 15% to be used as the general working capital of the Group.

**Investors should note that final amount of fund raised will only be ascertained upon execution of the Definitive Placing Agreement.**

The Directors consider that the Placing represents a good opportunity for the Company to raise further funding for expanding its operation and also broaden its shareholder and capital bases. The Directors, including the independent non-executive Directors, believe that the terms of the Preliminary Placing Agreement are fair and reasonable and that the Placing is in the interests of the Company and the Shareholders as a whole.

### **SPECIFIC MANDATE**

The New H Shares will be issued pursuant to the Specific Mandate. The Class Meetings and the EGM will be convened to consider and, if thought fit, approve, among other things, the grant of the Specific Mandate and the Placing and to authorise the Board to determine and deal with at its discretion and with full authority, matters relating thereto (including but not limited to the specific timing of the Placing, final number of New H Shares to be issued, pricing mechanism, final Placing Price and the number and proportion of Placing Shares to be issued and sold to each placee). It is proposed that Specific Mandate is for the period from the passing of the relevant resolutions at the EGM and the Class Meetings up to the earliest of (i) the expiration of a 12-month period following the passing of the relevant resolutions at the EGM and the Class Meetings; or (ii) the revocation or variation of the Specific Mandate by special resolution(s) of the Shareholders in a general meeting or class meeting.

### **CLOSURE OF REGISTER OF MEMBERS**

The Company's register of H Share members will be closed from 30 March 2007 to 30 April 2007 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of members of the Company at the close of business on 29 March 2007 will be entitled to attend and vote at the EGM. In order to qualify to attend and vote at the EGM, all instruments of transfer must be delivered to the Company's registrar of H Share, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 29 March 2007.

### **SHAREHOLDERS' MEETINGS**

The EGM and the Class Meetings will be convened for the purpose of approving, among other things, the grant of the Specific Mandate and the Placing and to authorise the Board to determine and deal with at its discretion and with full authority, matters relating thereto (including but not limited to the specific timing of the Placing, final number of New H Shares to be issued, pricing mechanism, final Placing Price and the number and proportion of Placing Shares to be issued and sold to each placee).

## LETTER FROM THE BOARD

Since no Shareholders or their respective associates has any interests in the Placing (other than through their interests in the Company), accordingly, no Shareholders is required to abstain from voting at the EGM and the Class Meetings under the GEM Listing Rules.

Notices of the Domestic Shareholders Class Meeting, the H Shareholders Class Meeting and the EGM to be held on 30 April 2007 at Ya Jian International Golf Club, Xi'an, Shaanxi Province, the PRC, are set out on pages 15 to 26 of this circular.

The respective reply slips and forms of proxy for use at each of the EGM and the Class Meetings are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slips and form of proxy in accordance with the instructions printed thereon and return them to the registered office of the Company at No.36 Gao Xin Liu Road, Xi'an National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) as soon as possible and in any event for the reply slips, on or before 10 April 2007 and the proxy forms, not later than 24 hours before the respective time appointed for the holding the relevant meeting. Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

### **PROCEDURES TO DEMAND A POLL BY SHAREHOLDERS**

Pursuant to the articles of association of the Company, a resolution put to the vote of the general meeting shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded:

- (i) by the chairman of the meeting;
- (ii) by at least two Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders (including proxy) who, alone or together, representing one-tenth or more of the total voting rights of all Shareholders having the right to vote at the meeting.

### **PLACING MAY NOT PROCEED**

**Investors should be aware that the Company may or may not proceed further with the Placing and execute the Definitive Placing Agreement. Even if the Definitive Placing Agreement is executed, the Placing is expected to be subject to the satisfaction of a number of conditions to be agreed by, inter alia, the Company and the Joint Placing Agents. Investors are advised to exercise caution when dealing in the H Shares.**



## LETTER FROM THE BOARD

### GENERAL

This circular, which for 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 reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text prevails.

### RECOMMENDATION

The Directors consider that (i) the Placing; and (ii) the proposed granting of the Specific Mandate are fair and reasonable and are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM and the Class Meetings.

Yours faithfully,

By order of the Board

**Xi'an Haitian Antenna Technologies Co., Ltd.\***

**Xiao Bing**

*Chairman*

\* For identification purpose only

**NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING**



**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 IS HEREBY GIVEN** that the class meeting (the “Domestic Shareholders Class Meeting”) of holders of domestic shares (the “Domestic Shares”) of Xi’an Haitian Antenna Technology Company Limited (the “Company”) will be held at 3:00 p.m. on 30 April 2007 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 (“PRC”) to consider, if thought fit, pass with or without modifications, the following resolutions as special resolutions:

**SPECIAL RESOLUTIONS**

1. **“THAT**

- (a) the Preliminary Placing Agreement in relation to the engagement of the Joint Placing Agents as the joint placing agents to place, on a best effort basis, an aggregate of not more than 177,941,177 H Shares of RMB0.10 each in the capital of the Company, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Preliminary Placing Agreement be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorized to make changes or amendments to the Preliminary Placing Agreement as it may in its absolute discretion deem fit;
- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Preliminary Placing Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder.”

\* *For identification purposes only*

## NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

### 2. "THAT

- (a) the Board be and is hereby granted a specific mandate to allot and issue additional H Shares in the capital of the Company, which specific mandate can be exercised once or more than once during the Relevant Period, subject to the following conditions:
  - (i) such specific mandate shall not extend beyond the Relevant Period save that the directors of the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such power after the Relevant Period;
  - (ii) the aggregate nominal amount of new H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board pursuant to such specific mandate shall not exceed 25 per cent of all the Company's existing shares in issue as of the date of this resolution;
  - (iii) the Board shall only exercise their power under such specific mandate in accordance with the applicable laws and regulations of the PRC and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended, revised and supplemented from time to time);
- (b) contingent on the Board resolving to issue H Shares pursuant to subparagraph 2(a) above, the Board be authorized to:
  - (i) 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 H Shares including (without limitation):
    - (aa) determine the number of new H Shares to be issued;
    - (bb) determine the issue price of the new H Shares by reference to the average of the closing price of the H Shares for the 15 consecutive trading days before the date of execution of the agreement in relation to issue of the new H Shares, subject to a discount of not more than 20% but the issue price should not in any event be less than the net asset value per H Share based on the latest published audited net assets;
    - (cc) determine the use of proceeds of the new issue of H Shares; and

## NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

- (dd) making or granting such offers, agreements and options as may be necessary in exercise of such powers.
- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing new H Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (d) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

For the purpose of the above special resolutions:

“Board” means the board of directors of the Company;

“H Shares” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB0.10 each, which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of resolution 2 above until the earliest of (i) the expiration of a 12-months period following the passing of resolution 2 above; or (ii) the revocation or variation of the specific mandate by special resolution(s) of the shareholders of the Company in a general meeting or class meeting; and

“Preliminary Placing Agreement” means the preliminary placing agreement dated 2 March 2007 entered into between the Company, Vision Finance (Securities) Limited and SBI Crosby Limited.

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

Xi'an, the PRC, 15 March 2007

\* For identification purpose only

## NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

*Notes:*

1. The register of members of Domestic Shares will be closed from 30 March 2007 to 30 April 2007 (both days inclusive), during which period no transfer of Domestic Shares can be registered.
2. Holders of Domestic Shares whose names appear on the register of members of Domestic Shares at the close of business on 29 March 2007 shall be entitled to attend and vote at the Domestic Shareholders Class Meeting convened by the above notice and may appoint one or more proxies in writing 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 Domestic Shareholders Class Meeting is herewith enclosed. In order to be valid, the proxy form must be deposited by hand or by post to the Company's head office no later than 24 hours before the time for holding the Domestic Shareholders Class Meeting. 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 Domestic Shareholders Class Meeting.
5. Shareholders who intend to attend the Domestic Shareholders Class Meeting should complete and return the enclosed reply slip by hand or by post to the Company's head office, no later than Tuesday, 10 April 2007.
6. Shareholders or proxies attending the Domestic Shareholders Class Meeting should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. The Domestic Shareholders Class Meeting is expected to take half a day. Shareholders or proxies attending the Domestic Shareholders Class Meeting 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. Dang Changshui  
Tel: 86-29-87660182  
Fax: 86-29-87660012

# NOTICE OF THE H SHAREHOLDERS CLASS MEETING



## 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 IS HEREBY GIVEN** that the class meeting (the "H Shareholders Class Meeting") of holders of overseas listed foreign invested shares (the "H Shares") of Xi'an Haitian Antenna Technology Company Limited (the "Company") will be held at 3:10 p.m. on 30 April 2007 (or immediately after the conclusion or adjournment of the class meeting of the holders of domestic shares of the Company to be held on the same date) 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 ("PRC") to consider, if thought fit, pass with or without modifications, the following resolutions as special resolutions:

### **SPECIAL RESOLUTIONS**

1. **"THAT**
  - (a) the Preliminary Placing Agreement in relation to the engagement of the Joint Placing Agents as the joint placing agents to place, on a best effort basis, an aggregate of not more than 177,941,177 H Shares of RMB0.10 each in the capital of the Company, a copy of which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Preliminary Placing Agreement be and the same is hereby approved, confirmed and ratified and that the Board be and is hereby authorized to make changes or amendments to the Preliminary Placing Agreement as it may in its absolute discretion deem fit;
  - (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Preliminary Placing Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder."

\* *For identification purposes only*

## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

2. “THAT

- (a) the Board be and is hereby granted a specific mandate to allot and issue additional H Shares in the capital of the Company, which specific mandate can be exercised once or more than once during the Relevant Period, subject to the following conditions:
  - (i) such specific mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such power after the Relevant Period;
  - (ii) the aggregate nominal amount of new H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board pursuant to such specific mandate shall not exceed 25 per cent of all the Company’s existing shares in issue as of the date of this resolution;
  - (iii) the Board shall only exercise their power under such specific mandate in accordance with the applicable laws and regulations of the PRC and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended, revised and supplemented from time to time);
- (b) contingent on the Board resolving to issue new H Shares pursuant to sub-paragraph 2(a) above, the Board be authorized to:
  - (i) 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 H Shares including (without limitation):
    - (aa) determine the number of new H Shares to be issued;
    - (bb) determine the issue price of the new H Shares by reference to the average of the closing price of the H Shares for the 15 consecutive trading days before the date of execution of the agreement in relation to issue of the new H Shares, subject to a discount of not more than 20% but the issue price should not in any event be less than the net asset value per H Share based on the latest published audited net assets;
    - (cc) determine the use of proceeds of the new issue of H Shares; and

## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

- (dd) making or granting such offers, agreements and options as may be necessary in exercise of such powers.
- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing new H Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (d) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

For the purpose of the above special resolutions:

“Board” means the board of directors of the Company;

“H Shares” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB0.10 each, which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of resolution 2 above until the earliest of (i) the expiration of a 12-months period following the passing of resolution 2 above; or (ii) the revocation or variation of the specific mandate by special resolution(s) of the shareholders of the Company in a general meeting or class meeting; and

“Preliminary Placing Agreement” means the preliminary placing agreement dated 2 March 2007 entered into between the Company, Vision Finance (Securities) Limited and SBI Crosby Limited.

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

Xi'an, the PRC, 15 March 2007

\* For identification purposes only



## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

*Notes:*

1. The register of members of H Shares of the Company will be closed from 30 March 2007 to 30 April 2007 (both days inclusive), during which period no transfer of shares of the Company can be registered.
2. Holders of H Shares whose names appear on the register of members of H Shares of the Company at the close of business on 29 March 2007 shall be entitled to attend and vote at the H Shareholders Class Meeting convened by the above notice and may appoint one or more proxies in writing 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 H Shareholders Class Meeting is herewith enclosed. In order to be valid, the proxy form must be deposited by hand or by post to the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited no later than 24 hours before the time for holding the H Shareholders Class Meeting. 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 H Shareholders Class Meeting.
5. Shareholders who intend to attend the H Shareholders Class Meeting should complete and return the enclosed reply slip by hand or by post to the H Share registrar of the Company no later than Tuesday, 10 April 2007.
6. Shareholders or proxies attending the H Shareholders Class Meeting should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. The H Shareholders Class Meeting is expected to take half a day. Shareholders or proxies attending the H Shareholders Class Meeting shall be responsible for their own transportation, meal and accommodation expenses.
8. The address of the Company's H share registrar is as follows:

Rooms 1806-07, 18th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## NOTICE OF THE EGM



### 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 IS HEREBY GIVEN** that the extraordinary general meeting (the "EGM") of Xi'an Haitian Antenna Technology Company Limited (the "Company") will be held at 3:20 p.m. on 30 April 2007 (or immediately after the conclusion or adjournment of the class meeting of holders of overseas listed foreign invested shares of the Company to be held on the same date) 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 ("PRC") to consider, if thought fit, pass with or without modifications, the following resolutions as special resolutions:

#### **SPECIAL RESOLUTIONS**

1. **"THAT**
  - (a) the Preliminary Placing Agreement in relation to the engagement of the Joint Placing Agents as the joint placing agents to place, on a best effort basis, an aggregate of not more than 177,941,177 H Shares of RMB0.10 each in the capital of the Company, a copy of which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Preliminary Placing Agreement be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorized to make changes or amendments to the Preliminary Placing Agreement as it may in its absolute discretion deem fit;
  - (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Preliminary Placing Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder."

\* *For identification purposes only*

## NOTICE OF THE EGM

### 2. "THAT

- (a) the Board be and is hereby granted a specific mandate to allot and issue additional H Shares in the capital of the Company, which specific mandate can be exercised once or more than once during the Relevant Period, subject to the following conditions:
  - (i) such specific mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such power after the Relevant Period;
  - (ii) the aggregate nominal amount of new H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board pursuant to such specific mandate shall not exceed 25 per cent of all the Company's existing shares in issue as of the date of this resolution;
  - (iii) the Board shall only exercise their power under such specific mandate in accordance with the applicable laws and regulations of the PRC and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended, revised and supplemented from time to time);
- (b) contingent on the Board resolving to issue new H Shares pursuant to sub-paragraph 2(a) above, the Board be authorized to:
  - (i) 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 H Shares including (without limitation):
    - (aa) determine the number of new H Shares to be issued;
    - (bb) determine the issue price of the new H Shares by reference to the average of the closing price of the H Shares for the 15 consecutive trading days before the date of execution of the agreement in relation to issue of the new H Shares, subject to a discount of not more than 20% but the issue price should not in any event be less than the net asset value per H Share based on the latest published audited net assets;
    - (cc) determine the use of proceeds of the new issue of H Shares; and

## NOTICE OF THE EGM

- (dd) making or granting such offers, agreements and options as may be necessary in exercise of such powers.
- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing new H Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (d) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

For the purpose of the above special resolutions:

“Board” means the board of directors of the Company;

“H Shares” means the overseas listed foreign invested shares in the share capital of the Company, with a par value of RMB0.10 each, which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of resolution 2 above until the earliest of (i) the expiration of a 12-months period following the passing of resolution 2 above; or (ii) the revocation or variation of the specific mandate by special resolution(s) of the shareholders of the Company in a general meeting or class meeting; and

“Preliminary Placing Agreement” means the preliminary placing agreement dated 2 March 2007 entered into between the Company, Vision Finance (Securities) Limited and SBI Crosby Limited.

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

Xi'an, the PRC, 15 March 2007

\* For identification purpose only

## NOTICE OF THE EGM

*Notes:*

1. The register of members of the Company will be closed from 30 March 2007 to 30 April 2007 (both days inclusive), during which period no transfer of shares of the Company can be registered.
2. Holders of domestic shares and H shares whose names appear on the register of members of the Company at the close of business on 29 March 2007 shall be entitled to attend and vote at the EGM convened by the above notice and may appoint one or more proxies in writing 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 EGM 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, Computershare Hong Kong Investor Services Limited and, for holders of domestic shares, to the Company's head office, no later than 24 hours before the time for holding the EGM. 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 EGM.
5. Shareholders who intend to attend the EGM should complete and return the enclosed reply slip by hand or by post, for holders of H Shares, to the H share registrar of the Company and, for holders of domestic shares, to the Company's head office no later than Tuesday, 10 April 2007.
6. Shareholders or proxies attending the EGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. The EGM is expected to take half a day. Shareholders or proxies attending the EGM 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. Dang Changshui  
Tel: 86-29-87660182  
Fax: 86-29-87660012

The address of the Company's H share registrar is as follows:

Rooms 1806-07, 18th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong