



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

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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.”

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;

* *For identification purposes only*

- (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
 - (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 sub-paragraph 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

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

As at the date of this announcement, the Board comprises 肖兵先生 (Mr. Xiao Bing), 梁志軍先生 (Mr. Liang Zhijun) and 周天游先生 (Mr. Zhou Tianyou) being executive Directors; 王科先生 (Mr. Wang Ke), 劉永強先生 (Mr. Liu Yongqiang), 孫文國先生 (Mr. Sun Wen guo), 王京女士 (Ms. Wang Jing) and 李文琦先生 (Mr. Li Wenqi) being non-executive Directors; and 龔書喜教授 (Professor. Gong Shuxi), 王鵬程先生 (Mr. Wang Pengcheng) and 強文郁先生 (Mr. Qiang Wenyu) being independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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