



XI'AN HAITIAN ANTENNA TECHNOLOGY CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

In accordance with Appendix 15 of Code on Corporate Governance Practices of the Rules (the "GEM Listing Rules") Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), Xi'an Haitian Antenna Technology Co., Ltd. (the "Company") established Nomination Committee (the "Committee") on 21 December 2005.

1. Members

- i. The members (the "Members") of the Committee shall be appointed by the board of directors (the "Board").
- ii. Majority of Members shall be independent non-executive directors (the "Independent Non-executive Directors").
- iii. Chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director.

2. Secretary

- i. The Company Secretary served as the secretary of the Committee.

3. Meetings

- i. The Committee shall meet at least once a year.
- ii. The quorum required for a Committee meeting is two, one of which shall be an Independent Non-executive Director.
- iii. The resolutions of the Committee must be passed by a majority of votes at the meeting

4. Attend Meetings
 - i. At the invitation of the Committee, chairman of the Board and/or managing director or chief executive officer, external consultants and other persons may attend all or any meeting.
 - ii. Only Members of the Committee have the right to vote at the meeting.

5. Annual General Meeting
 - i. Chairman of the Committee or, if absent, another member of the Committee who shall be an Independent Non-executive Director is required to attend the Annual General Meeting of the Company, and respond to questions made by the shareholders in respect of the activities and responsibilities of the Committee.

6. Responsibilities, Powers and Discretion
 - i. To review the structure, size and composition (including the skills, knowledge and experience) of the board on a regular basis and make recommendations to the Board regarding any proposed changes.
 - ii. To nominate a candidate to the Board for approval when there is a vacancy in the Board.
 - iii. To perform an overall assessment on the Board in respect of technology, knowledge and experience, and, according to the results of assessment, recommend the required responsibilities and competencies of the candidate before any appointment by the Board.
 - iv. To keep regular review on leadership talent, including administrative and non-executives, required by the Company to maintain its market competitiveness.
 - v. To keep up-to-date information in respect of strategic issues and business changes which affect the Company and its business markets.
 - vi. To provide information held under the terms of reference of the Committee.

- vii. To recommend the Board by the Committee in respect of the following matters:: (1) any matters, at any time, relating to the directorships, including suspension or termination of employment served as executive director on the Company in accordance with the provisions of the legislation or service contracts; and (2) appointment of any director to the management.

7. Reporting Responsibilities

- i. The Committee shall report to the Board after each meeting.

8. Authority

- i. The Committee can access to any necessary information from Company's staff in order to fulfil its responsibilities.
- ii. The Committee can seek external legal or professional advice in appropriate circumstances to fulfil its responsibilities and the expenses for such advice shall be borne by the Company.

(Chinese prevail in case of discrepancies or inconsistencies)