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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 Co., Ltd.\* (the "Company") will be held at Meeting Room, Level 4, No. 68 Keji San Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the People's Republic of China ("PRC") on 18 May 2012 at 2:30 p.m. for the following purposes to consider and, if thought fit, to pass, with or without modification, the following resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, to approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2011.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
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 2011.
4. To re-appoint SHINEWING (HK) CPA Limited as the Company's auditors and to authorise the Board to fix their remuneration.

### **SPECIAL RESOLUTIONS**

5. **"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 purposes only*

- (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 (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) (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. 5 above:

“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, authorise 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.”

6. **“THAT:**

Articles 1, 20, and 21 of the Articles of Association of the Company provide that:

“The promoters of the Company are ..... Xi’an Kaiyuan Holding Group Co., Ltd., Xi’an International Trust Co., Ltd. .... ”;

“Pursuant to the approval of the companies approving departments authorised by the State Council ..... Xi’an Kaiyuan Holding Group Co., Ltd. held 10,000,000 domestic shares, representing 20% thereof; Xi’an International Trust Co., Ltd. held 7,400,000 domestic shares, representing 14.8% thereof ..... ”; and

“Upon its establishment, the Company increased its capital for the first time to further issue 161,764,706 ordinary shares ..... 100,000,000 shares by Xi’an Kaiyuan Holding Group Co., Ltd., 70,151,471 shares by Xi’an International Trust Co., Ltd. .... ”.

These Articles are proposed to be amended due to official changes of domestic shareholders’ names to read as follows:

“The promoters of the Company are ..... Xi’an Kaiyuan Investment Group Co., Ltd., Chang’an International Trust Co., Ltd. .... ”;

“Pursuant to the approval of the companies approving departments authorised by the State Council ..... Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 domestic shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 domestic shares, representing 14.8% thereof ..... ”; and

“Upon its establishment, the Company increased its capital for the first time to further issue 161,764,706 ordinary shares ..... 100,000,000 shares by Xi’an Kaiyuan Investment Group Co., Ltd., 70,151,471 shares by Chang’an International Trust Co., Ltd. .... ”.”

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

Xi’an, the PRC, 30 March 2012

*Notes:*

1. The register of members of the Company shall be closed from 18 April 2012 to 18 May 2012 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify for attending and voting at the AGM, all transfer documents of H shares accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 17 April 2012.
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 17 April 2012 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.

\* *For identification purposes only*

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, 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, Computershare Hong Kong Investor Services Limited and, for holders of domestic shares, to the Company's head office no later than 27 April 2012.
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  
National Hi-tech Industrial Development Zone  
Xi'an, Shaanxi Province  
The PRC  
Post Code: 710075

Contact person: Mr. Wang Yun  
Tel: 86-29-87660027  
Fax: 86-29-87660188

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

Computershare Hong Kong Investor Services Limited  
Hopewell Centre  
17M 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. 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) 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.xaht.com>.*