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**西安海天天纜科技股份有限公司**

**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 2:30 p.m. on 14 May 2010 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 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 of the Company (the "Board") for the year ended 31 December 2009;
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2009;
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 2009;
4. To re-appoint SHINEWING (HK) CPA Limited as the Company's auditors and to authorize the Board to fix their remuneration;
5. To consider and, if thought fit, to approve the re-election of Professor Xiao Liangyong as the executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
6. To consider and, if thought fit, to approve the re-election of Mr. Xiao Bing as the executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;

\* For identification purpose only

7. To consider and, if thought fit, to approve the re-election of Mr. Zuo Hong as the executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
8. To consider and, if thought fit, to approve the re-election of Mr. Luo Maosheng as the non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
9. To consider and, if thought fit, to approve the re-election of Mr. Sun Wenguo as the non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
10. To consider and, if thought fit, to approve the re-election of Mr. Li Wenqi as the non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
11. To consider and, if thought fit, to approve the re-election of Mr. Cong Chunshui as the non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
12. To consider and, if thought fit, to approve the re-election of Mr. Xie Yiqun as the non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
13. To consider and, if thought fit, to approve the re-election of Professor Gong Shuxi as the independent non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
14. To consider and, if thought fit, to approve the re-election of Mr. Lei Huafeng as the independent non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
15. To consider and, if thought fit, to approve the re-election of Mr. Qiang Wenyu as the independent non-executive director of the fourth session of the Board for a term of three years commencing from 20 May 2010;
16. To consider and, if thought fit, to approve the re-election of Mr. Liu Yongqiang as the supervisor of the fourth session of the Supervisory Committee for a term of three years commencing from 20 May 2010;
17. To consider and, if thought fit, to approve the re-election of Professor Shi Ping as the supervisor of the fourth session of the Supervisory Committee for a term of three years commencing from 20 May 2010;
18. To consider and, if thought fit, to approve the re-election of Mr. Bai Fubo as the supervisor of the fourth session of the Supervisory Committee for a term of three years commencing from 20 May 2010;

19. To authorize the Board to enter into service agreements with directors and supervisors of the fourth 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 fourth session of the Board and the Supervisory Committee; and
20. To authorize the Board to fix the remuneration of directors and supervisors of the fourth session of the Board and the Supervisory Committee.

### **SPECIAL RESOLUTION**

21. **“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;
  - (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. 21 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
  - (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.”

22. **“THAT:**

Article 4 of the Articles of Association provides that:

“The representative of the Company shall be Chairman of the Company.”

This Article is proposed to be amended due to amendments on the Company Law of the Peoples Republic of China to read as follows:

“The representative of the Company shall be either Chairman, executive director or manager of the Company and shall be registered. Any change in representative shall be informed to the regulatory body.”

AND

Article 13 of the Articles of Association provides that:

“The business activities of the Company includes mobile telecommunication system antenna and antenna construction products, micro wave technology products, electronic telecommunication products, digital telecommunication products, automatic office system, and the relevant research, manufacture, selling, installation and servicing of equipments and meters and relevant systems engineering (the aforesaid projects which requires licensing could commence production and operation after obtaining the required licenses).”

This Article is proposed to be amended to read as follows:

“The business activities of the Company includes mobile telecommunication system antenna and antenna construction products, micro wave technology products, electronic telecommunication products, digital telecommunication products, automatic office system, and the relevant research, manufacture, selling, installation, inspection and servicing of equipments and meters and relevant systems engineering (the aforesaid projects which requires licensing could commence production and operation after obtaining the required licenses).”

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

Xi'an, the PRC, 30 March 2010

*Notes:*

1. The register of members of the Company shall be closed from 14 April 2010 to 14 May 2010 (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 13 April 2010 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.

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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, 24 April 2010.
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 PRC  
Post Code: 710075

Contact person: Mr. Wang Tianxiong  
Tel: 86-29-87660115  
Fax: 86-29-87660110

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

Hopewell Centre  
46 Floor  
183 Queen's Road East  
Wanchai  
Hong Kong

*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. Xie Yiqun (解益群先生) 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 notice, 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 notice 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 notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*The notice will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven days from the date of its publication.*