

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**AMENDMENT OF ARTICLES OF ASSOCIATION
AND
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION**

AMENDMENT OF ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 29 June 2015 and the circular of the Company dated 6 July 2015 (the “**Circular**”) relating to, among other things, specific mandate to issue new Domestic Shares. Unless the context requires otherwise, terms defined in the Circular shall have the same meaning when used in this announcement.

At the Class Meetings and the EGM, special resolutions were passed by the Shareholders, pursuant to which the Board has been authorised to, among other things, make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company.

* *For identification purposes only*

Pursuant to the above authorisation, the Board has approved the following amendment of the Articles of Association:

1. Article 20 of the Articles of Association provides that:

“Pursuant to the approval of the companies approving departments authorised by the State Council, the total number of ordinary shares which may be issued by the Company upon its incorporation was 50,000,000 domestic shares of RMB1.00 each, all being issued to the promoters and accounting for 100% of the total number of ordinary shares which may be issued by the Company. Of these shares, Xiao Liangyong held 18,000,000 Domestic Shares, representing 36% of the total share capital; Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 domestic shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 domestic shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd held 6,000,000 domestic shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 domestic shares, representing 10% thereof; Xian Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 domestic shares, representing 3% thereof; Wu Chi Yan held 1,000,000 domestic shares, representing 2% thereof; Chen Xiao Bin held 600,000 domestic shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd held 500,000 domestic shares, representing 1% thereof.”

This Article has been amended to read as follows:

“Pursuant to the approval of the companies approving departments authorised by the State Council, the total number of ordinary shares which may be issued by the Company upon its incorporation was 50,000,000 domestic shares of RMB1.00 each, of which Xiao Liangyong held 18,000,000 Domestic Shares, representing 36% of the total share capital; Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 domestic shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 domestic shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd held 6,000,000 domestic shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 domestic shares, representing 10% thereof; Xian Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 domestic shares, representing 3% thereof; Wu Chi Yan held 1,000,000 domestic shares, representing 2% thereof; Chen Xiao Bin held 600,000 domestic shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd held 500,000 domestic shares, representing 1% thereof.

Founder of the Company, Xiao Liangyong, had transferred 18,000,000 domestic shares to Xi’an Tian An Investment Co., Ltd. in accordance with law.

Promoters of the Company, Xian Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Shaanxi Silk Import & Export Corporation and Shaanxi Mant Intellectual Property Industry Development Co., Ltd had transferred 15,000,000 domestic shares, 10,000,000 domestic shares, 45,064,706 domestic shares and 5,000,000 domestic shares to Shenzhen Huitai Investment Development Co., Ltd.”

2. 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 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.

Founder of the Company, Xiao Liangyong, had transferred 18,000,000 domestic shares to Xi’an Tian An Investment Co., Ltd. in accordance with law.

Promoters of the Company, Xian Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Shaanxi Silk Import & Export Corporation and Shaanxi Mant Intellectual Property Industry Development Co., Ltd had transferred 15,000,000 domestic shares, 10,000,000 domestic shares, 45,064,706 domestic shares and 5,000,000 domestic shares to Shenzhen Huitai Investment Development Co., Ltd.”

This Article has been 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. The Company increased its capital for the third time to further issue 400,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,347,058,824 shares. In particular, 885,294,118 shares were domestic shares, representing 65.72% of the total

share capital, which were held as to 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 and 6,000,000 shares by Chen Xiao Bin respectively, being promoters of the Company; and 328,363,637 shares by Xi'an Tian An Investment Co., Ltd., 75,064,706 shares by Shenzhen Huitai Investment Development Co., Ltd., 119,693,333 shares by Shanghai Gaoxiang Investment Management Company Limited, 70,000,000 shares by Xi'an Haorun Investment Limited, 20,000,000 shares by Shaanxi Yinji Investment Limited, 18,500,000 shares by Hongshi (Shanghai) Investment Consultancy Limited, 18,500,000 shares by Shanghai Maokou Commerce and Trading Limited, and 4,943,030 shares by Jiao Chengyi. 461,764,706 shares are held by the holders of overseas listed foreign shares ("H Shares"), representing 34.28% of the total number of ordinary shares in issue of the Company."

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

"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."

This Article has been amended to read as follows:

"Upon the completion of the third issue of shares, the registered capital of the Company shall increase to RMB134,705,882. Where the Company increases its capital by the issue of new shares, after obtaining approvals in accordance with the Articles of Association, the Company shall undertake the procedures pursuant to the relevant law and administrative measures of the country."

PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

The Company has been informed by holders of the Domestic Shares of the following intended transfers of Domestic Shares:

1. Chang'an International Trust Co., Ltd. as vendor and Gaoxiang Investment as purchaser entered into a share transfer agreement on 30 September 2015 in relation to the transfer of 70,151,471 Domestic Shares, representing approximately 7.41% of the issued share capital of the Company as at 30 September 2015; and

2. Mr. Chen Xiao Bin (陳曉續先生) as vendor and Mr. Jiao Chengyi (焦成義先生) as purchaser entered into a share transfer agreement on 30 September 2015 in relation to the transfer of 6,000,000 Domestic Shares, representing approximately 0.63% of the issued share capital of the Company as at 30 September 2015.

The above transfers of Domestic Shares require the approval of the Department of Commerce of Shaanxi Province* (陝西省商務廳).

In view of the above intended transfers of Domestic Shares, the Company proposed to convene an extraordinary general meeting (the “**Second EGM**”) to approve, on the basis of the amendments approved by the Board as set out in the paragraph headed “Amendment of Articles of Association” above, the following further amendment of the Articles of Association:

1. 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 21 August 2015.”

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 2015 extraordinary general meeting held on _____ 2015.”

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

“Upon the approval by the special resolution of the extraordinary general meeting held on 21 August 2015, 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 extraordinary general meeting held on _____ 2015, these Articles came into effect and replaced the Original Articles of Association.”

3. Article 20 of the Articles of Association provides that:

“Pursuant to the approval of the companies approving departments authorised by the State Council, the total number of ordinary shares which may be issued by the Company upon its incorporation was 50,000,000 domestic shares of RMB1.00 each, of which Xiao Liangyong held 18,000,000 Domestic Shares, representing 36% of the total share capital; Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 domestic shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 domestic shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd held 6,000,000 domestic shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 domestic shares, representing 10% thereof; Xian Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 domestic shares, representing 3% thereof; Wu Chi Yan held 1,000,000 domestic shares, representing 2% thereof; Chen Xiao Bin held 600,000 domestic shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd held 500,000 domestic shares, representing 1% thereof.

Founder of the Company, Xiao Liangyong, had transferred 18,000,000 domestic shares to Xi’an Tian An Investment Co., Ltd. in accordance with law.

Promoters of the Company, Xian Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Shaanxi Silk Import & Export Corporation and Shaanxi Mant Intellectual Property Industry Development Co., Ltd had transferred 15,000,000 domestic shares, 10,000,000 domestic shares, 45,064,706 domestic shares and 5,000,000 domestic shares to Shenzhen Huitai Investment Development Co., Ltd.”

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

“Pursuant to the approval of the companies approving departments authorised by the State Council, the total number of ordinary shares which may be issued by the Company upon its incorporation was 50,000,000 domestic shares of RMB1.00 each, of which Xiao Liangyong held 18,000,000 Domestic Shares, representing 36% of the total share capital; Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 domestic shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 domestic shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd held 6,000,000 domestic shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 domestic shares, representing 10% thereof; Xian Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 domestic shares, representing 3% thereof; Wu Chi Yan held 1,000,000 domestic shares, representing 2% thereof; Chen Xiao Bin held 600,000 domestic shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd held 500,000 domestic shares, representing 1% thereof.

Founder of the Company, Xiao Liangyong, had transferred 18,000,000 domestic shares to Xi’an Tian An Investment Co., Ltd. in accordance with law.

Promoters of the Company, Xian Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Shaanxi Silk Import & Export Corporation and Shaanxi Mant Intellectual Property Industry Development Co., Ltd had transferred 15,000,000 domestic Shares, 10,000,000 domestic shares, 45,064,706 domestic shares and 5,000,000 domestic shares to Shenzhen Huitai Investment Development Co., Ltd.

Promoter of the Company, Chang’an International Trust Co., Ltd., held 7,400,000 domestic shares when the Company was established and held 70,151,471 domestic shares after three issues of new shares, had transferred all domestic shares to Shanghai Gaoxiang Investment Management Company Limited in accordance with the relevant regulations.

Promoter of the Company, Chen Xiao Bin, held 600,000 domestic shares when the Company was established and held 6,000,000 domestic shares after three issues of new shares, had transferred all domestic shares to Jiao Chengyi in accordance with the relevant regulations.”

4. 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 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. The Company increased its capital for the third time to further issue 400,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,347,058,824 shares. In particular, 885,294,118 shares were domestic shares, representing 65.72% of the total share capital, which were held as to 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 and 6,000,000 shares by Chen Xiao Bin respectively, being promoters of the Company; and 328,363,637 shares by Xi’an Tian An Investment Co., Ltd., 75,064,706 shares by Shenzhen Huitai Investment Development Co., Ltd., 119,693,333 shares by Shanghai Gaoxiang Investment Management Company Limited, 70,000,000 shares by Xi’an Haorun Investment Limited, 20,000,000 shares by Shaanxi Yinji Investment Limited, 18,500,000 shares by Hongshi (Shanghai) Investment Consultancy Limited, 18,500,000 shares by Shanghai Maokou Commerce and Trading Limited, 4,943,030 shares by Jiao Chengyi. 461,764,706 shares are held by the holders of overseas listed foreign shares (“**H Shares**”), representing 34.28% 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. The Company increased its capital for the third time to further issue 400,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,347,058,824 shares. In particular, 885,294,118 shares were domestic shares, representing 65.72% of the total share capital, which were held as to 100,000,000 shares by Xi’an International Medical Investment Co. Ltd., 54,077,941 shares by Beijing Holdings Investment Management Co., Ltd, respectively, being promoters of the Company; and 328,363,637 shares by Xi’an Tian An Investment Co., Ltd., 75,064,706 shares by Shenzhen Huitai Investment Development Co., Ltd., 189,844,804 shares by Shanghai Gaoxiang Investment Management Company Limited, 70,000,000 shares by Xi’an Haorun Investment Limited, 20,000,000 shares by Shaanxi Yinji Investment Limited, 18,500,000 shares by Hongshi (Shanghai) Investment Consultancy Limited, 18,500,000 shares by Shanghai

Maokou Commerce and Trading Limited, 10,943,030 shares by Jiao Chengyi. 461,764,706 shares are held by the holders of overseas listed foreign shares (“**H Shares**”), representing 34.28% of the total number of ordinary shares in issue of the Company.”

THE SECOND EGM

The Second EGM will be held to consider and, if thought fit, pass resolutions to approve the proposed amendment of the Articles of Association.

A circular containing further information on the proposed amendment of the Articles of Association, together with notice of the Second EGM, will be sent to the Shareholders as soon as possible.

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

Xi'an, the PRC, 30 September 2015

As at the date of this announcement, the Board comprises Mr. Xiao Bing (肖兵先生) and Mr. Chen Ji (陳繼先生) 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), Mr. Xie Yiqun (解益群先生) and Mr. Li Peng (李鵬先生) being non-executive Directors; and Mr. Zhang Jun (張鈞先生), Professor Shi Ping (師萍教授), Ms. Huang Jing (黃婧女士) and Mr. Tu Jijun (涂繼軍先生) 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>.