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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 stockbroker or other registered dealer 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 RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF AGM**

A supplemental notice of the AGM to be held as originally scheduled at Meeting Room, Level 4, No. 68 Keji San Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC at 2:30 p.m. on 16 May 2014 is being despatched to the Shareholders together with this circular.

The Second Proxy Form, which contains the additional resolutions to be put forward at the AGM, is enclosed with this circular. The Second Proxy Form shall supersede the First Proxy Form which was enclosed with the 2013 Annual Report of the Company and notice of AGM dated 31 March 2014.

Holders of (i) the H Shares who intend to appoint a proxy to attend the AGM but have not yet lodged the First Proxy Form with the H Share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; and (ii) the Domestic Shares who intend to appoint a proxy to attend the AGM but have not yet lodged the First Proxy Form with the head office of the Company in the PRC, should complete the accompanying Second Proxy Form in accordance with the instructions thereon and return it to the head office of the Company in the PRC at No. 66 JinYE Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (Post Code: 710075), by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof.

For the avoidance of doubt, holders of the H Shares and the Domestic Shares who have already lodged the First Proxy Form with the H Share registrar and transfer office of the Company and the head office of the Company in the PRC, respectively, should pay attention to the relevant information under Note (5) to the supplemental notice of the AGM.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM, or at any adjourned meeting thereof, should you so wish.

This document 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 at the website of the Company at <http://www.xaht.com>.

* for identification purpose only

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 of the Stock Exchange 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 as originally scheduled at 2:30 p.m. on 16 May 2014
“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
“Directors”	the directors 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
“First Proxy Form”	the proxy form enclosed with the Company’s 2013 Annual Report and notice of the AGM dated 31 March 2014
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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”	21 April 2014, 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, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

* *for identification purpose only*

DEFINITIONS

“Second Proxy Form”	the new proxy form for the AGM, which contains the additional resolutions to be put forward at the AGM, and is enclosed with this circular and the supplemental notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holders of the Domestic Shares and the H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tian An Investment”	Xi’an Tian An Investment Co., Ltd.* (西安天安投資有限公司), a company established in the PRC which is beneficially owned as to 60% by Mr. Xiao Bing and 40% by Ms. Yao Wenli, mother of Mr. Xiao Bing
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

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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. Yan Weimin

Non-executive Directors

Mr. Sun Wenguo

Mr. Li Wenqi

Mr. Yan Feng

Mr. Xie Yiqun

Independent non-executive Directors

Mr. Zhang Jun

Mr. Chen Ji

Ms. Bao Yujie

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

25 April 2014

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND SUPPLEMENTAL NOTICE OF AGM

INTRODUCTION

Reference is made to the Company's notice of the AGM dated 31 March 2014, which set out the time and venue of the AGM and contains the relevant resolutions to be put forward at the AGM for Shareholders' consideration and approval.

Reference is also made to the Company's announcement dated 8 April 2014 in relation to, among other things, the appointment of Mr. Yan Weimin (燕衛民先生) as executive Director and Ms. Bao Yujie (鮑玉潔女士) as independent non-executive Director with effect from 8 April 2014.

* *for identification purpose only*

LETTER FROM THE BOARD

Pursuant to Article 102 of the Article of Association, any person appointed by the Directors to fill a casual vacancy of or as an addition to the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election. Mr. Yan and Ms. Bao, whose offices will be expired at the AGM and being eligible, will offer themselves for election at the AGM.

In this connection, Tian An Investment (being a substantial Shareholder holding approximately 27.82% of the issued share capital of the Company as at the Latest Practicable Date), has submitted the proposal in respect of the re-election of Mr. Yan as executive Director and Ms. Bao as independent non-executive Director to the Board as provisional motions. Pursuant to the relevant provisions of laws, regulations and the Articles of Association, the Board hereby presents the aforementioned provisional motions submitted by Tian An Investment to the AGM for consideration.

The purpose of this circular is to provide you with detailed information regarding the proposed re-election of Directors, and to set out the supplemental notice of the AGM.

PROPOSED RE-ELECTION OF DIRECTORS

The proposal of Tian An Investment to re-elect Mr. Yan Weimin as executive Director and Ms. Bao Yujie as independent non-executive Director will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions.

The biographical particulars of Mr. Yan and Ms. Bao are as follows:

Mr. Yan Weimin, aged 46, graduated from Central South University* (中南大學) in 1989 majoring in automation and obtained an EMBA degree of United Business Institutes in Belgium in 2009. He has 20 years of experience in the trading of mineral products. During 1989 and 1997, Mr. Yan served in China Metallurgical Import & Export Company* (中國煉金進出口公司, currently known as Sinosteel Corporation* (中國中鋼集團公司)), mainly responsible for the trading of iron and manganese ore between the steel sector of China and companies in Australia. During 1997 and 2007, Mr. Yan served in Shanghai Aijian Holding Co., Ltd.* (上海愛建股份有限公司), in charge of the trading of mineral products and also involved in Oil for Food Deal between United Nation and Iraq. Since 2007, Mr. Yan has served as different posts, including the general manager of Shanghai Guohong Trading Co. Ltd.* (上海國弘貿易有限公司) and the chairman of Shanghai Yingyue Industrial Co. Ltd.* (上海鷹悅實業有限公司). In addition, he has been appointed as a non-executive director of Honbridge Holdings Ltd.* (洪橋集團有限公司), a company listed on The Stock Exchange of Hong Kong Limited, since 2010, responsible for the communication with China's steel conglomerates, mining corporations, port and mining construction enterprises.

* for identification purpose only

LETTER FROM THE BOARD

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, as at the Latest Practicable Date, Mr. Yan (i) had no relationship with any Directors, supervisors and senior management or substantial shareholders or controlling shareholders of the Company; (ii) had no interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance; and (iii) did not hold any position with the Company or its subsidiaries and does 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 of Mr. Yan, 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 of the Company.

The Company has entered into a service agreement with Mr. Yan for an initial term commencing on 8 April 2014 to 28 June 2016. Pursuant to the service contract of Mr. Yan, he is entitled to receive remuneration in the amount of RMB100,000 per annum. The proposed remuneration of Mr. Yan was determined on the basis of the prevailing market rate and taking into account of his experience.

Ms. Bao Yujie, aged 23, who is currently pursuing advanced studies in the Business School of Nanjing University* (南京大學商學院), major in accounting for international business, has been a deputy general manager of Henan Yufeng Compound Fertilizer Co., Ltd.* (河南裕豐複合肥) since 2008; and a director of Shanghai Zhongji Investment Holding Co., Ltd.* (上海中技投資控股股份有限公司, formerly known as Shanghai Chenghai Enterprise Development Co., Ltd.* (上海澄海企業發展股份有限公司)), a company listed on The Shanghai Stock Exchange, since July 2010.

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, as at the Latest Practicable Date, Ms. Bao (i) had no relationship with any Directors, supervisors and senior management or substantial shareholders or controlling shareholders of the Company; (ii) had no interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance; and (iii) did not hold any position with the Company or its subsidiaries and does 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 of Ms. Bao, 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 of the Company.

The Company has entered into a service agreement with Ms. Bao for an initial term commencing on 8 April 2014 to 28 June 2016. Pursuant to the service contract of Ms. Bao, she is entitled to receive remuneration in the amount of RMB12,000 per annum. The proposed remuneration of Ms. Bao was determined on the basis of the prevailing market rate and taking into account of her experience.

* for identification purpose only

LETTER FROM THE BOARD

THE AGM

A supplemental notice of the AGM to be held as originally scheduled at Meeting Room, Level 4, No. 68 Keji San Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC at 2:30 p.m. on 16 May 2014 is set out on pages 8 to 10 of this circular.

Please refer to the Company's notice of the AGM dated 31 March 2013 for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.

The Second Proxy Form for the AGM, which contains the additional resolutions to be put forward at the AGM, is enclosed with this circular. The Second Proxy Form shall supersede the First Proxy Form which was enclosed with the 2013 Annual Report of the Company and the notice of the AGM dated 31 March 2013.

Holders of (i) the H Shares who intend to appoint a proxy to attend the AGM but have not yet lodged the First Proxy Form with the H Share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; and (ii) the Domestic Shares who intend to appoint a proxy to attend the AGM but have not yet lodged the First Proxy Form with the head office of the Company in the PRC, should complete the accompanying Second Proxy Form in accordance with the instructions thereon and return it to the head office of the Company in the PRC at No. 66 Jinye Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (Post Code: 710075), by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof.

For the avoidance of doubt, holders of the H Shares and the Domestic Shares who have already lodged the First Proxy Form with the H Share registrar and transfer office of the Company and the head office of the Company in the PRC, respectively, should pay attention to the relevant information under Note (5) to the supplemental notice of the AGM.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM, or at any adjourned meeting thereof, should you so wish.

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 aspects 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 supplemental notice of the AGM 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 supplemental notice of the AGM.

Yours faithfully
By order of the Board,
Xi'an Haitian Antenna Technologies Co., Ltd.*
Xiao Bing
Chairman and Executive Director

* *for identification purpose only*

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “AGM Notice”) of the annual general meeting (the “AGM”) of Xi’an Haitian Antenna Technologies Co., Ltd. (the “Company”) dated 31 March 2014, which set out the time and venue of the AGM and contains the relevant resolutions to be put forward at the AGM for shareholders’ consideration and approval.

Unless otherwise stated, capitalized terms used in this supplemental notice shall have the same meanings as those defined in the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled at Meeting Room, Level 4, No. 68 Keji San Road, National Hi-tech Industrial Development Zone, Xi’an, Shaanxi Province, the PRC at 2:30 p.m. on 16 May 2014 for the purpose of considering and, if thought fit, passing the following additional resolutions (other than those set out in the AGM Notice), which were submitted to the Company by Xi’an Tian An Investment Co., Ltd.* (西安天安投資有限公司) in compliance with the relevant provisions of the laws and the articles of association of the Company:

As Ordinary Resolutions:

5. To consider and, if thought fit, to approve the re-election of Mr. Yan Weimin as executive director of the Company.
6. To consider and, if thought fit, to approve the re-election of Ms. Bao Yujie as independent non-executive director of the Company.
7. To authorize the Board to fix the remuneration of the directors of the Company.

Yours faithfully
By order of the Board,
Xi’an Haitian Antenna Technologies Co., Ltd.*
Xiao Bing
Chairman and Executive Directors

Xi’an, the PRC, 25 April 2014

* *for identification purpose only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) The special resolution in respect of the grant of general mandate to the board of directors of the Company to allot, issue and deal with new shares of the Company, which was originally numbered as 5 in the AGM Notice, shall be renumbered as 8. The numbering of other resolutions in the AGM Notice shall remain unchanged.
- (2) Please refer to the Company's notice of the AGM dated 31 March 2014 for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.
- (3) Since the proxy form enclosed with the Company's 2013 Annual Report and notice of the AGM dated 31 March 2014 (the "First Proxy Form") does not contain the additional resolutions as set out in this supplemental notice, a new proxy form (the "Second Proxy Form") has been prepared and is enclosed and will be despatched to the shareholders together with this supplemental notice. The Second Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.xaht.com).
- (4) Holders of (i) H shares of the Company who intend to appoint a proxy to attend the AGM but have not yet lodged the First Proxy Form with the H share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; and (ii) domestic shares of the Company who intend to appoint a proxy to attend the AGM but have not yet lodged the First Proxy Form with the head office of the Company in the PRC should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the head office of the Company in the PRC at No. 66 Jinye Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (Post Code: 710075), by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. In this case, the First Proxy Form should no longer be lodged with the H share registrar and transfer office of the Company and the head office of the Company in the PRC.
- (5) Holders of H shares and domestic shares of the Company who have already lodged the First Proxy Form with the H share registrar and transfer office of the Company and the head office of the Company in the PRC, respectively, should note that:
 - (i) If no Second Proxy Form is lodged with the H share registrar and transfer office of the Company or the head office of the Company in the PRC (as the case may be), the First Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplemental notice;
 - (ii) If the Second Proxy Form is lodged with the H share registrar and transfer office of the Company or the head office of the Company in the PRC (as the case may be) at or before 2:30 p.m. on 15 May 2014, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form will be treated as a valid proxy form if duly completed; and
 - (iii) If the Second Proxy Form is lodged with the H share registrar and transfer office of the Company or the head office of the Company in the PRC (as the case may be) after 2:30 p.m. on 15 May 2014, the Second Proxy Form will be treated as an invalid proxy form and the First Proxy Form previously lodged by the shareholder will not be revoked. The First Proxy Form will be treated as a valid proxy form if duly completed. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplemental notice.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (6) Shareholders are reminded that completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude them from attending and voting in person at the AGM, or at any adjourned meeting thereof, should they so wish.
- (7) The address of the Company's head office in the PRC 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: 86-29-63362327

The address of the Company's H share registrar and transfer office in Hong Kong 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 Mr. Xiao Bing (肖兵先生) and Mr. Yan Weimin (燕衛民先生) being executive Directors; Mr. Sun Wenguo (孫文國先生), Mr. Li Wenqi (李文琦先生), Mr. Yan Feng (閆鋒先生) and Mr. Xie Yiqun (解益群先生) being non-executive Directors; and Mr. Zhang Jun (張鈞先生), Mr. Chen Ji (陳繼先生) and Ms. Bao Yujie (鮑玉潔女士) 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, the information contained in this notice 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 or this notice misleading.