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西安海天天綫控股股份有限公司  
**XI'AN HAITIAN ANTENNA HOLDINGS CO., LTD.\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8227)**

**PROPOSED ALTERATION OF SCOPE OF OPERATION;  
PORPOSED CHANGE OF COMPANY NAME;  
AND  
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Xi’an Haitian Antenna Holdings Co., Ltd.\* (the “**Company**”) is pleased to announce that resolutions will be proposed at the annual general meeting of the Company to be held on 30 June 2017 (the “**AGM**”) to consider and, if thought fit, to approve the proposed alternation of the scope of operation of the Company to include underwater and underground engineering and monitoring equipment, aerospace products, aircraft parts and electronic industrial equipment (the “**Proposed Alternation of Scope of Operation**”), the proposed change of the Chinese name of the Company from “西安海天天綫控股股份有限公司” to “西安海天天實業股份有限公司” and adoption of the English name “Xi’an Haitiantian Holdings Co., Ltd.” for identification purpose only (the “**Proposed Change of Company Name**”) and the proposed amendment of the articles of association of the Company (the “**Articles of Association**”).

**PROPOSED ALTERATION OF SCOPE OF OPERATION**

**The new scope of operation**

The Board proposed to alter the scope of operation of the Company to include underwater and underground engineering and monitoring equipment, aerospace products, aircraft parts and electronic industrial equipment.

Original scope of operation of the Company is as follows:

“Antenna for mobile communication systems and antenna for engineering products, microwave technological products, electronic communication products, data communication products, office automation, instruments and meters and related innovation and development, production, sales, installation, inspection and service of system engineering.”

New scope of operation of the Company would be as follows:

“Antenna for mobile communication systems and antenna for engineering products, microwave technological products, electronic communication products, data communication products, underwater and underground engineering and monitoring equipment, aerospace products, aircraft parts, office automation, instruments and meters, electronic industrial equipment and related innovation and development, production, sales, installation, inspection and service of system engineering.”

### **Reasons for the Proposed Alternation of Scope of Operation**

Following new subsidiaries were formed in March 2015, the Group began to develop underwater, underground, aerospace and automotive electronics related products and other businesses. At the end of 2016, the operations of the Group were divided into 5 reportable and operating segments. The Board considers that the Proposed Alternation of Scope of Operation will properly reflect the principal business of the Company and its business strategy in the future.

### **Conditions of the Proposed Alternation of Scope of Operation**

Article 14 of the Articles of Association states that:

“The Company may, according to the changes in the domestic and overseas markets, the demand for the domestic and overseas business and its ability of development, and upon the resolution adopted by the general meeting and approved by the relevant governing authority of the State, adjust its scope of operation or investment orientation, etc.”

Accordingly, the Proposed Alternation of Scope of Operation is subject to:

- (a) the approval of the relevant government authorities in the People’s Republic of China (the “**PRC**”) has been obtained for the alternation of the scope of operation of the Company; and
- (b) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) approving the Proposed Alternation of Scope of Operation at the AGM.

Subject to satisfaction of the conditions set out above, the Proposed Alternation of Scope of Operation will take effect from the date on which the business licence bearing the altered scope of operation 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.

### **PROPOSED CHANGE OF COMPANY NAME**

#### **The new company name**

The Board proposed to change the Chinese name of the Company from “西安海天天纜控股股份有限公司” to “西安海天天實業股份有限公司” and adopt the English name “Xi’an Haitiantian 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 scope of operation of the Company.

## **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 has been obtained for the use by the Company of the proposed name of “西安海天天實業股份有限公司”; and
- (b) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the AGM.

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 Proposed 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 of Hong Kong Limited (the “**Stock Exchange**”), adopt a new stock short name in both of English and Chinese for the purpose of trading on the Stock Exchange.

Further announcement will be made by the Company regarding the effective date of the Proposed Change of Company Name and the change of the stock short name for the trading of the H shares of the Company (the “**H Shares**”) on the Stock Exchange as and when appropriate.

## **PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION**

Resolutions will be proposed at the AGM to approve the amendment of the Articles of Association in relation to:

- a) the Proposed Alternation of Scope of Operation (article 13, subject to and conditional on the approval by the Shareholders of the resolution for the Proposed Alternation of Scope of Operation);
- b) the Proposed Change of Company Name (article 2, subject to and conditional on the approval by the Shareholders of the resolution for the Proposed Change of Company Name); and
- c) the completion of issue of in total 92,000,000 new H Shares allotted and issued by the Company under general mandate as more particularly described in the announcements of the Company dated 21 August 2016 and 15 December 2016 (articles 6, 7, 21 and 24).

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

1. Article 2 of the Articles of Association provides that:  
“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.  
(Article 2 of the Mandatory Provisions)”

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

“The registered name of the Company:  
Chinese: 西安海天天實業股份有限公司  
English: XI’AN HAITIANTIAN HOLDINGS CO., LTD.  
(Article 2 of the Mandatory Provisions)”

2. 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 annual general meeting held on 28 June 2016.”

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 annual general meeting held on \_\_\_\_\_ 2017.”

3. Article 7 of the Articles of Association provides that:  
“Upon the approval by the resolution of the annual general meeting held on 28 June 2016, these Articles came into effect and replaced the Original Articles of Association.  
(Article 6 of the Mandatory Provisions)”

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

“Upon the approval by the special resolution of the annual general meeting held on \_\_\_\_\_ 2017, these Articles came into effect and replaced the Original Articles of Association.  
(Article 6 of the Mandatory Provisions)”

4. Article 13 of the Articles of Association provides that:  
“The scope of operation of the Company is based on the items authorised by the companies registration authority.  
The scope of operation of the Company includes: antenna for mobile communication systems and antenna for engineering products, microwave technological products, electronic communication products, data communication products, office automation, instruments and meters and related innovation and development, production, sales, installation, inspection and service of system engineering (for the above items which require licensing, business will not commence until the licenses are obtained) (other than the products which require the approval of the State).  
(Article 10 of the Mandatory Provisions)”

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

“The scope of operation of the Company is based on the items authorised by the companies registration authority.

The scope of operation of the Company includes: antenna for mobile communication systems and antenna for engineering products, microwave technological products, electronic communication products, data communication products, underwater and underground engineering and monitoring equipment, aerospace products, aircraft parts, office automation, instruments and meters, electronic industrial equipment and related innovation and development, production, sales, installation, inspection and service of system engineering (for the above items which require licensing, business will not commence until the licenses are obtained) (other than the products which require the approval of the State).

(Article 10 of the Mandatory Provisions)”

5. 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. The Company increased its capital for the fourth time to further issue 92,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,439,058,824 shares. In particular, 885,294,118 shares were domestic shares, representing 61.52% 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. 553,764,706 shares are held by the holders of overseas listed foreign shares (“H Shares”), representing 38.48% of the total number of ordinary shares in issue of the Company.

(Article 16 of the Mandatory Provisions)”

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. The Company increased its capital for the fourth time to further issue 92,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,439,058,824 shares. The Company increased its capital for the fifth time to further issue 92,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,531,058,824 shares. In particular, 885,294,118 shares were domestic shares, representing 57.82% 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. 645,764,706 shares are held by the holders of overseas listed foreign shares ("H Shares"), representing 42.18% of the total number of ordinary shares in issue of the Company.

(Article 16 of the Mandatory Provisions)"

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

"Upon the completion of the fourth issue of shares, the registered capital of the Company shall increase to RMB143,905,882. 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.

(Article 19 of the Mandatory Provisions)"

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

"Upon the completion of the fifth issue of shares, the registered capital of the Company shall increase to RMB153,105,882. 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.

(Article 19 of the Mandatory Provisions)"

## GENERAL

A circular containing, among other things, further information regarding the Proposed Alternation of Scope of Operation, the Proposed Change of Company Name and the proposed amendment of the Articles of Association, together with the notice of the AGM, will be despatched to the Shareholders on 15 May 2017.

By order of the Board

**Xi'an Haitian Antenna Holdings Co., Ltd.\***

**Chen Ji**

*Chairman*

Xi'an, the PRC, 10 May 2017

*As at the date of this announcement, the Board comprises Mr. Chen Ji (陳繼先生) and Mr. Xiao Bing (肖兵先生) being executive Directors; Mr. Sun Wenguo (孫文國先生), Mr. Li Wenqi (李文琦先生), Mr. Zuo Hong (左宏先生), Ms. Huang Jing (黃婧女士) and Mr. Yan Weimin (燕衛民先生) being non-executive Directors; and Mr. Zhang Jun (張鈞先生), Professor Shi Ping (師萍教授), Mr. Tu Jijun (涂繼軍先生) and Mr. Liao Kang (廖康先生) being independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange 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 respects 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 posting and be posted on the website of the Company at <http://www.xaht.com>.*

\* *for identification purpose only*