



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

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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that 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;
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;

\* *For identification purposes only*

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
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.
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

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