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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)

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*

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.

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.”

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.
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.

As at the date of this notice, the Board comprises Mr. Xiao Bing (肖兵先生) and Mr. Chen Ji (陳繼先生) being executive Directors; Mr. Li Wenqi (李文琦先生), Mr. Zuo Hong (左宏先生), Mr. Chen Ren (陳仁先生) and Mr. Sun Yikuan (孫義寬先生) being non-executive Directors; and Professor Shi Ping (師萍教授), Mr. Tu Jijun (涂繼軍先生) and Mr. Liu Lidong (劉立東先生) being independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 notice 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 notice misleading.

This notice 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>.

** for identification purpose only*