

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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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**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**  
**(I) GENERAL MANDATE TO ISSUE SHARES,**  
**(II) RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,**  
**(III) APPOINTMENT OF NEW DIRECTORS AND SUPERVISORS,**  
**(IV) REMUNERATION FOR DIRECTORS AND SUPERVISORS,**  
**(V) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

The notices 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 Thursday, 21 June 2012 is set out on pages 21 to 34 of this circular. Reply slip and form of proxy for use at the 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 meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

7 May 2012

<b>CONTENTS</b>
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	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>3</b>
<b>APPENDIX I — PROFILES OF RETIRING DIRECTORS AND SUPERVISORS OFFERING THEMSELVES FOR RE-ELECTION .....</b>	<b>7</b>
<b>APPENDIX II — PROFILES OF NEW DIRECTORS AND SUPERVISORS PROPOSED FOR APPOINTMENT .....</b>	<b>9</b>
<b>APPENDIX III — REMUNERATION PROPOSAL FOR DIRECTORS AND SUPERVISORS .....</b>	<b>12</b>
<b>APPENDIX IV — AMENDMENTS TO THE ARTICLES OF ASSOCIATION .....</b>	<b>13</b>
<b>NOTICE OF ANNUAL GENERAL MEETING .....</b>	<b>21</b>

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 21 June 2012;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company”	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 sino-foreign joint stock company incorporated in the PRC with limited liability with its H Shares listed on GEM as at date of this circular;
“Directors”	the directors of the Company;
“Domestic Share(s)”	ordinary share(s) of RMB0.1 each issued by the Company, which is(are) subscribed for or credited as fully paid up in RMB, and all of such shares are not listed on the Stock Exchange;
“GEM”	The Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM, as amended from time to time;
“Group”	the Company and its subsidiaries;
“H Share(s)”	overseas-listed foreign invested shares in the ordinary share capital of the Company, with a nominal value of RMB0.1 and 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”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“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);

## DEFINITIONS

“Share(s)”	ordinary share(s) of the Company with a nominal value of RMB0.1 each, comprising the Domestic Shares and the H Shares as at the date of this circular;
“Shareholder(s)”	holder(s) of the Share(s), including holder(s) of the Domestic Shares and holder(s) of the H Shares, unless specified otherwise;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	supervisor(s) of the Company;
“Supervisory Committee”	supervisory committee of the Company;
“USD”	United States dollars;
“%”	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 Wanzhong  
Ms. Xue Li  
Mr. Zhang Yongli

*Non-executive Directors:*  
Mr. Chu Yuguo (*Chairman*)  
Mr. Xu Zhixiang  
Mr. Liu Yongjin  
Ms. Feng Ping

*Independent non-executive Directors:*  
Professor Nan Xianghao  
Mr. Cai Chuanbing  
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:*  
Room 1002, 10/F  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

7 May 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(I) GENERAL MANDATE TO ISSUE SHARES,  
(II) RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,  
(III) APPOINTMENT OF NEW DIRECTORS AND SUPERVISORS,  
(IV) REMUNERATION FOR DIRECTORS AND SUPERVISORS,  
(V) AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
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 New General Mandate;

## LETTER FROM THE BOARD

- (ii) the details regarding re-election of the retiring Directors and Supervisors;
- (iii) the details regarding appointment of new Directors and Supervisors;
- (iv) the remuneration proposal for Directors and Supervisors for the year ended 31 December 2012; and
- (v) the details of proposed amendments to the Articles of Association.

### BUSINESS OF ANNUAL GENERAL MEETING

#### General Mandate to Issue Shares

A special resolution will be proposed by the Company 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 approval 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.

#### Re-election of Directors and Election of New Directors

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

Pursuant to the Articles of Association, all Directors are eligible for re-election. Four retiring Directors offer themselves for re-election while the other six Directors retire. The Company proposes to elect six new Directors to fill the vacancy. As a result, the proposed fifth session of the Board will be as follows:

#### Fifth session of the Board

##### *Executive Directors*

許振東先生	(Mr. Xu Zhendong)	propose to elect
徐祗祥先生	(Mr. Xu Zhixiang)	offer for re-election and propose to re-designate from non-executive Director
張萬中先生	(Mr. Zhang Wanzhong)	offer for re-election

##### *Non-executive Directors*

蔡為民先生	(Mr. Cai Weimin)	propose to elect
陳宗冰先生	(Mr. Chen Zongbing)	propose to elect
鄭重女士	(Ms. Zheng Zhong)	propose to elect

## LETTER FROM THE BOARD

### *Independent non-executive Directors*

蔡傳炳先生	(Mr. Cai Chuanbing)	offer for re-election
李俊才先生	(Mr. Li Juncai)	propose to elect
邵九林先生	(Mr. Shao Jiulin)	propose to elect
林岩先生	(Mr. Lin Yan)	offer for re-election

Mr. Li Juncai is a professional having extensive experience in valuation. The Board believes his election will bring along valuable advice to the Company. Mr. Shao Jiulin is certified accountant having extensive experience in accounting and finance. He also possesses with extensive experience acting as independent director in the PRC. The Board believes his election will strengthen the Board in terms of protection of minority shareholders' right. Both Mr. Li and Mr. Shao have no interests in the Shares within the meaning of Part XV of the SFO, have no relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company, and do not hold any positions with the Company and its subsidiaries. The Directors consider Mr. Li and Mr. Shao to be independent.

Profiles of retiring Directors offering themselves for re-election are set out in Appendix I of this circular. Profiles of proposed new Directors elected by the Company are set out in Appendix II of this circular.

### **Re-election of Supervisors and Election of New Supervisors**

As at date of this circular, the Supervisory Committee comprises five Supervisors, namely Mr. Li Mingchun, Professor Yang Jinguan, Mr. Li Chonghua, Mr. Zou Zhixing and Ms. Zhou Min.

Pursuant to the Articles of Association, all Supervisors are eligible for re-election. Three retiring Supervisors offer themselves for re-election while the other two retires. The Company proposes to elect one new Supervisor and re-designate one executive Director to Supervisor to fill the vacancy. As a result, the proposed fifth session of the Supervisory Committee will be as follows:

### **Fifth session of the Supervisory Committee**

張永利先生	(Mr. Zhang Yongli)	propose to re-designate from executive Director
楊金觀教授	(Professor Yang Jinguan)	offer for re-election
李崇華先生	(Mr. Li Chonghua)	offer for re-election
范一民先生	(Mr. Fan Yimin)	propose to elect
周敏女士	(Ms. Zhou Min)	offer for re-election

Profiles of retiring Supervisors offering themselves for re-election are set out in Appendix I of this circular. Profiles of proposed new Supervisors elected by the Company are set out in Appendix II of this circular.

### **Approval of Remuneration Proposal for Directors and Supervisors**

The remuneration proposal for Directors and Supervisors for the year ended 31 December 2012 is set out in Appendix III of this circular.

## LETTER FROM THE BOARD

### **Amendments to the Articles of Association**

Details of proposed amendments to the Articles of Association are set out in Appendix IV of this circular.

### **AGM**

The notice convening the AGM is set out on pages 21 to 34 of this circular. Resolutions will be proposed at the AGM 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. Voting results will be published on the Company website and the GEM website after the AGM.

Reply slip of the meeting 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 at or before 4:30 p.m. on Friday, 1 June 2012. The 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 Friday, 1 June 2012. The reply slip may be delivered by hand, by post or by fax to the number (86) 10 6275-8434.

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 any adjourned meeting if you so wish.

### **RECOMMENDATION**

The Directors consider 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 Yuguo**

*Chairman*



**EXECUTIVE DIRECTORS**

**Mr. Xu Zhixiang**, aged 48, is a non-executive Director as at date of this circular. Mr. Xu was graduated from Peking University with a Bachelor's degree in computer science and technology specialising in software and subsequently obtained a Master's degree in software engineering and computer science from Institute of Software, Chinese Academy of Sciences. He was the chairman of Xinda Real Estate Co., Ltd., a director of Guangdong Yihua Real Estate Co., Ltd. (an A share listed company in the PRC) and the vice chairman of Weifang Beida Jade Bird Huaguang Technology Co., Ltd. He is a director of each of Beida Jade Bird Universal Investments (USA) Limited, Hebei Beida Jade Bird Universal Fire Alarm Device Co., Ltd and Chuanqi Tourism Investment Co., Ltd. which are subsidiaries of the Company. He is a director of Beijing Beida Jade Bird Limited, Beijing Beida High Technology Investment Co., Ltd, Beijing Science Park Culture Education Development Co., Ltd., Beijing Beida Jade Bird International Education Investment Management Co., Ltd. and Beijing Beida Jade Bird Software System Co., Ltd.. The Company proposes to re-designate Mr. Xu to executive Director.

**Mr. Zhang Wanzhong**, aged 49, is an executive Director and the president and compliance officer of the Company as at date of this circular. Mr. Zhang is primarily responsible for overall business development, compliance and public relations. He was graduated from Peking University with a Master degree's in science. He worked in several administrative departments of Peking University including the vice president of the Remote Sensing and Geographic Information System Department of Peking University which was responsible for the State's focal science and technological project. He is a director of each of Beida Jade Bird Universal Investments (USA) Limited, Hebei Beida Jade Bird Universal Fire Alarm Device Co., Ltd and Chuanqi Tourism Investment Co., Ltd. which are subsidiaries of the Company, a director of Beijing Beida Jade Bird International Education Investment Management Co., Ltd. and a vice president of Beijing Beida Jade Bird Limited.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Cai Chuanbing**, aged 72, is an independent non-executive Director and a member of the Audit Committee as at date of this circular. Mr. Cai was graduated from Anhui University of Finance and Trade. He was a chief, a deputy director and a director of the audit committee of the finance department of the Ministry of Communications. He is the chairman of the communications branch of China Institute of Internal Audit.

**Mr. Lin Yan**, aged 46, is an independent non-executive Director and a member of the Audit Committee as at date of this circular. Mr. Lin was graduated from the Peking University Law School with a Bachelor's degree in Laws in 1987 and was qualified as a solicitor in the same year. He was graduated from the Department of International Economic Laws, University of International Business and Economics with a Master degree's in Laws in 1990. He was qualified as, among the first batch, a PRC solicitor for securities in 1993. He worked for Beijing International Business Law Firm as a full-time solicitor. He has completed the training programme for independent directors organized by the China Securities Regulatory Commission. He is a solicitor and a partner of Beijing Xinghe Law Firm.

**SUPERVISORS**

**Professor Yang Jinguan**, aged 49, is an independent Supervisor as at date of this circular. Mr. Yang is a PRC Certified Public Accountant. He was graduated from the accounting department of the Graduate School, School of Finance of the Central University of Finance and Economics with a Master's degree in economics. He has been teaching at the School since graduation and served as a tutor, lecturer, associate professor and professor. He had studied at Asahi of Japan. He is a professor of accountancy and the dean of the registration office of the Central University of Finance and Economics. He is the council member of China Institute of Internal Audit, Chinese Certified Tax Agents Association and National Higher Education Research Association, a member of Accounting Society of China and a member of The Chinese Institute of Certified Public Accountants.

**Mr. Li Chonghua**, aged 56, is an independent Supervisor as at date of this circular. Mr. Li is a member of the Chinese Communist Party. He is a post-graduate, is qualified as economist, and holds a practicing certificate of securities practitioner. He was the deputy chief economist, the director of the integrated plan unit and the director of reformation of Beijing Chemical Second Plant. He was the board secretary and the director of securities department of Beijing Chemical Second Plant Co., Ltd.. He was seconded to listed company regulatory department of China Securities Regulatory Commission. He is a deputy supervisor of the board office of Guoyuan Securities Co., Ltd. (an A share listed company in the PRC).

**Ms. Zhou Min**, aged 35, is a Supervisor as at date of this circular. Ms. Zhou was graduated from the Department of Administration Management of Renmin University of China with a Bachelor's degree in Laws. She obtained a Master's degree in economics from the University of International Business and Economics in 2005. Ms. Zhou joined Beijing Beida Jade Bird Limited in July 1999 and subsequently joined the Company in March 2000. She is primarily responsible for administration and human resources of the Company. She is the employee representative of the Supervisory Committee.

**GENERAL**

Each of the retiring Directors and Supervisors offering for re-election mentioned above will entered into a service contract with the Company for a term of three years commencing on the closing of the AGM and ending on the day of the 2014 annual general meeting to be convened in 2015. The remunerations of them are set out in appendix III of this circular. According to the service contracts to be entered into if Mr. Xu Zhixiang and Mr. Zhang Wanzhong are duly re-elected, each of them will entitle to an aggregate amount of discretionary bonus of not more than 5% of the consolidated profit after tax but before the provision of such bonus.

Save as disclosed in this appendix, all the above retiring Directors and Supervisors offering themselves for re-election have confirmed that there are no other matters concerning the proposed appointments of them that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**EXECUTIVE DIRECTORS**

**Mr. Xu Zhendong**, aged 48, was graduated from the Computer Science and Technology Department of Peking University in 1987. Mr. Xu is a director of Beida Jade Bird Universal Investments (USA) Limited which is a wholly owned subsidiary of the Company. He is also a director of Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. and Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd.. He is the chairman of the boards of Beijing Aptech Beida Jade Bird Information Technology Co., Ltd. and Beijing Beida Jade Bird Software System Co., Ltd.. He was an executive Director of the Company from March 2000 until his retirement in May 2009. Mr. Xu is taken to be interested in 205,414,000 promoters Shares through his interests as trustee and beneficiary of a trust. He is the spouse of Ms. Feng Ping who will retire as a non-executive Director after the closing of the AGM.

**NON-EXECUTIVE DIRECTORS**

**Mr. Cai Weimin**, aged 45, is a director and the general manager of Hebei Beida Jade Bird Universal Fire Alarm Device Co., Ltd. which is a non-wholly owned subsidiary of the Company. Mr. Cai was graduated with a Bachelor's degree in physics from Peking University in 1990. He worked for Beijing Sida Technology Development Centre as well as market and investment committee of Chinese Academy of Social Sciences. He was the general manager of Beijing Zhenghe Decoration Company. He possesses extensive experience in marketing. He joined this subsidiary in June 2001. He is also a vice president of the Company and the general manager of Beijing Beida Jade Bird Security Systems Engineering Technology Company Limited.

**Mr. Chen Zongbing**, aged 39, is the chairman of Chuanqi Tourism Investment Co., Ltd. which is a non-wholly owned subsidiary of the Company and a vice president of the Company. Mr. Chen was graduated from Renmin University of China with a Bachelor's degree. He was a director and general manager of Zhong Fu International Advertisement Co., Ltd., the chief of the president's office of Sanjiu Mobile Industrial Co., Ltd, the president of Beijing Zhong Qing Media Culture Co., Ltd. and the president's assistant of Beijing Beida Jade Bird Limited. He is a vice president of Beijing Beida Jade Bird Limited, a director of Xishui Strong Year Co., Ltd. Inner Mongolia (an A share listed company in the PRC) and the managing director of Changsha Songya Lake Construction Investment Co., Ltd.

**Ms. Zheng Zhong**, aged 35, was graduated from the Molecular Biology Department of the School of Life Sciences at Peking University in July 1997 and subsequently obtained an MBA degree from the China Centre for Economic Research at Peking University in July 2007. Ms. Zheng worked for the Biological Engineering Centre under the Institute of Chemical Metallurgy (now Institute of Process Engineering) at Chinese Academy of Sciences, Department of Biology at Shenzhen University and Shenzhen Kexing Bioproducts Co., Ltd.. She was also an assistant to the president of SINOGEN (China) Investment Company, assistant to the head of Genetics Research Institute of the School of Life Sciences at Tsinghua University, president of Beijing Beida-Online Network Co., Ltd., vice president of Beida Culture Group, and assistant to president of Beijing Beida Jade Bird Limited and the general manager overseeing major projects. She is currently a director of Beijing Jade Bird Yuda Information Technology Co., Ltd. which is a wholly owned subsidiary of the Company. She is also a director of Shenzhen Beida Jade Bird Sci-Tech Co., Ltd., a director cum deputy general manager of SBI-BDJB Investment Consultant Ltd. and vice president of Beijing Beida Jade Bird Limited.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Li Juncai**, aged 50, was graduated from the Geology Department of Peking University in July 1983. Mr. Li is a member of the China Democratic League. He is a senior engineer of geological and mineral resources, certified appraiser of mining concession and certified valuer of real estate. He was an assistant to the head of the Fourth Geological Survey Department under the Jilin Bureau of Geology, deputy general manager of Tonghua Dongbao Import & Export Co., Ltd., general manager of Tonghua Asia Shopping Centre under the Fourth Geological Survey Department under the Jilin Bureau of Geology, manager of the mining concession appraisal division of Jilin Dadi CPA Co., Ltd., and the deputy general manager cum principal mining concession appraiser of Wuhan Tiandiyuan Consultant and Appraisal Ltd.. He is currently the chairman of Heilongjiang Province Huan Cheng Mineral Resources Appraisal and Consultant Ltd.

**Mr. Shao Jiulin**, aged 49, is a graduate of Zhongnan University of Finance and Economics and a member of the Chinese Communist Party. Mr. Shao is a senior accountant, certified accountant and certified tax agent in the PRC. He was the head of the finance division and chief accountant of Wuhan Light Industry Fire Retardant Materials Manufacturing Company, general manager of Hubei Daxin CPA Co., Ltd. and independent director of Weifang Beida Jade Bird Huaguang Technology Co., Ltd. (an A share listed company, stock code: 600076) and SINOPEC Wuhan Petroleum Group Co., Ltd.. He is currently an independent director of Rongfeng Holding Group Co., Ltd (an A share listed company, stock code: 000668), Guangxi Guitang (Group) Co., Ltd. (an A share listed company, stock code: 000833), Jingyuan Holdings Co., Ltd. (an A share listed company, stock code: 000408) as well as the vice president of China Qinlu Industrial Development Co., Ltd..

**SUPERVISORS**

**Mr. Zhang Yongli**, aged 47, is an executive Director as at date of this circular. Mr. Zhang is primarily responsible for finance and project exploration. Mr. Zhang was graduated from the Geology Department of Peking University with a Bachelor's degree in science and subsequently obtained PhD in engineering from Geology and Mineralogy Department of China University of Geosciences. He has been appointed as deputy general manager and chief financial officer of Beijing Beida Jade Bird Limited since November 1998 and is mainly responsible for administration and finance. He was the chairman of the supervisory committee of Xinda Real Estate Co. Ltd. and Guangdong Yihua Real Estate Co., Ltd. (an A share listed company in the PRC). He is a director of Chuanqi Tourism Investment Co., Ltd. and Beijing Jade Bird Yuda Information Technology Co., Ltd. which are subsidiaries of the Company, a director, board secretary and vice president of Beijing Beida Jade Bird Limited, the chairman of the supervisory committee of Weifang Beida Jade Bird Huaguang Technology Co., Ltd. (an A share listed company in the PRC) and the chairman of Beijing Beida High Technology Investment Co., Ltd. and Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd.. The Company proposes to re-designate Mr. Zhang to a Supervisor.

**Mr. Fan Yimin**, aged 54, was graduated from Zhejiang University with a bachelor's degree in Chinese language in 1981. Mr. Fan worked in the liaison office of the people's government of Zhejiang Province, Zhejiang Foreign Trade Company and Zhejiang Qujiang Industrial Company. He is currently a member of the management committee of Lingyin Temple in Hangzhou, president of Hangzhou Branch

of the School of Chinese Culture and a vice president of Beijing Beida Jade Bird Limited. He was a supervisor of the Company from March 2000 under the name 范熠旻 (Fan Yimin) until his retirement in June 2003.

**GENERAL**

Each of the new Directors and Supervisors proposed for appointment mentioned above will entered into a service contract with the Company for a term of three years commencing on the closing of the AGM and ending on the day of the 2014 annual general meeting to be convened in 2015. The remunerations of them are set out in appendix III of this circular. According to the service contract to be entered into if he is duly appointed, Mr. Xu Zhendong will entitle to an aggregate amount of discretionary bonus of not more than 5% of the consolidated profit after tax but before the provision of such bonus.

Save as disclosed in this appendix, all the above new Directors and Supervisors proposed for appointment have confirmed that there are no other matters concerning the appointments of them that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

The remuneration proposal is as follows:

		Fees		Salaries and allowances
		RMB'000	USD'000	RMB'000
<i>Executive Directors</i>				
許振東先生	(Mr. Xu Zhendong)	300	120	220
徐祗祥先生	(Mr. Xu Zhixiang)	180	—	220
張萬中先生	(Mr. Zhang Wanzhong)	180	60	220
<i>Non-executive Directors</i>				
蔡為民先生	(Mr. Cai Weimin)	50	—	—
陳宗冰先生	(Mr. Chen Zongbing)	50	—	—
鄭重女士	(Ms. Zheng Zhong)	50	—	—
<i>Independent non-executive Directors</i>				
蔡傳炳先生	(Mr. Cai Chuanbing)	50	—	—
李俊才先生	(Mr. Li Juncai)	50	—	—
邵九林先生	(Mr. Shao Jiulin)	50	—	—
林岩先生	(Mr. Lin Yan)	50	—	—
<i>Supervisors</i>				
張永利先生	(Mr. Zhang Yongli)	30	—	—
楊金觀教授	(Professor Yang Jinguan)	30	—	—
李崇華先生	(Mr. Li Chonghua)	30	—	—
范一民先生	(Mr. Fan Yimin)	30	—	—
周敏女士	(Ms. Zhou Min)	30	—	—

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.

**Details of the amendments to the Articles of Association in relation with certain amendments to the Company Law of the PRC and information update are set out as follows\*:**

- (a) Article 1 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulation of the PRC.

The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi no. [2000]0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Industry and Commerce on 29 March 2000 for incorporation. The registration number of the business license of the Company is 110000410145505.

The promoters of the Company are as follows:

Promoter 1: Dynamic Win Assets Limited

Legal representative: Xu Zhendong

Legal address: Room 1002, 10th Floor, Bank of America Tower  
12 Harcourt Road, Central, Hong Kong

Promoter 2: Beijing Beida Jade Bird Software System Co., Ltd.

Legal representative: Xu Zhendong

Legal address: Room 305, 3rd Floor, Beida Jade Bird Building  
30 Yanyuan District Area 3, No. 5 Haidian Road, Haidian District, Beijing

Promoter 3: Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited

Legal representative: Jia Honghao

Legal address: No. 1 Yongdingmennei Dajie, Chongwen District, Beijing

Promoter 4: Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd.

Legal representative: Hao Yilong

Legal address: Department of Microelectronics of Peking University  
Haidian District, Beijing

Promoter 5: Beijing Beida Jade Bird Limited

Legal representative: Xu Linsheng

Legal address: 3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3  
No. 5 Haidian Road, Haidian District, Beijing

\* *In case of divergences between the Chinese version and the English version of the amendments, the Chinese version will prevail in all circumstances.*

Promoter 6: Hinet Company Limited

Legal representative: Zhao Zhong

Legal address: Tropic Isle Building, P.O. Box 438, Road Town, Tortola,  
British Virgin Islands

Promoter 7: Asian Technology Investment Company Limited

Legal representative: Anthony S W Yeung

Legal address: P.O. Box 659, Road Town, Tortola, British Virgin Islands

Promoter 8: Dragon Air Investments Limited

Legal representative: Du Chunyu

Legal address: No. 2 Commercial Center Square P.O. Box No. 71 Alofi, Niue

Promoter 9: New View Venture Limited

Legal representative: Lo Lin Shing

Legal address: Trident Chambers, P.O. Box 146, Road Town, Tortola,  
British Virgin Islands

Mandatory Provisions Article 1”

- (b) The second paragraph of Article 8 of the existing Articles of Association shall be deleted in its entirety;
- (c) The second paragraph of Article 30 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on reduction of registered capital and shall publish an announcement in the newspaper within thirty (30) days. A creditor has the right, within thirty (30) days of receiving the notice, or for these who does not receive the notice, within forty five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.”

- (d) The following text shall be added as paragraph 4 to Article 33 of the existing Articles of Association:

“In respect of the redeemable shares that the Company has the rights to repurchase, if the repurchases are not made on the market or by an offer, the prices shall be limited to a maximum price; if repurchases are made by an offer, such offer should be made available to all shareholders equally.”

- (e) Item (3) of Article 39 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“(3) the class of the shares, nominal value and the number of shares represented;”



<b>APPENDIX IV</b>	<b>AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>
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- (f) Item (1) of Article 45 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“A fee of HK\$2.5 per instrument of transfer of such higher amount as the Board may from time to time require but no more than the amount prescribed from time to time by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents related to which will affect the right of ownership of the shares;”

- (g) The second paragraph of Article 49 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the provisions of Article 144 of the Company Law.”

- (h) The following text shall be added immediately below the text “Mandatory Provisions Article 44” of Article 52 of the existing Articles of Association:

“No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share just because the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.”

- (i) Item (13) of Article 58 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“(13) to examine the proposals submitted by shareholders individually or in aggregate holding 3% (inclusive) or more of the Company’s voting shares;”

- (j) Item (3) of Article 60 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“(3) shareholders individually or in aggregate holding not less than ten percentage (10%) (inclusive) of the Company’s issued shares with voting rights request in writing to hold a special general meeting;”

- (k) Article 62 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“When the Company convenes an annual general meeting, shareholder(s) individually or in aggregate holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if they are matters falling within the functions and powers of the general meetings.

Mandatory Provisions Article 54”

**APPENDIX IV      AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

- (l) The following text shall be added immediately below the text “Mandatory Provisions Article 57” of Article 65 of the existing Articles of Association:

“Sufficient notice shall be given by the Company to ensure that the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.”

- (m) The first sentence of Article 75 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“A resolution shall be decided by a show of hands at any general meeting unless required by the laws and administrative regulations applicable to the Company, the relevant regulatory authorities and the stock exchange of the place where the Company is listed or a poll is demanded by the following persons before or after any vote by a show of hands:”

- (n) Article 81 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“Shareholders who request for the convening of a special general meeting or a class meeting shall comply with the following procedures:

- (1) Shareholders individually or in aggregate holding 10% (inclusive) or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more counterpart requisitions stating the object of the meeting and requiring the Board to convene a shareholders’ special general meeting or a class meeting thereof. The Board shall as soon as possible proceed to convene the special general meeting of shareholders or a class meeting thereof after receipt of such requisition(s).

The amount of shareholdings referred to above shall be calculated as at the date of deposit of the written requisition(s).

- (2) If the Board fails to issue a notice of such a meeting within thirty (30) days from the date of receipt of the requisition(s), the shareholders who lodge the request(s) may request in writing the Supervisory Committee to call and convene the meeting in time. If the Supervisory Committee fails to do so, shareholders individually or in aggregate holding more than ten (10) percent shares in not less than ninety (90) consecutive days can call and convene such a meeting themselves (in a manner as similar as possible to the manner in which shareholders’ general meetings are convened by the Board).

Any reasonable expenses incurred by the shareholders to call and convene a meeting by reason of failure by the Board or Supervisory Committee to duly do so as described above shall be borne by the Company and any sum so repaid shall be set-off against sums owed by the Company to the defaulting Directors.

Mandatory Provisions Article 72”

**APPENDIX IV      AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

- (o) The following text shall be added immediately below the text “Mandatory Provisions Article 83” of Article 93 of the existing Articles of Association:

“The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.”

- (p) The following text shall be added as paragraph two to Article 95 of the existing Articles of Association:

“The special procedures for approval by class shareholders shall not apply to the following circumstances:

- (i) where the Company issues, upon approval by special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares of the Company; or
- (ii) where the Company’s plan to issue domestic shares and overseas listed foreign invested shares upon its establishment is implemented within 15 months from the date of approval by China Securities Regulatory Commission or other securities authority under the State Council.”

- (q) Article 96 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Company sets a Board, which shall comprise ten (10) Directors of which one (1) is the Chairman and one (1) is the vice Chairman, including three (3) executive Directors, seven (7) external Directors (herein meaning those Directors who do not hold office in the Company, including independent Directors. Among the external Directors, four (4) of them are independent Directors (herein meaning those Directors who are independent from the shareholders and do not hold office in the Company).

Mandatory Provisions Article 86”

- (r) The first paragraph of Article 102 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“Meetings of the Board shall be held at least twice every year and shall be convened by the Chairman of the Board. All of the Directors and supervisors shall be notified about the meeting fifteen (15) days beforehand. In case of emergency, a special Board meeting may be held if it is so requested by one-thirds (inclusive) or above of the Directors or the general manager of the Company.”

**APPENDIX IV      AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

- (s) The second paragraph of Article 116 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“The Supervisory Committee shall have one (1) Chairman and shall be appointed and dismissed by the voting of two-third (2/3) (inclusive) or more of the Supervisory Committee members. The Chairman of the Supervisory Committee may offer himself/herself for re-election and re-appointment.”

- (t) The first paragraph of Article 117 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Supervisory Committee shall comprise three (3) shareholder representatives and two (2) employee representatives. The representatives of the shareholders shall be elected and dismissed in the shareholders’ general meeting, whereas the representatives of the employees shall be democratically elected and dismissed by the Company’s employees.”

- (u) The second paragraph of Article 121 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“Resolution at a Supervisory Committee meeting shall be passed by two-third (2/3) (inclusive) or more of the Supervisory Committee members by vote.”

- (v) The second paragraph of Article 132 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“A Director shall not vote on any contract or arrangement or on any other proposed board resolution in which he/she or through any of his/her associates (as defined in the GEM Listing Rules of Hong Kong Stock Exchange) has material interests; nor shall he/she be counted in the quorum of the corresponding Board meeting.”

- (w) The second paragraph of Article 145 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“The Company shall at least deliver or send to each shareholder of overseas listed foreign-invested shares by prepaid mail the abovementioned reports (including the printed copy of the report of the Directors) no later than twenty-one (21) days before the date of every annual general meeting. The address of the recipient shall be the address registered in the share register.”

- (x) The third paragraph of Article 168 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“Where a notice is deposited under the preceding paragraph, the Company shall within fourteen (14) days send a copy of notice to the competent authority. If the notice contains a statement referred to in clause (2) above, a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company shall also send a copy of such statement to every holder overseas listed foreign invested shares and every shareholder having the right to obtain the financial status of the Company.”

**APPENDIX IV      AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

- (y) The second paragraph of Article 174 of the existing Articles of Association shall be deleted in its entirety and be replaced by the followings:

“In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on merger and shall make a newspaper announcement within thirty (30) days. Creditors may, within thirty (30) days after receipt of such notice, or for these who do not receive the notice, within forty five (45) days from the date of the announcement, have the power to demand that the Company repays its debts to that creditor or provide a corresponding guarantee for such debts. Merger shall not take place if the Company fails to repay its debts to such creditor or provide a corresponding guarantee for such debts.”

- (z) Article 175 of the existing Articles of Association shall be deleted in its entirety and be replaced by the followings:

“When the Company is divided, its assets shall be split up accordingly.

In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on division and shall make a newspaper announcement within thirty (30) days.

Debts incurred by the Company before its division shall be borne by the companies after the division according to the respective agreement reached, except for those provisions regarding settlement of debts included in written agreement entered into between the Company and the creditors before division of the Company.

Mandatory Provisions Article 151”

- (aa) The first paragraph of Article 180 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make newspaper announcement within sixty (60) days. Creditors shall, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty five (45) days from the date of the announcement, declare their claims to the liquidation committee. Any undeclared claims after the due date shall be deemed to have it waived.”

- (ab) Conditional upon the passing of resolutions (a) to (aa) above, the end of each Article duly passed for amendment, if applicable, shall be further amended as follows:

(i) The end of Article 30 “Mandatory Provisions Article 23” shall be replaced by “Mandatory Provisions Article 23 Company Law 178”;

(ii) The end of Article 49 “Mandatory Provisions Article 41” shall be replaced by “Mandatory Provisions Article 41 Company Law 144”;

**APPENDIX IV      AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

- (iii) The end of Article 58 “Mandatory Provisions Article 50” shall be replaced by “Mandatory Provisions Article 50 Company Law 103”;
- (iv) The end of Article 60 “Mandatory Provisions Article 52” shall be replaced by “Mandatory Provisions Article 52 Company Law 101”;
- (v) The end of Article 62 “Mandatory Provisions Article 54” shall be replaced by “Mandatory Provisions Article 54 Company Law 103”;
- (vi) The end of Article 81 “Mandatory Provisions Article 72” shall be replaced by “Mandatory Provisions Article 72 Company Law 101&102”;
- (vii) The end of Article 102 “Mandatory Provisions Article 91” shall be replaced by “Mandatory Provisions Article 91 Company Law 111”;
- (viii) The end of Article 117 “Mandatory Provisions Article 104” shall be replaced by “Mandatory Provisions Article 104 Company Law 118”;
- (ix) The end of Article 174 “Mandatory Provisions Article 150” shall be replaced by “Mandatory Provisions Article 150 Company Law 174”;
- (x) The end of Article 175 “Mandatory Provisions Article 151” shall be replaced by “Mandatory Provisions Article 151 Company Law 176&177”;
- (xi) The end of Article 180 “Mandatory Provisions Article 156” shall be replaced by “Mandatory Provisions Article 156 Company Law 186”.

## 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 2011 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 Thursday, 21 June 2012 at 10:00 a.m. for the purpose of considering and if thought fit, passing:

**I. As ordinary resolutions:**

“**THAT**

1. The report of the directors of the Company for the year ended 31 December 2011 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2011 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2011 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2011 be approved;
5. The appropriation to statutory surplus reserve for the year ended 31 December 2011 be approved;
6. Election of directors of the Company to form the fifth session of the board of directors of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with each director, including but not limited to, signing of service contracts and supplementary contracts be approved:
  - (a) Election of Mr. Xu Zhendong as executive director of the Company be approved;
  - (b) Election of Mr. Xu Zhixiang as executive director of the Company be approved;
  - (c) Election of Mr. Zhang Wanzhong as executive director of the Company be approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (d) Election of Mr. Cai Weimin as non-executive director of the Company be approved;
  - (e) Election of Mr. Chen Zongbing as non-executive director of the Company be approved;
  - (f) Election of Ms. Zheng Zhong as non-executive director of the Company be approved;
  - (g) Election of Mr. Cai Chuanbing as independent non-executive director of the Company be approved;
  - (h) Election of Mr. Li Juncai as independent non-executive director of the Company be approved;
  - (i) Election of Mr. Shao Jiulin as independent non-executive director of the Company be approved;
  - (j) Election of Mr. Lin Yan as independent non-executive director of the Company be approved;
7. Election of supervisors of the Company to form the fifth session of the supervisory committee of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with each supervisor, including but not limited to, signing of service contracts and supplementary contracts be approved:
- (a) Election of Mr. Zhang Yongli as supervisor of the Company be approved;
  - (b) Election of Professor Yang Jinguan as supervisor of the Company be approved;
  - (c) Election of Mr. Li Chonghua as supervisor of the Company be approved;
  - (d) Election of Mr. Fan Yimin as supervisor of the Company be approved;
  - (e) Election of Ms. Zhou Min as supervisor of the Company be approved;
8. The remuneration proposal for directors and supervisors of the Company for the year ended 31 December 2012 be approved;
9. The proposal for re-appointment of RSM Nelson Wheeler as independent auditor of the Company for the year ended 31 December 2012 and authorisation to the board of directors of the Company to fix its remuneration be approved”; and



## NOTICE OF ANNUAL GENERAL MEETING

### II. As special resolutions:

#### 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
  - (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.

## NOTICE OF ANNUAL GENERAL MEETING

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);
  - (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

## NOTICE OF ANNUAL GENERAL MEETING

- (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.”

### 2. “THAT

there be granted to the board of directors of the Company approval for the amendments to the Articles of Association of the Company with details as follows:

- (a) Article 1 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulation of the PRC.

The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi no. [2000]0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Industry and Commerce on 29 March 2000 for incorporation. The registration number of the business license of the Company is 110000410145505.

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Beijing

## NOTICE OF ANNUAL GENERAL MEETING

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Legal representative: Jia Honghao  
Legal address: No. 1 Yongdingmennei Dajie, Chongwen District,  
Beijing

Promoter 4: Beijing Beida Yu Huan Microelectronics System Engineering  
Co., Ltd.  
Legal representative: Hao Yilong  
Legal address: Department of Microelectronics of Peking University  
Haidian District, Beijing

Promoter 5: Beijing Beida Jade Bird Limited  
Legal representative: Xu Linsheng  
Legal address: 3rd Floor, Beida Jade Bird Building, Yanyuan District  
Area 3, No. 5 Haidian Road, Haidian District, Beijing

Promoter 6: Hinet Company Limited  
Legal representative: Zhao Zhong  
Legal address: Tropic Isle Building, P.O. Box 438, Road Town,  
Tortola, British Virgin Islands

Promoter 7: Asian Technology Investment Company Limited  
Legal representative: Anthony S W Yeung  
Legal address: P.O. Box 659, Road Town, Tortola,  
British Virgin Islands

Promoter 8: Dragon Air Investments Limited  
Legal representative: Du Chunyu  
Legal address: No. 2 Commercial Center Square P.O. Box No. 71  
Alofi, Niue

Promoter 9: New View Venture Limited  
Legal representative: Lo Lin Shing  
Legal address: Trident Chambers, P.O. Box 146, Road Town, Tortola,  
British Virgin Islands

Mandatory Provisions Article 1”

- (b) The second paragraph of Article 8 of the existing Articles of Association shall be deleted in its entirety;

## NOTICE OF ANNUAL GENERAL MEETING

- (c) The second paragraph of Article 30 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on reduction of registered capital and shall publish an announcement in the newspaper within thirty (30) days. A creditor has the right, within thirty (30) days of receiving the notice, or for those who do not receive the notice, within forty five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.”

- (d) The following text shall be added as paragraph 4 to Article 33 of the existing Articles of Association:

“In respect of the redeemable shares that the Company has the rights to repurchase, if the repurchases are not made on the market or by an offer, the prices shall be limited to a maximum price; if repurchases are made by an offer, such offer should be made available to all shareholders equally.”

- (e) Item (3) of Article 39 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“(3) the class of the shares, nominal value and the number of shares represented;”

- (f) Item (1) of Article 45 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“A fee of HK\$2.5 per instrument of transfer of such higher amount as the Board may from time to time require but no more than the amount prescribed from time to time by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents related to which will affect the right of ownership of the shares;”

- (g) The second paragraph of Article 49 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the provisions of Article 144 of the Company Law.”

- (h) The following text shall be added immediately below the text “Mandatory Provisions Article 44” of Article 52 of the existing Articles of Association:

“No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share just because the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.”

## NOTICE OF ANNUAL GENERAL MEETING

- (i) Item (13) of Article 58 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“(13) to examine the proposals submitted by shareholders individually or in aggregate holding 3% (inclusive) or more of the Company’s voting shares;”

- (j) Item (3) of Article 60 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“(3) shareholders individually or in aggregate holding not less than ten percentage (10%) (inclusive) of the Company’s issued shares with voting rights request in writing to hold a special general meeting;”

- (k) Article 62 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“When the Company convenes an annual general meeting, shareholder(s) individually or in aggregate holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if they are matters falling within the functions and powers of the general meetings.

Mandatory Provisions Article 54”

- (l) The following text shall be added immediately below the text “Mandatory Provisions Article 57” of Article 65 of the existing Articles of Association:

“Sufficient notice shall be given by the Company to ensure that the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.”

- (m) The first sentence of Article 75 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“A resolution shall be decided by a show of hands at any general meeting unless required by the laws and administrative regulations applicable to the Company, the relevant regulatory authorities and the stock exchange of the place where the Company is listed or a poll is demanded by the following persons before or after any vote by a show of hands:”

## NOTICE OF ANNUAL GENERAL MEETING

- (n) Article 81 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“Shareholders who request for the convening of a special general meeting or a class meeting shall comply with the following procedures:

- (1) Shareholders individually or in aggregate holding 10% (inclusive) or more of the shares carrying the right to vote at the meeting sought to be held shall sign one (1) or more counterpart requisitions stating the object of the meeting and requiring the Board to convene a shareholders’ special general meeting or a class meeting thereof. The Board shall as soon as possible proceed to convene the special general meeting of shareholders or a class meeting thereof after receipt of such requisition(s).

The amount of shareholdings referred to above shall be calculated as at the date of deposit of the written requisition(s).

- (2) If the Board fails to issue a notice of such a meeting within thirty (30) days from the date of receipt of the requisition(s), the shareholders who lodge the request(s) may request in writing the Supervisory Committee to call and convene the meeting in time. If the Supervisory Committee fails to do so, shareholders individually or in aggregate holding more than ten (10) percent shares in not less than ninety (90) consecutive days can call and convene such a meeting themselves (in a manner as similar as possible to the manner in which shareholders’ general meetings are convened by the Board).

Any reasonable expenses incurred by the shareholders to call and convene a meeting by reason of failure by the Board or Supervisory Committee to duly do so as described above shall be borne by the Company and any sum so repaid shall be set-off against sums owed by the Company to the defaulting Directors.

Mandatory Provisions Article 72”

- (o) The following text shall be added immediately below the text “Mandatory Provisions Article 83” of Article 93 of the existing Articles of Association:

“The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.”

## NOTICE OF ANNUAL GENERAL MEETING

- (p) The following text shall be added as paragraph two to Article 95 of the existing Articles of Association:

“The special procedures for approval by class shareholders shall not apply to the following circumstances:

(i) where the Company issues, upon approval by special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares of the Company; or

(ii) where the Company’s plan to issue domestic shares and overseas listed foreign invested shares upon its establishment is implemented within 15 months from the date of approval by China Securities Regulatory Commission or other securities authority under the State Council.”

- (q) Article 96 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Company sets a Board, which shall comprise ten (10) Directors of which one (1) is the Chairman and one (1) is the vice Chairman, including three (3) executive Directors, seven (7) external Directors (herein meaning those Directors who do not hold office in the Company, including independent Directors. Among the external Directors, four (4) of them are independent Directors (herein meaning those Directors who are independent from the shareholders and do not hold office in the Company).

Mandatory Provisions Article 86”

- (r) The first paragraph of Article 102 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“Meetings of the Board shall be held at least twice every year and shall be convened by the Chairman of the Board. All of the Directors and supervisors shall be notified about the meeting fifteen (15) days beforehand. In case of emergency, a special Board meeting may be held if it is so requested by one-thirds (inclusive) or above of the Directors or the general manager of the Company.”

- (s) The second paragraph of Article 116 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“The Supervisory Committee shall have one (1) Chairman and shall be appointed and dismissed by the voting of two-third (2/3) (inclusive) or more of the Supervisory Committee members. The Chairman of the Supervisory Committee may offer himself/herself for re-election and re-appointment.”



## NOTICE OF ANNUAL GENERAL MEETING

- (t) The first paragraph of Article 117 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The Supervisory Committee shall comprise three (3) shareholder representatives and two (2) employee representatives. The representatives of the shareholders shall be elected and dismissed in the shareholders’ general meeting, whereas the representatives of the employees shall be democratically elected and dismissed by the Company’s employees.”

- (u) The second paragraph of Article 121 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“Resolution at a Supervisory Committee meeting shall be passed by two-third (2/3) (inclusive) or more of the Supervisory Committee members by vote.”

- (v) The second paragraph of Article 132 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“A Director shall not vote on any contract or arrangement or on any other proposed board resolution in which he/she or through any of his/her associates (as defined in the GEM Listing Rules of Hong Kong Stock Exchange) has material interests; nor shall he/she be counted in the quorum of the corresponding Board meeting.”

- (w) The second paragraph of Article 145 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“The Company shall at least deliver or send to each shareholder of overseas listed foreign-invested shares by prepaid mail the abovementioned reports (including the printed copy of the report of the Directors) no later than twenty-one (21) days before the date of every annual general meeting. The address of the recipient shall be the address registered in the share register.”

- (x) The third paragraph of Article 168 of the existing Article of Associations shall be deleted in its entirety and be replaced by the following:

“Where a notice is deposited under the preceding paragraph, the Company shall within fourteen (14) days send a copy of notice to the competent authority. If the notice contains a statement referred to in clause (2) above, a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company shall also send a copy of such statement to every holder overseas listed foreign invested shares and every shareholder having the right to obtain the financial status of the Company.”

## NOTICE OF ANNUAL GENERAL MEETING

- (y) The second paragraph of Article 174 of the existing Articles of Association shall be deleted in its entirety and be replaced by the followings:

“In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on merger and shall make a newspaper announcement within thirty (30) days. Creditors may, within thirty (30) days after receipt of such notice, or for those who do not receive the notice, within forty five (45) days from the date of the announcement, have the power to demand that the Company repays its debts to that creditor or provide a corresponding guarantee for such debts. Merger shall not take place if the Company fails to repay its debts to such creditor or provide a corresponding guarantee for such debts.”

- (z) Article 175 of the existing Articles of Association shall be deleted in its entirety and be replaced by the followings:

“When the Company is divided, its assets shall be split up accordingly.

In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on division and shall make a newspaper announcement within thirty (30) days.

Debts incurred by the Company before its division shall be borne by the companies after the division according to the respective agreement reached, except for those provisions regarding settlement of debts included in written agreement entered into between the Company and the creditors before division of the Company.

Mandatory Provisions Article 151”

- (aa) The first paragraph of Article 180 of the existing Articles of Association shall be deleted in its entirety and be replaced by the following:

“The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make newspaper announcement within sixty (60) days. Creditors shall, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty five (45) days from the date of the announcement, declare their claims to the liquidation committee. Any undeclared claims after the due date shall be deemed to have it waived.”

## NOTICE OF ANNUAL GENERAL MEETING

- (ab) Conditional upon the passing of resolutions 2(a) to 2(aa) above, the end of each Article duly passed for amendment, if applicable, shall be further amended as follows:
- (i) The end of Article 30 “Mandatory Provisions Article 23” shall be replaced by “Mandatory Provisions Article 23 Company Law 178”;
  - (ii) The end of Article 49 “Mandatory Provisions Article 41” shall be replaced by “Mandatory Provisions Article 41 Company Law 144”;
  - (iii) The end of Article 58 “Mandatory Provisions Article 50” shall be replaced by “Mandatory Provisions Article 50 Company Law 103”;
  - (iv) The end of Article 60 “Mandatory Provisions Article 52” shall be replaced by “Mandatory Provisions Article 52 Company Law 101”;
  - (v) The end of Article 62 “Mandatory Provisions Article 54” shall be replaced by “Mandatory Provisions Article 54 Company Law 103”;
  - (vi) The end of Article 81 “Mandatory Provisions Article 72” shall be replaced by “Mandatory Provisions Article 72 Company Law 101&102”;
  - (vii) The end of Article 102 “Mandatory Provisions Article 91” shall be replaced by “Mandatory Provisions Article 91 Company Law 111”;
  - (viii) The end of Article 117 “Mandatory Provisions Article 104” shall be replaced by “Mandatory Provisions Article 104 Company Law 118”;
  - (ix) The end of Article 174 “Mandatory Provisions Article 150” shall be replaced by “Mandatory Provisions Article 150 Company Law 174”;
  - (x) The end of Article 175 “Mandatory Provisions Article 151” shall be replaced by “Mandatory Provisions Article 151 Company Law 176&177”;
  - (xi) The end of Article 180 “Mandatory Provisions Article 156” shall be replaced by “Mandatory Provisions Article 156 Company Law 186”.

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

Beijing, the PRC  
7 May 2012

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- (A) The registers of shareholders of the Company will be closed from Tuesday, 22 May 2012 to Thursday, 21 June 2012 (both days inclusive) during which period no transfer of shares of the Company 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 Monday, 21 May 2012 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 Friday, 1 June 2012.

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.
- (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 who attend the AGM are responsible for their own transportation and accommodation expenses.