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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (“SGM”) 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 PRC at 10:30 a.m. on Monday, 20 June 2011 for the following purpose:-

I. As special resolution:

“THAT

北京北大高科技產業投資有限公司 (Beijing Beida High Technology Investment Co., Ltd.) agreed to transfer 85,000,000 promoters shares of the Company to 深圳市北大青鳥科技有限公司 (Shenzhen Beida Jade Bird Sci-Tech Co., Ltd.). 北京北大青鳥軟件系統有限公司 (Beijing Beida Jade Bird Software System Co., Ltd.) agreed to transfer 110,000,000 promoters shares of the Company to Grand East (H.K.) Company Limited.

Article 17 of the Company’s Articles of Association is amended in accordance with the above change:

Article 17 Subject to the approval of the company approving department authorized by the State Council, the Company issued a total of 1,184,800,000 ordinary shares of which 700,000,000 ordinary shares were issued to the promoters of the Company:

Dynamic Win Assets Limited subscribed for 220,000,000 shares, representing 31.429% of the total number of ordinary shares issuable at the establishment of the Company;

Beijing Beida Jade Bird Software System Co., Ltd. subscribed for 110,000,000 shares, representing 15.714% of the total number of ordinary shares issuable at the establishment of the Company;

...

4. Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. agreed to transfer 85,000,000 promoters shares to Beijing Beida High Technology Investment Co., Ltd. on 3 November 2009, representing 12.143% of the total number of ordinary shares issuable at the establishment of the Company.

be amended to:

Article 17 Subject to the approval of the company approving department authorized by the State Council, the Company issued a total of 1,184,800,000 ordinary shares of which 700,000,000 ordinary shares were issued to the promoters of the Company:

Dynamic Win Assets Limited subscribed for 220,000,000 shares, representing 31.429% of the total number of ordinary shares issuable at the establishment of the Company;

Beijing Beida Jade Bird Software System Co., Ltd. subscribed for 110,000,000 shares, representing 15.714% of the total number of ordinary shares issuable at the establishment of the Company;

...

4. Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. agreed to transfer 85,000,000 promoters shares to Beijing Beida High Technology Investment Co., Ltd. on 3 November 2009, representing 12.143% of the total number of ordinary shares issuable at the establishment of the Company.

5. Beijing Beida High Technology Investment Co., Ltd. agreed to transfer 85,000,000 promoters shares to Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. on 15 April 2011, representing 12.143% of the total number of ordinary shares issuable at the establishment of the Company.

6. Beijing Beida Jade Bird Software System Co., Ltd. agreed to transfer 110,000,000 promoters shares to Grand East (H.K.) Company Limited on 15 April 2011, representing 15.714% of the total number of ordinary shares issuable at the establishment of the Company.”

By order of the Board
**Beijing Beida Jade Bird Universal
Sci-Tech Company Limited**
Chu Yuguo
Chairman

Beijing, the PRC,
5 May 2011

Notes:

(A) The register of holders of H Shares will be closed from Saturday, 21 May 2011 to Monday, 20 June 2011 (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, 20 May 2011 and have completed the registration process will be entitled to attend the SGM.

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 SGM must complete the reply slips for attending the SGM 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 SGM, i.e. no later than 4:30 p.m. on Tuesday, 31 May 2011.

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 SGM 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 SGM.

(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 SGM or any adjournment thereof in order for such documents to be valid.

- (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 SGM. 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 SGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the SGM 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 SGM, 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 SGM is expected to last for a half day. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.

As at the date of this announcement, Mr. Zhang Wanzhong, Ms. Xue Li and Mr. Zhang Yongli are executive Directors, Mr. Chu Yuguo, Mr. Xu Zhixiang, Mr. Liu Yongjin and Ms. Feng Ping are non-executive Directors and Professor Nan Xianghao, Mr. Cai Chuanbing and Mr. Lin Yan are independent non-executive Directors.

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