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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold all your shares in Xi'an Haitian Antenna Technologies Co., Ltd.\*, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 with limited liability)*

**(Stock Code: 8227)**

**PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION,  
TERM EXTENSION FOR BOARD AND SUPERVISORY COMMITTEE  
AND  
PROPOSED RE-ELECTION AND APPOINTMENT OF  
DIRECTORS AND SUPERVISORS**

A notice convening the AGM to be held on 28 June 2013 at 2:30 p.m. at Meeting Room, Level 4, No. 68 Keji San Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the People's of 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, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the People's of Republic of China (for holders of Domestic Shares), or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Hopewell Centre, 17M 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 7 June 2013, 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.

This circular 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>.

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 28 June 2013 at 2:30 p.m. at Meeting Room, Level 4, No. 68 Keji San Road, National Hi-tech Industrial Development Zone, Xi’an, Shaanxi Province, the PRC for the year ended 31 December 2012
“Articles of Association”	the articles of association of the Company as of the date of this circular
“Board”	the board of Directors
“Company”	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 whose H Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, 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 the GEM
“Group”	the Company and its subsidiaries
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administration Region of the PRC
“Latest Practicable Date”	10 May 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

\* For identification purposes only

## DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	Holder(s) of the Domestic Shares and the H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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.

*The English name/translations of the companies established in the PRC, relevant authorities in the PRC and other Chinese terms used in this circular are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.*

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 with limited liability)*

**(Stock Code: 8227)**

**Directors:**

*Executive Directors*

Mr. Xiao Bing (*Chairman*)

Mr. Zuo Hong

*Non-executive Directors*

Mr. Sun Wenguo

Mr. Li Wenqi

Mr. Yan Feng

Mr. Xie Yiqun

*Independent non-executive Directors*

Professor Gong Shuxi

Mr. Chen Ji

Mr. Qiang Wenyu

**Registered address:**

No. 66 Jinye Road

National Hi-tech

Industrial Development Zone

Xi'an, Shaanxi Province

The PRC

**Principal place of business  
in Hong Kong:**

Room B, 16th Floor

Yam Tze Commercial Building

23 Thomson Road

Wanchai

Hong Kong

13 May 2013

*To the shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION,  
TERM EXTENSION FOR BOARD AND SUPERVISORY COMMITTEE  
AND  
PROPOSED RE-ELECTION AND APPOINTMENT OF  
DIRECTORS AND SUPERVISORS**

**INTRODUCTION**

The purposes of this circular are to provide you with, among other things, information in respect of the resolutions to be proposed at the AGM for the purpose of amendments of Articles of Association for the composition of the Board and the Supervisory Committee, term extension for the forth session of the Board and the Supervisory Committee, re-election of the existing Directors and Supervisors and

\* *For identification purposes only*

## LETTER FROM THE BOARD

appointment of new Directors and Supervisors to constitute the fifth session of the Board and the Supervisory Committee respectively, and service agreement and remuneration of the fifth session of the Board and the Supervisory Committee.

### AMENDMENTS OF ARTICLES OF ASSOCIATION

Following the major disposal approved by the extraordinary general meeting on 28 November 2011 and restructure of operations of the Group in 2012, the operations became more efficiently and effectively. As the amendment to GEM Listing Rules requires that independent non-executive Directors should represent at least one-third of the Board which must include at least 3 independent non-executive Directors effective from 31 December 2012, the Board considered that amendments to the composition of Board and Supervisory Committee are necessary in order to coordinate with the Group's operations and comply with GEM Listing Rules. The number of Directors of the Board and Supervisors of the Supervisory Committee are proposed to be reduced from 11 to 9 and from 5 to 3 respectively.

Articles 101, 124 and 125 of the Articles of Association of the Company provide that:

"The board shall comprise 11 directors, 3 of whom shall be executive directors, 8 of whom shall be non-executive directors (including 3 independent non-executive directors). The board shall have one chairman and two vice chairmen.

(Article 86 of the Mandatory Provisions)

The external directors (referring those directors not holding internal office in the Company, including independent non-executive directors) as the members of the board shall represent more than one-half of the board."

"The supervisory committee shall comprise of 5 supervisors, with a term of office of 3 years and be eligible for re-election.

The supervisory committee shall have one chairman. The appointment and removal of the chairman of the supervisory committee shall be approved by two-third (including two-third) or above of the members of supervisory committee. The chairman of the supervisory committee shall have a term of office of 3 years and be eligible for re-election.

(Article 104 of the Mandatory Provisions)"

"The members of the supervisory committee shall consist of 1 shareholder representative supervisor, 2 independent supervisors and 2 representatives of staff and workers of the Company. The shareholder representative supervisor and independent supervisors shall be elected and removed at the general meeting.

## LETTER FROM THE BOARD

The supervisory committee shall have more than one-half of their members as external members (those members not holding office in the Company). The external members shall consist of more than 2 independent supervisors (those supervisors who are independent from the shareholders and not holding office in the Company). The external supervisors shall have the right to report to the general meeting of the honesty, diligence and performance of the management officers of the Company.

(Article 105 of the Mandatory Provisions)”

These Articles are proposed to be amended to read as follows:

“The board shall comprise 9 directors, 2 of whom shall be executive directors, 7 of whom shall be non-executive directors (including 3 independent non-executive directors). The board shall have one chairman and two vice chairmen.

(Article 86 of the Mandatory Provisions)

The external directors (referring those directors not holding internal office in the Company, including independent non-executive directors) as the members of the board shall represent more than one-half of the board.”

“The supervisory committee shall comprise of 3 supervisors, with a term of office of 3 years and be eligible for re-election.

The supervisory committee shall have one chairman. The appointment and removal of the chairman of the supervisory committee shall be approved by two-third (including two-third) or above of the members of supervisory committee. The chairman of the supervisory committee shall have a term of office of 3 years and be eligible for re-election.

(Article 104 of the Mandatory Provisions)”

“The members of the supervisory committee shall consist of 1 shareholder representative supervisor, 1 independent supervisor and 1 representative of staff and workers of the Company. The shareholder representative supervisor and independent supervisor shall be elected and removed at the general meeting.

The supervisory committee shall have more than one-half of their members as external members (those members not holding office in the Company). The external members shall consist of 1 independent supervisor (that supervisor who is independent from the shareholders and not holding office in the Company). The external supervisors shall have the right to report to the general meeting of the honesty, diligence and performance of the management officers of the Company.

(Article 105 of the Mandatory Provisions)”

The amended composition of the Board and Supervisory Committee is considered to be appropriate to the Group’s operations and be able to provide adequate checks for safeguarding the interests of Shareholders of the Company.



## LETTER FROM THE BOARD

### **TERM EXTENSION FOR BOARD AND SUPERVISORY COMMITTEE**

The term of the fourth session of the Board and the Supervisory Committee will be expired on 19 May 2013 and the forthcoming AGM will be held on 28 June 2013. A resolution passed by the Board for the extension of term for Directors and Supervisors of the fourth session of the Board and the Supervisory Committee is necessary to extend the term to 28 June 2013. Ratification, approval and confirmation by Shareholders are required for the resolution passed by the Board as the term was originally fixed by Shareholders.

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

Pursuant to the proposed amendments to Articles of Association, the Board shall be formed by 9 Directors. The Supervisory Committee shall be formed by 3 Supervisors, of which 1 shall be representative of Shareholders, 1 shall be representative of the Company's staff and 1 shall be independent Supervisor. 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 fourth session of the Board and the Supervisory Committee will be extended to 28 June 2013. Resolutions will be proposed at the AGM to (i) approve the re-election and re-appointment of the existing Directors, Supervisor representing the Shareholders and independent Supervisor and appointment of any new Directors and Supervisors as the Directors and Supervisors of the fifth session of the Board and the Supervisory Committee, respectively; and (ii) authorise the Board to enter into services agreement with and fix the remuneration of Directors and Supervisors of the fifth session of the Board and the Supervisory Committee. The term of the fifth session of the Board and the Supervisory Committee will be for a period of three years which is proposed to commence on 28 June 2013.

## LETTER FROM THE BOARD

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

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

#### **Executive Directors:**

**Mr. Xiao Bing** (肖兵先生), aged 47, he 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 (Xi'an 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\*) 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 Co., Ltd.\*) ("Tian An 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 An Investment by virtue of the SFO.

**Mr. Zuo Hong** (左宏先生), aged 49, 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有限公司 (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 Co., Ltd.\*) ("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.

\* For identification purposes only

## LETTER FROM THE BOARD

### Non-Executive Directors:

**Mr. Sun Wenguo (孫文國先生)**, aged 38, 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 supervisory committee of 西安開元投資集團股份有限公司 (Xi'an Kaiyuan Investment Group 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.\*). 西安開元投資集團股份有限公司 (Xi'an Kaiyuan Investment Group Co., Ltd.\*) 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 47, graduated from 陝西財經學院 (Shaanxi College of Finance and Economics\*, now known as 西安交通大學 (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. Yan Feng (閻鋒先生)**, aged 40, obtained Master of Economics from 南開大學 (Nankai University\*) in 1998. Mr. Yan Feng worked for 北京市公用局教育中心 (Beijing Municipal Public Bureau Education Center\*) from July 1998 to February 2000. Mr. Yan served as supervisor of business management department, deputy manager of business management department and supervisor of marketing services department of 北京市燃氣集團有限責任公司 (Beijing Gas Group Co., Ltd.\*) from February 2000 to January 2005. He joined 北京控股集團有限公司 (Beijing Enterprises Group Company Limited\*) as senior manager of strategic development department since January 2005 and became deputy manager until June 2010. From June 2010, Mr. Yan assumed manager of investment and development department of 京泰集團 (Jingtai Group\*).

**Mr. Xie Yiqun (解益群先生)**, aged 54. He was graduated from 西北政法學院 (Northwest University of Politics & Law\*) in 1985 and worked in 西安財政局 (Xi'an Municipal Bureau of Finance\*) until 1988. Since August 1988, Mr. Xie joined 長安國際信託股份有限公司 (Chang'an International Trust Co., Ltd.\*). He was appointed as Internal Assistant Manager in 2000 and served as Asset Management Assistant General Manager in 2003. 長安國際信託股份有限公司 (Chang'an International Trust Co., Ltd.\*) is a shareholder of the Company interested in approximately 10.84% of the issued share capital of the Company.

\* For identification purposes only

## LETTER FROM THE BOARD

### Independent Non-Executive Directors:

**Mr. Zhang Jun (張鈞先生)**, aged 44, worked for 西北電業管理局 (Northwest Electrical Authority\*) after graduation from 南京理工大學 (Nanjing University of Science and Technology\*) in 1990. In 1993, he served as regional sales director and Beijing chief representative of 美國哈里斯(深圳)通信設備股份有限公司 (United States Harris Communications Equipment (Shenzhen) Co., Ltd.\*). Mr. Zhang joined 北京地傑通信設備有限公司 (Beijing Dijie Communication Equipment Co., Ltd.\*) as marketing director, general manager of overseas operations and vice president. Since 2011, Mr. Zhang was managing director of 深圳愛勞高科技有限公司 (Shenzhen Arrow Advanced Technology Co.,Ltd.\*).

**Mr. Chen Ji (陳繼先生)**, aged 38, obtained Bachelor of Economics and Master of Business Administration from 上海財經大學 (Shanghai University of Finance and Economics\*) in 1997 and 2003 respectively, and Master of Laws from 復旦大學 (Fudan University\*) in 2009. Mr. Chen has sufficient experience in finance, internal control and management. Mr. Chen Ji worked for 中國國際航空股份有限公司上海基地 (Air China Limited Shagnhai Branch Office\*) as office supervisor from July 1997 to August 2001. Mr. Chen served as senior manager and partner of finance department of 信卓(中國)諮詢有限公司金融部 (Xin Zhuo (China) Consulting Co., Ltd.\*) from December 2003 to January 2006. In February 2006, he joined 上海市匯達豐律師事務所 (Shanghai Hui Da Feng Law Firm\*) as paralegal and became lawyer and partner during the period until October 2010. In October 2010, Mr. Chen established 上海恒律聯盟律師(集團)事務所 (Shanghai Henglu Alliance Lawyers (Group) Firm\*) and have since assumed the office of founding partner.

**Mr. Qiang Wenyu (強文郁先生)**, aged 39, 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.

\* For identification purposes only

## LETTER FROM THE BOARD

### Supervisors:

**Ms. Huang Jing (黃婧女士)**, aged 29, obtained Bachelor of Laws from 浙江理工大學 (Zhejiang Sci-Tech university\*) in 2006. Ms. Huang worked for 上海豐瑞投資集團有限公司 (Shanghai Florin Investment Management Co., Ltd.\*) as senior manager of legal department from December 2006 to March 2008. In March 2008, she joined 上海市匯達豐律師事務所 (Shanghai Hui Da Feng Law Firm\*) as paralegal and trainee solicitor and became lawyer. Ms. Huang was securities affairs representative of 上海澄海企業發展股份有限公司 (Shanghai Chenghai Enterprise Development Co.,Ltd.\*) since May 2011.

**Mr. Bai Fubo (白伏波先生)**, aged 55, possesses the qualification of engineer. In 1981 to 1985, he served consecutively as office secretary and deputy office supervisor of 西安縫紉機廠 (Xi'an Sewing Machine Factory\*). In October 1985 to February 1994, he served as deputy supervisor of technology department of 西安市第一輕工業局 (Xi'an First Bureau of the Light Industry\*). Since March 1994, he worked in 長安國際信託股份有限公司 (Chang'an International Trust Co., Ltd.\*) 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. 長安國際信託股份有限公司 (Chang'an International Trust Co., Ltd.\*) is a shareholder of the Company interested in approximately 10.84% of the issued share capital of the Company.

**Mr. Xu Hao (徐浩先生)**, aged 41, graduated from 陝西財政專科學校 (Shaanxi Financial Technological College\*) with a major in finance and possesses the qualification of accountant. In 1994 to 2000, he worked in the finance division of 國營西安拖拉機製造廠 (Xi'an State-owned Tractor factory\*). In January 2001 to September 2003, he served as finance supervisor of 西安添好塑鋼製品有限責任公司 (Xi'an Tianhao Plastic Steel Product Limited Liability Company\*). In October 2003 to February 2005, he served as project manager of 西安鵬光稅務師稅務所有限責任公司 (Xi'an Pengguang Tax Agent & Bureau Co., Ltd.\*). 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 and appointment of the above persons as Directors and Supervisors, there is no information which is discloseable 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.

\* For identification purposes only

## LETTER FROM THE BOARD

### PROPOSED SERVICE AGREEMENT AND REMUNERATION OF DIRECTORS AND SUPERVISORS OF THE FIFTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

The term of the Directors and Supervisors of the fifth session of the Board and the Supervisory Committee will be three years proposed to be commenced on 28 June 2013.

Pursuant to the service contracts entered into between the Company and each of the Directors and Supervisors of the fourth 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 authorise the Board to enter into service agreements with Directors and Supervisors, newly appointed or otherwise, of the fifth 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 fifth session of the Board and the Supervisory Committee.

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

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

<b>Executive Directors</b>	Mr. Xiao Bing (肖兵先生)	RMB118,265
	Mr. Zuo Hong (左宏先生)	RMB153,295
<b>Non-executive Directors</b>	Mr. Sun Wenguo (孫文國先生)	RMB6,000
	Mr. Li Wenqi (李文琦先生)	RMB6,000
	Mr. Yan Feng (閔鋒先生)	RMB6,000
	Mr. Xie Yiqun (解益群先生)	RMB6,000
<b>Independent Non-executive Directors</b>	Mr. Zhang Jun (張鈞先生)	RMB36,000
	Mr. Chen Ji (陳繼先生)	RMB36,000
	Mr. Qiang Wenyu (強文郁先生)	RMB36,000
<b>Supervisors</b>	Ms. Huang Jing (黃婧女士)	RMB36,000
	Mr. Bai Fubo (白伏波先生)	RMB36,000
	Mr. Xu Hao (徐浩先生)	RMB68,585

## LETTER FROM THE BOARD

### THE AGM

Resolutions will be proposed at the AGM for the purposes of approving, among other things, amendments of Articles of Association for the composition of the Board and the Supervisory Committee, term extension for the forth session of the Board and the Supervisory Committee, re-election of the existing Directors and Supervisors and appointment of new Directors and Supervisors to constitute the fifth session of the Board and the Supervisory Committee respectively, and service agreement and remuneration of the fifth session of the Board and the Supervisory Committee. To the best of information, knowledge and belief of the Directors, as at the Latest Practicable Date, none of the Shareholders was required to abstain from voting in respect of the resolutions proposed at the AGM.

A notice convening the AGM to be held on 28 June 2013 at 2:30 p.m. at Meeting Room, Level 4, No. 68 Keji San Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC, is set out on pages 14 to 18 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, 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, 17M 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 7 June 2013, 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 29 May 2013 to 28 June 2013 (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 28 May 2013 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, 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 Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), no later than 4:30 p.m. on 28 May 2013.

## 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 all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

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.\***  
**Xiao Bing**  
*Chairman*

\* 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 with limited liability)*

**(Stock Code: 8227)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an 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 (the "PRC") on 28 June 2013 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 2012.
2. To consider and, if thought fit, to approve the report of the supervisory committee (the "Supervisory Committee") of the Company for the year ended 31 December 2012.
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 2012.
4. To re-appoint SHINEWING (HK) CPA Limited as the Company's auditors and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to ratify, approve and confirm term extension for Directors and supervisors (the "Supervisors") of the fourth session of the Board and the Supervisory Committee from 19 May 2013 to 28 June 2013.
6. To consider and, if thought fit, to approve the re-election of Mr. Xiao Bing as the executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
7. To consider and, if thought fit, to approve the re-election of Mr. Zuo Hong as the executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, to approve the re-election of Mr. Sun Wenguo as the non-executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
9. To consider and, if thought fit, to approve the re-election of Mr. Li Wenqi as the non-executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
10. To consider and, if thought fit, to approve the re-election of Mr. Yan Feng as the non-executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
11. To consider and, if thought fit, to approve the re-election of Mr. Xie Yiqun as the non-executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
12. To consider and, if thought fit, to approve the appointment of Mr. Zhang Jun as the independent non-executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
13. To consider and, if thought fit, to approve the re-election of Mr. Chen Ji as the independent non-executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
14. To consider and, if thought fit, to approve the re-election of Mr. Qiang Wenyu as the independent non-executive Director of the fifth session of the Board for a term of three years commencing from 28 June 2013.
15. To consider and, if thought fit, to approve the appointment of Ms. Huang Jing as the independent Supervisor of the fifth session of the Supervisory Committee for a term of three years commencing from 28 June 2013.
16. To consider and, if thought fit, to approve the re-election of Mr. Bai Fubo as the shareholder representative Supervisor of the fifth session of the Supervisory Committee for a term of three years commencing from 28 June 2013.
17. To authorise the Board to enter into service agreements with Directors and Supervisors of the fifth 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 fifth session of the Board and the Supervisory Committee.
18. To authorise the Board to fix the remuneration of Directors and Supervisors of the fifth session of the Board and the Supervisory Committee.

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTIONS

19. To consider and, if thought fit, to approve the amendments of Articles of Association of the Company for the composition of the Board and the Supervisory Committee.
20. **“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 (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.

## NOTICE OF ANNUAL GENERAL MEETING

For the purposes of special resolution no. 20 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.”

Yours faithfully

By order of the Board

**Xi'an Haitian Antenna Technologies Co., Ltd.\***

**Xiao Bing**

*Chairman*

Xi'an, the PRC, 13 May 2013

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. The register of members of the Company shall be closed from 29 May 2013 to 28 June 2013 (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 28 May 2013.
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 28 May 2013 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 domestic shares, to the Company's head office and, for holders of H shares, to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited 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 domestic shares, to the Company's head office and, for holders of H shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited no later than 7 June 2013.
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