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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Xi'an 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 APPOINTMENT OF SUPERVISOR; PROPOSED GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used on this cover, unless the contents require otherwise, shall have the same meanings ascribed to them in the section headed "Definitions" of this circular.

Notice convening the AGM to be held at Conference Room, Level 3, No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi'an, Shaanxi Province, the PRC on 28 June 2024 at 2:30 p.m. is set out on pages 8 to 11 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 2024

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings, unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at Conference Room, Level 3, No.25 Shuoshi Road, Hi-tech Industrial Development Zone, Xi’an, Shaanxi Province, the PRC on 28 June 2024 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\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 June 2024, 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.*

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## LETTER FROM THE BOARD

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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)**

*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 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF SUPERVISOR;  
PROPOSED GENERAL MANDATE TO ISSUE SHARES AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

On 3 June 2024, an announcement was made by the Company in respect of the proposed appointment of a shareholder representative Supervisor.

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 appointment of a shareholder representative Supervisor, the proposed service agreements and the proposed remuneration of a shareholder representative Supervisor, the proposed general mandate to issue shares and to give you the Notice of the AGM.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### PROPOSED APPOINTMENT OF SUPERVISOR

Pursuant to article 125 of the Article of Association, the shareholder representative Supervisor shall be elected at the general meeting. Based on the nomination of shareholder representative Supervisor by a Shareholder, Beijing Holdings Investment Management Co., Ltd.\* (北京京泰投資管理中心), Mr. Zeng Kun (曾焜先生) (“**Mr. Zeng**”) will offer himself for election as a shareholder representative Supervisor at the AGM.

The biographical particulars of Mr. Zeng are as follows:

**Mr. Zeng Kun (曾焜先生)**, aged 46, holds a Master Degree in Economics from The Boston University, USA. Between March 2018 and May 2020, Mr. Zeng was a Deputy Manager of the Investment Development Department and Head of the Fund Business Department of Beijing Holdings Limited (京泰實業(集團)有限公司). Between May 2020 and February 2023, Mr. Zeng was a Manager of the Fund Securities Department of Beijing Holdings Limited (京泰實業(集團)有限公司). Since April 2018, Mr. Zeng has been the Director of Beijing Shunlong Private Debt Investment Fund Management Co., Ltd. (北京順隆私募債券投資基金管理有限公司) while since November 2021, he has been the Member of the Investment Decision-Making Committee of Beijing Shunlong Investment Development Fund (Limited Partnership) (北京順隆投資發展基金(有限合夥)). Since February 2023, Mr. Zeng has been the Supervisor of Tangshan Port Industrial Group Co., Ltd. (唐山港集團股份有限公司) and Supervisor of Huayuan Property Co., Ltd. (華遠地產股份有限公司) while he has been the Director of Blue Whale Capital GP Ltd since August 2023. Since May 2023, Mr. Zeng has been a Manager of the Strategy Investment Team of Beijing Holdings Limited (京泰實業(集團)有限公司).

Save as disclosed herein, to the best of the Directors’ knowledge, information and belief having made reasonable enquiry, as at the date of this circular, Mr. Zeng (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 of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); and (iii) did not hold any position with the Company or its subsidiaries and did not have any other directorship held in listed public companies in the last three years.

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

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## LETTER FROM THE BOARD

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The Company proposes to enter into a service agreement with Mr. Zeng 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 appointment of shareholder representative Supervisor.

The proposed remuneration of Mr. Zeng 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. Zeng, he is entitled to receive remuneration in the amount of RMB500 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.

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.



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## LETTER FROM THE BOARD

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### THE AGM

Resolutions will be proposed at the AGM for the purpose of considering and, if thought fit, approving, among other things, the proposed appointment of a shareholder representative Supervisor, the proposed service agreements and the proposed remuneration of shareholder representative Supervisor, the proposed general mandate to issue shares.

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 2024 at 2:30 p.m. is set out on pages 8 to 11 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 25 June 2024 to 28 June 2024 (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 25 June 2024 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 24 June 2024.

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## LETTER FROM THE BOARD

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### 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*

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## NOTICE OF ANNUAL GENERAL MEETING

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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 2024 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 2023.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2023.
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 2023.
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 appointment of Mr. Zeng Kun as the shareholder representative Supervisor for a term commencing from the conclusion of the AGM to 28 June 2025.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To authorise the Board to enter into the service agreements with shareholder representative Supervisor 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 the appointment of shareholder representative Supervisor.
7. To authorise the Board to fix the remuneration of shareholder representative Supervisor.

### 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

Yours faithfully,

By order of the Board

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

**Xiao Bing**

*Chairman*

Xi'an, the PRC, 6 June 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company shall be closed from 25 June 2024 to 28 June 2024 (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 25 June 2024 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 24 June 2024.
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*