

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

A notice convening the annual general meeting of the Company (the "AGM") to be held on Friday, 18 May 2007 at 2:30 p.m. 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 28 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.

## 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
“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
“Director(s)”	the director(s) 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
“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”	28 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
“Previous Circular”	the circular of the Company dated 15 March 2007 in relation to re-election of Directors and Supervisors
“Previous Notice”	the notice of the AGM dated 15 March 2007

\* 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

2 April 2007

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

#### INTRODUCTION

Subsequent to the publication of the Previous Circular and the Previous Notice, the Company received nominations of Directors and Supervisors from Shareholders and was informed that certain Directors and Supervisors will not stand for re-election upon expiry of the second session of the Board and the Supervisory Committee. The Board has resolved to postpone the AGM from 30 April 2007 to 18 May 2007 and re-propose the resolutions to be passed at the AGM.

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

\* For identification purposes only

## LETTER FROM THE BOARD

### 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 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. The Company was informed that, among the Directors and the Supervisors of the second session of the Board and the Supervisory Committee,

- (i) Mr. Zhou Tianyou, Mr. Wang Ke, Mr. Liu Yongqiang and Mr. Wang Pengcheng will retire and will not stand for re-election as Directors of the third session of the Board;
- (ii) Mr. Liu Jiyang and Gu Linqiang will retire and will not stand for re-election as Supervisors of the third session of the Supervisory Committee; and
- (iii) Mr. Hu Hui, being the Supervisor representing the staff of the Company, will retire and will not stand for re-election by the staff of the Company.

The other Directors and Supervisors of the second session of the Board and the Supervisory Committee have confirmed that they will offer themselves for re-election at the AGM.

To the best of the Directors' knowledge, information and belief having made reasonable enquiry, regarding the retirement of Directors and Supervisors, there are no disagreements among the Board and among the Supervisory Committee and there are no matters that need to be brought to the attention of the Shareholders.

### PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS

In addition to the proposed re-election of Directors and Supervisors, the Board proposes the following new appointments to constitute the third session of the Board and the Supervisory Committee:

- (i) Mr. Zuo Hong as executive Director;
- (ii) Mr. Luo Maosheng and Mr. Xing Changling as non-executive Directors;
- (iii) Mr. Lei Huafeng as independent non-executive Director;
- (iv) Mr. Liu Yongqiang, a non-executive Director of the second session of the Board, and Mr. Yang Jun, as Supervisors; and
- (v) Mr. Mei Jie as Supervisor representing the staff of the Company.

## LETTER FROM THE BOARD

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

#### 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 beneficially owns 60% interest in Xi’an Tian An Investment Company Limited (西安天安投資有限公司) (“Tian Investment”), which in turn beneficially owns approximately 27.81% of the issued share capital of the Company. Mr. Xiao Bing is therefore deemed to be interested in 27.81% of the issued share capital of the Company owned by Tian Investment by virtue of the SFO.

**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 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.

#### Non-executive Directors:

**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 Joint Stock Co., Ltd. (西安解放集團股份有限公司) (“Xi’an Jiefang Group”), a substantial Shareholders and whose shares are listed on Shenzhen Stock Exchange, 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.

**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



## LETTER FROM THE BOARD

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 Jiantong 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. 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.

### **Supervisors**

**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.

**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, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, (i) the above persons have no relationship with any directors, supervisors and senior management or substantial shareholders or controlling

## LETTER FROM THE BOARD

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.

Save as disclosed herein, the Company considers that in relation to the re-election of the above persons as Directors and Supervisors, 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.

### BIOGRAPHICAL DETAILS OF THE NEW DIRECTORS AND SUPERVISORS PROPOSED TO BE APPOINTED

#### Executive Director:

**Mr. Zuo Hong** (左宏先生), aged 44, graduated from Xidian University(西安電子科技大學) and obtained the qualification of Senior Engineer in 2005. He had been the instructor of Armed Police Force of Xi'an. He took the position of trainer and chief technical director of engineering and technology department in Xi'an Huilaing Electronic Technologies Co., Ltd. (西安慧良電子科技有限公司) in 1995 and 1997 respectively. Since September 1999, he has been the chairman and general manager of Xi'an Tianditong Communication Development Co., Ltd.(西安天地通通信發展有限公司). Mr. Zuo was appointed as the general manager of Xi'an Haitian Communication System Engineering Co. Ltd. (西安海天通訊系統工程公司), a subsidiary of the Company, in July 2006. In December 2006, he served as assistant to the chief executive officer of the Company. Mr. Zuo has served as executive director of Xi'an Hi-tech Communication Software Co., Ltd. (西安海泰科通訊軟件公司), a subsidiary of the Company, since December 2006 and the head of the sales and marketing department of the Company since January 2007.

#### Non-executive Directors:

**Mr. Luo Maosheng** (羅茂生先生), aged 45, graduated from Xi'an Business School (西安市商業學校) in 1980 and from Northwest University (西北大學) in MBA advanced studies in 2002. He obtained the qualification of senior accountant in 1998 and the honors of "Chinese Outstanding Accountant" and "National Outstanding CFO" in 2005. With over 20 years experience in financial management, Mr. Luo had served at several management positions. In 1986, he served as the head of the finance division and deputy chief accountant of Tancheng Shopping Mall. In 2004, Mr. Luo served as the financial controller of Xi'an Yinqiao Biotechnology Company Limited (西安銀橋生物科技有限公司). He has been the financial controller and director of Xi'an Jiefang Group since 1995 and deputy general manager of Xi'an Jiefang Group since 2006.

**Mr. Xing Changling** (杏昌靈先生), aged 39, senior accountant, graduated from Shaanxi Finance and Economics College (陝西財經學院) in 1991 and received a master degree from Northwest University (西北大學) in 1999. He jointed Xi'an International Trust

## LETTER FROM THE BOARD

& Investment Co., Ltd.\* (“XITIC”) (西安國際信托投資有限公司), a substantial Shareholder, in 1986, and served as the vice-director of planning and finance department in 1992, the manager of international business department in 1994, has been appointed as the vice general manager of XITIC since 1997. He is also the chairman of Xi’an YingXun Investment Trust Co., Ltd.(西安盈訊投資有限公司) and The Assets Investment Co., Ltd. of Xi’an Economics Development Zone (西安經濟技術開發區資產投資有限公司) respectively.

### **Independent Non-executive Director:**

**Mr. Lei Huafeng (雷華鋒先生)**, aged 44, had obtained a MBA from Northwestern University (西北大學). Mr. Lei worked as vice general manager of Xi’an Property Rights Exchange Center (西安產權交易中心) in 1992 and general manager of Xi’an Zenith Assets Evaluation Co. Ltd. (西安正衡資產評估公司) in 1997. He has been the chairman of Xi’an Zenith Assets Evaluation Co. Ltd. and Shaanxi Zenith Group (陝西正衡集團公司) since 2000.

In 2003, Mr. Lei was elected as the commissioner of the ninth session of CPPCC Shaanxi Committee (陝西省政協). Besides, Mr. Lei also holds various positions including the vice-chairman of Shaanxi CPA (陝西省註冊會計師協會); the member of Shaanxi Audit Committee (陝西省審計學會); the independent director of China Dairy Group (中國乳業), a company listed on the Singapore Stock Exchange; Tande Co., Ltd. (天地源股份有限公司), a listed company with its domestic A shares trading on the Shanghai Stock Exchange; and Xi’an Tourism Group (西安旅遊(集團)股份有限公司), a listed company with its domestic A shares trading on the Shenzhen Stock Exchange. He is the director of Cartell of Shaanxi Joint Stock Company Union (陝西省股份制企業聯合會); the vice-chairman of Xi’an System Reform Research Committee (西安市體制改革研究會); and the counsellor of State-owned Assets of Supervision and Administration Commission of Xi’an Municipal Peoples Government (西安市國有資產監督管理委員會).

### **Supervisors:**

**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 XITIC a substantial Shareholder, in 1999 and joined the Company as a non-executive Director from October 2000.

**Mr. Yang Jun (楊君先生)**, aged 42, possesses the qualification of economist and was graduated from finance department of JiLin Finance and Economics College (吉林財貿學院) in 1989. He joined Shaanxi Branch of Construction Bank of China (建設銀行陝西省分行) in 1989, then served as the vice director of WeiYang Road Branch in 2000. He served as the vice general manager of Shaanxi HuaNeng electronic technologies Co., Ltd. (陝西華能電子科技有限公司) and the vice general manager of Xi’an Branch of China Merchants Bank (招商銀行西安分行). He was appointed as the general manager of self-supporting business department of XITIC, in 2004. He is also the general manager of Xi’an YingXun Investment

\* For identification purposes only

## LETTER FROM THE BOARD

Trust Co., Ltd. (西安盈訊投資有限公司) and the chairman of the supervisory committee of Xi'an JiaoDa Jump Network Technologies Co., Ltd. (西安交大捷普網絡科技股份有限公司).

**Mr. Mei Jie** (梅杰先生), aged 37, graduated from Beijing Tourism College (北京旅遊學院), was the general manager of Xian LongFu Technoloies Co., Ltd. (西安隆富電子科技有限公司) in 1993. He joined the Company as deputy supervisors of the sales department in 2000. He is the minority shareholder and the general manager of Xian Hi-tech Communication Software Co., Ltd, a subsidiary of the Company, since 2005.

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, (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.

Save as disclosed herein, the Company considers that in relation to the appointment of the above persons as Directors and Supervisors, 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.

The proposed appointment of Mr. Zuo Hong, Mr. Luo Maosheng, Mr. Xing Changling and Mr. Lei Huafeng as Directors, and the proposed appointment of Mr. Liu Yongqiang and Mr. Yang Jun as Supervisors, are subject to (i) the approval by the Shareholders by way of ordinary resolutions at the AGM; and (ii) the compliance of Rule 17.50(2) of the GEM Listing Rules. The proposed appointment of Mr. Mei Jie as Supervisor representing the staff of the Company is subject to (i) the approval of the staff of the Company; and (ii) the compliance of Rule 17.50(2) of the GEM Listing Rules.

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

The term of the Directors and Supervisors of the third session of the Board and the Supervisory Committee will be three years proposed to be commence on 20 May 2007.

Pursuant to the service contracts entered into between the Company and each of the Directors and Supervisors of the second session of the Board and the Supervisory Committee, such service contacts will continue in effect if a Director or a Supervisor is re-elected as Director or Supervisor by the Shareholders in general meeting respectively. Following the conclusion of the AGM, the Company proposes to enter into a service agreement for a term of three years with each of the new Directors and Supervisors.

## LETTER FROM THE BOARD

Resolutions will be proposed at the AGM to authorize the Board to enter into service agreements with the new Directors and Supervisors and to fix the remuneration of Directors and Supervisors of the third session of the Board and the Supervisory Committee.

It is proposed that the annual remuneration of the Directors and Supervisors of the third session of the Board and the Supervisory Committee are as follows:

<b>Executive Directors</b>	Mr. Xiao Bing (肖兵先生)	RMB651,120
	Mr. Liang Zhijun (梁志軍先生)	RMB184,200
	Mr. Zuo Hong (左宏先生)	RMB198,000
<b>Non-executive Directors</b>	Mr. Xing changling (杏昌靈先生)	RMB6,000
	Mr. Luo Maosheng (羅茂生先生)	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. Qiang Wenyu (強文郁先生)	RMB36,000
	Mr. Lei Huafeng (雷華鋒先生)	RMB36,000
<b>Supervisors</b>	Mr. Yang Jun (楊君先生)	RMB6,000
	Mr. Liu Yongqiang (劉永強先生)	RMB36,000
	Professor Shi Ping (師萍教授)	RMB36,000
	Mr. Mei Jie (梅杰先生)	RMB218,400
	Ms. Sun Guilian (孫桂蓮小姐)	RMB42,000

### THE AGM

Resolutions will be proposed at the AGM for the purpose of approving, among other things, the re-election of Directors and Supervisors and the appointment of new Directors and Supervisors to constitute the third session of the Board and the Supervisory Committee, and to authorise the Board to enter into service agreements with new Directors and Supervisors and 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 2:30 p.m. on 18 May 2007 at Ya Jian International Golf Club, Xi'an, Shaanxi Province, the PRC, is set out on pages 13 to 16 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

## LETTER FROM THE BOARD

Kong (for holders of H Shares), as soon as possible and in any event, for the reply slip, no later than 28 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 18 April 2007 to 18 May 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 17 April 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 17 April 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
- (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.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular are in the interests of the Company and the 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*

# 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)

### THIS NOTICE SUPERSEDED THE NOTICE OF ANNUAL GENERAL MEETING DATED 15 MARCH 2007

**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 2:30 p.m. on 18 May 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 and, 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 of directors (the "Board") for the year ended 31 December 2006;
2. To consider and, if thought fit, to approve the report of the supervisory committee (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. 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;
9. 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;
10. 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;
11. 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;
12. 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;
13. 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;
14. To approve, if thought fit, the appointment of Mr. Zuo Hong as the executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
15. To approve, if thought fit, the appointment of Mr. Luo Maosheng as the non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
16. To approve, if thought fit, the appointment of Mr. Xing Changling as the non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
17. To approve, if thought fit, the appointment of Mr. Lei Huafeng as the independent non-executive director of the third session of the Board for a term of three years commencing from 20 May 2007;
18. To approve, if thought fit, the appointment of Mr. Liu Yongqiang as the supervisor of the third session of the Supervisory Committee for a term of three years commencing from 20 May 2007;

## NOTICE OF ANNUAL GENERAL MEETING

19. To approve, if thought fit, the appointment of Mr. Yang Jun as the supervisor of the third session of the Supervisory Committee for a term of three years commencing from 20 May 2007;
20. To authorize the Board to enter into service agreements with directors and supervisors of the third session of the Board and the Supervisory Committee with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the appointment of directors and supervisors of the third session of the Board and the Supervisory Committee; and
21. To authorize the Board to fix the remuneration of directors and supervisors of the third session of the Board and the Supervisory Committee.

### 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, 2 April 2007

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. The register of members of the Company shall be closed from 18 April 2007 to 18 May 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 17 April 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 Saturday, 28 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