

**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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**西安海天天线科技股份有限公司**  
**XI'AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.\***

*(A joint stock limited company incorporated in the People's Republic of China)*  
(Stock Code: 8227)

**PROPOSED RE-ELECTION OF  
DIRECTORS AND SUPERVISORS**

A notice convening the annual general meeting of the Company (the "AGM") to be held on Monday, 30 April 2007 at 3:30 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company to be held on the same date) at Ya Jian International Golf Club, Xi'an, Shaanxi Province, the People's Republic of China, together with the reply slip and form of proxy are enclosed herein.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return them to the head 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 holders of domestic shares), or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), as soon as possible and in any event, for the reply slip, no later than 10 April 2007, and for the form of proxy, no later than 24 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you wish to do so.

\* For identification purposes only

## 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:*

“AGM”	the annual general meeting of the Company for the year ended 31 December 2006 to be held on 30 April 2006 at 3:30 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company to be held on the same date) at Ya Jian International Golf Club, Xi’an, Shaanxi Province, the PRC
“Articles of Association”	the articles of associations of the Company
“Board”	the board of Directors
“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
“Directors”	the directors of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administration Region of the PRC
“H Shares”	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\$
“Latest Practicable Date”	12 March 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

\* For identification purposes only

## DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	Holder(s) of the Domestic Shares and the H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

## 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 RE-ELECTION OF DIRECTORS AND SUPERVISORS

#### INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the purpose of, among other things, approving the re-election of the existing Directors and Supervisors as directors and supervisors of the third-session of Board and the Supervisory Committee, respectively.

#### RE-ELECTION OF DIRECTORS AND SUPERVISORS

Pursuant to the Articles of Association, the Board shall be formed by 11 Directors. The Supervisory Committee shall be formed by 5 Supervisors, of which 1 shall be representative of Shareholders, 2 shall be representatives of the Company's staff and 2

\* For identification purposes only

## LETTER FROM THE BOARD

shall be independent Supervisors. The term of each session of the Board and the Supervisory Committee shall be three years. Upon expiry of the term, a Director and a Supervisor shall be eligible for re-election and re-appointment. The Directors, the Supervisors representing the Shareholders and the independent Supervisors shall be elected by Shareholders in general meeting. The Supervisors representing the Company's staff shall be elected democratically by the Company's staff.

The term of the second session of the Board and the Supervisory Committee will expire on 19 May 2007. Resolutions will be proposed at the AGM to (i) approve the re-election and re-appointment of the existing Directors, Supervisors representing the Shareholders and independent Supervisors as the directors and supervisors of the third session of the Board and the Supervisory Committee, respectively; and (ii) authorize the Board to fix the remuneration of directors and supervisors of the third session of the Board and the Supervisory Committee. The term of the third session of the Board and the Supervisory Committee will be for a period of three years which is proposed to commence on 20 May 2007.

### BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SUPERVISORS PROPOSED TO BE RE-ELECTED

The biographical details of the existing Directors and Supervisors proposed to be re-elected and re-appointed at the AGM as directors and supervisors of the third session of the Board and the Supervisory Committee, respectively, are set forth below:

#### Executive Directors:

**Mr. Xiao Bing (肖兵先生)**, aged 41, is the son of Professor Xiao Liangyong, the founder of the Company. Mr. Xiao studied in the college of continuous education of Xidian University (西安電子科技大學) ("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 Xi'an Haitian Communications Equipment Company Limited (西安海天通訊設備有限公司) from 1999 to 2000. He joined the Group as an executive Director and first assumed the post of the president of the Company since October 2000. Mr. Xiao Bing was elected the chairman of the Board since August 2004.

Mr. Xiao Bing is interested in 180,000,000 Domestic Shares held by Xi'an Tian An Investment Company Limited (西安天安投資有限公司) ("Tian An Investment"), which is beneficially owned as to 60% by Mr. Xiao Bing and 40% by Ms. Yao Wenli. By virtue of the SFO, Mr. Xiao Bing is deemed to be interested in the same 180,000,000 Domestic Shares held by Tian An Investment.

**Mr. Liang Zhijun (梁志軍先生)**, aged 43, graduated from Shaanxi Institute of Mechanical Engineering (陝西機械學院), now known as Xi'an University of Technology (西安理工大學), in 1985 and was a lecturer in Xidian University from 1985 to 1993. Mr. Liang worked in China National Electronics Import & Export Corporation, Hainan Branch (中國電子進出口總公司海南公司) from 1988 to 1989 and Xi'an Datang Telecom Company

## LETTER FROM THE BOARD

Limited (西安大唐電信有限公司) from 1993 to 2000. He joined the Group in July 2000. He was appointed as the vice president of the Company in April 2004. Mr. Liang had been nominated by the Board as an executive Director and an authorized representative of the Company in April 2005.

**Mr. Zhou Tianyou (周天游先生)**, aged 44, graduated from the Electronics and Computer Science Department of Shanghai Jiaotong 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 the chief executive officer of the Company from September 2005 to December 2006, and had been nominated as an executive Director in December 2005.

### Non-executive Directors

**Mr. Wang Ke (王科先生)**, aged 60, 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 Group as a non-executive Director since May 2004. Mr. Wang has been the chairman of the board of directors of Xi'an Jiefang Group Co. Ltd. (西安解放集團股份有限公司) ("Xi'an Jiefang Group"), a substantial shareholder of the Company interested in approximately 15.45% of the Company's issued share capital and a listed company with its domestic A shares trading on the Shenzhen Stock Exchange, since January 1995.

**Mr. Liu Yongqiang (劉永強先生)**, aged 68, graduated from the Northwest Journalism Institute (西北新聞刊授學院) in 1987 and became the deputy secretary-general of Xi'an Municipal People's Government in 1989. Mr. Liu became the chairman of the board of Xi'an International Trust & Investment Co., Ltd. (西安國際信托投資有限公司) ("XITIC"), a substantial Shareholder, in 1999 and joined the Company as a non-executive Director since October 2000.

**Mr. Sun Wenguo (孫文國先生)** aged 31, graduated from the Department of International Finance of Xi'an Financial and Economic Institute (陝西財經學院) in 1998 with a bachelor degree. Mr. Sun previously worked in international section of Industrial and Commercial Bank of China, Dalian Branch and Xi'an Gaoxin Hospital Co., Ltd. (西安高新醫院有限公司). Currently, he holds the positions of the head of investment department and chairman of the 6th supervisory committee of Xi'an Jiefang Group and he is also the supervisor of Xi'an Kaiyuan Shopping Mall Co., Ltd. (西安開元商城有限公司). Mr. Sun was appointed as a non-executive Director in October 2006.



## LETTER FROM THE BOARD

**Mr. Li Wenqi (李文琦先生)**, aged 41, graduated from Shaanxi College of Finance and Economics (陝西財經學院), now known as Xi'an Jiaotong University (西安交通大學). He worked for Shaanxi Silk Import & Export Corporation (陝西絲綢進出口公司) ("Shaanxi Silk"), one of the substantial shareholders of the Company, as the deputy chief and manager of planning and finance department from October 1987 to April 1994 and from April 1994 to October 1997 respectively and the assistant to general manager and manager of planning and finance department from October 1997 to May 2001. He is an accountant and the chief accountant and manager of planning and finance department of Shaanxi Silk since May 2001. He joined the Company as a non-executive Director since October 2000.

**Ms. Wang Jing (王京女士)**, aged 35, graduated from Beijing Finance and Trade College (北京財貿學院) in September 1988. Ms. Wang was the vice general manager of Beijing Holdings Investment Management Co., Ltd. (北京京泰投資管理中心), one of the substantial shareholders, since February 2004 and was elected as a non-executive Director since May 2004.

### **Independent Non-executive Directors**

**Professor Gong Shuxi (龔書喜教授)**, aged 50, graduated from Northwest Institute of Communications Engineering (西北電訊工程學院), now known as Xidian University, with a bachelor degree, and from Xi'an Jiaotong University with master and doctorate degrees in electromagnetic and microwave technology and is a professor. Professor Gong became the professor in Antenna Research Institute of Xidian University in 1997. Since October 2000, he was elected as an independent non-executive Director.

**Mr. Wang Pengcheng (王鵬程先生)**, aged 39, graduated from Shaanxi Finance College (陝西財經學院) 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 Xi'an Finance Bureau (西安財政局), a shareholder of XITIC which in turn is a substantial Shareholder of the Company. He then joined Xi'an Zigma Accountants, LLC (西安西格瑪有限責任會計師事務所) as the vice chief executive of the firm until present. He was elected as an independent non-executive Director since 30 September 2004.

**Mr. Qiang Wenyu (強文郁先生)**, aged 33, 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. He was elected as an independent non-executive Director since December 2005.

## LETTER FROM THE BOARD

### Supervisors

**Mr. Liu Jiyang** (劉激揚先生), aged 39, graduated from Xi'an Jiaotong University with a bachelor degree in management engineering in 1989 and a master degree in economic laws in 1993. Mr. Liu was employed by Xi'an Datang Telecom Company Limited (西安大唐電信有限公司) as the enterprise legal adviser and deputy general manager of Xi'an Shanmai Technology Development Company Limited (西安山脈科技發展有限公司) from April 2001 to February 2002. From March 2002 till now, he has been working as the general manager of Xi'an Xiesheng Technology Company Limited (西安協聖科技有限責任公司) and was elected as a Supervisor in October 2002.

**Professor Shi Ping** (師萍教授), aged 57, holds a doctorate degree. Professor Shi has worked as a professor, tutor of doctorate students, deputy manager of the Institute of Economics and Management in Northwest University (西北大學) since December 1985. Currently, she is an independent non-executive director of Xi'an Jiefang Group. She was elected as a Supervisor in October 2002.

**Mr. Gu Linqiang** (谷林強先生), aged 40, graduated from Shandong University (山東大學) in 1989 with a bachelor degree in management science. In 1994, Mr. Gu worked in the credit department of XITIC. In 1997, he was posted to the investment banking division of XITIC and assumed the posts of deputy manager. Mr. Gu was elected as a Supervisor in October 2002.

Besides, the biographic details of the existing Supervisors representing the Company's staff proposed to be re-elected and re-appointed by the Company's staff as supervisors of the third session of the Supervisory Committee are as follows:

**Mr. Hu Hui** (胡暉先生), aged 40, graduated from Changsha Railway College (長沙鐵道學院), now know as Central South University (中南大學), major in mechanical engineering in 1989 and is an engineer. Mr. Hu was employed by Zhuzhou Gear Co., Ltd. (株州齒輪股份有限公司) from 1989 to December 2001. He joined the Group in May 2002, and then became the manager of the corporate planning department and a Supervisor in July 2002.

**Ms. Sun Guilian** (孫桂蓮小姐), aged 43, graduated from Zhongnan University of Economics and Law (中南財經政法大學) majoring in business administration in 2002. She was employed by the No. 704 factory of the State and worked in the enterprise statistics department from 1984 to 2000. Ms. Sun joined the Group in September 2000 and was elected as a Supervisor in July 2002.

Save as disclosed herein, (i) the above persons have no relationship with any directors, supervisors and senior management or substantial shareholders or controlling shareholders of the Company; (ii) the above persons have no interest in the Shares within the meaning of Part XV of the SFO; and (iii) the above persons do not hold any position with the Company or its subsidiaries and do not have any other directorship held in listed public companies in the last three years.

## LETTER FROM THE BOARD

Save as disclosed herein, the Company considers that in relation to the re-election and re-appointment of the above persons as directors and supervisors of the third session of the Board and the Supervisory Committee, respectively, there is no information which is discloseable nor are/were the above persons involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### PROPOSED REMUNERATION OF DIRECTORS AND SUPERVISORS OF THE THRID SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

Pursuant to the service contracts entered into between the Company and each of the existing Directors and Supervisors, respectively, the service contacts will continue in effect if a Director or a Supervisor (as the case may be) is re-elected and re-appointed as Director or Supervisor by the Shareholders in general meeting (for Directors, Supervisor representing the Shareholders and independent Supervisors) or by the Company's staff (for Supervisors representing the Company's staff).

A resolution will be proposed at the AGM to authorize the Board to fix the remuneration of directors and supervisors of the third session of the Board and the Supervisory Committee.

It is proposed that the remuneration of the existing Directors and Supervisors, if they are re-elected and re-appointed as directors and supervisors of the third session of the Board and the Supervisory Committee, respectively, will be same as the remuneration under their respective existing service contracts. The annual remuneration of the existing Directors and Supervisors under their respective service contracts are set forth below:

<b>Executive Directors</b>	Mr. Xiao Bing (肖兵先生)	RMB651,120
	Mr. Liang Zhijun (梁志軍先生)	RMB184,200
	Mr. Zhou Tianyou (周天游先生)	RMB500,160
<b>Non-executive Directors</b>	Mr. Wang Ke (王科先生)	RMB6,000
	Mr. Liu Yongqiang (劉永強先生)	RMB6,000
	Mr. Sun Wenguo (孫文國先生)	RMB6,000
	Mr. Li Wenqi (李文琦先生)	RMB6,000
	Ms. Wang Jing (王京女士)	RMB6,000
<b>Independent Non-executive Directors</b>	Professor Gong Shuxi (龔書喜教授)	RMB36,000
	Mr. Wang Pengcheng (王鵬程先生)	RMB36,000
	Mr. Qiang Wenyu (強文郁先生)	RMB36,000
<b>Supervisors</b>	Mr. Liu Jiyang (劉激揚先生)	RMB36,000
	Professor Shi Ping (師萍教授)	RMB36,000
	Mr. Gu Linqiang (谷林強先生)	RMB36,000
	Mr. Hu Hui (胡暉先生)	RMB42,000
	Ms. Sun Guilian (孫桂蓮小姐)	RMB42,000

## LETTER FROM THE BOARD

### THE AGM

Resolutions will be proposed at the AGM for the purpose of approving, among other things, the re-election and re-appointment of the existing Directors and the Supervisors as directors and supervisors of the third session of the Board and the Supervisory Committee, respectively, and to authorise the Board to fix the remuneration of directors and supervisors of the third session of the Board and the Supervisory Committee.

A notice convening the AGM to be held at 3:30 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting to be held on the same date) on 30 April 2007 at Ya Jian International Golf Club, Xi'an, Shaanxi Province, the PRC, is set out on pages 11 to 14 of this circular.

The reply slip and form of proxy for use at the AGM are enclosed. Whether or not you are able to attend the AGM, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return them to the head 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 holders of Domestic Shares), or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), as soon as possible and in any event, for the reply slip, no later than 10 April 2007, and for the form of proxy, no later than 24 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

### 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 AGM. In order to qualify to attend and vote at the AGM, 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.

### PROCEDURES TO DEMAND A POLL BY SHAREHOLDERS

Pursuant to the Articles of Association, 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

## LETTER FROM THE BOARD

- (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.

### GENERAL

This circular, 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 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 the proposed resolutions referred to in this circular are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the notice of the AGM.

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

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL 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 annual general meeting (the "AGM") of Xi'an Haitian Antenna Technology Company Limited (the "Company") will be held at 3:30 p.m. on 30 April 2007 (or immediately after the conclusion or adjournment of the extraordinary general meeting 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:

#### ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2006;
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2006;
3. To consider and, if thought fit, to approve the audited consolidated financial statements and the report of the auditors of the Company for the year ended 31 December 2006;
4. To consider and, if thought fit, to approve the profit distribution proposal for the year ended 31 December 2006 (if any); and
5. To re-appoint CCIF CPA Limited as the Company's auditors and to authorize the Board to fix their remuneration;
6. To consider and, if thought fit, to approve the re-election of Mr. Xiao Bing as the executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
7. To consider and, if thought fit, to approve the re-election of Mr. Liang Zhijun as the executive director of the third session of the Board for a term of three years commencing from 20 May 2007;

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, to approve the re-election of Mr. Zhou Tianyou as the executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
9. To consider and, if thought fit, to approve the re-election of Mr. Wang Ke as the non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
10. To consider and, if thought fit, to approve the re-election of Mr. Liu Yongqiang as the non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
11. To consider and, if thought fit, to approve the re-election of Mr. Li Wenqi as the non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
12. To consider and, if thought fit, to approve the re-election of Ms. Wang Jing as the non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
13. To consider and, if thought fit, to approve the re-election of Mr. Sun Wenguo as the non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
14. To consider and, if thought fit, to approve the re-election of Professor Gong Shuxi as the independent non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
15. To consider and, if thought fit, to approve the re-election of Mr. Wang Pengcheng as the independent non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
16. To consider and, if thought fit, to approve the re-election of Mr. Qiang Wenyu as the independent non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
17. To consider and, if thought fit, to approve the re-election of Mr. Liu Jiyang as the supervisor of the third session of the supervisory committee of the Company for a term of three years commencing from 20 May 2007;
18. To consider and, if thought fit, to approve the re-election of Professor Shi Ping as the supervisor of the third session of the supervisory committee of the Company for a term of three years commencing from 20 May 2007;
19. To consider and, if thought fit, to approve the re-election of Mr. Gu Linqiang as the supervisor of the third session of the supervisory committee of the Company for a term of three years commencing from 20 May 2007; and

## NOTICE OF ANNUAL GENERAL MEETING

20. To authorize the Board to fix the remuneration of directors and supervisors of the third session of the Board and the supervisory committee of the Company.

### SPECIAL RESOLUTION

To consider and, if though fit, to approve and 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 on the date of passing of this resolution provided that the China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited and other relevant regulatory authorities granting the relevant approvals; and to authorise the Board to handle all relevant matters in relation to such allotment 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 allotment or issue and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.

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

- (i) the last day of the 12 months from the date of passing this resolution; and
- (ii) 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, 15 March 2007

*Notes:*

1. The register of members of the Company shall 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 AGM 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 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 and, for holders of domestic shares, to the Company's head office no later 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.

\* For identification purposes only



## NOTICE OF ANNUAL GENERAL MEETING

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, 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 AGM 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 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. Dang Changshui  
Tel: 86-29-87660182  
Fax: 86-29-87660012

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

Rooms 1806-1807, 18th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong