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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)**

### CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of 西安海天天綫科技股份有限公司 (Xi'an Haitian Antenna Technologies Co., Ltd.\*) (the "**Company**") dated 30 September 2015 (the "**Announcement**") in relation to the amendment of Articles of Association and the proposed amendments to the Articles of Association. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context herein otherwise requires.

The Directors noted clerical errors in the Announcement and wish to clarify that:

(i) the old Article 20 of the Articles of Association shall be 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, 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

\* *For identification purposes only*

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.”

(ii) the amended Article 20 of the Articles of Association shall be 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 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 shares, representing 36% of the total share capital; Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd. held 6,000,000 shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 shares, representing 10% thereof; Xi’an Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 shares, representing 3% thereof; Wu Chi Yan held 1,000,000 shares, representing 2% thereof; Chen Xiao Bin held 600,000 shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd. held 500,000 shares, representing 1% thereof.

Founder of the Company, Xiao Liangyong, had transferred 180,000,000 shares to Xi’an Tian An Investment Co., Ltd. in accordance with law.

Promoters of the Company, Xi’an 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 shares, 10,000,000 shares, 45,064,706 shares and 5,000,000 shares respectively to Shenzhen Huitai Investment Development Co., Ltd.”

(iii) the old Article 21 of the Articles of Association shall be 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.

Founder of the Company, Xiao Liangyong, had transferred 18,000,000 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 shares, 10,000,000 shares, 45,064,706 shares and 5,000,000 shares to Shenzhen Huitai Investment Development Co., Ltd.”

(iv) the amended Article 21 of the Articles of Association shall be 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 Co., Ltd., 70,000,000 shares by Xi'an Haorun Investment Ltd., 20,000,000 shares by Shaanxi Yinji Investment Ltd., 18,500,000 shares by Hongshi (Shanghai) Investment Consultancy Ltd., 18,500,000 shares by Shanghai Maokou Commerce and Trading Ltd. and 4,943,030 shares by Jiao Chengyi respectively, being non-promoters of the Company. 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.”

- (v) the amended Article 24 of the Articles of Association shall be 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 State.”

- (vi) the old Article 6 of the Articles of Association shall be 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 21 August 2015.”

- (vii) the proposed amendments to Article 6 of the Articles of Association shall be 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 \_\_\_\_\_ 2016.”

(viii) the proposed amendments to Article 7 of the Articles of Association shall be read as follows:

“Upon the approval by the special resolution of the extraordinary general meeting held on \_\_\_\_\_ 2016, these Articles came into effect and replaced the Original Articles of Association.”

(ix) the proposed amendments to Article 20 of the Articles of Association shall be 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 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 shares, representing 36% of the total share capital; Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd. held 6,000,000 shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 shares, representing 10% thereof; Xi’an Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 shares, representing 3% thereof; Wu Chi Yan held 1,000,000 shares, representing 2% thereof; Chen Xiao Bin held 600,000 shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd. held 500,000 shares, representing 1% thereof.

Founder of the Company, Xiao Liangyong, had transferred 180,000,000 shares to Xi’an Tian An Investment Co., Ltd. in accordance with law.

Promoters of the Company, Xi’an 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 shares, 10,000,000 shares, 45,064,706 shares and 5,000,000 shares respectively to Shenzhen Huitai Investment Development Co., Ltd.

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

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

- (x) the proposed amendments to Article 21 of the Articles of Association shall be 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. and 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 Co., Ltd., 70,000,000 shares by Xi’an Haorun Investment Ltd., 20,000,000 shares by Shaanxi Yinji Investment Ltd., 18,500,000 shares by Hongshi (Shanghai) Investment Consultancy Ltd., 18,500,000 shares by Shanghai Maokou Commerce and Trading Ltd. and 10,943,030 shares by Jiao Chengyi respectively, being non-promoters of the Company. 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.”

Save as the matters stated above, all information in the Announcement remains unchanged.

It is expected that the circular regarding, among others, the proposed amendments to the Articles of Association will be despatched on 25 November 2015.

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

Xi'an, the PRC, 24 November 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 (閔鋒先生), 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 notice is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this 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 purposes only