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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.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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西安海天天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 OF DIRECTOR;
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 28 June 2023 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>.

6 June 2023

* 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 28 June 2023 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”	31 May 2023, 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. Li Wenqi
Mr. Zuo Hong
Mr. Chen Ren
Mr. Sun Yikuan

Independent non-executive Directors:

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

6 June 2023

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

On 6 June 2023, an announcement was made by the Company in respect of (a) the proposed amendments to the Articles of Association; (b) the proposed re-election of the Director; and (c) the proposed general mandate to issue shares.

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 a non-executive Director, the proposed service agreement and the proposed remuneration of Director, and the proposed grant of the General Mandate, and to give you the notice of the AGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association in relation to the equity transfer of Domestic Shares (articles 6, 7 and 21).

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

PROPOSED RE-ELECTION OF DIRECTOR

Pursuant to article 102 of the Articles of Association, any person appointed by the Board to fill a casual vacancy 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. Chen Ren (陳仁先生) (“**Mr. Chen**”), who was appointed as a non-executive Director with effect from 3 April 2023, whose terms of office will expire at the AGM and being eligible, will offer himself for re-election as a non-executive Director at the AGM.

LETTER FROM THE BOARD

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

Non-executive Director

Mr. Chen Ren (陳仁), aged 56, graduated from University of Electronic Science and Technology (formerly known as: Chengdu Institute of Telecommunications Engineering), majoring in electronic engineering. Mr. Chen is currently the chairman of Chengdu Datu Zhitong Technology Co., Ltd. (成都達拓智通科技有限公司) and the chairman and general manager of Chengdu Wuji Hexin Intelligent System Co., Ltd. (成都悟己和信智能係統有限公司). Mr. Chen has previously served as managing director of Sichuan Fengguo Network Technology Co., Ltd. (四川鋒果網絡科技有限公司); deputy general manager of Sichuan Chuangli Information Technology Co., Ltd. (四川創力信息技術有限公司); chairman and general manager of Chengdu Zhongyan Technology Co., Ltd. (成都眾焱科技有限公司); deputy general manager of Guangzhou Bangxun Technology Co., Ltd. (廣州邦訊技術有限公司); chairman and general manager of Shenzhen Xiantaike Technology Co., Ltd. (深圳先泰科科技有限公司); deputy general manager of Shenzhen Shekou Jinnuo Technology Co., Ltd. (深圳蛇口金諾科技有限公司); head of the manufacturing department, head of the planning department and the assistant to the general manager of Shekou Taifeng Electronics Co., Ltd. (蛇口泰豐電子有限公司), manufacturing engineer and quality management engineer of Weili Electronics Company (偉力電子公司) and Yada Electronics Company (雅達電子公司); and a teaching assistant in the Department of Radar and Department of Electronic Engineering at University of Electronic Science and Technology of China (電子科技大學).

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. Chen (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. Chen, 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 AGREEMENT AND REMUNERATION OF DIRECTOR

The Company proposes to enter into a service agreement with Mr. Chen for a term commencing from the conclusion of the AGM 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 of Directors.

The proposed remuneration of Mr. Chen is to be determined on the basis of the prevailing market rate and taking into account of his experience. Pursuant to the proposed service agreement of Mr. Chen, he is 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 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.

LETTER FROM THE BOARD

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 a non-executive Director, the proposed grant of the General Mandate, and authorising the Board to enter into the service agreement with and fix the remuneration of Director.

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 28 June 2023 at 2:30 p.m. is set out on pages 13 to 16 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company shall be closed from 23 June 2023 to 28 June 2023 (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 23 June 2023 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 21 June 2023.

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 6	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 23 June 2022.
Article 7	Upon the approval by special resolutions at annual general meeting held on 23 June 2022, these Articles came into effect and replaced the Original Articles of Association. (Article 6 of the Mandatory Provisions)
Article 21	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. (Article 16 of the Mandatory Provisions)

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 Ruikou 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	2.63%
Zhang Jiandong	20,000,000	1.05%
<i>Domestic shares sub-total</i>	<i>1,251,864,294</i>	<i>65.97%</i>
<i>H shares sub-total</i>	<i>645,764,706</i>	<i>34.03%</i>
Total	1,897,629,000	100.00%

	After Amendments
Article 6	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 28 June 2023.
Article 7	Upon the approval by special resolutions at annual general meeting held on 28 June 2023, these Articles came into effect and replaced the Original Articles of Association. (Article 6 of the Mandatory Provisions)
Article 21	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., 18,000,000 shares by Shanghai Hongzhen Ningshang Investment Management Partnership (limited partnership), 500,000 shares by Song Xiangyu, 18,500,000 shares by Shanghai Ruikou 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 shares by Liao Kang, 57,000,000 shares by Chen Ren, 8,000,000 shares by Ma Xiuling, 50,000,000 shares by Jin Rongfei and 20,000,000 shares 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. (Article 16 of the Mandatory Provisions)

Shareholder	Total share capital after change	% of total share capital
Xi'an Tian An Corporate Management and Consulting Co., Ltd.	328,363,637	17.31%
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)	18,000,000	0.95%
Shanghai Ruikou 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%
Song Xiangyu	500,000	0.03%
Liao Kang	9,101,478	0.48%
Chen Ren	57,000,000	3.00%
Ma Xiuling	8,000,000	0.42%
Jin Rongfei	50,000,000	2.63%
Zhang Jiandong	20,000,000	1.05%
<i>Domestic shares sub-total</i>	<i>1,251,864,294</i>	<i>65.97%</i>
<i>H shares sub-total</i>	<i>645,764,706</i>	<i>34.03%</i>
Total	1,897,629,000	100.00%

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 28 June 2023 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 2022.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
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 2022.
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. Chen Ren as a non-executive Director for a term commencing from the conclusion of the AGM to 28 June 2025.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

6. To authorise the Board to enter into a service agreement with Director with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the re-election of Director.
7. To authorise the Board to fix the remuneration of Director in connection with the re-election of Director.

SPECIAL RESOLUTIONS

8. **“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.8 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.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT**

- (a) the amendments to articles 6, 7 and 21 of the Articles of Association as more particularly described in the circular of the Company dated 6 June 2023 (the “**Circular**”) be and are 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, 6 June 2023

Notes:

1. The register of members of the Company shall be closed from 23 June 2023 to 28 June 2023 (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 23 June 2023 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 21 June 2023.
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.

NOTICE OF ANNUAL GENERAL MEETING

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*