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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
PROPOSED RE-ELECTION AND APPOINTMENT OF
DIRECTORS AND SUPERVISORS;
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 23 June 2022 at 2:30 p.m. is set out on pages 26 to 31 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>.

2 June 2022

* 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 23 June 2022 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 limited 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
“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\$

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 May 2022, 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
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“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 discrepancy or 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 the Articles of Association and their English translations, 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

2 June 2022

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

On 27 May 2022, an announcement was made by the Company in respect of (a) the proposed amendments to the Articles of Association and (b) the proposed re-election and appointment of the Directors and the Supervisors.

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 amendments to the Articles and Association, the proposed re-election of the existing Directors and Supervisors who offered for re-election and appointment of the newly nominated Directors to constitute the eighth session of the Board and the Supervisory Committee respectively, the proposed service agreements and the proposed remuneration of the Directors and the Supervisors of the eighth 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.

CHANGE OF NAME OF SHAREHOLDER OF DOMESTIC SHARES

The Chinese name of a shareholder of Domestic Shares has been changed from “北京京泰投資管理中心” to “北京北控京泰投資管理有限公司” without alternation in its English translation. The Articles of Association should be amended to update the capital structure of Domestic Shares.

PROPOSED ALTERNATION OF BOARD AND SUPERVISORY COMMITTEE STRUCTURE

Taking into account of rapid development of mobile communication industry, business and product prospects and operational structure of the Company, in order to enhance efficiency of decision-making and flexibility of operations of the Company, the Board proposed to alter the structure of the Board and the Supervisory Committee as follows:

- a) alternation of the number of non-executive Directors from 5 to 4;
- b) alternation of the number of independent non-executive Directors from 4 to 3;
- c) alternation of the number of independent Supervisors from 2 to 1; and
- d) alternation of the number of shareholder representative Supervisors from 2 to 1.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

- a) the change of the Chinese name of the shareholder of Domestic Shares (articles 1, 6, 7, 20 and 21); and
- b) the proposed alternation of the Board and the Supervisory Committee structure (articles 101, 124 and 125).

The proposed amendments to the Articles of Association are set out in the appendix to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

Pursuant to the Articles of Association (subject to approval by the Shareholders of the resolution for the proposed alternation of the Board and the Supervisory Committee structure), the Board shall comprise 9 Directors, 2 of whom shall be executive Directors, 4 of whom shall be non-executive Directors and 3 of whom shall be independent non-executive Directors. The Supervisory Committee shall consist of 1 shareholder representative Supervisor, 1 independent Supervisor and 1 representative 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 the Supervisors shall be eligible for re-election. The Directors, the shareholder representative Supervisor and the independent Supervisor shall be elected by the Shareholders at the general meeting. The Supervisor representing staff and workers shall be democratically elected by staff and workers of the Company.

The term of the seventh session of the Board and the Supervisory Committee will be expired on 28 June 2022. Due to other work commitment and having considered the contributions required to perform duties to the Company, Mr. Sun Wenguo, Mr. Yan Weimin and Mr. Xu Xiong being non-executive Directors, Mr. Zhang Jun being independent non-executive Director, and Mr. Zhang Yi being independent Supervisor will not offer themselves for re-election as the Directors and the Supervisor respectively at the AGM. They confirmed that there is no disagreement with the Board and there is no other matter in relation to their retirement other than the information disclosed therein which needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its appreciation for their contributions to the Company during the term of office.

Based on the review by the nomination committee of the Board, the existing Directors, shareholder representative Supervisor and independent Supervisor who offered for re-election and the newly nominated Directors are recommended for election as the Directors and the Supervisors of the eighth session of the Board and the Supervisory Committee respectively at the AGM. The term of the eighth session of the Board and the Supervisory Committee will be for a term of 3 years which is proposed to commence on 29 June 2022.

LETTER FROM THE BOARD

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

Executive Directors

Mr. Xiao Bing (肖兵先生), aged 56, is a son of Professor Xiao Liangyong, the founder of the Company. Mr. Xiao studied in radio technology under the Adult Education College of Xidian University* (西安電子科技大學) from 1984 to 1987 and obtained a 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 the 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 an assistant to chairman of the Board since 1999, and was appointed as the general manager of the Company and elected as an 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 were 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 was beneficially owned as to 60% by Mr. Xiao and 40% by his spouse Ms. Chen Jing (陳靜女士). 157,468,698 Domestic Shares were held by Xi'an Xiao's Antenna Technologies Co., Ltd.* (西安肖氏天綫科技有限公司), which was beneficially owned as to 31% by his father Professor Xiao Liangyong (肖良勇教授) and as to 30% by his spouse Ms. Chen Jing. 65,000,000 Domestic Shares and 10,000,000 H Shares were held by Mr. Xiao. By virtue of the SFO, Mr. Xiao was deemed to be interested in 550,832,335 Domestic Shares and 10,000,000 H Shares, representing in total approximately 29.55% of total issued Shares.

LETTER FROM THE BOARD

Mr. Chen Ji (陳繼先生), aged 46, obtained a Bachelor of Economics from Shanghai University of Finance and Economics* (上海財經大學) in 1997, a Bachelor of Laws from East China University of Political Science and Law* (華東政法學院) in 2005, a Master of Business Administration from Shanghai University of Finance and Economics in 2008 and a Master of Laws from Fudan University* (復旦大學) in 2009. Mr. Chen has extensive experiences 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 the office supervisor from July 1997 to August 2001. Mr. Chen served as a senior manager of finance department and a partner of Xinzhuo (China) Consulting Co., Ltd.* (信卓(中國)諮詢有限公司) 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 a paralegal since February 2006 and became a lawyer and a 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 a director and elected as the chairman and the 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 a 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, as the vice chairman from June 2017 to March 2018, and has been the chairman and the chief executive since 1 November 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 effect 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, 254,844,804 Domestic Shares were held by Shanghai Gaoxiang Investment Management Co., Ltd.* (上海高湘投資管理有限公司), which was beneficially owned by Mr. Chen and his spouse Ms. Sun Xiangjun (孫湘君女士) in equal share. 18,500,000 Domestic Shares were held by Shanghai Hongzhen Ningshang Investment Management Partnership (limited partnership)* (上海泓甄寧尚投資管理合夥企業(有限合夥)), which was beneficially owned as to 83.33% by Mr. Chen. 9,771,000 H Shares were held by Mr. Chen and 300,000 H Shares were held by his spouse Ms. Sun Xiangjun. By virtue of the SFO, Mr. Chen was deemed to be interested in 273,344,804 Domestic Shares and 10,071,000 H Shares, representing in total approximately 14.93% of total issued Shares.

LETTER FROM THE BOARD

Non-executive Directors

Mr. Li Wenqi (李文琦先生), aged 56, 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, an assistant to general manager and the manager of planning and finance department from October 1997 to May 2001. He has 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 the general manager of Shaanxi Kaisei Group Co., Ltd. since September 2015.

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

Mr. Zuo Hong (左宏先生), aged 58, graduated from Xidian University* (西安電子科技大學) and obtained the qualification of Senior Engineer in 2005. He was the instructor of Xi'an Armed Police Corps. He took the position of supervisor and chief technical director of the engineering and technology department in Xi'an Huiliang Electronic Technologies Co., Ltd.* (西安慧良電子科技有限公司) in 1995 and 1997 respectively. He was the chairman and the general manager of Xi'an Tianditong Communication Development Co., Ltd.* (西安天地通通信發展有限公司) in September 1999. 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 an 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 in 2007, was the general manager of the Company from 31 December 2012 to 13 July 2016, and has become the 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 a non-executive Director since 29 June 2016.

Mr. Zhang Jun (張鈞先生), aged 53, 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 the regional sales director and the chief representative in Beijing of United States Harris Communications Equipment (Shenzhen) Co., Ltd.* (美國哈裡斯(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 a marketing director, the general manager of overseas operations and the vice president.

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

LETTER FROM THE BOARD

Mr. Sun Yikuan (孫義寬先生), aged 51, graduated from Dongbei University of Finance and Economics* (東北財經大學) in 2004 majoring in business administration with a bachelor degree. Mr Sun worked at Xi'an Graphite Products Factory* (西安石墨製品廠) from February 1990 to January 1994; Haikou Daxin Urban Credit Cooperative* (海口大信城市信用社) as an assistant to manager of capital planning department from January 1994 to September 1997; Hainan Hong Kong and Macau International Trust and Investment Co., Ltd.* (海南港澳國際信托投資有限公司) as a senior manager of capital planning department from October 1997 to October 2001; Western Investment Group Industrial Co., Ltd.* (西部投資集團實業有限公司) as the deputy manager of capital planning department from October 2001 to February 2003; and the industrial investment fund department of Shaanxi Province Industrial Investment Management Co., Ltd.* (陝西省產業投資管理有限公司) from February 2003 to April 2006. Mr. Sun joined Xi'an International Medical Investment Co., Ltd.* (西安國際醫學投資股份有限公司), which is one of the promoters of the Company, in April 2006, and successively served as a project manager of the investment planning department, a supervisor and an executive officer of Kaiyuan Mall Baozhen Co., Ltd.* (開元商城寶鵝有限公司), a supervisor of Xi'an International Medical Centre Co., Ltd.* (西安國際醫學中心有限公司), a director of Shangluo International Medical Centre Hospital Co., Ltd.* (商洛國際醫學中心醫院有限公司), and an assistant to the president of Xi'an International Medical Investment Co., Ltd. until May 2018. From May 2018 to May 2021, Mr. Sun served as the chairman of the labour union, an assistant to the president and a supervisor of Xi'an International Medical Investment Co., Ltd. Mr. Sun has become the vice-president of Xi'an International Medical Investment Co., Ltd. since May 2021.

Independent non-executive Directors

Professor Shi Ping (師萍教授), aged 72, holds a doctoral degree and the Chinese Certified Public Accountant qualification. Professor Shi has served as a professor and a 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 an assessor of National Natural Science Foundation of China* (國家自然科學基金項目), an executive director of Accounting Society of Shaanxi Province* (陝西會計學會), the vice president of Shaanxi Cost Accounting Researching Association* (陝西成本研究會), an advisor of Xi'an Accounting Society* (西安市會計學會). Professor Shi was an independent director of Shaanxi Qinling Cement (Group) Co., Ltd.* (陝西秦嶺水泥(集團)股份有限公司), GuangYuYuan Chinese Herbal Medicine Co., Ltd.* (廣譽遠中藥股份有限公司) and Xi'an Haixing Technology Industry (Group) Co., Ltd.* (西安海星科技實業(集團)有限公司). Professor Shi is an independent director of Ginwa Enterprise (Group) Inc.* (金花企業(集團)股份有限公司) and 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 has been appointed as an independent non-executive Director with effect from 13 April 2015.

LETTER FROM THE BOARD

Mr. Tu Jijun (涂繼軍先生), aged 56, graduated as a Bachelor of Engineering from Xidian University* (西安電子科技大學) in July 1986. Since November 1986, Mr. Tu has worked at the 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 has been appointed as an independent non-executive Director with effect from 21 August 2015.

Mr. Liu Lidong (劉立東先生), aged 51, 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, supervisor, manager and department head 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 an 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 been appointed as an independent non-executive Director with effect from 10 May 2021.

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 required by the GEM Listing Rules. In particulars, professional qualifications and social position of Professor Shi Ping, working experience and job position of Mr. Tu Jijun, and experience and connection in mobile communication industry of Mr. Liu Lidong are beneficial to the operations and governance of the Company and have significant contribution to the Board diversity.

LETTER FROM THE BOARD

Independent Supervisor

Mr. Wang Xiaokun (王曉坤先生), aged 53, graduated from Nanjing University* (南京大學) in 1991 with a bachelor degree in water resources and environmental. Mr. Wang worked as an 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 the 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 has appointed as the chairman of Xi'an Dadi Phyto Tech Co., Ltd.* (西安大地植化技術有限公司).

Mr. Wang has been appointed as an independent Supervisor with effect from 30 June 2015.

Shareholder representative Supervisor

Mr. Shang Lijian (商力堅先生), aged 55, holds a 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 a 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 a corporate staff from January 1998 to May 2001. Mr. Shang joined Beijing Holding Investment Management Co., Ltd.* (北京控股投資管理有限公司) and served as an investment staff, the business management deputy manager and the office deputy supervisor 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 the 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 the deputy general manager (2007-2013) and Guoao Investment Development Co., Ltd.* (國奧投資發展有限公司) as the deputy general manager (2013 to 2014). Mr. Shang assumed the deputy manager of the 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.* (北京北控京泰投資管理有限公司), a promoter and shareholder of the Company, in July 2015, became the deputy manager (lead work) in March 2018, and then has assumed the manager of the Strategy and Investment Department since May 2020.

Mr. Shang has been appointed as a shareholder Supervisor with effect 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.

LETTER FROM THE BOARD

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

PROPOSED SERVICE AGREEMENTS AND REMUNERATION OF DIRECTORS AND SUPERVISORS

The Company proposes to enter into service agreements with the Directors and the Supervisors of the eighth session of the Board and the Supervisory Committee, for a term of 3 years commencing from 29 June 2022 to 28 June 2025, 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 and appointment of the Directors and the Supervisors of the eighth session of the Board and the Supervisory Committee.

The proposed remuneration of the Directors and the Supervisors of the eighth 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 Supervisor representing staff and workers for its election. Pursuant to the proposed service agreements of the Directors and the Supervisors of the eighth session of the Board and the Supervisory Committee, they are entitled to receive annual remuneration as follows:

Executive Directors	Mr. Xiao Bing (肖兵先生)	RMB600,000
	Mr. Chen Ji (陳繼先生)	RMB600,000
Non-executive Directors	Mr. Li Wenqi (李文琦先生)	RMB6,000
	Mr. Zuo Hong (左宏先生)	RMB6,000
	Mr. Zhang Jun (張鈞先生)	RMB12,000
	Mr. Sun Yikuan (孫義寬先生)	RMB12,000
Independent non-executive Directors	Professor Shi Ping (師萍教授)	RMB12,000
	Mr. Tu Jijun (涂繼軍先生)	RMB12,000
	Mr. Liu Lidong (劉立東先生)	RMB12,000
Independent Supervisor	Mr. Wang Xiaokun (王曉坤先生)	RMB12,000
Shareholder representative Supervisor	Mr. Shang Lijian (商力堅先生)	RMB6,000

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed by the Company to obtain the 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 the 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.

THE AGM

Resolutions will be proposed at the AGM for the purpose of considering and, if thought fit, approving, among other things, the proposed amendments to the Articles and Association, the proposed re-election of the existing Directors and Supervisors who offered for re-election and appointment of the newly nominated Directors to constitute the eighth session of the Board and the Supervisory Committee respectively and the proposed grant of the General Mandate, and authorising the Board to enter into the service agreements with and fix the remuneration of the Directors and the Supervisors of the eighth session of the Board and the Supervisory Committee.

LETTER FROM THE BOARD

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 23 June 2022 at 2:30 p.m. is set out on pages 26 to 31 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 20 June 2022 to 23 June 2022 (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 on 20 June 2022 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 17 June 2022.

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 or inconsistency, except for the English translation of Chinese names of entities or enterprises established in the PRC and Chinese version of 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*

The proposed amendments to the Articles of Association are as follows:

	Before amendments
Article 1	<p>The Company is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (“Company Law”), “the PRC Special Regulations on the Overseas Offering and Listings of Shares by Joint Stock Limited Companies” (“Special Regulations”) and other relevant laws and administrative regulations of the State.</p> <p>Upon the approval regarding the establishment of the Company (陝政函[2000] 222號) granted by the People’s Government of Shaanxi Province (陝西省人民政府) on 29 September 2000, the Company was established by way of the conversion from the original Xi’an Haitian Communications into joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the corporate business license (license number: 6101012111906 1/1 on 11 October 2000.</p> <p>Upon the approval regarding the conversion of the Company (商資批[2005] 101號) granted by the Ministry of Commerce of the People’s Republic of China on 20 January 2005, the Company was agreed to be changed into sino-foreign joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the legal person business license of the Company (license number: Qi Gu Shaan Xi An Zong Zi No. 002216) on 22 March 2005.</p> <p>The promoters of the Company are Xiao Liangyong, Xi’an Kaiyuan Investment Group Co., Ltd., Chang’an International Trust Co., Ltd., Beijing Holdings Investment Management Co., Ltd., Shaanxi Silk Import & Export Corporation, Xi’an Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Chen Xiao Bin, Shaanxi Mant Intellectual Property Industry Development Co., Ltd..</p> <p>Xiao Liangyong, as the promoter of the Company, transferred his shares to Xi’an Tian An Investment Co., Ltd. in accordance with laws.</p> <p>Xi’an Kaiyuan Investment Group Co., Ltd., as the promoter of the Company, changed its name to Xi’an International Medical Investment Co., Ltd.”</p> <p>(Article 1 of the Mandatory Provisions)</p>
Article 6	<p>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”) by the Board on 12 March 2020 under authorisation granted at the extraordinary general meeting held on 19 March 2018.</p>

Article 7	<p>Upon the approval by the Board on 12 March 2020 under authorisation granted at the extraordinary general meeting held on 19 March 2018, these Articles came into effect and replaced the Original Articles of Association.</p> <p>(Article 6 of the Mandatory Provisions)</p>
Article 20	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>(Article 15 of the Mandatory Provisions)</p>

Article 21	<p>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. The Company increased its capital for the sixth time to further issue 166,570,176 ordinary shares, subsequent to which the share capital structure of the Company became 1,697,629,000 shares. The Company increased its capital for the seventh time to further issue 200,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,897,629,000 shares. In particular, 1,251,864,294 shares were domestic shares, representing 65.97% 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., 254,844,804 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., 10,943,030 shares by Jiao Chengyi, 157,468,698 shares by Xi'an Xiao's Antenna Technologies Co., Ltd., 9,101,478 by Liao Kang, 65,000,000 by Xiao Bing, 50,000,000 by Jin Rongfei and 20,000,000 by Zhang Jiandong respectively, being non-promoters of the Company. 645,764,706 shares are held by the holders of overseas listed foreign shares ("H Shares"), representing 34.03% of the total number of ordinary shares in issue of the Company.</p> <p>(Article 16 of the Mandatory Provisions)</p>
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Shareholder	Total share capital after change	% of total share capital
Xi'an Tian An Corporate Management and Consulting Co., Ltd.	328,363,637	17.30%
Shanghai Gaoxiang Investment Management Co., Ltd.	254,844,804	13.43%
Xi'an International Medical Investment Co., Ltd.	100,000,000	5.27%
Shenzhen Huitai Investment Development Co., Ltd.	75,064,706	3.96%
Xi'an Haorun Investment Ltd.	70,000,000	3.69%
Beijing Holdings Investment Management Co., Ltd.	54,077,941	2.85%
Shanghai Hongzhen Ningshang Investment Management Partnership (limited partnership)	18,500,000	0.97%
Shanghai Maokou Commerce and Trading Ltd.	18,500,000	0.97%
Shaanxi Yinji Investment Ltd.	20,000,000	1.05%
Jiao Chengyi	10,943,030	0.58%
Xi'an Xiao's Antenna Technologies Co., Ltd.	157,468,698	8.30%
Liao Kang	9,101,478	0.48%
Xiao Bing	65,000,000	3.43%
Jin Rongfei	50,000,000	2.64%
Zhang Jiandong	20,000,000	1.05%
Domestic shares sub-total	1,251,864,294	65.97%
H shares sub-total	645,764,706	34.03%
Total	1,897,629,000	100.00%

<p>Article 101</p>	<p>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.</p> <p>(Article 86 of the Mandatory Provisions)</p> <p>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.</p>
<p>Article 124</p>	<p>The supervisory committee shall comprise of 5 supervisors, with a term of office of 3 years and be eligible for re-election.</p> <p>The supervisory committee shall have one chairman. The appointment and removal of the chairman of the supervisory committee shall be approved by two-third (including two-third) or above of the members of supervisory committee. The chairman of the supervisory committee shall have a term of office of 3 years and be eligible for re-election.</p> <p>(Article 104 of the Mandatory Provisions)</p>
<p>Article 125</p>	<p>The members of the supervisory committee shall consist of 1 shareholder representative supervisor, 2 independent supervisors and 2 representatives of staff and workers of the Company. The shareholder representative supervisor and independent supervisors shall be elected and removed at the general meeting, and the representatives of staff and workers shall be democratically elected and removed by staff and workers.</p> <p>The supervisory committee shall have more than one-half of their members as external members (those members not holding office in the Company). The external members shall consist of 2 independent supervisors (these supervisors who are independent from the shareholders and not holding office in the Company). The external supervisors shall have the right to report to the general meeting of the honesty, diligence and performance of the management officers of the Company.</p> <p>(Article 105 of the Mandatory Provisions)</p>

	After amendments
Article 1	<p>The Company is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (“Company Law”), “the PRC Special Regulations on the Overseas Offering and Listings of Shares by Joint Stock Limited Companies” (“Special Regulations”) and other relevant laws and administrative regulations of the State.</p> <p>Upon the approval regarding the establishment of the Company (陝政函[2000] 222 號) granted by the People’s Government of Shaanxi Province (陝西省人民政府) on 29 September 2000, the Company was established by way of the conversion from the original Xi’an Haitian Communications into joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the corporate business license (license number: 6101012111906 1/1 on 11 October 2000.</p> <p>Upon the approval regarding the conversion of the Company (商資批[2005] 101號) granted by the Ministry of Commerce of the People’s Republic of China on 20 January 2005, the Company was agreed to be changed into sino-foreign joint stock limited company, and registered with Xi’an Administration for Industry & Commerce from which it obtained the legal person business license of the Company (license number: Qi Gu Shaan Xi An Zong Zi No. 002216) on 22 March 2005.</p> <p>The promoters of the Company are Xiao Liangyong, Xi’an Kaiyuan Investment Group Co., Ltd., Chang’an International Trust Co., Ltd., Beijing Holdings Investment Management Co., Ltd., Shaanxi Silk Import & Export Corporation, Xi’an Zhengheng Investment & Advisory Co., Ltd., Wu Chi Yan, Chen Xiao Bin, Shaanxi Mant Intellectual Property Industry Development Co., Ltd..</p> <p>Xiao Liangyong, as the promoter of the Company, transferred his shares to Xi’an Tian An Investment Co., Ltd. in accordance with laws.</p> <p>Xi’an Kaiyuan Investment Group Co., Ltd., as the promoter of the Company, changed its name to Xi’an International Medical Investment Co., Ltd.”</p> <p>(Article 1 of the Mandatory Provisions)</p>
Article 6	<p>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”) by the annual general meeting held on _____ 2022.</p>
Article 7	<p>Upon the approval by special resolutions at annual general meeting held on _____ 2022, these Articles came into effect and replaced the Original Articles of Association.</p> <p>(Article 6 of the Mandatory Provisions)</p>

Article 20	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>(Article 15 of the Mandatory Provisions)</p>
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Article 21	<p>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. The Company increased its capital for the sixth time to further issue 166,570,176 ordinary shares, subsequent to which the share capital structure of the Company became 1,697,629,000 shares. The Company increased its capital for the seventh time to further issue 200,000,000 ordinary shares, subsequent to which the share capital structure of the Company became 1,897,629,000 shares. In particular, 1,251,864,294 shares were domestic shares, representing 65.97% 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., 254,844,804 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., 10,943,030 shares by Jiao Chengyi, 157,468,698 shares by Xi'an Xiao's Antenna Technologies Co., Ltd., 9,101,478 by Liao Kang, 65,000,000 by Xiao Bing, 50,000,000 by Jin Rongfei and 20,000,000 by Zhang Jiandong respectively, being non-promoters of the Company. 645,764,706 shares are held by the holders of overseas listed foreign shares ("H Shares"), representing 34.03% of the total number of ordinary shares in issue of the Company.</p> <p>(Article 16 of the Mandatory Provisions)</p>
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Shanghai Maokou Commerce and Trading Ltd.	18,500,000	0.97%
Shaanxi Yinji Investment Ltd.	20,000,000	1.05%
Jiao Chengyi	10,943,030	0.58%
Xi'an Xiao's Antenna Technologies Co., Ltd.	157,468,698	8.30%
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Jin Rongfei	50,000,000	2.64%
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Domestic shares sub-total	1,251,864,294	65.97%
H shares sub-total	645,764,706	34.03%
Total	1,897,629,000	100.00%

Article 101	<p>The board shall comprise 9 directors, 2 of whom shall be executive directors, 7 of whom shall be non-executive directors (including 3 independent non-executive directors). The board shall have 1 chairman and 1 vice chairman.</p> <p>(Article 86 of the Mandatory Provisions)</p> <p>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.</p>
Article 124	<p>The supervisory committee shall comprise of 3 supervisors, with a term of office of 3 years and be eligible for re-election.</p> <p>The supervisory committee shall have one chairman. The appointment and removal of the chairman of the supervisory committee shall be approved by two-third (including two-third) or above of the members of supervisory committee. The chairman of the supervisory committee shall have a term of office of 3 years and be eligible for re-election.</p> <p>(Article 104 of the Mandatory Provisions)</p>
Article 125	<p>The members of the supervisory committee shall consist of 1 shareholder representative supervisor, 1 independent supervisor and 1 representative of staff and workers of the Company. The shareholder representative supervisor and independent supervisor shall be elected and removed at the general meeting, and the representative of staff and workers shall be democratically elected and removed by staff and workers.</p> <p>The supervisory committee shall have more than one-half of their members as external members (those members not holding office in the Company). The external members shall consist of 1 independent supervisor (this supervisor who is independent from the shareholders and not holding office in the Company). The external supervisors shall have the right to report to the general meeting of the honesty, diligence and performance of the management officers of the Company.</p> <p>(Article 105 of the Mandatory Provisions)</p>

NOTICE OF ANNUAL GENERAL MEETING



西安海天天线科技股份有限公司

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 23 June 2022 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 2021.
2. To consider and, if thought fit, to approve the report of the supervisory committee (the “**Supervisory Committee**”, its members are collectively referred to the “**Supervisors**”) of the Company for the year ended 31 December 2021.
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 2021.
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. Xiao Bing as an executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, to approve the re-election of Mr. Chen Ji as an executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
7. To consider and, if thought fit, to approve the re-election of Mr. Li Wenqi as a non-executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
8. To consider and, if thought fit, to approve the re-election of Mr. Zuo Hong as a non-executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
9. To consider and, if thought fit, to approve the appointment of Mr. Zhang Jun as a non-executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
10. To consider and, if thought fit, to approve the appointment of Mr. Sun Yikuan as a non-executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
11. To consider and, if thought fit, to approve the re-election of Professor Shi Ping as an independent non-executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
12. To consider and, if thought fit, to approve the re-election of Mr. Tu Jijun as an independent non-executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
13. To consider and, if thought fit, to approve the re-election of Mr. Liu Lidong as an independent non-executive Director of the eighth session of the Board for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
14. To consider and, if thought fit, to approve the re-election of Mr. Wang Xiaokun as the independent Supervisor of the eighth session of the Supervisory Committee for a term of 3 years commencing from 29 June 2022 to 28 June 2025.
15. To consider and, if thought fit, to approve the re-election of Mr. Shang Lijian as the shareholder representative Supervisor of the eighth session of the Supervisory Committee for a term of 3 years commencing from 29 June 2022 to 28 June 2025.

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16. To authorise the Board to enter into the service agreements with the Directors and the Supervisors of the eighth 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 and appointment of the Directors and the Supervisors of the eighth session of the Board and the Supervisory Committee.
17. To authorise the Board to fix the remuneration of the Directors and the Supervisors of the eighth session of the Board and the Supervisory Committee.

SPECIAL RESOLUTIONS

18. **“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 (**“GEM”**) of The Stock Exchange of Hong Kong Limited (the **“GEM Listing Rules”**) (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.18 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 filings 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.”

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19. **“THAT**

- (a) the amendments to articles 1, 6, 7, 20 and 21 of the Articles of Association as more particularly described in the circular of the Company dated 2 June 2022 (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.”

20. **“THAT**

- (a) the amendments to articles 101, 124 and 125 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.”

Yours faithfully,

By order of the Board

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

Xiao Bing

Chairman

Xi'an, the PRC, 2 June 2022

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Notes:

1. The register of members of the Company shall be closed from 20 June 2022 to 23 June 2022 (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 on 20 June 2022 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 17 June 2022.
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*