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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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;  
PROPOSED CHANGE OF COMPANY NAME;  
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used on this cover, unless the contents require otherwise, shall have the same meanings ascribed to them in "Definitions" of this circular.

Notice convening the AGM to be held at Conference Room, Level 3, No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC on 30 June 2017 at 2:30 p.m. is set out on pages 12 to 16 of this circular, and the reply slip and proxy form are enclosed hereto.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed reply slip and proxy form in accordance with the instructions printed thereon and return them to the Company's head office at No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (for holders of Domestic Shares), or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), as soon as possible but in any event for reply slip, no later than 9 June 2017, and for the proxy form, not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.xaht.com>.

15 May 2017

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, Level 3, No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi’an, Shaanxi Province, the PRC on 30 June 2017 at 2:30 p.m.
“Articles of Association”	the articles of association of the Company as of the date of this circular
“Board”	the board of Directors
“Company”	西安海天天綫控股股份有限公司 (Xi’an Haitian Antenna Holdings Co., Ltd.*), a joint stock company incorporated in the PRC and whose H Shares are listed on GEM
“Director(s)”	director(s) of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 in the share capital of the Company, which are subscribed for in RMB
“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 HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 May 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“New H Shares”	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
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Proposed Alternation of Scope of Operation”	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
“Proposed Change of Company Name”	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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Shareholders”	holders of Domestic Shares and H Shares
“Shares”	collectively, Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

*If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese which are marked with “\*” is for identification purpose only.*

*If there is any discrepancy or inconsistency between Chinese version of Articles of Association and their English translation, the Chinese version shall prevail.*

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chen Ji (*chairman*)  
Mr. Xiao Bing (*vice-chairman*)

*Non-executive Directors:*

Mr. Sun Wenguo (*vice-chairman*)  
Mr. Li Wenqi  
Mr. Zuo Hong  
Ms. Huang Jing  
Mr. Yan Weimin

*Independent non-executive Directors:*

Mr. Zhang Jun  
Professor Shi Ping  
Mr. Tu Jijun  
Mr. Liao Kang

*Registered office:*

No.25 Shuoshi Road  
Hi-tech Industrial Development Zone  
Xi'an, Shaanxi Province  
The PRC

*Principal place of business in Hong Kong:*

Room B, 16th Floor  
Yam Tze Commercial Building  
23 Thomson Road  
Wanchai  
Hong Kong

15 May 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ALTERATION OF SCOPE OF OPERATION;  
PROPOSED CHANGE OF COMPANY NAME;  
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

On 10 May 2017, an announcement was made by the Company in respect of (a) the proposed alternation of the scope of operation of the Company to include new principal activities; (b) the proposed change of the Chinese name of the Company 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; and (c) the proposed amendment of the Articles of Association.

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## **LETTER FROM THE BOARD**

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The purpose of this circular is to provide you with, among other things, further information regarding the resolutions to be proposed at the AGM for the Proposed Alternation of Scope of Operation, the Proposed Change of Company Name and the proposed amendment of the Articles of Association, and to give you the notice of the AGM.

### **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.”

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## **LETTER FROM THE BOARD**

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

- (a) the approval of the relevant government authorities in 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 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 “西安海天天綫控股股份有限公司” 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.



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## LETTER FROM THE BOARD

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### 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, 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 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 the New H Shares (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:

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## LETTER FROM THE BOARD

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“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

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## LETTER FROM THE BOARD

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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

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## LETTER FROM THE BOARD

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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)”

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## **LETTER FROM THE BOARD**

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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)”

### **THE AGM**

Resolutions will be proposed at the AGM for the purpose of approving, among other things, the Proposed Alternation of Scope of Operation, the Proposed Change of Company Name and the proposed amendment of the Articles of Association.

The notice convening the AGM to be held at Conference Room, Level 3, No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC on 30 June 2017 at 2:30 p.m. are set out on pages 12 to 16 of this circular, and the reply slip and proxy form is enclosed hereto. Whether or not you are able to attend the AGM, you are requested to complete the enclosed reply slip and proxy form in accordance with the instructions printed thereon and return them to the Company's head office at No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (for holders of Domestic Shares), or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), as soon as possible but in any event for reply slip, no later than 9 June 2017, and for the proxy form, not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

An announcement of the poll results of the AGM will be published on the websites of the Stock Exchange and of the Company after the AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company shall be closed from 31 May 2017 to 30 June 2017 (both days inclusive), during which period no transfer of Shares can be registered. Holders of the Shares whose names appear on the register of members of the Company at the close of business on 30 May 2017 shall be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, all instruments of transfer must be delivered to the Company's head office at No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC (for holders of Domestic Shares), or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712 – 1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), no later than 4:30 p.m. on 30 May 2017.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular has been prepared in both English and Chinese. In the case of any discrepancy, except for the English translation of Chinese names of entities or enterprises established in the PRC and the Articles of Association, the English text prevails.

### RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions as set out in the notice of the AGM.

Yours faithfully,  
By order of the Board  
**Xi'an Haitian Antenna Holdings Co., Ltd.\***  
**Chen Ji**  
*Chairman*

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Xi’an Haitian Antenna Holdings Co., Ltd. (the “**Company**”) will be held at Conference Room, Level 3, No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi’an, Shaanxi Province, the People’s Republic of China (the “**PRC**”) on 30 June 2017 at 2:30 p.m., for the purpose of considering, and if thought fit, with or without modifications, passing the resolutions set out below:

#### ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2016.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2016.
3. To consider and, if thought fit, to approve the audited consolidated financial statements and the report of the auditors of the Company for the year ended 31 December 2016.
4. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration.

#### SPECIAL RESOLUTIONS

5. “**THAT**
  - (a) 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 be and is hereby approved; and
  - (b) the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents it considers necessary or expedient in connection with the implementation of or give effect to the proposed alternation of the scope of operation.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. **“THAT**
- (a) the Chinese name of the Company be and is hereby changed 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” with 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;
  - (b) the English name “Xi’an Haitiantian Holdings Co., Ltd.” be and is hereby adopted for identification purpose only; and
  - (c) the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents it considers necessary or expedient in connection with the implementation of or give effect to the proposed change of company name.”
7. **“THAT** subject to and conditional on the approval of special resolution no.5 above,
- (a) the proposed amendment of article 13 of the articles of association of the Company (the **“Articles of Association”**) as more particularly described in the circular of the Company dated 15 May 2017 (the **“Circular”**) be and is hereby approved; and
  - (b) the Board be and is hereby authorised to make such adjustments or other amendments to the Articles of Association as it considers necessary or otherwise appropriate in connection with the proposed amendment or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association with the relevant authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendment of the Articles of Association.”
8. **“THAT** subject to and conditional on the approval of special resolution no.6 above,
- (a) the proposed amendment of article 2 of the Articles of Association as more particularly described in the Circular be and is hereby approved; and
  - (b) the Board be and is hereby authorised to make such adjustments or other amendments to the Articles of Association as it considers necessary or otherwise appropriate in connection with the proposed amendment or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association with the relevant authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendment of the Articles of Association.”



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## NOTICE OF ANNUAL GENERAL MEETING

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9. **“THAT**

- (a) the proposed amendment of articles 6, 7, 21 and 24 of the Articles of Association as more particularly described in the Circular be and is hereby approved; and
- (b) the Board be and is hereby authorised to make such adjustments or other amendments to the Articles of Association as it considers necessary or otherwise appropriate in connection with the proposed amendment or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association with the relevant authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendment of the Articles of Association.”

10. **“THAT**

- (a) there be granted to the Board an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”), whether domestic shares or H shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:
  - (i) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association, shall not exceed: (aa) 20 per cent of the aggregate nominal amount of domestic shares of the Company in issue; and (bb) 20 per cent of the aggregate nominal amount of H shares of the Company in issue, in each case as at the date of this resolution; and
  - (iii) the Board will only exercise its power under such mandate in accordance with the relevant provisions of the Company Law of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

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## NOTICE OF ANNUAL GENERAL MEETING

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For the purposes of special resolution no.10 above:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
  - (ii) the expiration of the 12-month period following the passing of this resolution; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (b) contingent on the Board resolving to issue Shares pursuant to sub-paragraph (a) of this resolution, authorise the Board to:
- (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
  - (ii) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);
  - (iii) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (a) of this resolution, to register the increased capital with the relevant authorities in the PRC; and
  - (iv) to make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.”

Yours faithfully,  
By order of the Board  
**Xi'an Haitian Antenna Holdings Co., Ltd.\***  
**Chen Ji**  
*Chairman*

Xi'an, the PRC, 15 May 2017

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company shall be closed from 31 May 2017 to 30 June 2017 (both days inclusive), during which period no transfer of shares of the Company can be registered.
2. Holders of domestic shares and H shares whose names appear on the register of members of the Company at the close of business on 30 May 2017 shall be entitled to attend and vote at the AGM convened by the above notice and may appoint one or more proxies in writing to attend and, in the event of a poll, vote on their behalves. A proxy need not be a member of the Company.
3. A proxy form for the AGM is herewith enclosed. In order to be valid, the proxy form must be deposited by hand or by post, for holders of domestic shares, to the Company's head office and, for holders of H shares, to the Company's H shares registrar, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM.
5. Shareholders who intend to attend the AGM should complete and return the enclosed reply slip by hand or by post, for holders of domestic shares, to the Company's head office and, for holders of H shares, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, no later than 9 June 2017.
6. Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. The address of the Company's head office is as follows:

No. 25 Shuoshi Road  
Hi-tech Industrial Development Zone  
Xi'an, Shaanxi Province  
The PRC  
Post Code: 710119

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

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong