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**CENTRON TELECOM
INTERNATIONAL HOLDING LIMITED**

星辰通信国际控股有限公司

*(incorporated in the Cayman Islands
with limited liability)*
(Stock Code: 1155)



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

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

STRATEGIC COOPERATION FRAMEWORK AGREEMENT

This joint announcement is made by Centron Telecom pursuant to Rule 13.09 of the Listing Rules and by Xi'an Haitian pursuant to Rule 17.10 of the GEM Listing Rules.

Centron Telecom Board and Xi'an Haitian Board are pleased to announce that on 25 August 2010 (after trading hours), the Strategic Cooperation Framework Agreement was entered into between Centron Telecom and Xi'an Haitian in relation to the formation of a strategic alliance relationship between the two companies with respect to their future cooperation and business arrangements.

INTRODUCTION

This joint announcement is made by Centron Telecom pursuant to Rule 13.09 of the Listing Rules and Xi'an Haitian pursuant to Rule 17.10 of the GEM Listing Rules.

THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

Centron Telecom Board and Xi'an Haitian Board are pleased to announce that on 25 August 2010 (after trading hours), the Strategic Cooperation Framework Agreement was entered into between Centron Telecom and Xi'an Haitian in relation to the formation of strategic alliance relationship between the two companies with respect to their future cooperation and business arrangements.

Centron Telecom is listed on the Main Board of the Stock Exchange and Xi'an Haitian is listed on GEM. To the best of Centron Telecom Directors' and Xi'an Haitian Directors' knowledge, information and belief having made all reasonable enquiries, Centron Telecom and Xi'an Haitian are independent of each other.

PRINCIPAL TERMS OF THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

The principal terms of the Strategic Cooperation Framework Agreement are as follow:

(a) *Appointment of Centron Telecom as the sales agent of Xi'an Haitian*

Within five days after signing of the Strategic Cooperation Framework Agreement, Xi'an Haitian will, pursuant to a sales agency agreement, appoint Centron Telecom or its subsidiary as Xi'an Haitian's sales agent in the PRC. Thereafter, Xi'an Haitian will gradually assign its business activities including technical support and after-sales services to Centron Telecom or its subsidiary so that Centron Telecom or its subsidiary will conversant with and command the sales of Xi'an Haitian's antennas within six months to one year after signing of the Strategic Cooperation Framework Agreement.

On 25 August 2010, Xi'an Haitian and Fujian Centron entered into a sales agency agreement, pursuant to which Xi'an Haitian appointed Fujian Centron as exclusive sales agent of Xi'an Haitian's base station antennas and TD-SCDMA antennas with respect to certain telecommunication operators in Fujian Province and Anhui Province of the PRC for a term until the telecommunication operators announce their bulk purchase tenders of 2011.

(b) *Formation of a joint venture company*

Centron Telecom and Xi'an Haitian will jointly incorporate a joint venture company in Hong Kong one month after signing of the Strategic Cooperation Framework Agreement, and the joint venture company will be principally engaged in the sales of both Centron Telecom and Xi'an Haitian's products in regions and countries save for mainland China. The companies will enter into a joint venture agreement and ancillary documents to set out the details.

(c) *Production and sales of products*

When both companies expand their PRC and international businesses, Xi'an Haitian will gradually entrust the manufacture of its products to Centron Telecom or its subsidiary so that Xi'an Haitian can focus on developing its technical and research and development strengths, while authorising Centron Telecom to manufacture and sell Xi'an Haitian's products. The companies will enter into a manufacture and production agreement to set out the details.

The Strategic Cooperation Framework Agreement can be terminated by agreement of the parties after either party giving 30 days' advanced written

notice to the other party. Without prior consent of the other party, either party shall not enter into similar cooperation agreement with any third party. As at the date of this announcement, there had been no capital commitment by each of Centron Telecom and Xi'an Haitian under the Strategic Cooperation Framework Agreement.

INFORMATION OF CENTRON TELECOM

Centron Telecom Group is principally engaged in the manufacture and sale of wireless telecommunications coverage system equipment and provision of related engineering services, manufacture and development of digital television network coverage equipment, coordination, research and development of wireless telecommunications coverage system products. Centron Telecom Group provides its services to the telecommunications market in the PRC, the largest telecommunications market in the world, and also actively participates in the development of 2G and 3G networks construction in the PRC.

INFORMATION OF XI'AN HAITIAN GROUP

Xi'an Haitian Group is principally engaged in the research and development, manufacture and sale of base station antennas and related products and has customers network in the PRC, India and new emerging South American markets. Xi'an Haitian Group aims to maintain its strength and market share in 2G business by further development on high value-added products and environmental protection facilities, and further expands its research and development of 3G products.

REASONS FOR AND BENEFITS OF ENTERING INTO THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

Centron Telecom Board and Xi'an Haitian Board consider that, as Centron Telecom has the advantage of well-developed market network and adequate capital, and Xi'an Haitian has the advantage of research and development of antenna technology, the entering into of the Strategic Cooperation Framework Agreement and the formation of strategic alliance between Centron Telecom and Xi'an Haitian for their future cooperation and business arrangements will allow their respective advantages to complement with each other, so that they can further expand their market shares in the international telecommunications market. Further, the strategic alliance between Centron Telecom and Xi'an Haitian will strengthen their technological research and development for the production of antenna and allow them to enhance their competitiveness and gain a technological edge over their competitors.

Centron Telecom Directors and Xi'an Haitian Directors consider that the terms of the Strategic Cooperation Framework Agreement are entered into upon normal

commercial terms following arm's length negotiations between the companies and the terms of the Strategic Cooperation Framework Agreement are fair and reasonable and are in the interests of Centron Telecom, Xi'an Haitian and their respective shareholders as a whole.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“2G”	second generation mobile telecommunications business;
“3G”	Third generation mobile telecommunications business;
“Centron Telecom”	Centron Telecom International Holding Limited (星辰通信國際控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange;
“Centron Telecom Board”	the board of directors of Centron Telecom;
“Centron Telecom Directors”	the directors of Centron Telecom;
“Centron Telecom Group”	Centron Telecom and its subsidiaries;
“Fujian Centron”	福建先創電子有限公司 (Centron Communications Technologies Fujian Co., Ltd.), a wholly-owned subsidiary of the Company
“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 Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC” or “China”	the People's Republic of China;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“Strategic Cooperation Framework Agreement”	the strategic cooperation framework agreement dated 25 August 2010 and entered into between Centron Telecom and Xi’an Haitian, details of which are described in this announcement;
“Xi’an Haitian”	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 the H shares of which are listed on GEM;
“Xi’an Haitian Board”	the board of directors of Xi’an Haitian;
“Xi’an Haitian Directors”	the directors of Xi’an Haitian; and
“Xi’an Haitian Group”	Xi’an Haitian and its subsidiaries.

Yours faithfully,
By order of the Board
**Centron Telecom International
Holding Limited**
Dai Guoliang
Chairman

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

Hong Kong, 25 August 2010

As at the date of this announcement, the Centron Telecom Board comprises Mr. Dai Guoliang, Mr. Guo Zeli, Mr. Dai Guoyu and Mr. Yi Zhangtao as executive directors; Mr. Paul Steven Wolansky and Mr. Leung Ping-chung, Hermann as non-executive directors; and Mr. Lin Yuanfang, Mr. Li Hongbin and Mr. Hung Ee Tek as independent non-executive directors.

As at the date of this announcement, the Xi’an Haitian 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) as executive directors; Mr. Liu Ruixuan (劉瑞軒先生), 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) as 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) as independent non-executive directors.

This announcement, for which Xi’an Haitian 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 Xi’an Haitian. Xi’an Haitian Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein and this announcement misleading.

This announcement 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.

** for identification purposes only*