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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Beida Jade Bird Universal Sci-Tech Company Limited, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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青鸟环宇
JADE BIRD UNIVERSAL

北京北大青鸟环宇科技股份有限公司

BEIJING BEIDA JADE BIRD UNIVERSAL SCI-TECH COMPANY LIMITED

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

(Stock Code: 08095)

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
DISPOSAL MANDATE TO DISPOSE OF SMIC SHARES,
REMUNERATION FOR DIRECTORS AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Beijing Beida Jade Bird Universal Sci-Tech Company Limited to be held at Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Wednesday, 30 June 2010 at 10:30 a.m. is set out on pages 9 to 13 of this circular. A reply slip and a form of proxy for use at the annual general meeting are also enclosed with this circular.

Whether or not you are able to attend the meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form of proxy to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. For holders of promoters Shares, you are required to return the form of proxy to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC. Whether you are holders of H Shares or promoters Shares, you are required to return the form of proxy as soon as possible but in any event not less than 24 hours before the time appointed for holding of the annual general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish.

4 May 2010

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DEFINITIONS

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

“AFS SMIC Shares”	243,163,400 ordinary shares of SMIC held by the Group;
“AGM”	the annual general meeting of the Company to be held on Wednesday, 30 June 2010;
“Articles”	the articles of association of the Company;
“Beida Jade Bird”	Beijing Beida Jade Bird Limited;
“Board”	the board of Directors;
“Company”	Beijing Beida Jade Bird Universal Sci-Tech Company Limited, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on GEM;
“Directors”	the directors of the Company;
“Domestic Shares”	domestic invested shares in the share capital of the Company with a par value of RMB0.1 each, which are held in Renminbi by PRC investors and certain promoters of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	Company and its subsidiaries;
“H Shares”	overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB0.1 each which are subscribed for and traded in Hong Kong dollars;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“New General Mandate”	the mandate proposed to be sought at the AGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregate nominal amount of Domestic Shares and H Shares in issue as at the date of the resolution;
“PRC”	People’s Republic of China, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan are excluded;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance; (Chapter 571 of the laws of Hong Kong) as amended from time to time);
“Share(s)”	ordinary shares of RMB0.10 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“SMIC”	Semiconductor Manufacturing International Corporation, a company incorporated in the Cayman Islands with limited liability and the ordinary shares of which are listed on the Stock Exchange
“Supervisor(s)”	supervisor(s) of the Company;
“Supervisory Committee”	supervisory committee of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“%”	per cent.

LETTER FROM THE BOARD



北京北大青鳥環宇科技股份有限公司
BEIJING BEIDA JADE BIRD UNIVERSAL SCI-TECH COMPANY LIMITED
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 08095)

Executive Directors:

Mr. Zhang Wan Zhong
Ms. Xue Li
Mr. Zhang Yong Li

Non-executive Directors:

Mr. Chu Yu Guo (*Chairman*)
Mr. Xu Zhi Xiang
Mr. Liu Yong Jin
Ms. Feng Ping

Independent non-executive Directors:

Professor Nan Xiang Hao
Mr. Cai Chuan Bing
Mr. Lin Yan

Legal address:

3rd Floor
Beida Jade Bird Building
Yanyuan District Area 3
No. 5 Haidian Road
Haidian District
Beijing 100080
the PRC

*Principal place of business
in the PRC:*

3rd Floor, Beida Jade Bird Building
No. 207 Chengfu Road
Haidian District
Beijing 100871
the PRC

*Principal place of business
in Hong Kong:*

Unit 02, 7th Floor
Asia Pacific Centre
8 Wyndham Street
Central
Hong Kong

4 May 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
DISPOSAL MANDATE TO DISPOSE OF SMIC SHARES,
REMUNERATION FOR DIRECTORS AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with:

- (i) the requisite information relating to the grant of the New General Mandate;
- (ii) the details regarding appointment of new Supervisor;

LETTER FROM THE BOARD

- (iii) the information relating to a disposal mandate in relation to a proposed disposal of AFS SMIC Shares; and
- (iv) the remuneration proposal for Directors and Supervisors for the year ended 31 December 2010.

BUSINESS OF ANNUAL GENERAL MEETING

General Mandate to Issue Shares

A special resolution will be proposed to give the Directors a general mandate to issue, allot and deal with additional Shares, whether Domestic Shares or H Shares, not exceeding 20% of the aggregate nominal amount of Domestic Shares in issue and 20% of the aggregate nominal amount of H Shares in issue, in each case as at the date of the New General Mandate resolution.

The New General Mandate will, if granted, remain effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the twelve-month period following the passing of the New General Mandate resolution; and (iii) its revocation or variation by a special resolution of the Shareholders in general meeting.

Appointment of New Supervisor

Mr. Li De Yong decides to resign as Supervisor after the conclusion of the AGM. The Directors propose to appoint 鄒志興先生 (Mr. Zou Zhi Xing) as new Supervisor to fill the vacancy.

Profile of Mr. Zou is set out in Appendix I of this circular.

Approval of Remuneration Proposal for Directors and Supervisors

The remuneration proposal for Directors and Supervisors for the year ended 31 December 2010 is set out in Appendix II of this circular.

LETTER FROM THE BOARD

Disposal Mandate

An ordinary resolution will be proposed to give the Directors a disposal mandate to dispose of AFS SMIC Shares, subject to the following terms:

- (1) the Group will dispose of the AFS SMIC Shares in the open market through the trading system of the Stock Exchange;
- (2) the selling price of any AFS SMIC Share to be disposed of will be its market price at relevant times subject to a minimum price of HK\$0.590; and
- (3) the disposal mandate is for a twelve calendar month period starting from the date this resolution is duly passed.

Details of the disposal mandate are set out in a circular of the Company titled "Disposal Mandate regarding proposed disposal of shares of Semiconductor Manufacturing International Corporation which constitutes possible very substantial disposal" dated 4 May 2010.

AGM

The notice convening the AGM is set out on pages 9 to 13 of this circular. At the AGM, resolutions will be proposed for the purpose of considering and if thought fit, approving, among other matters, the proposals in this circular by way of poll pursuant to the GEM Listing Rules. Results of the poll voting will be published on the Company website and the GEM website after the AGM.

A reply slip is enclosed with this circular. For holders of H Share(s), the completed and signed reply slip should be delivered to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at ROOMS 1806-7, 18TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG on or before Thursday, 10 June 2010. This reply slip may be delivered by hand, by post or by fax to the number: (852) 2865-0990. For holders of promoters Share(s), the completed and signed reply slip should be delivered to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on or before Thursday, 10 June 2010. The reply slip may be delivered by hand, by post or by fax to the number (86) 10 6275-8434.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is also enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority at the Company's share registrar in Hong Kong (for holders of H Shares) or the principal place of business of the Company in Beijing (for holders of promoters Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or the adjourned meeting if you so wish.

RECOMMENDATION

The Directors consider that the business of the AGM is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all resolutions to be proposed in the AGM.

Yours faithfully
By order of the Board
Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Chu Yu Guo
Chairman

鄒志興先生 (Mr. Zou Zhi Xing)

Zou Zhi Xing, aged 47, was graduated from Capital University of Economics and Business with a postgraduate degree in business administration. He is an assistant engineer. Mr. Zou joined Beida Jade Bird in July 2003. He was the deputy officer of the president office, the general manager of the regulatory and supervisory department and the general manager of the human resources department of Beida Jade Bird. He is the vice president of Beida Jade Bird.

The remuneration proposal is as follows:

	<i>Note</i>	Fees <i>RMB'000</i>	Salaries and allowances <i>RMB'000</i>
<i>Executive Directors</i>			
張萬中先生 (Mr. Zhang Wan Zhong)		264	96
薛麗女士 (Ms. Xue Li)		264	96
張永利先生 (Mr. Zhang Yong Li) (appointed on 8 January 2010)		200	–
李明春先生 (Mr. Li Ming Chun) (resigned on 8 January 2010)		200	–
<i>Non-executive Directors</i>			
初育國先生 (Mr. Chu Yu Guo)		200	–
徐祇祥先生 (Mr. Xu Zhi Xiang)		200	–
劉永進先生 (Mr. Liu Yong Jin)		50	–
馮萍女士 (Ms. Feng Ping)		50	312*
<i>Independent non-executive Directors</i>			
南相浩教授 (Professor Nan Xiang Hao)		50	–
蔡傳炳先生 (Mr. Cai Chuan Bing)		50	–
林岩先生 (Mr. Lin Yan)		50	–
<i>Supervisors</i>			
李明春先生 (Mr. Li Ming Chun) (appointed on 8 January 2010)		30	–
楊金觀教授 (Professor Yang Jin Guan)		30	–
李崇華先生 (Mr. Li Chong Hua)		30	–
鄒志興 (Mr. Zou Zhi Xing) (if duly appointed on 30 June 2010)		30	–
周敏 (Ms. Zhou Min) (if duly appointed on 30 June 2010)	(i)	30	–
張永利先生 (Mr. Zhang Yong Li) (resigned on 8 January 2010)		30	–
李德勇先生 (Mr. Li De Yong) (to resign on 30 June 2010)		30	–
董曉清女士 (Ms. Dong Xiao Qing) (to resign on 30 June 2010)	(i)	30	–

* The amount is in HK\$

Note:

- (i) Ms. Dong Xiao Qing decides to resign as Supervisor after the conclusion of the AGM. Ms. Zhou Min was elected as new Supervisor by the staff of the Company to fill the vacancy. Ms. Zhou will replace Ms. Dong as employee representative in the Supervisory Committee. According to the Articles, appointment of Ms. Zhou as Supervisor (employee representative) require approval from the staff of the Company only.

Remuneration for any Director or Supervisor with service period less than one year will be paid pro-rata according to the actual period of holding office.

NOTICE OF ANNUAL GENERAL MEETING



北京北大青鳥環宇科技股份有限公司
BEIJING BEIDA JADE BIRD UNIVERSAL SCI-TECH COMPANY LIMITED
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 08095)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2009 annual general meeting (“**AGM**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**the Company**”) will be held at Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the People’s Republic of China (“**PRC**”) on Wednesday, 30 June 2010 at 10:30 a.m. for the following purposes:

I. As ordinary resolutions:

“THAT

1. The report of the directors of the Company for the year ended 31 December 2009 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2009 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2009 be approved;
4. The proposal of no final dividend payment for the year ended 31 December 2009 be approved;
5. The appropriation to statutory surplus reserve for the year ended 31 December 2009 be approved;
6. Election of Mr. Zou Zhi Xing as supervisor of the Company and authorization to the board of directors of the Company to enter into service contract and deal with relative matters with Mr. Zou, including but not limited to, signing of service contract and supplementary contracts be approved;
7. there be granted to the board of directors of the Company a disposal mandate to dispose of 243,163,400 ordinary shares of Semiconductor Manufacturing International Corporation (“**AFS SMIC Shares**”), subject to the following terms:
 - (1) the Company and its subsidiaries will dispose of the AFS SMIC Shares in the open market through the trading system of the Stock Exchange of Hong Kong Limited;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the selling price of any AFS SMIC Share to be disposed of will be its market price at relevant times subject to a minimum price of HK\$0.590; and
- (3) the disposal mandate is for a twelve calendar month period starting from the date this resolution is duly passed;
- 8. The remuneration proposal for directors and supervisors of the Company for the year ended 31 December 2010 be approved;
- 9. The proposal for re-appointment of RSM Nelson Wheeler as independent auditor of the Company for the year ended 31 December 2010 and authorisation to the board of directors of the Company to fix its remuneration be approved"; and

II. As special resolution:

1. "THAT

- (1) there be granted to the board of directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the board of directors of the Company may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Company shall not exceed:
 - (i) 20 per cent of the aggregate nominal amount of Domestic Shares in issue; and
 - (ii) 20 per cent of the aggregate nominal amount of H Shares in issue,

in each case as at the date of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) the board of directors of the Company will only exercise its power under such mandate in accordance with the Company Law of the PRC and Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this resolution:

“Domestic Shares” means the domestic invested shares in the share capital of the Company with a par value of RMB0.1 each, which are held in Renminbi by PRC investors and certain promoters of the Company;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB0.1 each, which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next AGM of the Company following the passing of this resolution; or
- (ii) the expiration of the twelve month period following the 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

- (2) contingent on the board of directors of the Company resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the board of directors of the Company be authorised to:

- (a) 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 such new shares including, without limitation, the time and place of the issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement);

NOTICE OF ANNUAL GENERAL MEETING

- (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and others; and
- (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company.”

By order of the board of directors
Chu Yu Guo
Chairman

Beijing, the PRC
4 May 2010

Notes:

- (A) The register of holders of H Shares will be closed from Monday, 31 May 2010 to Wednesday, 30 June 2010 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares and whose name appearing in the Company’s register of holders of H Shares with Hong Kong Registrars Limited at 4:30 p.m. on Friday, 28 May 2010 and have completed the registration process will be entitled to attend the AGM.

The address of Hong Kong Registrars Limited is as follows:

Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queens Road East, Hong Kong (Fax no: 852-2865-0990)

- (B) Holders of promoters Shares or H Shares who intend to attend the AGM must complete the reply slips for attending the AGM and return them to Hong Kong Registrars Limited at the address set out above (for holders of H Shares) or to the principal place of business of the Company in Beijing (for promoters Shares) not later than 20 days before the date of the AGM, i.e. no later than 4:30 p.m. on Thursday, 10 June 2010.

The principal place of business of the Company in Beijing is as follows:

3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC (Fax no: 86-10-6275-8434)

- (C) Each holder of H Shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his/her behalf at the AGM.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) The form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company’s H Share registrar, Hong Kong Registrars Limited, the address of which is set out in Note (A) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.

NOTICE OF ANNUAL GENERAL MEETING

- (F) Each holder of promoters Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his/her behalf at the AGM. Notes (C) to (D) also apply to holders of promoters Shares, except that the form of proxy or other documents of authority must be delivered to the principal place of business of the Company in Beijing, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her identity card and the instrument signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the AGM, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities or other notarised copy of the licence issued by such legal person shareholder.
- (H) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.