

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Xi'an Haitian Antenna Technologies Co., Ltd.*, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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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)

SPECIFIC MANDATE TO ISSUE NEW H SHARES

Capitalised terms used on this cover shall have the same meanings ascribed to them in the section headed "Definitions" of this circular.

Notices convening the Domestic Shareholders Class Meeting, H Shareholders Class Meeting and the EGM to be held at Conference Room, A-2 of Standard Workshop Phrase II, Zone B of Xi'an Export Processing Zone, No. 28 Xinxu Avenue, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC on Friday, 10 October 2014 are set out on pages 13 to 18 of this circular, and the reply slips and proxy forms are enclosed hereto.

Whether or not you are able to attend the meetings, you are requested to complete the enclosed reply slips and forms 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), as soon as possible but in any event for reply slip, no later than Friday, 19 September 2014, and for the forms of proxy not less than 24 hours before the time appointed for the holding of the meetings or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the meetings or any adjournment thereof should you so wish.

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>.

* for identification purpose only

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

“Announcement”	the Company’s announcement dated 27 July 2014
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors of the Company
“Campari Winner”	Campari Winner Limited, one of the Subscribers whose information is set out in “Letter from the Board – Information on the Subscribers”
“Class Meetings”	collectively, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting
“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
“Completion”	completion of the subscription of the New H Shares under the Subscription Agreements
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Shareholders Class Meeting”	class meeting of the holders of the Domestic Shares to be convened to consider and, if thought fit, approve, among other things, the Specific Mandate
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 in the share capital of the Company, which are subscribed for in Renminbi
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Specific Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“Great Harmony”	Great Harmony Ventures Limited (大同創投有限公司), one of the Subscribers whose information is set out in “Letter from the Board – Information on the Subscribers”
“Group”	the Company and its subsidiaries
“H Shareholders Class Meeting”	class meeting of the holders of the H Shares to be convened to consider and, if thought fit, approve, among other things, the Specific Mandate
“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 Administrative Region of the PRC
“Independent Third Parties”	persons or entities which are independent of and not connected with any of the Directors, supervisors, chief executive or substantial shareholders of the Company or any of its subsidiaries or an associate of any of them, and not connected persons of the Company
“Jinsheng Enterprise”	Hongkong Jinsheng Enterprise Co., Limited (香港錦昇企業有限公司), one of the Subscribers whose information is set out in “Letter from the Board – Information on the Subscribers”
“Last Trading Day”	27 July 2014, being the last day of trading in the Shares on the Stock Exchange prior to the release of the Announcement
“Latest Practicable Date”	19 August 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Long Apex”	Long Apex Limited, one of the Subscribers whose information is set out in “Letter from the Board – Information on the Subscribers”

DEFINITIONS

“New H Shares”	an aggregate of 300,000,000 H Shares to be issued and allotted to the Subscribers at the Subscription Price pursuant to the Subscription Agreements, and each the “New H Share”
“PRC”	the People’s Republic of China
“Shareholders”	holders of the Domestic Shares and/or the H Shares
“Shares”	collectively, the Domestic Shares and the H Shares
“Specific Mandate”	the specific mandate to be sought from the Shareholders at the Class Meetings and the EGM to authorise the Directors to allot and issue the New H Shares under the Subscription Agreements
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	collectively, Variant Wealth, Campari Winner, Long Apex, Great Harmony and Jinsheng Enterprise
“Subscription Agreement”	collectively, the subscription agreements entered into by the Company and each of the Subscribers respectively dated 25 July 2014 in relation to the subscription of the New H Shares by the Subscribers and each, the “Subscription Agreement”
“Subscription Price”	the subscription price of HK\$0.189 per New H Share
“Variant Wealth”	Variant Wealth Limited, one of the Subscribers whose information is set out in “Letter from the Board – Information on the Subscribers”
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
%	per cent.

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)

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

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

25 August 2014

To the Shareholders

Dear Sir or Madam,

SPECIFIC MANDATE TO ISSUE NEW H SHARES

INTRODUCTION

On 27 July 2014, the Company announced that it entered into a subscription agreement with each of the Subscriber on 25 July 2014 (after trading hours), pursuant to which the Company has conditionally agreed to allot and issue and the Subscribers have conditionally agreed to subscribe for in aggregate 300,000,000 New H Shares at a subscription price of HK\$0.189 per New H Share.

The New H Shares will be issued pursuant to the Specific Mandate. The Class Meetings and the EGM will be convened to consider and, if thought fit, approve the grant of the Specific Mandate, among other things.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the Subscription Agreements and other additional information as required by the GEM Listing Rules and to give you notices of the Class Meetings and the EGM.

THE SUBSCRIPTION AGREEMENTS

The principal terms of the Subscription Agreement with each of the Subscribers are identical, except for the number of New H Shares to be subscribed by each of the Subscribers and total Subscription Price payable therefor as more particularly set out below.

Summarised below are the principal terms of the Subscription Agreements:

1. Date

25 July 2014

2. Parties

- (i) the Company
- (ii) the respective Subscribers

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Subscribers and their respective ultimate beneficial owners are Independent Third Parties; and (ii) the Subscribers are independent of and not connected with each other.

3. New H Shares

Details of the New H Shares to be subscribed by each of the Subscribers are as follows:

Subscriber	Number of New H Shares	As at the Last Trading Day and the Latest Practicable Date		Immediately following the allotment and issue of the New H Shares		Total Subscription Price (HK\$)
		Approximate % of the total issued H Shares	% of the total issued share capital	Approximate % of the total issued H Shares	% of the total issued share capital	
Jinsheng Enterprise	80,000,000	49.45%	12.36%	17.33%	8.44%	15,120,000
Great Harmony	60,000,000	37.09%	9.27%	12.99%	6.34%	11,340,000
Long Apex	60,000,000	37.09%	9.27%	12.99%	6.34%	11,340,000
Campari Winner	50,000,000	30.91%	7.73%	10.83%	5.28%	9,450,000
Variant Wealth	50,000,000	30.91%	7.73%	10.83%	5.28%	9,450,000
Total:	300,000,000	185.45%	46.36%	64.97%	31.68%	56,700,000

LETTER FROM THE BOARD

The New H Shares represent:

- (i) approximately 185.45% of the total issued H Shares as at the Last Trading Day and the Latest Practicable Date;
- (ii) approximately 46.36% of the total issued share capital of the Company as at the Last Trading Day and the Latest Practicable Date;
- (iii) approximately 64.97% of the total issued H Shares as enlarged by the issue of the New H Shares; and
- (iv) approximately 31.68% of the total issued share capital of the Company as enlarged by the issue of the New H Shares.

4. The Subscription Price and payment terms

The Subscription Price of HK\$0.189 per New H Share was arrived at after arm's length negotiations between the Company and the Subscribers with reference to the net asset value of the Company as at 31 December 2013, the prevailing market condition and the recent market prices of the H Shares. The Directors (including the independent non-executive Directors) consider that the Subscription Price is fair and reasonable. The total Subscription Price is to be satisfied by each Subscriber by way of bank draft or other such method specified by the Company.

The Subscription Price of HK\$0.189 per New H Share represents:

- (i) a discount of approximately 17.47% to the closing price of HK\$0.229 per H Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 13.54% to the average closing price of HK\$0.2186 per H Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 9.1% to the average closing price of HK\$0.2079 per H Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day;
- (iv) a premium of approximately 687.5% over the net asset value of the Company of approximately HK\$0.024 per H Share based on the Company's audited consolidated net asset value of RMB12,187,934 (equivalent to approximately HK\$15,234,918) as at 31 December 2013; and
- (v) a discount of approximately 37% to the closing price of HK\$0.3 per H Share as quoted on the Stock Exchange on the Latest Practicable Date.

The net Subscription Price, after deduction of relevant expenses, is approximately HK\$0.185 per New H Share.

LETTER FROM THE BOARD

5. Conditions precedent

Completion of each of the Subscription Agreements is conditional upon the satisfaction of the conditions below:

- (a) the obtaining by the Company of the approval by the Shareholders required for the issue of the New H Shares in accordance with the Articles of Association and the relevant laws and regulations;
- (b) the obtaining by the Company of all consents and approvals required for the issue of the New H Shares from the relevant regulatory authorities, which include approval of the China Securities Regulatory Commission;
- (c) the obtaining by the Company of the approval for listing of, and permission to deal in, the New H Shares from the Stock Exchange; and
- (d) each of the parties to the Subscription Agreement has not committed a material breach of the terms thereof.

If any of the above conditions is not satisfied on or before 30 June 2015 (or such other date as may be agreed by the parties to the Subscription Agreement), the Subscription Agreement shall be terminated and, save for any antecedent breach, the rights and obligations of each of the parties to the Subscription Agreement shall cease and determine.

6. Completion

Each Subscription Agreement is to be completed on the third business day after the satisfaction of the conditions, or at such other date as may be agreed between the Company and the Subscriber.

USE OF PROCEEDS AND REASONS FOR AND BENEFITS OF THE ISSUE OF THE NEW H SHARES

The gross proceeds from issue of the New H Shares will be HK\$56.70 million. The estimated net proceeds from the issue of the New H Shares will be approximately HK\$55.60 million. The Board intends that the net proceeds will be used as follows:

- (i) approximately HK\$25.88 million for early repayment of the principal and interest of a bank loan of the Group which is due in May 2015;
- (ii) approximately HK\$23.42 million for business operation of the Group, including procurements for radio frequency modules for mobile communications ("RF module") (approximately HK\$16.38 million), marketing and technical upgrade of the RF module (approximately HK\$2 million), expansion of network optimization and comprehensive maintenance services (approximately HK\$2.52 million) and staff costs and equipment upgrade for the research and development and trial-run of new base station antennas (approximately HK\$2.52 million); and

LETTER FROM THE BOARD

- (iii) the remaining balance of approximately HK\$6.30 million for working capital of Shanghai Xunyu Investment Limited* (上海順鈺投資有限公司), a subsidiary owned as to 60% by the Company, to expand its import and export business (further information of this company is set out in the announcement of the Company dated 30 April 2014).

By entering into the Subscription Agreements and issuing the New H Shares, the Company can reduce the financial costs and hence strengthen the financial position of the Group, and raise capital for the Group to support its business operation including the research and development of the RF module and base station antennas related products as described above. The Board considers that the issue of the New H Shares will broaden the capital and shareholder base of the Company and, at the same time, increase the net asset value per Share, notwithstanding the dilution effect to the percentage in shareholding of the existing Shareholders as a whole.

Having considered, among other things, the foregoing reasons for and benefits of the issue of the New H Shares, the Directors are of the view that the Subscription Agreements, the transactions contemplated thereunder and the issue of the New H Shares are in the interests of the Company and the Shareholders as a whole.

SPECIFIC MANDATE

A special resolution will be proposed at the Class Meetings and the EGM to seek the approval of the Shareholders for, among other things, the grant of the Specific Mandate to authorise the Directors to allot and issue the New H Shares.

LETTER FROM THE BOARD

EFFECTS ON THE SHAREHOLDINGS STRUCTURE OF THE COMPANY AS A RESULT OF THE ISSUE OF NEW H SHARES

Shareholders	As at the Latest Practicable Date		Immediately after the allotment and issue of the New H Shares	
	Number of Shares	Approximate % of the total issued share capital	Number of Shares	Approximate % of the total issued share capital
Domestic Shares				
Xi'an Tian An Investment Co., Ltd.* (西安天安投資有限公司) ¹	180,000,000	27.82%	180,000,000	19.00%
Xi'an Kaiyuan Investment Group Co., Ltd.* (西安開元投資集團股份有限公司)	100,000,000	15.45%	100,000,000	10.56%
Shenzhen Huitai Investment Development Co., Ltd.* (深圳市匯泰投資發展有限公司)	75,064,706	11.60%	75,064,706	7.93%
Chang'an International Trust Co., Ltd.* (長安國際信託股份有限公司)	70,151,471	10.84%	70,151,471	7.41%
Beijing Holdings Investment Management Co., Ltd.* (北京京泰投資管理中心)	54,077,941	8.36%	54,077,941	5.71%
Chen Xiao Bin (陳曉濱)	6,000,000	0.93%	6,000,000	0.63%
Domestic Shares sub-total:	485,294,118	75.00%	485,294,118	51.24%
H Shares				
Existing holders of H Shares	161,764,706	25.00%	161,764,706	17.08%
Jinsheng Enterprise	0	0%	80,000,000	8.44%
Great Harmony	0	0%	60,000,000	6.34%
Long Apex	0	0%	60,000,000	6.34%
Campari Winner	0	0%	50,000,000	5.28%
Variant Wealth	0	0%	50,000,000	5.28%
H Shares held by the public sub-total:	161,764,706	25.00%	461,764,706	48.76%
TOTAL	647,058,824	100%	947,058,824	100%

Notes:

- Xi'an Tian An Investment Co., Ltd.* (西安天安投資有限公司) is beneficially owned as to 60% by Mr. Xiao Bing, an executive Director, and 40% by his mother Ms. Yao Wenli.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES DURING PAST TWELVE MONTHS

Save as disclosed in this circular, the Company had not conducted any fund raising activities in relation to issue of equity securities in the past twelve months prior to the Latest Practicable Date.

APPLICATIONS FOR APPROVAL AND LISTING

An application will be made by the Company to the China Securities Regulatory Commission for the issue of the New H Shares. An application will also be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the New H Shares on the Stock Exchange.

As Completion is subject to the fulfillment of the conditions set out in the Subscription Agreements, the issue of the New H Shares may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

INFORMATION ON THE COMPANY

The Company is a joint stock limited company incorporated in the People's Republic of China with limited liability. The Group is principally engaged in the research and development, manufacture and sale of base station antennas and related products. In connection with such principal business, the Group also provides technical support, system integration and installation services of base station antennas.

INFORMATION ON THE SUBSCRIBERS

The Subscribers were business contacts of Mr. Chen Ji (陳繼先生), one of the independent non-executive Directors, who introduced them to the Company for the subscription of the New H Shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries:

1. Jisheng Enterprise, a company incorporated in Hong Kong with limited liability on 16 July 2005, is owned by Mr. Duan Bin (段斌先生), Mr. Deng Dan Hong (鄧丹宏先生) and Ms. Xiong Lei (熊蕾女士) as to 80%, 10% and 10% respectively, and is principally engaged in trading business;
2. Great Harmony, a company incorporated in the Republic of Seychelles with limited liability on 3 January 2014, is wholly owned by Ms. Yin Shan (殷珊女士) and principally engaged in investment holding;
3. Long Apex, a company incorporated in the British Virgin Islands with limited liability on 12 December 2001, is wholly owned by Mr. Guo Yanjun (郭燕軍先生) and principally engaged in investment holding;
4. Campari Winner, a company incorporated in the British Virgin Islands with limited liability on 1 November 2012, is wholly owned by Ms. Lu Jinhua (陸謹華女士) and principally engaged in investment and trading of non-ferrous metals, mineral products, natural rubber, tire-related commodities; and

LETTER FROM THE BOARD

5. Variant Wealth, a company incorporated in the British Virgin Islands with limited liability on 15 November 2012, is wholly owned by Ms. Sun Siwei (孫思瑋女士) and principally engaged in international trade and re-export of non-ferrous metals, natural rubber, tires and mineral products.

THE CLASS MEETINGS AND THE EGM

A special resolution will be proposed at the Class Meetings and the EGM for the purpose of, among other things, approving the Subscription Agreements and the Specific Mandate.

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 resolution for the approval of the Subscription Agreements and the Specific Mandate at the Class Meetings and the EGM.

Notices convening the Class Meetings and the EGM to be held at Conference Room, A-2 of Standard Workshop Phase II, Zone B of Xi'an Export Processing Zone, No. 28 Xinxi Avenue, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC on Friday, 10 October 2014 are set out on pages 13 to 18 to this circular, and their reply slips and proxy forms are enclosed hereto. Whether or not you are able to attend the meetings, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return it to the Company's office at No. 66 Jinye Road, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (Post Code: 710075) (for Domestic Shareholders); or to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), as soon as possible but in any event for reply slips, before Friday, 19 September 2014, and for the forms of proxy, not less than 24 hours before the time appointed for the holding of the relevant meetings, or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the meetings or any adjournment thereof should you so wish.

An announcement of the poll results of the Class Meetings and the EGM will be published on the websites of the Stock Exchange and of the Company after the meetings.

CLOSURE OF REGISTER OF MEMBERS

The registers of members of the Company will be closed from Wednesday, 10 September 2014 to Friday, 10 October 2014 (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 Monday, 8 September 2014 shall be entitled to attend and vote at the Class Meetings and the EGM. In order to qualify to attend and vote at the Class Meetings and the EGM, 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 H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Hopewell Centre, Shops 1712-1716, 17/F, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), no later than 4:30 p.m. on Monday, 8 September 2014.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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.

RECOMMENDATION

The Board considers that the proposal contained in the resolution set out in the notices of the Class Meetings and the notice of the EGM is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution as set out in the notices of the Class Meetings and the notice of the EGM.

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

* *for identification purpose only*

NOTICE OF H SHAREHOLDERS CLASS 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 H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting (the “**H Shareholders Class Meeting**”) for holders of the overseas listed foreign invested shares (the “**H Shares**”) of Xi'an Haitian Antenna Technologies Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Friday, 10 October 2014 at Conference Room, A-2 of Standard Workshop Phrase II, Zone B of Xi'an Export Processing Zone, No. 28 Xixi Avenue, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the People's Republic of China (the “**PRC**”) for the purpose of considering, and if thought fit, with or without modifications, passing the resolution set out below as a special resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) the subscription agreements dated 25 July 2014 (the “**Subscription Agreements**”) entered into between the Company and Campari Winner Limited, Great Harmony Ventures Limited, Hongkong Jinsheng Enterprise Co., Limited, Long Apex Limited and Variant Wealth Limited, respectively, in relation to the subscription of an aggregate 300,000,000 new H shares (the “**New H Shares**”) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to make changes or amendments to the Subscription Agreements as it may in its absolute discretion deem fit, to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreements and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;
- (c) the Board be and is hereby granted a specific mandate to allot and issue the New H Shares, which specific mandate can be exercised once or more than once, pursuant to the Subscription Agreements;
- (d) contingent on the Board resolving to issue the New H Shares pursuant to paragraph (c) above, the Board be authorised 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 the New H Shares;

* *for identification purpose only*

NOTICE OF H SHAREHOLDERS CLASS MEETING

- (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New H Shares pursuant to paragraph (c) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

By Order of the Board
Xi'an Haitian Antenna Technologies Co., Ltd.*
Xiao Bing
Chairman

Xi'an, the PRC
25 August 2014

Notes:

1. The register of members of H Shares of the Company will be closed from Wednesday, 10 September 2014 to Friday, 10 October 2014 (both days inclusive), during which period no transfer of shares of the Company can be registered.
2. Holders of H Shares whose names appear on the register of members of H Shares of the Company at the close of business on Monday, 8 September 2014 shall be entitled to attend and vote at the H Shareholders Class Meeting 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 H Shareholders Class Meeting is herewith enclosed. In order to be valid, the proxy form must be deposited by hand or by post 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 H Shareholders Class Meeting. 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 H Shareholders Class Meeting.
5. Shareholders who intend to attend the H Shareholders Class Meeting should complete and return the enclosed reply slip by hand or by post to the H Share registrar of the Company no later than Friday, 19 September 2014.
6. Shareholders or proxies attending the H Shareholders Class Meeting 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 address of the Company's H share registrar is as follows:

17M Floor,
Hopewell Centre,
183 Queen's Road East,
Wan Chai,
Hong Kong

* for identification purpose only

NOTICE OF DOMESTIC SHAREHOLDERS CLASS 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 DOMESTIC SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting (the “**Domestic Shareholders Class Meeting**”) for holders of domestic shares (“**Domestic Shares**”) of Xi’an Haitian Antenna Technologies Co., Ltd (the “**Company**”) will be held at 2:45 p.m. (or as soon as the class meeting of the holders of H shares of the Company to be convened at the same date and place at 2:30 p.m. shall conclude or adjourn) on Friday, 10 October 2014 at Conference Room, A-2 of Standard Workshop Phrase II, Zone B of Xi’an Export Processing Zone, No. 28 Xinxu Avenue, National Hi-tech Industrial Development Zone, Xi’an, Shaanxi Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering, and if thought fit, with or without modifications, passing the resolution set out below as a special resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) the subscription agreements dated 25 July 2014 (the “**Subscription Agreements**”) entered into between the Company and Campari Winner Limited, Great Harmony Ventures Limited, Hongkong Jinsheng Enterprise Co., Limited, Long Apex Limited and Variant Wealth Limited, respectively, in relation to the subscription of an aggregate 300,000,000 new H shares (the “**New H Shares**”) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreements be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to make changes or amendments to the Subscription Agreements as it may in its absolute discretion deem fit, to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreements and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;
- (c) the Board be and is hereby granted a specific mandate to allot and issue the New H Shares, which specific mandate can be exercised once or more than once, pursuant to the Subscription Agreements;
- (d) contingent on the Board resolving to issue the New H Shares pursuant to paragraph (c) above, the Board be authorised 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 the New H Shares;

* for identification purpose only

NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

- (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New H Shares pursuant to paragraph (c) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

By Order of the Board
Xi'an Haitian Antenna Technologies Co., Ltd.*
Xiao Bing
Chairman

Xi'an, the PRC
25 August 2014

Notes:

1. The register of members of Domestic Shares will be closed from Wednesday, 10 September 2014 to Friday, 10 October 2014 (both days inclusive), during which period no transfer of Domestic Shares can be registered.
2. Holders of Domestic Shares whose names appear on the register of members of Domestic Shares at the close of business on Monday, 8 September 2014 shall be entitled to attend and vote at the Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting is herewith enclosed. In order to be valid, the proxy form must be deposited by hand or by post to the Company's head office no later than 24 hours before the time for holding the Domestic Shareholders Class Meeting. 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 Domestic Shareholders Class Meeting.
5. Shareholders who intend to attend the Domestic Shareholders Class Meeting should complete and return the enclosed reply slip by hand or by post to the Company's head office, no later than Friday, 19 September 2014.
6. Shareholders or proxies attending the Domestic Shareholders Class Meeting 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 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 People's Republic of China.

* for identification purpose only

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Xi'an Haitian Antenna Technologies Co., Ltd. (the "**Company**") will be held at 3:00 p.m. (or as soon as the class meeting of the holders of domestic shares of the Company to be convened at the same date and place at 2:45 p.m. shall conclude or adjourn) on Friday, 10 October 2014 at Conference Room, A-2 of Standard Workshop Phase II, Zone B of Xi'an Export Processing Zone, No. 28 Xinxi Avenue, National Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the People's Republic of China (the "**PRC**"), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

SPECIAL RESOLUTION

"THAT

- (a) the subscription agreements dated 25 July 2014 (the "**Subscription Agreements**") entered into between the Company and Campari Winner Limited, Great Harmony Ventures Limited, Hongkong Jinsheng Enterprise Co., Limited, Long Apex Limited and Variant Wealth Limited, respectively, in relation to the subscription of an aggregate 300,000,000 new H shares of HK\$0.189 each (the "**New H Shares**") and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreements be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the "**Board**") be and is hereby authorised to make changes or amendments to the Subscription Agreements as it may in its absolute discretion deem fit, to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreements and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;
- (c) the Board be and is hereby granted a specific mandate to allot and issue the New H Shares, which specific mandate can be exercised once or more than once, pursuant to the Subscription Agreements;

* *for identification purpose only*

NOTICE OF EGM

- (d) contingent on the Board resolving to issue the New H Shares pursuant to paragraph (c) above, the Board be authorised 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 the New H Shares;
 - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New H Shares pursuant to paragraph (c) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
 - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

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

Xi'an, the PRC
25 August 2014

Notes:

1. The register of members of the Company will be closed from Wednesday, 10 September 2014 to Friday, 10 October 2014 (both days inclusive), during which period no transfer of shares of the Company can be registered.
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 Monday, 8 September 2014 shall be entitled to attend and vote at the EGM 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 EGM 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 EGM. 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 EGM.
5. Shareholders who intend to attend the EGM 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 and, for holders of domestic shares, to the Company's head office no later than Friday, 19 September 2014.
6. Shareholders or proxies attending the EGM 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.

* *for identification purpose only*

NOTICE OF EGM

7. 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 People's Republic of China

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

17M Floor,
Hopewell Centre,
183 Queen's Road East,
Wan Chai,
Hong Kong