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

If you have sold or transferred all your shares in Xi'an Haitian Antenna Technologies Co., Ltd.*, you should at once hand this circular and the accompanying 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.

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西安海天天綫科技股份有限公司

XI'AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.*

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

(Stock Code: 8227)

**PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED GENERAL MANDATE TO ISSUE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover, unless the contents require otherwise, shall have the same meanings ascribed to them in 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 22 June 2021 at 2:30 p.m. is set out on pages 9 to 12 of this circular, and the proxy form is enclosed hereto.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it 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 not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

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

24 May 2021

* For identification purpose only

CHARACTERISTICS OF GEM

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

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 22 June 2021 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 Directors
“Company”	Xi’an Haitian Antenna Technologies Co., Ltd.* (西安海天天綫科技股份有限公司), a joint stock company incorporated in the PRC and whose H Shares are listed on GEM
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	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”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general and unconditional mandate to be granted to the Board to allot, issue and deal with additional Domestic Shares and/or H Shares representing up to 20% of the aggregate 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

DEFINITIONS

“H Share(s)”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“PRC”	the People’s Republic of China, for the propose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	collectively, Domestic Shares and H Shares
“Shareholder(s)”	holders of Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“HK\$”	Hong Kong dollar(s), 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.

LETTER FROM THE BOARD



西安海天天綫科技股份有限公司

XI'AN HAITIAN ANTENNA TECHNOLOGIES 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
Mr. Li Wenqi
Mr. Zuo Hong
Mr. Yan Weimin
Mr. Xu Xiong

Independent non-executive Directors:

Mr. Zhang Jun
Professor Shi Ping
Mr. Tu Jijun
Mr. Liu Lidong

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

24 May 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED GENERAL MANDATE TO ISSUE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

On 18 May 2021, an announcement was made by the Company in respect of the proposed re-election of Directors.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, further information regarding the resolutions to be proposed at the AGM for the proposed re-election of a non-executive Director and an independent non-executive Director, the proposed service agreements and the proposed remuneration of Directors, and the proposed grant of the General Mandate, and to give you the notice of the AGM.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 102 of the Articles of Association, any person appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election. Mr. Xu Xiong (徐雄先生) (“**Mr. Xu**”), a non-executive Director, and Mr. Liu Lidong (劉立東先生) (“**Mr. Liu**”), an independent non-executive Director, whose terms of office will be expired at the AGM and being eligible, will offer themselves for re-election as a non-executive Director and an independent non-executive Director respectively at the AGM.

The biographical particulars of the Mr. Xu and Mr. Liu are as follows:

Non-executive Directors

Mr. Xu Xiong (徐雄先生), aged 49, graduated from Party School of The Central Committee of Communist Party of China* (中共中央黨校函授學院) in 2000 with a Bachelor of Managerial Economic and obtained an Executive Master of Business Administration from Peking University in 2008. Mr. Xu has served the chairman of the board of Eastern Pioneer Driving School Co., Ltd.* (東方時尚駕駛學校股份有限公司), a company listed on The Shanghai Stock Exchange, since 2005 and the chief executive of Eastern Pioneer Investment Co., Ltd.* (東方時尚投資有限公司), a controlling shareholder of Eastern Pioneer Driving School Co., Ltd.*, since 2008. Mr. Xu has extensive experience in business management and application of 5G technologies in the business and products.

Mr. Xu has been appointed as a non-executive Director with effect from 23 October 2020.

LETTER FROM THE BOARD

Independent non-executive Directors

Mr. Liu Lidong (劉立東先生), aged 50, graduated from Beijing College of Posts and Telecommunications* (北京郵電學院), now known as Beijing University of Posts and Telecommunications* (北京郵電大學), with bachelor degree in computer communication in July 1992, and obtained a master degree in business administration from Tsinghua University in July 2006. Mr. Liu served as an engineer, director, manager, and department general manager of Guangdong Mobile Communications Co., Ltd. Shenzhen Branch* (廣東移動通信有限責任公司深圳分公司) successively from 1992 to 2006; served as the general manager of Guangdong Mobile Communications Co., Ltd. Meizhou Branch* (廣東移動通信有限責任公司梅州分公司) from 2006 to 2007; served as the regional general manager and integrated department general manager of CMPark Co., Ltd.* (中國移動辛姆巴科有限公司) successively from 2007 to 2009; and served as the executive of Yinsheng Electronic Payment Technologies Co., Ltd.* (銀盛電子支付科技有限公司) from 2009 to 2011. Mr. Liu has served as the executive director in Shenzhen Yangyi Technologies Co., Ltd.* (深圳市揚易科技有限公司) since 2011, and has served as the chairman and director of Guangzhou Liuhe Information Technologies Co., Ltd.* (廣州六合信息科技股份有限公司) since 2016.

Mr. Liu has joined the Company as an independent non-executive Director since 10 May 2021.

The Company is of the view that Mr. Liu meets the independence requirements of the GEM Listing Rules.

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, as at the Latest Practicable Date, Mr. Xu and Mr. Liu (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 Mr. Xu and Mr. Liu, 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.

LETTER FROM THE BOARD

PROPOSED SERVICE AGREEMENTS AND REMUNERATION OF DIRECTORS

The Company proposes to enter into service agreements with Mr. Xu and Mr. Liu for a term commencing from the conclusion of the AGM 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.

The proposed remuneration of Mr. Xu and Mr. Liu is to be determined on the basis of the prevailing market rate and taking into account of their experience. Pursuant to the proposed service agreements of Mr. Xu and Mr. Liu, they are entitled to receive remuneration in the amount of RMB1,000 per month.

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 Board to allot, issue and deal with additional Domestic Shares and/or H Shares representing up to 20% of the aggregate 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 Board 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 Board believes that it is in the best interests of the Company and Shareholders to grant the General Mandate so as to give the Board the flexibility to issue further Domestic Shares and H Shares.

Based on 1,251,864,294 Domestic Shares and 645,764,706 H Shares in issue as at the Latest Practicable Date and assuming there is no change to the aggregate number of issued Domestic Shares and H Shares prior to the date of the AGM, the Board will be authorised to allot, issue and deal with up to a total of 250,372,858 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 authority granted by the relevant resolution is revoked or varied by a special resolution of the Shareholders at any general meeting of the Company.

LETTER FROM THE BOARD

THE AGM

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

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 22 June 2021 at 2:30 p.m. is set out on pages 9 to 12 of this circular, and the proxy form is enclosed hereto. Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it 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 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company shall be closed from 17 June 2021 to 22 June 2021 (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 16 June 2021 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 16 June 2021.

LETTER FROM THE BOARD

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 Haitian Antenna Technologies Co., Ltd.*

Xiao Bing

Chairman

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



西安海天天綫科技股份有限公司

XI'AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.*

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

(Stock Code: 8227)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Xi’an Haitian Antenna Technologies 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 22 June 2021 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 2020.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2020.
3. To consider and, if thought fit, to approve the audited consolidated financial statements and the report of the auditor of the Company for the year ended 31 December 2020.
4. To re-appoint SHINEWING Certified Public Accountants LLP as the auditor of the Company and to authorise the Board to fix its remuneration.
5. To consider and, if thought fit, to approve the re-election of Mr. Xu Xiong as a non-executive Director for a term commencing from the conclusion of the AGM to 28 June 2022.
6. To consider and, if thought fit, to approve the re-election of Mr. Liu Lidong as an independent non-executive Director for a term commencing from the conclusion of the AGM to 28 June 2022.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

7. To authorise the Board to enter into the service agreements with Directors 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.
8. To authorise the Board to fix the remuneration of Directors in connection with the re-election of Directors.

SPECIAL RESOLUTION

9. **“THAT**
 - (a) there be granted to the Board a general and unconditional mandate to allot, issue and deal with additional shares in the capital of the Company (**“Additional 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 Additional 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 Additional Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (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 passing of this resolution; and
 - (iii) the Board will only exercise its power under such mandate in accordance with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time), the Articles of Association and the applicable laws and regulations of the PRC.

NOTICE OF ANNUAL GENERAL MEETING

For the purposes of special resolution no.9 above:

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

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the 12-month period from the date of 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 Additional Shares pursuant to 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 Additional Shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreement);
 - (ii) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);
 - (iii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing Additional Shares pursuant to paragraph (a) of this resolution, and register the increased registered capital with the relevant authorities in the PRC; and
 - (iv) make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.”

Yours faithfully,

By order of the Board

Xi'an Haitian Antenna Technologies Co., Ltd.*

Xiao Bing

Chairman

Xi'an, the PRC, 24 May 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company shall be closed from 17 June 2021 to 22 June 2021 (both days inclusive), during which period no transfer of shares of the Company can be registered. Holders of domestic shares and H shares whose names appear on the register of members of the Company at the close of business on 16 June 2021 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 vote on their behalves. 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 16 June 2021.
2. A proxy form for the AGM is herewith enclosed. To be valid, the proxy form must be completed in accordance with the instructions printed thereon and returned 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 not less than 24 hours before the time appointed for the 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 returned at the same time as mentioned in the proxy form. The proxy need not be a member of the Company.
3. Members of the Company or their proxies shall produce their identity documents when attending the AGM.
4. Members of the Company or their 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.

* *for identification purpose only*