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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)

**PROPOSED SPECIFIC MANDATE RELATING TO A POSSIBLE
PLACING OF NEW DOMESTIC SHARES;
POSSIBLE CONNECTED TRANSACTIONS;
PROPOSED CHANGE OF COMPANY NAME;
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION;
AND
RESUMPTION OF TRADING**

**PROPOSED SPECIFIC MANDATE RELATING TO A POSSIBLE PLACING
OF NEW DOMESTIC SHARES**

On 20 March 2015, the Board resolved to convene the EGM and the Class Meetings for the grant of the Specific Mandate by the Independent Shareholders to the Board to issue not more than 400,000,000 New Domestic Shares at the Placing Price of not less than RMB0.105 (equivalent to approximately HK\$0.13) per New Domestic Shares. The Company proposes to place the New Domestic Shares to existing holders of the Domestic Shares in proportion to their existing shareholding percentage in the total issued Domestic Shares. The Specific Mandate to be sought from the Shareholders at the EGM and the Class Meetings are for the 12-month period from the passing of the relevant resolutions at the EGM and the Class Meetings, unless being revoked or varied by special resolution(s) of the Shareholders in a general or a class meeting.

* *For identification purpose only*

POSSIBLE CONNECTED TRANSACTIONS

The New Domestic Shares to be issued under the Specific Mandate, if placed and issued to each of Tian An Investment and International Medical Investment, will constitute connected transactions for the Company under the GEM Listing Rules. The Specific Mandate as well as the Possible Connected Transactions will be subject to the approval of the Independent Shareholders at the EGM and Class Meetings by poll. Each of Tian An Investment, International Medical Investment and their respective associates are required to abstain from voting at the EGM and Class Meetings regarding the Specific Mandate and the Possible Connected Transactions.

Shareholders and potential investors should be aware that the Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. Even if the Specific Mandate is granted to the Board, the Possible Domestic Share Placing may or may not be proceeded with. If the Possible Domestic Share Placing is proceeded with, it is subject to the satisfaction of a number of conditions which are more particularly set out in the paragraph headed “Conditions to the Possible Domestic Share Placing” of this announcement. There is no assurance that any of the conditions to the Possible Domestic Share Placing will be fulfilled. Therefore, the Possible Domestic Share Placing may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the Chinese name of the Company to “西安海天天綫控股股份有限公司” and adopt the English name “Xi’an Haitian Antenna Holdings Co., Ltd.” for identification purpose only.

PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

Resolutions will be proposed at the EGM to approve the amendment of the Articles of Association in view of, among other things, the Proposed Change of Company Name, the change in share capital and shareholding structure, and the proposed increase of members of supervisory committee of the Company from three members to five members.

GENERAL

A circular containing further information on (i) the Specific Mandate; (ii) the Possible Domestic Share Placing; (iii) the Possible Connected Transactions; (iv) advice from the independent financial adviser; (v) recommendation from the independent board committee of the Company; (vi) the Proposed Change of Company Name; and (vii) the proposed amendment of the Articles of Association, together with notices of the EGM and the Class Meetings, will be sent to the Shareholders as soon as possible.

RESUMPTION OF TRADING

Trading in the H Shares on the Stock Exchange was suspended at the request of the Company with effect from 1:00 p.m. on 20 March 2015 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the H Shares with effect from 9:30 a.m. on 23 March 2015.

SPECIFIC MANDATE RELATING TO A POSSIBLE PLACING OF NEW DOMESTIC SHARES

On 20 March 2015, the Board resolved to convene the EGM and the Class Meetings for the grant of the Specific Mandate by the Independent Shareholders to the Board to issue not more than 400,000,000 New Domestic Shares. The Specific Mandate to be sought from the Shareholders at the EGM and the Class Meetings are for the 12-month period from the passing of the relevant resolutions at the EGM and the Class Meetings, unless being revoked or varied by special resolution(s) of the Shareholders in a general or a class meeting.

STRUCTURE OF THE POSSIBLE DOMESTIC SHARE PLACING

Maximum number of New Domestic Shares to be placed

As at the date of this announcement, the total issued share capital of the Company is 807,058,824 Shares, comprising 485,294,118 Domestic Shares and 321,764,706 H Shares. If, upon the grant of the Specific Mandate, the Directors proceed to place the New Domestic Shares, the Company may issue not more than 400,000,000 New Domestic Shares, which represent:

- (i) not more than approximately 49.56% of the total issued share capital of the Company as at the date of this announcement;
- (ii) not more than approximately 33.14% of the total issued share capital of the Company as enlarged by the Possible Domestic Share Placing;
- (iii) not more than approximately 29.69% of the total issued share capital of the Company as enlarged by the Possible Domestic Shares Placing and the New H Shares Issue;
- (iv) not more than approximately 82.42% of the total issued Domestic Shares as at the date of this announcement; and
- (v) not more than approximately 45.18% of the total issued Domestic Shares as enlarged by the Possible Domestic Shares Placing.

Placees

The Company proposes to place the New Domestic Shares to existing holders of the Domestic Shares in proportion to their existing shareholding percentage in the total issued Domestic Shares as follows:

Holders of Domestic Shares	Number of Domestic Shares	Approximate % of the total issued Domestic Shares	Maximum number of New Domestic Shares proposed to be placed
Tian An Investment	180,000,000	37.09%	148,363,637
International Medical Investment	100,000,000	20.61%	82,424,242
Shenzhen Huitai Investment Development Co., Ltd.* (深圳市匯泰投資發展有限公司)	75,064,706	15.47%	61,871,515
Chang'an International Trust Co., Ltd.* (長安國際信託股份有限公司)	70,151,471	14.46%	57,821,818
Beijing Holdings Investment Management Co., Ltd.* (北京京泰投資管理中心)	54,077,941	11.14%	44,573,333
Chen Xiao Bin (陳曉濱)	<u>6,000,000</u>	<u>1.23%</u>	<u>4,945,455</u>
Total	<u>485,294,118</u>	<u>100%</u>	<u>400,000,000</u>

The Company will, prior to the date of the EGM and the Class Meetings, make enquiries with the existing holders of the Domestic Shares on the number of New Domestic Shares which they will subscribe for. If any existing holders of the Domestic Shares does not subscribe for the New Domestic Shares proposed to be placed to him/it, or subscribe for less than the maximum number of New Domestic Shares proposed to be placed to him/it, the Company will use its best efforts to place such untaken New Domestic Shares to other investors which are Independent Third Parties on same terms.

As at the date of this announcement, Tian An Investment is interested in 180,000,000 Domestic Shares, representing approximately 22.30% of the total issued share capital of the Company and 37.09% of the total issued Domestic Shares. Tian An Investment has irrevocably undertaken to the Company to subscribe for 148,363,637 New Domestic Shares, being the maximum number of the New Domestic Shares proposed to be placed to it.

Placing Price

Not less than RMB0.105 (equivalent to approximately HK\$0.13) per New Domestic Shares.

The Placing Price is determined with reference to the net assets value of the Company as at 31 December 2014 of RMB0.013 per Shares and the recent market capitalisation of the Company. The Placing Price shall be satisfied by the placees in RMB by cash upon completion of the Proposed Domestic Share Placing.

The Domestic Shares are not listed and hence there is no publicly available trading or transfer price. **For illustration purpose only**, the Placing Price represents:

- (i) a discount of approximately 55.93% to the closing price of HK\$0.295 per H Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 60.49% to the average closing price of HK\$0.329 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 59.38% to the average closing price of HK\$0.320 per H Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day; and
- (iv) a premium of approximately 707.69% over the net asset value of the Company of approximately HK\$0.016 per Share based on the Company's audited consolidated net asset value of RMB8,565,001 (equivalent to approximately HK\$10,706,251) as at 31 December 2014.

Assuming the New Domestic Shares are to be placed at a placing price of RMB0.105 (equivalent to approximately HK\$0.13) per New Domestic Shares, the Company expects to raise total gross proceeds of approximately RMB42,000,000 (equivalent to approximately HK\$52,500,000) through the Possible Domestic Share Placing.

Shareholders and potential investors should note that the particulars of the Possible Domestic Share Placing is for illustrative purpose only and the actual Placing Price and the amount of fund to be raised by the issue of the New Domestic Shares under the Possible Domestic Share Placing may be different from the above indicative figures. The Company will issue an announcement in accordance with the GEM Listing Rules if the Possible Domestic Share Placing takes place.

Conditions to the Possible Domestic Share Placing

Upon the grant of the Specific Mandate, and if the Directors proceed to place the New Domestic Shares pursuant to the Specific Mandate, the Possible Domestic Share Placing will be conditional upon:

- (a) the approval of the proposed issue of the New Domestic Shares pursuant to the Specific Mandate by the relevant government authorities in the PRC; and
- (b) the entering into of a definitive placing agreement by, among other parties, the Company and each placee and the definitive placing agreement not being terminated in accordance with its terms.

Ranking of the New Domestic Shares to be issued under the proposed Specific Mandate

If, upon the grant of the Specific Mandate, the Directors proceed to place the New Domestic Shares pursuant to the Possible Domestic Shares Placing, the New Domestic Shares, when fully paid, will rank pari passu in all respects with the Domestic Shares in issue.

POSSIBLE CHANGE IN SHARE CAPITAL AND SHAREHOLDING STRUCTURE

For reference and illustrative purpose only, assuming that: (1) the Specific Mandate is granted by the Independent Shareholders at the EGM and the Class Meetings; and; (2) the Board exercises in full the Specific Mandate to issue the New Domestic Shares; and (3) the existing holders of Domestic Shares subscribed for the maximum number of the New Placing Shares proposed to be placed to them, the possible changes in the share capital and shareholding of the Company will be as follows:

Shareholders	Immediately before the issue of the New Domestic Shares pursuant to the Specific Mandate		Immediately after the issue of the New Domestic Shares pursuant to the Specific Mandate	
	<i>Number of Shares</i>	<i>Approximate % of the total issued share capital</i>	<i>Number of Shares</i>	<i>Approximate % of the total issued share capital</i>
Domestic Shares				
Tian An Investment	180,000,000	22.303%	328,363,637	27.20%
International Medical Investment	100,000,000	12.391%	182,424,242	15.11%
Shenzhen Huitai Investment Development Co., Ltd.* (深圳市匯泰投資發展有限公司)	75,064,706	9.301%	136,936,221	11.35%
Chang'an International Trust Co., Ltd.* (長安國際信託股份有限公司)	70,151,471	8.692%	127,973,289	10.60%
Beijing Holdings Investment Management Co., Ltd.* (北京京泰投資管理中心)	54,077,941	6.701%	98,651,274	8.17%
Chen Xiao Bin (陳曉濱)	6,000,000	0.743%	10,945,455	0.91%
Domestic Shares sub-total:	485,294,118	60.131%	885,294,118	73.34%
H Shares				
Holders of H Shares	321,764,706	39.869%	321,764,706	26.66%
H Shares sub-total:	321,764,706	39.869%	321,764,706	26.66%
TOTAL	807,058,824	100%	1,207,058,824	100%

REASONS FOR THE POSSIBLE DOMESTIC SHARE PLACING AND PROPOSED USE OF PROCEEDS

The Company is a joint stock limited company incorporated in the PRC 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.

It is the long term strategy of the Group to diversify its operations, and the Board is interested in those projects that can have a growth potential and/or provide a long term and stable income to the Group. The Directors propose to use the net proceeds from the Possible Domestic Share Placing to invest in projects that have a growth potential and/or provide a long term and stable income to the Group and as general working capital. Further details on the application of such proceeds will be set out in the announcement to be published by the Company should the Possible Domestic Share Placing be proceeded with.

The Possible Domestic Share Placing will also enlarge the shareholder and capital bases of the Company and strengthen the financial position of the Group. The Directors, including the independent non-executive Directors, believe that the terms of the Possible Domestic Share Placing are fair and reasonable and that the Possible Domestic Share Placing is in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES DURING THE PAST TWELVE MONTHS

Date of announcement	Capital raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
27 July 2014	Issue of in aggregate 300,000,000 new H Shares under specific mandate, of which 160,000,000 new H Shares have been allotted and issued as at the date of this announcement	HK\$29.14 million	Repayment of the bank loans of the Group, business operations and general working capital	HK\$23.16 million

POSSIBLE CONNECTED TRANSACTIONS

Tian An Investment is an investment holding company established in the PRC on 26 January 2005, and is beneficially owned as to 60% by Mr. Xiao Bing, an executive Director, and 40% by his mother Ms. Yao Wenli. As at the date of this announcement, Tian An Investment is interested in 180,000,000 Domestic Shares, representing approximately 22.30% of the total issued share capital of the Company. Tian An Investment is a substantial shareholder of the Company and a connected person of the Company under the GEM Listing Rules.

International Medical Investment is a company established in the PRC with limited liability on 31 December 1996, principally engaged in investment in medical, medical equipment and biotechnologies, and its shares are listed on Shenzhen Stock Exchange (stock code 000516). As at the date of this announcement, International Medical Investment is interested in 100,000,000 Domestic Shares, representing approximately 12.39% of the total issued share capital of the Company. International Medical Investment is a substantial shareholder of the Company and therefore a connected person of the Company under the GEM Listing Rules.

The New Domestic Shares to be issued under the Specific Mandate, if placed and allotted to each of Tian An Investment and International Medical Investment, will constitute connected transactions for the Company under the GEM Listing Rules. The Specific Mandate as well as the Possible Connected Transactions will be subject to the approval of the Independent Shareholders at the EGM and Class Meetings by poll. Each of Tian An Investment, International Medical Investment and their respective associates are required to abstain from voting at the EGM and Class Meetings regarding the Specific Mandate and the Possible Connected Transactions.

An independent board committee of the Company will be established to advise the Independent Shareholders in relation to the Specific Mandate and the Possible Connected Transactions, and an independent financial adviser will be appointed to advise the independent board committee and the Independent Shareholders of the same.

Shareholders and potential investors should be aware that the Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. Even if the Specific Mandate is granted to the Board, the Possible Domestic Share Placing may or may not be proceeded with. If the Possible Domestic Share Placing is proceeded with, it is subject to the satisfaction of a number of conditions which are more particularly set out in the paragraph headed “Conditions to the Possible Domestic Share Placing” of this announcement. There is no assurance that any of the conditions to the Possible Domestic Share Placing will be fulfilled. Therefore, the Possible Domestic Share Placing may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

PROPOSED CHANGE OF COMPANY NAME

The new company name

The Board proposed to change the Chinese name of the Company to “西安海天天綫控股股份有限公司” and adopt the English name “Xi’an Haitian Antenna Holdings Co., Ltd.” for identification purpose only.

Reasons for the proposed change of company name

The Board considers that the Proposed Change of Company Name will properly reflect the principal business of the Group and its business strategy in the future.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to:

- (a) the approval of the relevant government authorities in the PRC having been obtained for the use by the Company of the proposed name of “西安海天天綫控股股份有限公司”; and
- (b) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the business licence bearing the new name of the Company is issued by the relevant government authorities in the PRC. The Company will carry out all necessary application and filing procedures with the government authorities in the PRC.

Effects of the Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company shall continue to be evidence of title to such securities, and the existing share certificates will continue to be valid for trading, settlement and registration purposes.

There will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. However, only new share certificates of the Company will be issued under the new name of the Company after the Proposed Change of Company Name has become effective.

The Board also proposes to, subject to the approval of the Stock Exchange, adopt a new stock short name in both of English and Chinese for the purpose of trading on the Stock Exchange.

PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

Resolutions will be proposed at the EGM to approve the amendment of the Articles of Association in view of, among other things, the Proposed Change of Company Name, the change in share capital and shareholding structure, and the proposed increase of the members of supervisory committee of the Company from three members to five members.

Details of the proposed amendment of the Articles of Association are set out below:

1. Article 1 of the Articles of Association provides that:

“Xi’an Haitian Antenna Technologies Co., Ltd. (“Company” or “the Company”) is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (“Company Law”), “the PRC Special Regulations on the Overseas Offering and Listings of Shares by Joint Stock Limited Companies” (“Special Regulations”) and other relevant laws and administrative regulations of the State.

Upon the approval regarding the establishment of the Company (關於同意設立西安海天天綫科技股份有限公司的批覆) (陝政函[2000]222號) granted by the People’s Government of Shaanxi Province (陝西省人民政府) on 29 September 2000, the Company was established by way of the conversion from the original Xi’an Haitian Communications into joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the corporate business license (license number: 6101012111906 1/1 on 11 October 2000.

Upon the approval regarding the conversion of the Company (商務部關於同意西安海天天綫科技股份有限公司變更為外商投資股份有限公司的批覆) (商資批[2005]101號) granted by the Ministry of Commerce of the People’s Republic of China on 20 January 2005, the Company was agreed to be changed into sino-foreign joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the legal person business license of the Company (license number: Qi Gu Shaan Xi An Zong Zi No. 002216 on 22 March 2005.

The promoters of the Company are Xiao Liangyong, Xi’an Kaiyuan Investment Group Co., Ltd., Chang’an International Trust Co., Ltd., Beijing Holdings Investment Management Co., Ltd., Shaanxi Silk Import & Export Corporation, Xi’an Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Chen Xiao Bin, Shaanxi Mant Intellectual Property Industry Development Co., Ltd..

Xiao Liangyong, as the promoter of the Company, transferred his shares to Xi’an Tian An Investment Company Limited in accordance with laws.”

This Article is proposed to be amended to read as follows:

“The Company is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (“Company Law”), “the PRC Special Regulations on the Overseas Offering and Listings of Shares by Joint Stock Limited Companies” (“Special Regulations”) and other relevant laws and administrative regulations of the State.

Upon the approval regarding the establishment of the Company (陝政函[2000]222號) granted by the People’s Government of Shaanxi Province (陝西省人民政府) on 29 September 2000, the Company was established by way of the conversion from the original Xi’an Haitian Communications into joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the corporate business license (license number: 6101012111906 1/1 on 11 October 2000.

Upon the approval regarding the conversion of the Company (商資批[2005]101號) granted by the Ministry of Commerce of the People’s Republic of China on 20 January 2005, the Company was agreed to be changed into sino-foreign joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the legal person business license of the Company (license number: Qi Gu Shaan Xi An Zong Zi No. 002216 on 22 March 2005.

The promoters of the Company are Xiao Liangyong, Xi’an Kaiyuan Investment Group Co., Ltd., Chang’an International Trust Co., Ltd., Beijing Holdings Investment Management Co., Ltd., Shaanxi Silk Import & Export Corporation, Xi’an Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Chen Xiao Bin, Shaanxi Mant Intellectual Property Industry Development Co., Ltd..

Xiao Liangyong, as the promoter of the Company, transferred his shares to Xi’an Tian An Investment Company Limited in accordance with laws.

Xi’an Kaiyuan Investment Group Co., Ltd., as the promoter of the Company, changed its name to Xi’an International Medical Investment Co. Ltd.”

2. Article 2 of the Articles of Association provides that:

“The registered name of the Company:

Chinese: 西安海天天綫科技股份有限公司

English: XI’AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.”

This Article is proposed to be amended to read as follows:

“The registered name of the Company:

Chinese: 西安海天天綫控股股份有限公司

English: XI’AN HAITIAN ANTENNA HOLDINGS CO., LTD.”

3. Article 6 of the Articles of Association provides that:

“Pursuant to the “Company Law”, “Special Regulations”, “Mandatory Provisions for Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”) and the relevant provisions of other laws and administrative regulations of the State, the Company amended the original Articles of Association (the “Original Articles of Association”) and formulated these Articles of Association (“these Articles of Association” and “these Articles”) in the extraordinary general meeting held on 30 November 2007.”

This Article is proposed to be amended to read as follows:

“Pursuant to the “Company Law”, “Special Regulations”, “Mandatory Provisions for Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”) and the relevant provisions of other laws and administrative regulations of the State, the Company amended the original Articles of Association (the “Original Articles of Association”) and formulated these Articles of Association (“these Articles of Association” and “these Articles”) in the extraordinary general meeting held on _____ 2015.”

4. Article 7 of the Articles of Association provides that:

“Upon the approval by the special resolution of the annual general meeting in 2009, these Articles came into effect and replaced the Original Articles of Association.”

This Article is proposed to be amended to read as follows:

“Upon the approval by the special resolution of the annual general meeting in 2015, these Articles came into effect and replaced the Original Articles of Association.”

5. Paragraph 1 of Article 21 of the Articles of Association provides that:

“Upon its establishment, the Company increased its capital for the first time to further issue 161,764,706 ordinary shares, subsequent to which the share capital structure of the Company became 647,058,824 shares. In particular, 485,294,118 shares were domestic shares, representing 75% of the total share capital, which were held as to 180,000,000 shares by Xiao Liangyong, 100,000,000 shares by Xi’an Kaiyuan Investment Group Co., Ltd., 70,151,471 shares by Chang’an International Trust Co., Ltd., 54,077,941 shares by Beijing Holdings Investment Management Co., Ltd., 45,064,706 shares by Shaanxi Silk Import & Export Corporation, 15,000,000 shares by Xian Zhengheng Investment & Advisory Co., Ltd., 10,000,000 shares by Wu Chi Yan, 6,000,000 shares by Chen Xiao Bin and 5,000,000 shares held by Shaanxi Mant Intellectual Property Industry Development Co., Ltd respectively. 161,764,706 shares are held by the holders of overseas listed foreign shares (“H Shares”), representing 25% of the total number of ordinary shares in issue of the Company.”

This Article is proposed to be amended to read as follows:

“Upon its establishment, the Company increased its capital for the first time to further issue 161,764,706 ordinary shares and increased its capital for the second time to further issue 300,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 947,058,824 shares. In particular, 485,294,118 shares were domestic shares, representing 51.2% of the total share capital, which were held as to 180,000,000 shares by Xiao Liangyong, 100,000,000 shares by Xi’an International Medical Investment Co. Ltd., 70,151,471 shares by Chang’an International Trust Co., Ltd., 54,077,941 shares by Beijing Holdings Investment Management Co., Ltd., 45,064,706 shares by Shaanxi Silk Import & Export Corporation, 15,000,000 shares by Xian Zhengheng Investment & Advisory Co., Ltd., 10,000,000 shares by Wu Chi Yan, 6,000,000 shares by Chen Xiao Bin and 5,000,000 shares held by Shaanxi Mant

Intellectual Property Industry Development Co., Ltd respectively. 461,764,706 shares are held by the holders of overseas listed foreign shares (“H Shares”), representing 48.8% of the total number of ordinary shares in issue of the Company.”

6. Article 24 of the Articles of Association provides that:

“Upon the completion of the overseas listed foreign shares, the registered capital of the Company shall increase to RMB64,705,882. The Company shall lodge an application to the foreign trade and economic departments of the State requesting to change into a sino-foreign equity joint venture enterprise. After obtaining approvals from the aforesaid departments, the Company shall conduct the relevant registration with the relevant administration for industry and commerce and file to the companies approving departments and the securities regulatory departments under the State Council.”

This Article is proposed to be amended to read as follows:

“Upon the completion of the second issue of overseas listed foreign shares, the registered capital of the Company shall increase to RMB94,705,882. The Company shall lodge an application to the foreign trade and economic departments of the State requesting to change into a sino-foreign equity joint venture enterprise. After obtaining approvals from the aforesaid departments, the Company shall conduct the relevant registration with the relevant administration for industry and commerce and file to the companies approving departments and the securities regulatory departments under the State Council.”

7. Paragraph 1 of Article 124 of the Articles of Association provides that:

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

This Article is proposed to be amended to read as follows:

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

8. Article 125 of the Articles of Association provides that:

“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.”

This Article is proposed to be amended to read as follows:

“The members of the supervisory committee shall consist of 1 shareholder representative supervisor, 2 independent supervisor and 2 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 2 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.”

GENERAL

A circular containing further information on (i) the Specific Mandate; (ii) the Possible Domestic Share Placing; (iii) the Possible Connected Transactions; (iv) advice from the independent financial adviser; (v) recommendation from the independent board committee of the Company; (vi) the Proposed Change of Company Name; and (vii) the proposed amendment of the Articles of Association, together with notices of the EGM and the Class Meetings, will be sent to the Shareholders as soon as possible.

RESUMPTION OF TRADING

Trading in the H Shares on the Stock Exchange was suspended at the request of the Company with effect from 1:00 p.m. on 20 March 2015 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the H Shares with effect from 9:30 a.m. on 23 March 2015.

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors of the Company
“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
“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 and the Possible Connected Transactions
“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, the Possible Connected Transactions, the Proposed Change of Company Name and the Proposed Amendment of Articles of Association
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on 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 Administrative Region of the PRC
“Independent Shareholders”	the Shareholders who are not required to abstain from voting at the EGM and the Class Meetings to approve the Specific Mandate and the Possible Connected Transactions
“Independent Third Parties”	person or entity which is independent of, and not connected with, any connected person of the Company and its associates and not a connected person of the Company
“International Medical Investment”	Xi’an International Medical Investment Company Limited (西安國際醫學投資股份有限公司) (formerly known as Xi’an Kaiyuan Investment Group Co., Ltd.* (西安開元投資集團股份有限公司), details of which are set out in the paragraph headed “Possible Connected Transactions” in this announcement
“Last Trading Day”	20 March 2015, being the last day of trading in the H Shares on the Stock Exchange prior to the release of this announcement
“New Domestic Shares”	the maximum number of 400,000,000 Domestic Shares proposed to be allotted and issued under the Specific Mandate
“New H Shares Issue”	the allotment and issue of in aggregate 300,000,00 H Shares at a subscription price of HK\$0.189 per H Share, as more particularly described in the announcement of the Company dated 27 July 2014 and the circular of the Company dated 25 August 2014

“Placing Price”	the price of not less than RMB0.105 (equivalent to approximately HK\$0.13) per New Domestic Shares
“Possible Connected Transactions”	the possible placing of the New Domestic Shares to each of Tian An Investment and International Medical Investment pursuant to the Specific Mandate to be granted by the Independent Shareholders
“Possible Domestic Shares Placing”	the possible placing of not more than 400,000,000 New Domestic Shares pursuant to the Specific Mandate to be granted by the Independent Shareholders
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the Company’s Chinese name from “西安海天天綫科技股份有限公司” to “西安海天天綫控股股份有限公司” and the adoption of the English name “Xi’an Haitian Antenna Holdings Co., Ltd.” for identification purpose only
“Shareholders”	holders of Domestic Shares and H Shares
“Shares”	collectively, Domestic Shares and H Shares
“Specific Mandate”	the specific mandate proposed to be granted to the Directors by the Independent Shareholders at the EGM and the Class Meetings to issue not more than 400,000,000 New Domestic Shares at any time during the period specified in the relevant resolution(s) set out in the notices of the EGM and the Class Meetings
“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), details of which are set out in the paragraph headed “Possible Connected Transactions” in this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“RMB” Renminbi, the lawful currency of the PRC

“%” per cent.

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

Xi'an, the PRC, 23 March 2015

As at the date of this announcement, 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. Huang Jing (黃婧女士) being independent non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement 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 publication and at the website of the Company at <http://www.xaht.com>.

* For identification purpose only