

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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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, 14 May 2010 at 2:30 p.m. 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, 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. 66 Jinye 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 Hopewell Centre, 46 Floor, 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 24 April 2010, 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.

* For identification purposes only

30 March 2010

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 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.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of Annual General Meeting	12

DEFINITIONS

In this circular, the following expressions shall have the following meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company for the year ended 31 December 2009
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Xi’an Haitian Antenna Technologies Co., Ltd.* (西安海天綫科技股份有限公司), a joint stock company incorporated in the PRC and the H Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB0.10 each, 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 GEM
“Hong Kong”	the Hong Kong Special Administration Region of the PRC
“H Shares”	overseas-listed foreign shares in the share capital of the Company, with a nominal value of RMB0.10 each, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“Latest Practicable Date”	26 March 2010, 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of RMB0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* For identification purposes only

DEFINITIONS

“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)

Directors:

Executive Directors

Professor Xiao Liangyong (*Chairman*)

Mr. Xiao Bing

Mr. Zuo Hong

Non-executive Directors

Mr. Luo Maosheng

Mr. Li Wenqi

Mr. Sun Wenguo

Mr. Cong Chunshui

Mr. Xie Yiqun

Independent Non-executive Directors

Professor Gong Shuxi

Mr. Lei Huafeng

Mr. Qiang Wenyu

Registered Office:

No. 66 Jinye 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:**

Room B, 16th Floor

Yam Tze Commercial Building

23 Thomson Road

Wanchai

Hong Kong

30 March 2010

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

* *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, Directors and Supervisors 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 third session of the Board and the Supervisory Committee will expire on 19 May 2010. Resolutions will be proposed at the AGM to (i) approve the re-election and re-appointment of the existing Directors, Supervisors representing the Shareholders and independent Supervisors as the directors and supervisors of the fourth session of the Board and the Supervisory Committee, respectively; and (ii) authorize the Board to fix the remuneration of directors and supervisors of the fourth session of the Board and the Supervisory Committee. The term of the fourth session of the Board and the Supervisory Committee will be for a period of three years which is proposed to commence on 20 May 2010.

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

The biographical details of the existing Directors and Supervisors proposed to be re-elected and re-appointed at the AGM as directors and supervisors of the fourth session of the Board and the Supervisory Committee, respectively, are set forth below:

Executive Directors:

Professor Xiao Liangyong (肖良勇教授), aged 74, graduated from 張家口解放軍通訊工程學院 (Zhangjiakou PLA Communication Engineering College) (now known as 西安電子科技大學 (Xidian University) in 1957 with a degree in radio engineering. He took positions as the tutor, lecturer, associate professor, professor and dean of the sixth department (currently the electronic engineering college) and antenna development centre of Xidian University from January 1957 to January 1998. Professor Xiao was an executive director and the general manager of 西安海天通訊設備有限公司 (Xi'an Haitian Communications Equipment Company Limited), the predecessor of the Company, from January 2000 to October 2000. Besides, Professor Xiao was the Chairman of the Company from October 2000 to August 2004 and was an executive Director from the date of listing of the Company in November 2003 to March 2005 and was re-appointed as an executive Director from September 2007. Professor Xiao is the father of and a person acting in concert with Mr. Xiao Bing. Professor Xiao was elected as the chairman of the Board on 30 November 2007.

By virtue of the SFO, Professor Xiao is deemed to be interested in the 180,000,000 Domestic Shares, representing approximately 27.82% of the issued share capital of the Company, held by Xi'an Tian An Investment Company Limited, a company owned as to 60% by Mr. Xiao Bing.

LETTER FROM THE BOARD

Mr. Xiao Bing (肖兵先生), aged 44, is a son of Professor Xiao Liangyong, the founder of the Company. Mr. Xiao studied in the college of continuous education of 西安電子科技大學 (“Xidian University”). He worked in 西安石油勘探儀器總廠 (General Factory of Oil Instruments) from 1988 to 1991 and was the deputy general manager of 西安海天通訊設備有限公司 (Xi’an Haitian Communications Equipment Company Limited, “Xi’an Haitian Communications”) 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 the chairman of the Board from August 2004 to November 2007.

Mr. Xiao Bing beneficially owns 60% interest in 西安天安投資有限公司 (Xi’an Tian An Investment Company Limited) (“Tian Investment”), which in turn beneficially owns approximately 27.82% of the issued share capital of the Company. Mr. Xiao Bing is therefore deemed to be interested in 27.82% of the issued share capital of the Company owned by Tian Investment by virtue of the SFO.

Mr. Zuo Hong (左宏先生), aged 46, graduated from 西安電子科技大學 (Xidian University) 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 西安慧良電子科技有限公司 (Xi’an Huiliang Electronic Technologies Co., Ltd.) in 1995 and 1997 respectively. Since September 1999, he had been the chairman and general manager of 西安天地通通信發展有限公司 (Xi’an Tianditong Communication Development Co., Ltd.). Mr. Zuo was appointed as the general manager of 西安海天通訊系統工程公司 (Xi’an Haitian Communication System Engineering Co., Ltd.), a subsidiary of the Company, in July 2006. In December 2006, he served as assistant to the chief executive director of 西安海泰科通訊設備有限公司 (Xi’an Hi-tech Communication Equipment Co., Ltd.), a subsidiary of the Company, since December 2006 and the head of the sales and marketing department of the Company since 2007.

Mr. Zuo Hong beneficially owns 50% interest in 深圳市匯泰投資發展有限公司 (Shenzhen Huitai Investment Company Limited) (“Shenzhen Huitai”), which in turn beneficially owns approximately 11.60% of the issued share capital of the Company. Mr. Zuo Hong is therefore deemed to be interested in 11.60% of the issued share capital of the Company owned by Shenzhen Huitai by virtue of the SFO.

Non-executive Directors:

Mr. Luo Maosheng (羅茂生先生), aged 47, graduated from 西安市商業學校 (Xi’an Business School) in 1980 and from 西北大學 (Northwest University) 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 西安銀橋生物科技股份有限公司 (Xi’an Yinqiao Biotechnology Company Limited). 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.

LETTER FROM THE BOARD

Mr. Sun Wenguo (孫文國先生), aged 34, graduated from the Department of International Finance of 陝西財經學院 (Xi'an Financial and Economic Institute) in 1998 with a bachelor degree. Mr. Sun previously worked in international section of Industrial and Commercial Bank of China, Dalian Branch and 西安高新醫院有限公司 (Xi'an Gaoxin Hospital Co., Ltd.) Currently, he holds the positions of the head of investment department and chairman of the 6th supervisory committee of 西安開元控股集團股份有限公司 (Xi'an Kaiyuan Holding Group Company Limited) which is previously known as 西安解放集團股份有限公司 (Xi'an Jiefang Group Joint Stock Co., Ltd.) and he is also the supervisor of 西安開元商城有限公司 (Xi'an Kaiyuan Shopping Mall Co., Ltd.). 西安開元控股集團股份有限公司 (Xi'an Kaiyuan Holding Group Company Limited) is a shareholder of the Company interested in approximately 15.45% of the issued share capital of the Company.

Mr. Li Wenqi (李文琦先生), aged 44, graduated from 陝西財經學院 (Shaanxi College of Finance and Economics, now known as 西安文通大學 (Xi'an Jiaotong University)). He worked for 陝西絲綢進出口公司 (Shaanxi Silk Import & Export Corporation, "Shaanxi Silk") as the deputy chief and manager 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.

Mr. Cong Chunshui (叢春水先生), aged 37, 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 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.

Mr. Xie Yiqun (解益群先生), aged 51, graduated from Northwest University of Politics & Law (西北政法學院) in 1985 and work in the Municipal Bureau of Finance of Xi'an (西安財政局) until 1988. Since August 1988, Mr. Xie joined Xi'an International Trust & Investment Co., Ltd. (西安國際信托投資有限公司). He was appointed as Internal Audit Assistant Manager in 2000 and served as Asset Management Assistant General Manager in 2003.

LETTER FROM THE BOARD

Independent Non-executive Directors:

Professor Gong Shuxi (龔書喜教授), aged 52, graduated from 西北電訊工程學院 (Northwest Institute of Communications Engineering, 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. Lei Huafeng (雷華鋒先生), aged 46, had obtained a MBA from 西北大學 (Northwest University). Mr. Lei worked as vice general manager of 西安產權交易中心 (Xi'an Property Rights Exchange Center) in 1992 and general manager of 西安正衡資產評估公司 (Xi'an Zenith Assets Evaluation Co., Ltd.) in 1997. He has been the chairman of Xi'an Zenith Assets Co., Ltd. and Shaanxi Zenith Group (陝西正衡集團公司) since 2000. In 2003, Mr. Lei was elected as 陝西省政協 (the commissioner of the ninth session of CPPCC Shaanxi Committee). Besides, Mr. Lei also holds various positions including the vice-chairman of 陝西省註冊會計師協會 (Shaanxi CPA); the member of 陝西省審計學會 (Shaanxi Audit Committee); the independent director of China Dairy Group (中國乳業), a company listed on the Singapore Stock Exchange; 天地源股份有限公司 (Tande Co., Ltd.), a listed company with its domestic A shares trading on the Shanghai Stock Exchange; and 西安旅遊(集團)股份有限公司 (Xi'an Tourism Group), a listed company with its domestic A shares trading on the Shenzhen Stock Exchange. He is the director of Cartell of 陝西省股份制企業聯合會 (Shaanxi Joint Stock Company Union); the vice-chairman of 西安市體制改革研究會 (Xi'an System Reform Research Committee); and the counselor of 西安市國有資產監督管理委員會 (State-owned Assets of Supervision and Administration Commission of Xi'an Municipal Peoples Government).

Mr. Qiang Wenyu (強文郁先生), aged 36, graduated from the School of Management and Economics of 北京理工大學 (Beijing Institute of Technology) in 1994 and joined the service of 中國北方工業公司 (China North Industries Corporation) 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:

Mr. Liu Yongqiang (劉永強先生), aged 70, graduated from the 西北新聞刊授學院 (Northwest Journalism Institute) 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.

Professor Shi Ping (師萍教授), aged 60, holds a doctorate degree. Professor Shi has started working as a professor, tutor of doctorate students, deputy manager of the Institute of Economics and Management in 西北大學 (Northwest University) 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.

LETTER FROM THE BOARD

Mr. Bai Fubo (白伏波), aged 52, possesses the qualification of engineer. In 1981 to 1985, he served consecutively as office secretary and deputy office supervisor of Xi'an Sewing Machine Factory (西安縫紉機廠). In October 1985 to February 1994, he served as deputy supervisor of technology department of Xi'an First Bureau of the Light Industry (西安市第一輕工業局). Since March 1994, he worked in XITIC and served consecutively as office secretary, deputy supervisor of sales department and manager of trust department. Mr. Bai currently serves as deputy general manager of sales department of XITIC.

Ms. Chen Hua (陳華), aged 46, graduated from Shaanxi Radio and TV University (陝西廣播電視大學) in 1987. In 1990 to 1991, she completed a self-study bachelor degree in business accounting in Xi'an University of Finance and Economics (西安財經學院). In 1992 to 1996, she worked in Shaanxi Wenbo Advertising Co., Ltd. (陝西文博廣告公司) as accountant. In 1996 to 1999, she served as finance supervisor of Guangdong Aoxiang Industrial Co., Ltd. (廣東翱翔實業有限公司). In 1999 to 2003, she served as finance manager of Xi'an Yixin Industrial Co., Ltd. (西安怡欣實業有限公司). In 2003 to 2006, she served as chief finance officer of Shaanxi Tianditong Communication Development Co., Ltd. (陝西天地通通信發展有限公司). Since August 2006, Ms. Chen has served as deputy general manager and chief finance officer of Xi'an Haitian Communication System Engineering Co., Ltd. (西安海天通信系統工程有限公司).

Mr. Xu Hao (徐浩), aged 38, graduated from Shaanxi Financial Technological College (陝西財政專科學校) with a major in finance and possesses the qualification of accountant. In 1994 to 2000, he worked in the finance division of Xi'an State-owned Tractor factory (國營西安拖拉機製造廠). In January 2001 to September 2003, he served as finance supervisor of Xi'an Tianhao Plastic Steel Product Limited Liability Company (西安添好塑鋼製品有限責任公司). In October 2003 to February 2005, he served as project manager of Xi'an Pengguang Tax Agent & Bureau Co., Ltd. (西安鵬光稅務師稅務所有限責任公司). Since March 2005, Mr. Xu has worked in the finance department of the Company.

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 re-election and re-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.

LETTER FROM THE BOARD

PROPOSED REMUNERATION OF DIRECTORS AND SUPERVISORS OF THE FOURTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

The term of the Directors and Supervisors of the fourth session of the Board and the Supervisory Committee will be three years proposed to be commenced on 20 May 2010.

Pursuant to the service contracts entered into between the Company and each of the Directors and Supervisors of the third session of the Board and the Supervisory Committee, such service contracts will continue in effect if a Director or a Supervisor is re-elected as Director or Supervisor by the Shareholders in general meeting respectively.

A resolution will be proposed at the AGM to authorize the Board to fix the remuneration of Directors and Supervisors of the fourth session of the Board and the Supervisory Committee.

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

Executive Directors	Professor Xiao Liangyong (肖良勇教授)	RMB676,585
	Mr. Xiao Bing (肖兵先生)	RMB436,294
	Mr. Zuo Hong (左宏先生)	RMB238,615
Non-executive Directors	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
	Mr. Cong Chunshui (叢春水先生)	RMB6,000
	Mr. Xie Yiqun (解益群先生)	RMB6,000
Independent Non-executive Directors	Professor Gong Shuxi (龔書喜教授)	RMB36,000
	Mr. Lei Huafeng (雷華鋒先生)	RMB36,000
	Mr. Qiang Wenyu (強文郁先生)	RMB36,000
Supervisors	Mr. Liu Yongqiang (劉永強先生)	RMB36,000
	Professor Shi Ping (師萍教授)	RMB36,000
	Mr. Bai Fubo (白伏波先生)	RMB6,000
	Ms. Chen Hua (陳華女士)	RMB67,668
	Mr. Xu Hao (徐浩先生)	RMB50,619

THE AGM

Resolutions will be proposed at the AGM for the purpose of approving, among other things, the re-election of Directors and Supervisors to constitute the fourth session of the Board and the Supervisory Committee respectively, and to authorise the Board to fix the remuneration of Directors and Supervisors of the fourth session of the Board and the Supervisory Committee.

LETTER FROM THE BOARD

A notice convening the AGM to be held at 2:30 p.m. on 14 May 2010 at Meeting Room, Level 4, No. 68 Keji San Road, Xi'an National Hi-Tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC, is set out on pages 12 to 17 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. 66 Jinye 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 Hopewell Centre, 46 Floor, 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 24 April 2010, 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 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 can be registered. 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. In order to qualify to attend and vote at the AGM, all instruments of transfer must be delivered to the head office of the Company at No. 66 Jinye Road, Xi'an National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (for holders of Domestic Shares), or the Company's registrar of H Share, Computershare Hong Kong Investor Services Limited at Hopewell Centre, 46 Floor, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), no later than 4:30 p.m. on 13 April 2010.

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.

LETTER FROM THE BOARD

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.

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.*
Professor Xiao Liangyong
Chairman

Xi'an, the PRC, 30 March 2010

* *For identification purposes only*

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 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;
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;

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

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

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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.
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.