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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 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.

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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;  
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS;  
PROPOSED GENERAL MANDATE TO ISSUE SHARES;  
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 the section headed "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 31 May 2019 at 2:30 p.m. is set out on pages 24 to 31 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 10 May 2019, 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 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>.

16 April 2019

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

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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 31 May 2019 at 2:30 p.m.
“Articles of Association”	the articles of association of the Company, as amended, revised or supplemented from time to time
“Board”	the board of Director(s)
“Company”	Xi’an Haitiantian Holdings Co., Ltd.* (西安海天天實業股份有限公司), 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 each in the share capital of the Company, which are subscribed for in RMB
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the proposed general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Domestic Shares and/or H Shares representing up to 20% of the total number of the respective Domestic Shares or H Shares in issue as at the date of passing of the relevant resolution at the AGM
“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\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“PRC”	the People’s Republic of China
“Proposed Alternation of Board Structure”	the proposed alternation of the number of vice-chairman of the Board from 2 to 1
“Proposed Change of Company Name”	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
“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
“%”	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 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. Xiao Bing (*chairman*)  
Mr. Chen Ji (*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  
Professor Lei Zhenya

*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

16 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS;  
PROPOSED GENERAL MANDATE TO ISSUE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

On 10 April 2019, an announcement was made by the Company in respect of (a) the proposed change of the Chinese name of the Company 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; (b) the proposed amendments to the Articles of Association and (c) the proposed re-election of Directors and Supervisors.

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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 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, the proposed service agreements and the proposed remuneration of Directors and Supervisors of the seventh session of the Board and the Supervisory Committee, and the proposed grant of the General Mandate and to give you the notice of the AGM.

### **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 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 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 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 Board Structure (article 101); and
- c) the name change of holder of Domestic Shares and the completion of transfer of Domestic Shares (articles 6, 7, 20 and 21).



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## LETTER FROM THE BOARD

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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.”

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## LETTER FROM THE BOARD

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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.

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## LETTER FROM THE BOARD

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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.

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## LETTER FROM THE BOARD

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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)”

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## LETTER FROM THE BOARD

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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)”

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## LETTER FROM THE BOARD

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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.

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## LETTER FROM THE BOARD

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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** (肖兵先生), 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 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 Latest Practicable Date, 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 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.

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## LETTER FROM THE BOARD

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**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 Latest Practicable Date, 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伙企業(有限合伙)), 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.



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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, 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 Latest Practicable Date, 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.

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## LETTER FROM THE BOARD

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**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.

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## LETTER FROM THE BOARD

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**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.

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## LETTER FROM THE BOARD

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**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.

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## LETTER FROM THE BOARD

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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 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有限公司) 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司).

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司) 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司).

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

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## LETTER FROM THE BOARD

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**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 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.

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 Latest Practicable Date, 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.

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## LETTER FROM THE BOARD

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### 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:

<b>Executive Directors</b>	Mr. Xiao Bing (肖兵先生)	RMB600,000
	Mr. Chen Ji (陳繼先生)	RMB600,000
<b>Non-executive Directors</b>	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
<b>Independent non-executive Directors</b>	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
<b>Supervisors</b>	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

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## LETTER FROM THE BOARD

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### PROPOSED GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed by the Company to obtain Shareholders' approval for the grant of the General Mandate to the Directors to allot, issue and deal in additional Domestic Shares and/or H Shares representing up to 20% of the total number of the respective Domestic Shares or H Shares in issue as at the date of passing of the relevant resolution at the AGM. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Directors believe that it is in the best interests of the Company and its Shareholders to grant the General Mandate so as to give the Directors the flexibility to issue further Domestic Shares and H Shares.

Based on 885,294,118 Domestic Shares and 645,764,706 H Shares in issue as at the Latest Practicable Date and assuming there is no change to the number of issued Domestic Shares and H Shares prior to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 117,058,823 Domestic Shares and 129,152,941 H Shares if the General Mandate is granted at the AGM.

The General Mandate shall be effective from the date of passing of the relevant resolution until whichever is the earliest of:

- 1) the conclusion of the next annual general meeting of the Company;
- 2) the expiration of the 12-month period from the date of passing of the relevant resolution; or
- 3) the date on which the mandate granted by the relevant resolution is revoked or varied by a special resolution of the Shareholders at any general meeting of the Company.



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## LETTER FROM THE BOARD

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### THE AGM

Resolutions will be proposed at the AGM for the purpose of considering and, if thought fit, approving, among other things, 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 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.

To the best of knowledge, information and belief of the Directors, as at the Latest Practicable Date, no Shareholder had any material interest in the proposed resolutions, and none of the Shareholders is 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 31 May 2019 at 2:30 p.m. are set out on pages 24 to 31 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 10 May 2019, 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 the Company after the AGM.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company shall be closed from 1 May 2019 to 31 May 2019 (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 April 2019 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 30 April 2019.

### 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 version shall prevail.

### RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of the AGM are in the best interests of the Company and the 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.\***  
**Xiao Bing**  
*Chairman*

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 31 May 2019 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 2018.
2. To consider and, if thought fit, to approve the report of the supervisory committee (the “Supervisory Committee”, its members are collectively referred to “Supervisors”) of the Company for the year ended 31 December 2018.
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 2018.
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 Mr. Xiao Bing as an executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, to approve the re-election of Mr. Chen Ji as an executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
7. To consider and, if thought fit, to approve the re-election of Mr. Sun Wenguo as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
8. To consider and, if thought fit, to approve the re-election of Mr. Li Wenqi as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
9. To consider and, if thought fit, to approve the re-election of Mr. Zuo Hong as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
10. To consider and, if thought fit, to approve the re-election of Ms. Huang Jing as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
11. To consider and, if thought fit, to approve the re-election of Mr. Yan Weimin as a non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
12. To consider and, if thought fit, to approve the re-election of Mr. Zhang Jun as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
13. To consider and, if thought fit, to approve the re-election of Professor Shi Ping as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
14. To consider and, if thought fit, to approve the re-election of Mr. Tu Jijun as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
15. To consider and, if thought fit, to approve the re-election of Professor Lei Zhenya as an independent non-executive Director of the seventh session of the Board for a term of 3 years commencing from 29 June 2019 to 28 June 2022.

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## NOTICE OF ANNUAL GENERAL MEETING

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16. To consider and, if thought fit, to approve the re-election of Mr. Wang Xiaokun as an independent Supervisor of the seventh session of the Supervisory Committee for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
17. To consider and, if thought fit, to approve the re-election of Mr. Zhang Yi as an independent Supervisor of the seventh session of the Supervisory Committee for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
18. To consider and, if thought fit, to approve the re-election of Mr. Shang Lijian as the shareholder representative Supervisor of the seventh session of the Supervisory Committee for a term of 3 years commencing from 29 June 2019 to 28 June 2022.
19. To authorise the Board to enter into the service agreements with Directors and Supervisors of the seventh session of the Board and the Supervisory Committee 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.
20. To authorise the Board to fix the remuneration of Directors and Supervisors of the seventh session of the Board and the Supervisory Committee.

### SPECIAL RESOLUTIONS

21. **“THAT**
  - (a) the Chinese name of the Company be and is hereby changed 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” 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 Haitian Antenna Technologies 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 and things and execute all such documents, including under seal where applicable, it considers necessary or expedient in connection with the implementation of or give effect to the proposed change of the Company’s name.”

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## NOTICE OF ANNUAL GENERAL MEETING

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22. **“THAT** subject to and conditional on the approval of special resolution no.21 above,
- (a) the proposed amendment to article 2 of the articles of association of the Company (the **“Articles of Association”**) as more particularly described in the circular of the Company dated 16 April 2019 (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 to the Articles of Association.”
23. **“THAT**
- (a) the proposed amendment to article 101 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 to the Articles of Association.”

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24. **“THAT**

- (a) the proposed amendments to articles 6, 7, 20 and 21 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 amendments 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 amendments to the Articles of Association.”

25. **“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 number 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% of the aggregate number of domestic shares of the Company in issue; and (bb) 20% of the aggregate number of H shares of the Company in issue, in each case as at the date of this resolution; and

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- (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 GEM of The Stock Exchange of Hong Kong Limited (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.25 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;
  - (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);



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- (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.\***  
**Xiao Bing**  
*Chairman*

Xi'an, the PRC, 16 April 2019

\* *for identification purpose only*

*Notes:*

1. The register of members of the Company shall be closed from 1 May 2019 to 31 May 2019 (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 April 2019 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 10 May 2019.

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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