



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)

**Second Proxy Form for the Annual General Meeting
to be held on 16 May 2014**

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ domestic shares/H shares of RMB0.10
each in the capital of 西安海天天线科技股份有限公司 Xi'an Haitian Antenna Technologies Co., Ltd.* (the "Company"),
HEREBY APPOINT (Note 3) _____
of _____
or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting (the "AGM") of
the Company to 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 16 May 2014 at 2:30 p.m. and any adjournment thereof, for the
purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM dated 31 March
2014 (the "AGM Notice") and the supplemental notice of the AGM dated 25 April 2014 (the "Supplemental AGM Notice"), and
to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or if no such indication is given,
as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2013.		
2.	To approve the report of the supervisory committee (the "Supervisory Committee") of the Company for the year ended 31 December 2013.		
3.	To approve the audited consolidated financial statements and the report of the auditors of the Company for the year ended 31 December 2013.		
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 approve the re-election of Mr. Yan Weimin as executive Director.		
6.	To consider, and if thought fit, to approve the re-election of Ms. Bao Yujie as independent non-executive Director.		
7.	To authorize the Board to fix the remuneration of the Directors.		
SPECIAL RESOLUTION		For (Note 4)	Against (Note 4)
8.	To grant a general mandate to the Board to allot, issue and deal with domestic shares and H shares of the Company with an amount of not more than 20% of the issued share capital of that class of shares on the date of passing of this resolution (full text is set out in the notice of the AGM dated 31 March 2014).		

Dated this _____ day of _____ Signature (Note 5) _____

* for identification purpose only

IMPORTANT

Since the proxy form enclosed with the AGM Notice (the "First Proxy Form") does not contain the additional resolutions as set out in the Supplemental AGM Notice, this new proxy form (the "Second Proxy Form") has been prepared and is enclosed and will be despatched to the shareholders together with the Supplemental AGM 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).

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 People's Republic of China (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 or the head office of the Company in the PRC (as the case may be).

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 or the head office of the Company in the PRC (as the case may be) 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 the Supplemental AGM 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 the Supplemental AGM Notice.

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK LETTERS.
2. Please insert the number and class of shares of RMB0.10 each registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint registered holders of any shares of the Company, any one of such holders may attend and vote at the AGM either personally or by proxy, but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited by hand or post, for holders of domestic shares of the Company, 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 (Postal Code 710075), and for holders of H shares of the Company, to the H share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Hopewell Centre, 17M Floor, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time for holding the AGM.
8. The proxy need not be a member of the Company.
9. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.