

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 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 22 May 2009 at Meeting Room, Level 4, No.68 Keji San Road, Xi'an National Hi-tech Industrial Development Zone, 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 of directors of the Company (the "Board") for the year ended 31 December 2008;
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2008;
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 2008;
4. To re-appoint Mr. Cong Chunshui (叢春水先生) as a non-executive director of the Company and to authorize the Board to fix his remuneration;
5. To re-appoint Mr. Lin Deqiong (林德瓊先生) as a non-executive director of the Company and to authorize the Board to fix his remuneration;
6. To re-appoint SHINEWING (HK) CPA Limited as the Company's auditors and to authorize the Board to fix their remuneration;

SPECIAL RESOLUTION

7. **"THAT:**
 - (a) there be granted to the Board an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (the "Shares"), whether domestic shares or H shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:
 - (i) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;

* for identification purpose only

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- (ii) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the articles of association of the Company, shall not exceed: (aa) 20 per cent of the aggregate nominal amount of domestic shares of the Company in issue; and (bb) 20 per cent of the aggregate nominal amount of H shares of the Company in issue, in each case as at the date of this resolution; and
- (iii) the Board will only exercise its power under such mandate in accordance with the relevant provisions of the Company Law of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of special resolution no. 7 above:

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

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
 - (ii) the expiration of the 12-month period following the passing of this resolution; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (b) contingent on the Board resolving to issue Shares pursuant to sub-paragraph (a) of this resolution, authorize the Board 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 shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
 - (ii) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);
 - (iii) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (a) of this resolution, to register the increased capital with the relevant authorities in the PRC; and

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- (iv) to make such amendments to the articles of association of the Company accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.”

By order of the Board,
Xi'an Haitian Antenna Technologies Co., Ltd.*
Professor Xiao Liangyong
Chairman

Xi'an, the PRC, 31 March 2009

Notes:

1. The register of members of the Company shall be closed from 22 April 2009 to 22 May 2009 (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 21 April 2009 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 2 May 2009.
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.66 Jinye Road
Xi'an National Hi-tech Industrial Development Zone
Xi'an, Shaanxi Province
The People's Republic of China
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

9. The biographical particulars of the directors of the Company to be re-appointed in the AGM are as follows:

Mr. Cong Chunshui (叢春水先生)

Mr. Cong Chunshui (叢春水先生), aged 36, graduated from Dalian University of Technology (大連理工大學). Mr. Cong was in charge of the research and development department of Dragon Pharm in Beijing

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from July 1997 to July 1999. From July 1999 to July 2000, he served as patent agent of Zhongke Patents and Trademarks Agency Company Limited (中科專利商標代理有限公司). From July 2000 to July 2001, he served as manager of investment department of Beijing Zhongguancun Qingnian Chuangye Company Limited (北京中關村青年創業有限公司). From July 2001 to August 2003, he served as manager of the research department of Singapore Bioprocessing Technology Centre (新加坡國家生物技術中心). From December 2003 to May 2005, he served as Assistant to General Manager and general manager of investment department of Shanghai Fosun Pharmaceutical Co., Ltd. (上海復星醫藥股份有限公司). From December 2005 to January 2006, he served as manager of investment management department of Beijing Holdings. Mr. Cong served as deputy manager from February 2006 to January 2007 and has served as manager of operation management department of Beijing Holdings since January 2007. He was appointed as a non-executive director of the Company on 19 November 2008.

Mr. Lin Deqiong (林德瓊先生)

Mr. Lin Deqiong (林德瓊先生), aged 45, graduated from Zhongnan University of Economics and Law (中南財經政法大學) with a bachelor degree in economics in 1985 and from Beihang University (北京航空航太大學) with a master degree in business management in 2007, and is currently a doctorate candidate in finance engineering in Beihang University (北京航空航太大學). From August 1985 to June 1989, he served as officer in Petroleum Tax Bureau of the Ministry of Finance of the People's Republic of China (中華人民共和國財政部石油稅務局). From July 1989 to March 1993, Mr. Lin served as financial controller of Thailand Art Ceramics Limited and Thailand Equipment Limited (泰國成套設備有限公司). From April 1993 to December 1998, he served as general manager of international department of China Jingu International Trust and Investment Limited (中國金穀國際信託投資公司). He served as general manager of capital department from January 1999 to February 2001 and capital management department from March 2001 to October 2002 of China Overseas Engineering Group Co. Ltd. (中國海外工程總公司). From November 2002 to December 2006, he served as general manager of capital management department of China National Service Corporation for Chinese Personnel Working Abroad (中國出國人員服務總公司). From January 2007 to March 2008, he served as vice president of The National Trust Ltd. (國民信託有限公司). Since May 2008, Mr. Lin has worked at Xi'an International Trust & Investment Co., Ltd* (西安國際信託投資有限公司). He was appointed as a non-executive director of the Company on 19 November 2008.

Save as disclosed herein, to the best of the knowledge, information and belief of the directors of the Company (the "Directors") having made reasonable enquiry, each of Mr. Cong and Mr. Lin (i) has no relationship with any directors, supervisors and senior management or substantial shareholders or controlling shareholders of the Company; (ii) has no interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any position with the Company or its subsidiaries and does 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-appointment of each of Mr. Cong and Mr. Lin as non-executive Director, there is no information which is disclosable 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 of the Company.

The Company has entered into a service agreement with each of Mr. Cong and Mr. Lin for an initial term commencing on 19 November 2008 to 20 May 2010. Pursuant to the service contract of each of Mr. Cong and Mr. Lin, they are entitled to receive remuneration in the amount of RMB6,000 per annum. The proposed remuneration of Mr. Cong and Mr. Lin was determined on the basis of the prevailing market rate and taking into account of their experience.

As at the date of this notice, the Board comprises Professor Xiao Liangyong (肖良勇教授), Mr. Xiao Bing (肖兵先生) and Mr. Zuo Hong (左宏先生) being executive Directors; Mr. Luo Maosheng (羅茂生先生), Mr. Sun Wenguo (孫文國先生), Mr. Li Wenqi (李文琦先生), Mr. Cong Chunshui (叢春水先生) and Mr. Lin Deqiong (林德瓊先生) being non-executive Directors; and Professor Gong Shuxi (龔書喜教授), Mr. Lei Huafeng (雷華鋒先生) 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 GEM Listing Rules 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.

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