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## 西安海天天實業股份有限公司

## **XI'AN HAITIANTIAN HOLDINGS CO., LTD.\***

*(formerly known as 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 DOMESTIC SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** the class meeting (the “**Domestic Shareholders Class Meeting**”) for holders of domestic shares (“**Domestic Shares**”) of Xi'an Haitiantian Holdings Co., Ltd.\* (the “**Company**”) will be held at 2:45 p.m. (or as soon as the class meeting of the holders of H shares of the Company to be convened at the same date and place at 2:30 p.m. shall conclude or adjourn), 19 March 2018 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**”) for the purpose of considering, and if thought fit, with or without modifications, passing the resolutions set out below as special resolutions:

#### **SPECIAL RESOLUTIONS**

1. “**THAT**

- (a) the subscription agreement dated 10 October 2017 (the “**Xiao Subscription Agreement**”) entered into between the Company and Mr. Xiao Bing (肖兵先生) in relation to the subscription of 65,000,000 new domestic shares and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to make changes or amendments to the Xiao Subscription Agreement as it may in its absolute discretion deem fit, to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Xiao Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;

\* *For identification purpose only*

- (c) the Board be and is hereby granted a specific mandate to allot and issue the new domestic shares pursuant to the Xiao Subscription Agreement;
- (d) contingent on the Board resolving to issue the new domestic shares pursuant to paragraph (c) of this resolution, the Board be authorised 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 the new domestic shares;
  - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the new domestic shares pursuant to paragraph (c) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
  - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

2. **“THAT**

- (a) the subscription agreement dated 10 October 2017 (the “**Gaoxiang Investment Subscription Agreement**”) entered into between the Company and Shanghai Gaoxiang Investment Management Limited\* (上海高湘投資管理有限公司) in relation to the subscription of 65,000,000 new domestic shares and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby authorised to make changes or amendments to the Gaoxiang Investment Subscription Agreement as it may in its absolute discretion deem fit, to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Gaoxiang Investment Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;
- (c) the Board be and is hereby granted a specific mandate to allot and issue the new domestic shares pursuant to the Gaoxiang Investment Subscription Agreement;
- (d) contingent on the Board resolving to issue the new domestic shares pursuant to paragraph (c) of this resolution, the Board be authorised 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 the new domestic shares;

- (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the new domestic shares pursuant to paragraph (c) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

3. **“THAT**

- (a) the subscription agreement dated 10 October 2017 (the **“Jin Subscription Agreement”**) entered into between the Company and Ms. Jin Rongfei (金嵘霏女士), in relation to the subscription of 50,000,000 new domestic shares and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby authorised to make changes or amendments to the Jin Subscription Agreement as it may in its absolute discretion deem fit, to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Jin Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;
- (c) the Board be and is hereby granted a specific mandate to allot and issue the new domestic shares pursuant to the Jin Subscription Agreement;
- (d) contingent on the Board resolving to issue the new domestic shares pursuant to paragraph (c) of this resolution, the Board be authorised 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 the new domestic shares;
  - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the new domestic shares pursuant to paragraph (c) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
  - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

4. “**THAT**

- (a) the subscription agreement dated 10 October 2017 (the “**Zhang Subscription Agreement**”) entered into between the Company and Mr. Zhang Jiandong (張建東先生) in relation to the subscription of 20,000,000 new domestic shares and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby authorised to make changes or amendments to the Zhang Subscription Agreement as it may in its absolute discretion deem fit, to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Zhang Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;
- (c) the Board be and is hereby granted a specific mandate to allot and issue the new domestic shares pursuant to the Zhang Subscription Agreement;
- (d) contingent on the Board resolving to issue the new domestic shares pursuant to paragraph (c) of this resolution, the Board be authorised 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 the new domestic shares;
  - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the new domestic shares pursuant to paragraph (c) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
  - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

By Order of the Board  
**Xi'an Haitiantian Holdings Co., Ltd.\***

**Chen Ji**  
*Chairman*

Xi'an, the PRC, 2 February 2018

\* *For identification purpose only*

*Notes:*

1. The register of members of Domestic Shares will be closed from 16 February 2018 to 19 March 2018 (both days inclusive), during which period no transfer of Domestic Shares can be registered.
2. Holders of Domestic Shares whose names appear on the register of members of Domestic Shares at the close of business 15 February 2018 shall be entitled to attend and vote at the Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting is herewith enclosed. In order to be valid, the proxy form must be deposited by hand or by post to the Company's head office no later than 24 hours before the time for holding the Domestic Shareholders Class Meeting. 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 Domestic Shareholders Class Meeting.
5. Shareholders who intend to attend the Domestic Shareholders Class Meeting should complete and return the enclosed reply slip by hand or by post to the Company's head office, no later than 27 February 2018.
6. Shareholders or proxies attending the Domestic Shareholders Class Meeting 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 People's Republic of China  
Post Code: 710119

*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 Dr. Lam Lee G. (林家禮博士) being independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material 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.*

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