

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



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 CHANGE OF COMPANY NAME;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Xi’an Haitiantian 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 31 May 2019 (the “**AGM**”) to consider and, if thought fit, to approve, among other things, (a) the proposed change of the Chinese name of the Company from “西安海天天實業股份有限公司” to “西安海天天綫科技股份有限公司” and adoption of the English name of “Xi’an Haitian Antenna Technologies Co., Ltd.” for identification purpose only (the “**Proposed Change of Company Name**”); (b) the proposed amendments to the articles of association of the Company (the “**Articles of Association**”); and (c) the proposed re-election of existing Directors and member (the “**Supervisors**”) of the supervisory committee of the Company (the “**Supervisory Committee**”) who offered for re-election to constitute the seventh session of the Board and the Supervisory Committee respectively, and authorising the Board to enter into the service agreements with and fix the remuneration of Directors and Supervisors of the seventh session of the Board and the Supervisory Committee.

PROPOSED CHANGE OF COMPANY NAME

The new company name

The Board proposed to change the Chinese name of the Company from “西安海天天實業股份有限公司” to “西安海天天綫科技股份有限公司” and adopt the English name “Xi’an Haitian Antenna Technologies 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 main business of the Company and its focus on the development and promotion of 5G mobile communication products.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to:

- (a) the obtaining of approval of the relevant government authorities in the People's Republic of China (the "PRC") for the use of the proposed name of "西安海天天綫科技股份有限公司" by the Company; and
- (b) the passing of a special resolution by the shareholders of the Company (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 H shares of the Company ("H Shares") on the Stock Exchange as and when appropriate.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association in relation to:

- a) 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);
- b) the proposed alternation of the number of vice-chairman of the Board from 2 to 1 (article 101); and
- c) the name change of holder of domestic shares of the Company ("Domestic Shares") and the completion of transfer of Domestic Shares (articles 6, 7, 20 and 21).

Details of the proposed amendments to 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: 西安海天天實業股份有限公司
English: XI'AN HAITIANTIAN 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: 西安海天天綫科技股份有限公司
English: XI’AN HAITIAN ANTENNA TECHNOLOGIES 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 30 June 2017.”

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 _____ 2019.”

3. Article 7 of the Articles of Association provides that:

“Upon the approval by the special resolution of the annual general meeting held on 30 June 2017, 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 _____ 2019, these Articles came into effect and replaced the Original Articles of Association.
(Article 6 of the Mandatory Provisions)”

4. Article 20 of the Articles of Association provides that:

“Pursuant to the approval of the companies approving departments authorised by the State Council, the total number of ordinary shares which may be issued by the Company upon its incorporation was 50,000,000 shares of RMB1.00 each, all being issued to the promoters and accounting for 100% of the total number of ordinary shares which may be issued by the Company. Of these shares, Xiao Liangyong held 18,000,000 shares, representing 36% of the total share capital; Xi’an Kaiyuan Investment Group Co., Ltd. held 10,000,000 shares, representing 20% thereof; Chang’an International Trust Co., Ltd. held 7,400,000 shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd. held 6,000,000 shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 shares, representing 10% thereof; Xi’an Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 shares, representing 3% thereof; Wu Chi Yan held 1,000,000 shares, representing 2% thereof; Chen Xiao Bin held 600,000 shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd. held 500,000 shares, representing 1% thereof.

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

Promoters of the Company, Xi'an Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Shaanxi Silk Import & Export Corporation and Shaanxi Mant Intellectual Property Industry Development Co., Ltd. had transferred 15,000,000 shares, 10,000,000 shares, 45,064,706 shares and 5,000,000 shares respectively to Shenzhen Huitai Investment Development Co., Ltd.

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

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

(Article 15 of the Mandatory Provisions)”

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

“Pursuant to the approval of the companies approving departments authorised by the State Council, the total number of ordinary shares which may be issued by the Company upon its incorporation was 50,000,000 shares of RMB1.00 each, all being issued to the promoters and accounting for 100% of the total number of ordinary shares which may be issued by the Company. Of these shares, Xiao Liangyong held 18,000,000 shares, representing 36% of the total share capital; Xi'an International Medical Investment Co., Ltd. held 10,000,000 shares, representing 20% thereof; Chang'an International Trust Co., Ltd. held 7,400,000 shares, representing 14.8% thereof; Beijing Holdings Investment Management Co., Ltd. held 6,000,000 shares, representing 12% thereof; Shaanxi Silk Import & Export Corporation held 5,000,000 shares, representing 10% thereof; Xi'an Zhengheng Investment & Advisory Co., Ltd. held 1,500,000 shares, representing 3% thereof; Wu Chi Yan held 1,000,000 shares, representing 2% thereof; Chen Xiao Bin held 600,000 shares, representing 1.2% thereof; and Shaanxi Mant Intellectual Property Industry Development Co., Ltd. held 500,000 shares, representing 1% thereof.

Founder of the Company, Xiao Liangyong, had transferred 180,000,000 shares to Xi'an Tian An Corporate Management and Consulting Co., Ltd. in accordance with the laws.

Promoters of the Company, Xi'an Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Shaanxi Silk Import & Export Corporation and Shaanxi Mant Intellectual Property Industry Development Co., Ltd. had transferred 15,000,000 shares, 10,000,000 shares, 45,064,706 shares and 5,000,000 shares respectively to Shenzhen Huitai Investment Development Co., Ltd.

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

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

(Article 15 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. 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)”

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 number of ordinary shares in issue of the Company, 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 Corporate Management and Consulting 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 Shanghai Hongzhen Ningshang Investment Management Partnership (limited partnership), 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 101 of the Articles of Association provides that:

“The board shall comprise 11 directors, 2 of whom shall be executive directors, 9 of whom shall be non-executive directors (including 4 independent non-executive directors). The board shall have 1 chairman and 2 vice chairmen.

(Article 86 of the Mandatory Provisions)

The external directors (referring those directors not holding internal office in the Company, including independent non-executive directors) as the members of the board shall represent more than one-half of the board.”

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

“The board shall comprise 11 directors, 2 of whom shall be executive directors, 9 of whom shall be non-executive directors (including 4 independent non-executive directors). The board shall have 1 chairman and 1 vice chairman.

(Article 86 of the Mandatory Provisions)

The external directors (referring those directors not holding internal office in the Company, including independent non-executive directors) as the members of the board shall represent more than one-half of the board.”

PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

Pursuant to the Articles of Association, the Board shall comprise 11 Directors, 2 of whom shall be executive Directors, 5 of whom shall be non-executive Directors and 4 of whom shall be independent non-executive Directors. The Supervisory Committee shall consist of 1 shareholder representative Supervisor, 2 independent Supervisors and 2 representatives of staff and workers of the Company. The term of each session of the Board and the Supervisory Committee shall be 3 years. Upon expiry of the term, the Directors and Supervisors shall be eligible for re-election. The Directors, shareholder representative Supervisor and independent Supervisors shall be elected by the Shareholders at the general meeting. The Supervisors representing staff and workers shall be democratically elected by staff and workers of the Company.

The term of the sixth session of the Board and the Supervisory Committee will be expired on 28 June 2019. All existing Directors, shareholder representative Supervisor and independent Supervisors will offer themselves for re-election as the Directors and Supervisors of the seventh session of the Board and the Supervisory Committee respectively at the AGM.

Based on the review by the nomination committee of the Board, all existing Directors, shareholder representative Supervisor and independent Supervisors who offered for re-election are recommended for election as the Directors and Supervisors of the seventh session of the Board and the Supervisory Committee respectively at the AGM. The term of the seventh session of the Board and the Supervisory Committee will be for a term of 3 years which is proposed to commence on 29 June 2019.

The biographical particulars of the Directors and Supervisors proposed to be re-elected at the AGM are as follows:

Executive Directors

Mr. Xiao Bing (尚兵先生), aged 53, is a son of Professor Xiao Liangyong, the founder of the Company. Mr. Xiao studied in radio technology under Adult Education College of Xidian University* (西安電子科技大學) from 1984 to 1987 and obtained Master of business administration from China Europe International Business School in 2006. He worked in Xi'an General Factory of Oil Instruments* (西安石油勘探儀器總廠) from 1987 to 1992, served as manager of Xi'an Haitian Communications Equipment Factory* (西安海天通訊設備廠) from 1992 to 1999 and was the general manager of Xi'an Haitian Communications Equipment Company Limited* (西安海天通訊設備有限公司) from 1999 to 2000.

Mr. Xiao joined the Company and its subsidiaries (the “**Group**”) as personal assistant to chairman of the Board since 1999, and was appointed as general manager of the Company and elected as executive Director since October 2000. Mr. Xiao was the chairman of the Board from August 2004 to November 2007 and from 31 December 2012 to 28 June 2016, was the vice chairman of the Board from 29 June 2016 to 31 December 2018, and has been the chairman of the Board since 1 January 2019.

As at the date of this announcement, 328,363,637 Domestic Shares are held by Xi'an Tian An Corporate Management and Consulting Co., Ltd.* (西安天安企業管理諮詢有限公司), which is beneficially owned as to 60% by Mr. Xiao and 40% by his spouse Ms. Chen Jing (陳靜女士). 65,000,000 Domestic Shares are to be issued and allotted under specific mandate (more particularly described in the circular of the Company dated 2 February 2018) to and 10,000,000 H Shares are held by Mr. Xiao. By virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), Mr. Xiao is deemed to be interested in the same 328,363,637 Domestic Shares and is interested in 65,000,000 Domestic Shares and 10,000,000 H Shares, representing in total approximately 26.35% of total issued shares of the company (“**Shares**”).

Mr. Chen Ji (陳繼先生), aged 43, obtained Bachelor of Economics from Shanghai University of Finance and Economics* (上海財經大學) in 1997, Bachelor of Laws from East China University of Political Science and Law* (華東政法學院) in 2005, Master of Business Administration from Shanghai University of Finance and Economics in 2008 and Master of Laws from Fudan University* (復旦大學) in 2009. Mr. Chen has extensive experience in finance, internal control and management. Mr. Chen worked for Air China Limited Shanghai Branch Office* (中國國際航空股份有限公司上海基地) as office supervisor from July 1997 to August 2001. Mr. Chen served as senior manager and partner of finance department of Xinzhuo (China) Consulting Co., Ltd.* (信卓(中國)諮詢有限公司金融部) from December 2003 to January 2006. He joined Shanghai Hui Da Feng Law Firm* (上海市滙達豐律師事務所) as paralegal since February 2006 and became lawyer and partner, and was the founder partner of Shanghai Heng Lu Lawyers Alliance (Group) Firm* (上海恒律聯盟律師(集團)事務所) in October 2010. Mr. Chen was the vice-chairman of Shanghai Zhongji Investment Holding Co., Ltd.* (上海中技投資控股股份有限公司), a company listed on the Shanghai Stock Exchange, for the period from November 2012 to November 2014. Mr. Chen was appointed as director and elected as chairman and chief executive officer of Zhejiang Xinlian Co., Ltd.* (浙江信聯股份有限公司) on 2 March 2015 and 3 March 2015, respectively. Mr. Chen served as director of Cloud Live Technology Group Co., Ltd.* (中科雲網科技集團股份有限公司), a company listed on the Shenzhen Stock Exchange, from November 2016 to March 2018 and as vice chairman from June 2017 to March 2018. Since June 2018, Mr. Chen has served as the chief representative of the Greater China region of the Bilateral Research Institute in the United States.

Mr. Chen was an independent non-executive Director from 10 August 2012 to 13 April 2015, was appointed as an executive Director with effective from 13 April 2015, was the chairman of the Board from 29 June 2016 to 31 December 2018, and has been the vice chairman of the Board since 1 January 2019.

As at the date of this announcement, 189,844,804 Domestic Shares were held by and 65,000,000 Domestic Shares were to be issued and allotted under specific mandate (more particularly described in the circular of the Company dated 2 February 2018) to Shanghai Gaoxiang Investment Management Co., Ltd.* (上海高湘投資管理有限公司) (“**Gaoxiang Investment**”), which is beneficially owned by Mr. Chen and his spouse, Ms. Sun Xiangjun (孫湘君女士), in equal share. 18,500,000 Domestic Shares were held by Shanghai Hongzhen Ningshang Investment Management Partnership (limited partnership)* (上海泓甄寧尚投資管理合夥企業(有限合夥)), which is beneficially owned as to 83.33% by Mr. Chen. By virtue of the SFO, Mr. Chen is deemed to be interested in the same 254,844,804 and 18,500,000 Domestic Shares, representing in total approximately 17.85% of the total issued Shares.

As at the date of this announcement, 36,300,000 H Shares were held in investment products issued by Guotai Junan Financial Products Limited (“**Guotai Junan Financial**”) and Gaoxiang Investment beneficially owns such investment products. 9,771,000 H Shares were held by Mr. Chen. By virtue of the SFO, Mr. Chen is deemed to be interested in the same 36,300,000 H Shares and is interested in 9,771,000 H Shares, representing in total approximately 3.01% of the total issued Shares.

As at the date of this announcement, short position in 36,300,000 underlying H Shares were derived from unlisted and cash settled derivatives issued by Guotai Junan Financial and Gaoxiang Investment beneficially owns such unlisted and cash settled derivatives. By virtue of the SFO, Mr. Chen is deemed to have short position in the same 36,300,000 underlying H Shares, representing approximately 2.37% of the total issued Shares.

Non-executive Directors

Mr. Sun Wenguo (孫文國先生), aged 43, graduated from the Department of International Finance of Shaanxi College of Finance and Economics* (陝西財經學院) in 1998 with a bachelor degree. Mr. Sun previously worked in international section of Industrial and Commercial Bank of China, Dalian Branch* (中國工商銀行大連分行) and Xi'an Gaoxin Hospital Co., Ltd.* (西安高新醫院有限公司). Currently, he holds the office of director and vice president of Xi'an International Medical Investment Co., Ltd.* (西安國際醫學投資股份有限公司) which is a promoter and a shareholder of the Company.

Mr. Sun has been appointed as a non-executive Director and elected as the vice chairman of the Board since 13 October 2006.

Mr. Li Wenqi (李文琦先生), aged 53, graduated from Shaanxi College of Finance and Economics* (陝西財經學院, now known as Xi'an Jiaotong University* (西安交通大學)). He worked for Shaanxi Silk Import & Export Corporation* (陝西省絲綢進出口公司), which is one of the promoters of the Company, as the deputy chief of planning and finance department from October 1987 to April 1994, the manager of planning and finance department from April 1994 to October 1997, the assistant to general manager and the manager of planning and finance department from October 1997 to May 2001. He served as the chief accountant and the manager of planning and finance department of Shaanxi Kaisei Group Co., Ltd.* (陝西開成集團有限責任公司) since May 2001, and general manager of Shaanxi Kaisei Group Co., Ltd. since September 2015.

Mr. Li has joined the Company as a non-executive Director since October 2000.

Mr. Zuo Hong (左宏先生), aged 55, graduated from Xidian University* (西安電子科技大學) and obtained the qualification of Senior Engineer in 2005. He had been the instructor of Armed Police Force of Xi'an. He took the position of supervisor and chief technical director of engineering and technology department in Xi'an Huiliaing Electronic Technologies Co., Ltd.* (西安慧良電子科技有限公司) in 1995 and 1997 respectively. Since September 1999, he had been the chairman and general manager of Xi'an Tianditong Communication Development Co., Ltd.* (西安天地通通信發展有限公司). Mr. Zuo was appointed as the general manager of Xi'an Haitian Communication System Engineering Co., Ltd.* (西安海天通信系統工程有限公司), a subsidiary of the Company, in July 2006 and as assistant to the chief executive director of Xi'an Hi-tech Communication Software Co., Ltd.* (西安海泰科通訊軟件有限公司), a subsidiary of the Company, in December 2006. He served as the head of the sales and marketing department of the Company since 2007, was general manager of the Company from 31 December 2012 to 13 July 2016, and became vice general manager of the Company since 13 July 2016.

Mr. Zuo was an executive Director for the period from 20 May 2007 to 8 April 2014, and has been appointed as non-executive Director since 29 June 2016.

Ms. Huang Jing (黃婧女士), aged 34, obtained Bachelor of Laws from Zhejiang Sci-Tech University* (浙江理工大學) in 2006. Ms. Huang worked for Shanghai Florin Investment Management Co., Ltd.* (上海豐瑞投資集團有限公司) as senior manager of legal department from December 2006 to March 2008. Since March 2008, she joined Shanghai Hui Da Feng Law Firm* (上海市匯達豐律師事務所) as paralegal and trainee solicitor and became lawyer and partner. Ms. Huang was securities affairs representative of Shanghai Zhongji Investment Holding Co., Ltd.* (上海中技投資控股股份有限公司), a company listed on The Shanghai Stock Exchange, from May 2011 to January 2014. Ms. Huang was appointed as director of Zhejiang Xinlian Co., Ltd.* (浙江信聯股份有限公司) on 2 March 2015. Ms. Huang served as director of Cloud Live Technology Group Co., Ltd.* (中科雲網科技集團股份有限公司), a company listed in the Shenzhen Stock Exchange, from November 2016 to March 2018.

Ms. Huang was an independent Supervisor from 28 June 2013 to 13 February 2015, was an independent non-executive Director from 13 February 2015 to 28 June 2016, and has been appointed as non-executive Director with effective from 29 June 2016.

Mr. Yan Weimin (燕衛民先生), aged 51, graduated from Central South University* (中南大學) in 1989 majoring in automation and obtained Executive Master of Business Administration of United Business Institutes in Belgium in 2009. He has 20 years' experience in the trading of mineral products. During 1989 and 1997, Mr. Yan served in China Metallurgical Import & Export Company* (中國煉金進出口公司, currently known as Sinosteel Corporation* (中國中鋼集團公司)), mainly responsible for the trading of iron and manganese ore between the steel sector of China and companies in Australia. During 1997 and 2007, Mr. Yan served in Shanghai Aijian Holding Co., Ltd.* (上海愛建股份有限公司), in charge of the trading of mineral products and also involved in oil for food deal between United Nation and Iraq. Since 2007, Mr. Yan served as different posts, including the general manager of Shanghai Guohong Trading Co. Ltd.* (上海國弘貿易有限公司) and the chairman of Shanghai Yingyue Industrial Co. Ltd.* (上海鷹悅實業有限公司). In additions, he was appointed as a non-executive director of Honbridge Holdings Ltd.* (洪橋集團有限公司), a company listed on the Stock Exchange, from 2010 and was responsible for the communication with China's steel conglomerates, mining corporations, port and mining construction enterprises.

Mr. Yan was an executive Director for the period from 8 April 2014 to 13 February 2015, and has been appointed as non-executive Director since 29 June 2016.

Independent non-executive Directors

Mr. Zhang Jun (張鈞先生), aged 50, worked for Northwest Electrical Authority* (西北電業管理局) after graduation from Nanjing University of Science and Technology* (南京理工大學) in 1990. In 1993, he served as regional sales director and Beijing chief representative of United States Harris Communications Equipment (Shenzhen) Co., Ltd.* (美國哈里斯(深圳)通信設備股份有限公司). In 2000, Mr. Zhang joined Beijing Dijie Communication Equipment Co., Ltd.* (北京地傑通信設備有限公司) as marketing director, general manager of overseas operations and vice president. Since 2011, Mr. Zhang was managing director of Shenzhen Arrow Advanced Technology Co., Ltd.* (深圳愛勞高科技有限公司).

Mr. Zhang has joined the Company as an independent non-executive Director since 28 June 2013.

Professor Shi Ping (師萍教授), aged 69, holds a doctoral degree and Chinese Certified Public Accountant qualification. Professor Shi served as a professor and doctoral tutor of School of Economics and Management at Northwestern University* (西北大學) since November 1985. The main social positions of Professor Shi included assessor of National Natural Science Foundation of China* (國家自然科學基金), executive director of Accounting Society of Shaanxi Province* (陝西會計學會), vice president of Shaanxi Cost Accounting Researching Association* (陝西成本研究會), advisor of Xi'an Accounting Society* (西安市會計學會), member of Shaanxi Province Senior Accountant (Including Senior Accountant) Assessment Committee* (陝西省高級會計師(含正高級會計師)評委會), member of Shaanxi Province Senior Auditor Assessment Committee* (陝西省高級審計師評委會), member of Shaanxi Province Senior Economist Assessment Committee* (陝西省高級經濟師評委會). Professor Shi was an independent director of Xi'an International Medical Investment Co., Ltd.* (西安國際醫學投資股份有限公司).

Professor Shi was an independent Supervisor from 11 October 2002 to 28 June 2013, and was appointed as an independent non-executive Director with effect from 13 April 2015.

Mr. Tu Jijun (涂繼軍先生), aged 52, graduated as Bachelor of Engineering from Xidian University* (西安電子科技大學) in July 1986. Since November 1986, Mr. Tu worked at information technology department of Shaanxi Branch of Bank of China Co., Ltd.* (中國銀行股份有限公司陝西省分行).

Mr. Tu was appointed as an independent non-executive Director with effect from 21 August 2015.

Professor Lei Zhenya (雷振亞教授), aged 58, graduated from Xidian University* (西安電子科技大學, formerly known as Northwest Telecommunications Engineering College* (西北電訊工程學院)) in 1981, stayed to carry out work in the microwave teaching and research section after graduation and obtained master degree in the research of microwave circuit and engineering, target characteristics and stealth confrontation in 1999. Professor Lei obtained titles of technician, assistant engineer, engineer, senior engineer and professor in 1981, 1983, 1989, 1997 and 2007 respectively and served as supervisor of the microwave laboratory, deputy supervisor of the microwave teaching and research section, and head of the microwave research institute since 1988. Professor Lei is currently head of the microwave research institute, School of Electronic Engineering, Xidian University and supervisor of the Microwave and Radio Wave Propagation Committee of The Electronics Institute of Shaanxi Province* (陝西省電子學會微波與電波傳播專業委員會). Professor Lei published 11 textbooks and monographs, announced more than 60 papers, undertaken more than 50 scientific research, obtained 4 provincial and ministerial awards, and 6 national defence patents and invention patents.

Professor Lei was appointed as an independent non-executive Director with effective from 19 October 2018.

The Board has assessed the above proposed independent non-executive Directors individually, regarding their contributions to the Company during the term of office, independence, biographical particulars including but not limit to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge, and roles in the Board diversity.

The Company is of the view that the above proposed independent non-executive Directors meet the independence requirements of the Rules Governing the Listing of Securities on GEM (“GEM”) of the Stock Exchange (the “GEM Listing Rules”), and Professor Shi Ping has appropriate professional qualifications and accounting or related financial management expertise respectively required by the GEM Listing Rules. In particulars, working experience and job position of Mr. Zhang Jun and Mr. Tu Jijun, professional qualifications and social position of Professor Shi Ping, and education background and research achievement of Professor Lei Zhenya are beneficial to the operations and governance of the Company and have significant contribution to Board diversity.

Supervisors

Mr. Wang Xiaokun (王曉坤先生), aged 49, graduated from Nanjing University* (南京大學) in 1991 with a bachelor degree majoring in water resources and environmental. Mr. Wang worked as engineer at Shaanxi Provincial Environmental Protection Research Institute* (陝西省環境保護研究所) from 1991 to 1994 and served as deputy general manager in Xi’an Tiancheng Medical Bio-Engineering Co., Ltd.* (西安天誠醫藥生物工程有限公同) from 1994 to 1998. Since 1998, Mr. Wang was appointed as chairman of Xi’an Dadi Phyto Tech Co., Ltd.* (西安大地植化技術有限公同).

Mr. Wang was appointed as an independent Supervisor with effective from 30 June 2015.

Mr. Zhang Yi (張毅先生), aged 49, graduated from Accounting Department of Shaanxi Advanced Finance College* (陝西高等財政專科學校) with a Bachelor of Accounting in July 1992, and obtained accountant qualification (intermediate title) in November 1998. Mr. Zhang worked at finance department of Xi’an Tang Cheng Group Co., Ltd.* (西安唐城集團股份有限公同) from August 1992 to January 1996, engaged in supervising work at finance department of Xi’an Kaiyuan Shopping Mall* (西安開元商城購物中心) from January 1996 to January 2003, and worked at finance department and served as head of consolidation team of the Company from January 2003 to March 2010. Since March 2010, Mr. Zhang joined finance department of Xi’an Feilong Household Co., Ltd.* (西安飛龍家居有限公同).

Mr. Zhang was appointed as an independent Supervisor with effective from 21 August 2015.

Mr. Shang Lijian (商力堅先生), aged 52, 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同) 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同) 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同) 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同) as deputy general manager (2007-2013) and Guoao Investment Development Co., Ltd.* (國奧投資發展有限公同) as deputy 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)有限公同) 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.

Mr. Shang was appointed as a shareholder representative Supervisor with effective from 29 June 2018.

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, as at the date of this announcement, the above proposed Directors and Supervisors (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 3 years.

Save as disclosed herein, the Company considers that in relation to the re-election of the above proposed Directors and Supervisors as Directors and Supervisors, 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.

PROPOSED SERVICE AGREEMENTS AND REMUNERATION OF DIRECTORS AND SUPERVISORS

The Company proposes to enter into service agreements with the Directors and Supervisors of the seventh session of the Board and the Supervisory Committee, for a term of 3 years commencing from 29 June 2019 to 28 June 2022, 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 and Supervisors of the seventh session of the Board and the Supervisory Committee.

The proposed remuneration of Directors and Supervisors of the seventh session of the Board and the Supervisory Committee is to be determined on the basis of the prevailing market rate and taking into account of their experience and there is no additional remuneration to the Supervisors representing staff and workers for their election. Pursuant to the proposed service agreements of Directors and Supervisors of the seventh session of the Board and the Supervisory Committee, they are entitled to receive annual remuneration as follows:

Executive Directors	Mr. Xiao Bing (肖兵先生)	RMB600,000
	Mr. Chen Ji (陳繼先生)	RMB600,000
Non-executive Directors	Mr. Sun Wenguo (孫文國先生)	RMB6,000
	Mr. Li Wenqi (李文琦先生)	RMB6,000
	Mr. Zuo Hong (左宏先生)	RMB6,000
	Ms. Huang Jing (黃婧女士)	RMB324,000
	Mr. Yan Weimin (燕衛民先生)	RMB6,000
Independent non-executive Directors	Mr. Zhang Jun (張鈞先生)	RMB12,000
	Professor Shi Ping (師萍教授)	RMB12,000
	Mr. Tu Jijun (涂繼軍先生)	RMB12,000
	Professor Lei Zhenya (雷振亞教授)	RMB12,000
Supervisors	Mr. Wang Xiaokun (王曉坤先生)	RMB12,000
	Mr. Zhang Yi (張毅先生)	RMB12,000
	Mr. Shang Lijian (商力堅先生)	RMB6,000

THE GENERAL

A circular containing, among other things, further information regarding the Proposed Change of Company Name, the proposed amendments to the Articles of Association, the proposed re-election of existing Directors and Supervisors who offered for re-election to constitute the seventh session of the Board and the Supervisory Committee respectively, and the proposed service agreements and the proposed remuneration of Directors and Supervisors of the seventh session of the Board and the Supervisory Committee, together with the notice of the AGM, will be despatched to the Shareholders on 16 April 2019.

By order of the Board
Xi'an Haitiantian Holdings Co., Ltd.*
Xiao Bing
Chairman

Xi'an, the PRC, 10 April 2019

As at the date of this announcement, the Board comprises Mr. Xiao Bing (肖兵先生) and Mr. Chen Ji (陳繼先生) being executive Directors; Mr. Sun Wenguo (孫文國先生), Mr. Li Wenqi (李文琦先生), Mr. 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 Professor Lei Zhenya (雷振亞教授) 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.

This announcement will remain on the "Latest Company Announcements" page of 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