
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Haitiantian 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 in securities 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.



西安海天天實業股份有限公司

XI'AN HAITIANTIAN HOLDINGS CO., LTD.*

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

(Stock Code: 8227)

**PROPOSED RE-ELECTION OF DIRECTOR;
PROPOSED APPOINTMENT OF SUPERVISOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 29 June 2018 at 2:30 p.m. is set out on pages 11 to 15 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 (Post Code: 710119) (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 8 June 2018, 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>.

11 May 2018

* For identification purpose only

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENT

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF ANNUAL GENERAL MEETING	11

DEFINITIONS

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 29 June 2018 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”	西安海天天實業股份有限公司 (Xi’an Haitiantian 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 Renminbi
“GEM”	the GEM 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 Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein

DEFINITIONS

“PRC”	the People’s Republic of China
“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
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

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 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.

LETTER FROM THE BOARD



西安海天天實業股份有限公司
XI'AN HAITIANTIAN 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
Dr. Lam Lee G.

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

11 May 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTOR;
PROPOSED APPOINTMENT OF SUPERVISOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

On 7 May 2018, an announcement was made by the Company in respect of the proposed appointment of a shareholder representative Supervisor.

* *For identification purpose only*

LETTER FROM THE BOARD

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 re-election of an independent non-executive Director, the proposed appointment of a shareholder representative Supervisor, and the proposed service agreements and the proposed remuneration of Director and Supervisor, and to give you the notice of the AGM.

PROPOSED RE-ELECTION OF DIRECTOR

Pursuant to article 102 of the Articles of Association, any person appointed by the Board to fill a casual vacancy of the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election. Dr. Lam Lee G. (林家禮博士) (“**Dr. Lam**”) whose office will be expired at the AGM and being eligible, will offer himself for re-election as an independent non-executive Director at the AGM.

The biographical particulars of Dr. Lam are as follows:

Dr. Lam Lee G. (林家禮博士), aged 58, holds Bachelor Degree in Sciences and Mathematics, Master Degrees in Systems Science and Business Administration from the University of Ottawa in Canada, Post-graduate Diploma in Public Administration from Carleton University in Canada, Post-graduate Diploma in English and Hong Kong Law and Honour Degree in Law from Manchester Metropolitan University in the United Kingdom, Master Degree in Law from the University of Wolverhampton in the United Kingdom, Post-graduate Certificate in Law from The City University of Hong Kong, Certificate in Professional Accountancy from the School of Continuing and Professional Studies of The Chinese University of Hong Kong, Master Degree in Public Administration and Doctoral Degree in Philosophy from The University of Hong Kong.

Dr. Lam is a Solicitor of the High Court of Hong Kong (Former Barrister), an Honorary Fellow of Australian Institute of Certified Public Accountants, a Fellow of Australian Institute of Management Accountants, a Fellow of the Hong Kong Institute of Arbitrators, an Accredited Mediator of the Centre for Effective Dispute Resolution (CEDR), a Fellow of the Hong Kong Institute of Directors, a Visiting Professor of Tsinghua University, and an Adjunct Professor of Department of Management of The Chinese University of Hong Kong, School of Business of Hong Kong Baptist University and Hong Kong Hang Seng Management College.

LETTER FROM THE BOARD

Dr. Lam is Chairman of Hong Kong Cyberport Management Company Limited, Non-Executive Chairman – Hong Kong and ASEAN Region and Chief Adviser to Macquarie Infrastructure and Real Assets Asia, a member of the Hong Kong Special Administrative Region Government’s Committee on Innovation, Technology and Re-Industrialization, the Hong Kong Council on Smoking and Health, the Council on Professional Conduct in Education (CPC), and the Court of the City University of Hong Kong, Convenor of the Panel of Advisors on Building Management Disputes of the Hong Kong Special Administrative Region Government Home Affairs Department, President of the United Nations Economic and Social Commission for Asia and the Pacific (UN ESCAP) Sustainable Business Network (ESBN) Executive Council and Chairman of its Task Force on Banking and Finance, Chairman of the Permanent Commission on Economic and Financial Issues of World Union of Small and Medium Enterprises (WUSME), a Board member of Pacific Basin Economic Council (PBEC), a member of the Hong Kong Trade Development Council Belt and Road Committee and the Sir Murray MacLehose Trust Fund Investment Advisory Committee, Honorary Advisor to the Hong Kong Business Angel Network (HKBAN), Honorary Chairman – Asia Pacific of CMA Australia, Chairman of Monte Jade Science and Technology Association of Hong Kong, President of Hong Kong-ASEAN Economic Cooperation Foundation, a Vice President of the Hong Kong Real Property Federation, Special Adviser to the Asia Pacific Real Estates Association, a board member of the Chinese General Chamber of Commerce of Hong Kong and the Australian Chamber of Commerce in Hong Kong and Macau, a founding board member and the Honorary Treasurer of the Hong Kong Vietnam Chamber of Commerce, Vice Chairman of the Hong Kong Myanmar Chamber of Commerce, a founding member of the Hong Kong-Korea Business Council, and a member of the Hong Kong-Thailand Business Council.

Dr. Lam has over 30 years of international experience in general management, strategy consulting, corporate governance, direct investment, investment banking and fund management across the telecommunications/media/technology, consumer/healthcare, infrastructure/real estates, energy/resources and financial services sectors.

Dr. Lam previously held a number of posts including general manager of Hong Kong Telecom, a member of the senior management of CP Group in Thailand and chairman/director/ chief executive officer of several companies affiliated to the group, managing director of BOC International and Vice Chairman and COO of Investment Banking Division of BOC International, executive director of Singapore Technologies Telemedia (a member of Temasek Holdings, a sovereign fund of Singapore), and Chairman – Hong Kong/Vietnam/Cambodia/Laos/Myanmar/ Thailand and Senior Adviser – Asia of Macquarie Capital.

LETTER FROM THE BOARD

Dr. Lam is an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Glorious Sun Enterprises Limited (Stock Code: 393), Vongroup Limited (Stock Code: 318), Mei Ah Entertainment Group Limited (Stock Code: 391), Elife Holdings Limited (Stock Code: 223), Haitong Securities Company Limited (Stock Code: 6837 and it is also listed on the Shanghai Stock Exchange with Stock Code: 600837), Huarong Investment Stock Corporation Limited (Stock Code: 2277), Hua Long Jin Kong Company Limited (Stock Code: 1682) and Kidsland International Holdings Limited (Stock Code: 2122) and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China LNG Group Limited (Stock Code: 931), China Shandong Hi-Speed Financial Group Limited (Stock Code: 412), National Arts Entertainment and Culture Group Limited (Stock Code: 8228) and Tianda Pharmaceuticals Limited (Stock Code: 455), the shares of all of which are listed on the Stock Exchange. He is an independent non-executive director of each of Asia-Pacific Strategic Investments Limited (Stock Code: 5RA) and Top Global Limited (Stock Code: 519), and non-executive director of Singapore eDevelopment Limited (Stock Code: 40V), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is also an independent director of Sunwah International Limited (Stock Code: SWH) whose shares are listed on the Toronto Stock Exchange, an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH) whose shares are listed on the Australian Securities Exchange, and non-executive director of Adamas Finance Asia Limited (Stock Code: ADAM) whose shares are listed on the London Securities Exchange.

Dr. Lam was a non-executive director of ZH International Holdings Limited (Stock Code: 185), DTXS Silk Road Investment Holdings Company Limited (Stock Code: 620) and Roma Group Limited (Stock Code: 8072), and he was also an independent non-executive director of Mingyuan Medicare Development Company Limited (Stock Code: 233), Imagi International Holdings Limited (Stock Code: 585), the shares of all of which are listed on the Stock Exchange, and an independent non-executive director of Vietnam Equity Holding (Stock Code: 3MS) whose shares are listed on the Stuttgart Stock Exchange, and an independent non-executive director of Rowsley Limited (Stock Code: A50) whose shares are listed on the Singapore Stock Exchange.

Dr. Lam was appointed as an independent non-executive Director with effective from 15 September 2017.

The Company is of the view that Dr. Lam meets the independence requirements and has appropriate professional qualifications requirements of the GEM Listing Rules.

LETTER FROM THE BOARD

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, as at the Latest Practicable Date, Dr. Lam (i) had no relationship with any Directors, Supervisors and senior management or substantial shareholders or controlling shareholders of the Company; (ii) had no interest in the Shares within the meaning of Part XV of the SFO; and (iii) did not hold any position with the Group and did not have any other directorship held in listed public companies in the last three years.

Save as disclosed herein, the Company considers that in relation to the re-election of Dr. Lam, there is no information which is discloseable pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

The Company proposes to enter into a service agreement with the Dr. Lam, for a term commencing from the conclusion of the AGM to 28 June 2019, with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the re-election of Directors.

The proposed remuneration of Dr. Lam is to be determined on the basis of the prevailing market rate and taking into account of his experience. Pursuant to the proposed service agreement of Dr. Lam, he is entitled to receive remuneration in the amount of RMB1,000 per month.

PROPOSED APPOINTMENT OF SUPERVISOR

Pursuant to article 125 of the Article of Association, the shareholder representative Supervisor shall be elected at the general meeting. Based on the nomination of shareholder representative Supervisor by a Shareholder, Beijing Holdings Investment Management Co., Ltd.* (北京京泰投資管理中心), Mr. Shang Lijian (商力堅先生) (“**Mr. Shang**”) will offer himself for election as a shareholder representative Supervisor at the AGM.

LETTER FROM THE BOARD

The biographical particulars of Mr. Shang are as follows:

Mr. Shang Lijian (商力堅先生), aged 51, holds bachelor degree of School of Chemical Engineering of Beijing Union University* (北京聯合大學化學工程學院). Mr. Shang worked for Institute of Botany of The Chinese Academy of Sciences* (中國科學院植物研究所) as research assistant from July 1989 to December 1995 and Guokaitai Industrial Development Co., Ltd.* (國開泰實業發展有限公司) as business management staff from January 1998 to May 2001. Mr. Shang joined Beijing Holdings Investment Management Co., Ltd.* (北京控股投資管理有限公司) and served as investment staff, business management deputy manager and office deputy director from June 2001 to June 2015, during which Mr. Shang was assigned to Beijing Beikong Water Manufacturing Co., Ltd.* (北京北控制水有限公司) as deputy general manager (2006-2007), Beijing Beikong Environmental Protection Engineering Technologies Co., Ltd.* (北京北控環保工程技術有限公司) as deputy general manager (2007-2013) and Guoao Investment Development Co., Ltd.* (國奧投資發展有限公司) as assistant to the general manager (2013 to 2014). Mr. Shang assumed deputy manager of investment and development department of Beijing Holdings (Group) Ltd.* (京泰實業(集團)有限公司) which holds more than one-third of voting rights of Beijing Holdings Investment Management Co., Ltd.* (北京京泰投資管理中心), a promoter and shareholder of the Company, from July 2015, and became acting manager since March 2018.

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, as at the Latest Practicable Date, Mr. Shang (i) had no relationship with any Directors, Supervisors and senior management or substantial shareholders or controlling shareholders of the Company; (ii) had no interest in the Shares within the meaning of Part XV of the Securities and Future Ordinance; and (iii) did not hold any position with the Group and did not have any other directorship held in listed public companies in the last three years.

Save as disclosed herein, the Company considers that in relation to the appointment of Mr. Shang, there is no information which is discloseable pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

The Company proposes to enter into a service agreement with the Mr. Shang, for a term commencing from the conclusion of the AGM to 28 June 2019, with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the appointment of Supervisors.

LETTER FROM THE BOARD

The proposed remuneration of Mr. Shang is to be determined on the basis of the prevailing market rate and taking into account of his experience. Pursuant to the proposed service agreement of Mr. Shang, he is entitled to receive remuneration in the amount of RMB500 per month.

THE AGM

Resolutions will be proposed at the AGM for the purpose of considering and, if thought fit, approving, among other things, the proposed re-election of an independent non-executive Director and the proposed appointment of a shareholder representative Supervisor, and authorising the Board to enter into the service agreements with and fix the remuneration of Director and Supervisor.

To the best of knowledge, information and belief of the Directors, as at the Latest Practicable Date, no Shareholder has any material interest in the proposed resolutions and none of the Shareholders was required to abstain from voting in respect of the resolutions proposed at the AGM.

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 29 June 2018 at 2:30 p.m. are set out on pages 11 to 15 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 (Post Code: 710119) (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 8 June 2018, 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company shall be closed from 30 May 2018 to 29 June 2018 (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 29 May 2018 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 (Post Code: 710119) (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 29 May 2018.

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 Haitiantian Holdings Co., Ltd.*
Chen Ji
Chairman

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



西安海天天實業股份有限公司
XI'AN HAITIANTIAN 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 Haitiantian 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 29 June 2018 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 2017.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”, its members are collectively referred to “**Supervisor**”) for the year ended 31 December 2017.
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 2017.
4. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to approve the re-election of Dr. Lam Lee G. as the independent non-executive Director for a term commencing from the conclusion of the AGM to 28 June 2019.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, to approve the appointment of Mr. Shang Lijian as the shareholder representative Supervisor for a term commencing from the conclusion of the AGM to 28 June 2019.
7. To authorise the Board to enter into the service agreements with Director and Supervisor with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the re-election of Director and the appointment of Supervisor.
8. To authorise the Board to fix the remuneration of Director and Supervisor.

SPECIAL RESOLUTION

9. **“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 of the Company (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

NOTICE OF ANNUAL GENERAL MEETING

- (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 GEM (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.

For the purposes of special resolution no.9 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);

NOTICE OF ANNUAL GENERAL MEETING

- (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 Haitiantian Holdings Co., Ltd.*
Chen Ji
Chairman

Xi'an, the PRC, 11 May 2018

* *for identification purpose only*

Notes:

1. The register of members of the Company shall be closed from 30 May 2018 to 29 June 2018 (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 29 May 2018 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.

NOTICE OF ANNUAL GENERAL MEETING

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 8 June 2018.
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