

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 (“Company”), you should at once hand this circular and the form of proxy and the reply slip for the special general meeting of the Company to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(A) PROPOSED ISSUE OF THE CORPORATE BONDS;
(B) GRANT OF GENERAL MANDATE FOR THE ISSUE OF
THE DEBT INSTRUMENTS;
AND
(C) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company 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 Monday, 20 January 2014 at 10:30 a.m. is set out on pages 9 to 15 of this circular. Reply slip and the form of proxy for use at the special general meeting of the Company are also enclosed with this circular.

Whether or not you are able to attend the meeting, you are required to complete the enclosed 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 H 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.

4 December 2013

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Articles”	the articles of association of the Company
“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 joint stock limited company incorporated in the PRC with limited liability with its H Shares listed on GEM
“Corporate Bonds”	the corporate bonds in an aggregate principal amount of not exceeding RMB480,000,000 (including RMB480,000,000) proposed to be issued by the Company, the salient terms of which are set out in this circular
“CSRC”	the China Securities Regulatory Commission
“Debt Instruments”	the debt financing instruments with an aggregate principal amount of not exceeding RMB500,000,000 (including RMB500,000,000)
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Share(s)”	the overseas-listed foreign invested share(s) 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
“Latest Practicable Date”	29 November 2013, being the latest practicable date before printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be held at 10:30 a.m. on Monday, 20 January 2014 at Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC for the purpose of considering and, if thought fit, approving the proposed issue of the Corporate Bonds and the grant of general mandate for the issue of the Debt Instruments
“Share(s)”	the ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. Xu Zhendong
Mr. Xu Zhixiang
Mr. Zhang Wanzhong

Non-Executive Directors:

Mr. Zhang Yongli
Mr. Chen Zongbing
Ms. Zheng Zhong

Independent Non-Executive Directors:

Mr. Cai Chuanbing
Mr. Li Juncai
Mr. Shao Jiulin
Mr. Lin Yan

Registered office:

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 7605, 76th Floor
The Center
99 Queen's Road Central
Hong Kong

4 December 2013

To the Shareholders

Dear Sir or Madam,

**(A) PROPOSED ISSUE OF THE CORPORATE BONDS;
(B) GRANT OF GENERAL MANDATE FOR THE ISSUE OF
THE DEBT INSTRUMENTS;
AND
(C) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 19 November 2013 in relation to (a) the proposed issue of the Corporate Bonds; and (b) the grant of general mandate to issue the Debt Instruments.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, details of the proposed issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments.

According to the laws of the PRC and the Articles, the proposed issue of the Corporate Bonds and the Debt Instruments are subject to the approval of the Shareholders by way of special resolutions and the approval from the relevant PRC regulatory authorities.

(A) PROPOSED ISSUE OF THE CORPORATE BONDS

Particulars of the issue of the Corporate Bonds, if it proceeds, are as follows:

- (i) Issuer : the Company
- (ii) Aggregate principal amount : not exceeding RMB480,000,000 (including RMB480,000,000) (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue)
- (iii) Place of issue : the PRC
- (iv) Issue to existing Shareholders : there will be no preference to the existing Shareholders for placement of the Corporate Bonds
- (v) Term : up to 10 years (including 10 years) which can be either of single term or multiple terms. The term and size of issue of the Corporate Bonds are determined subject to the market conditions prevailing at the time of issue
- (vi) Interest rate : interest rate will be determined subject to the market conditions prevailing at the time of issue and shall not exceed the level of interest rate set by the State Council of the PRC
- (vii) Use of proceeds : for replenishing the working capital of the Company and adjusting the Company's debt structure (including but not limited to repayment of bank loans)
- (viii) Issue method : to be issued in one or more tranches (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue). In the event that the Corporate Bonds are issued in multiple tranches, the issue of the first tranche shall be completed within six months from the date of approval of CSRC (the amount of which shall not be less than 50% of the aggregate principal amount of the Corporate Bonds to be issued and approved by CSRC), and the other tranches shall be issued within 24 months from the date of approval of CSRC

LETTER FROM THE BOARD

- (ix) Intended place for listing : upon completion of the issue of the Corporate Bonds, the Company will apply for listing of the Corporate Bonds on the Shanghai Stock Exchange subject to the satisfaction of the relevant listing requirements. If approved by the regulatory authorities and to the extent permitted by the relevant laws and regulations, the Company may also apply for listing of the Corporate Bonds on other stock exchanges
- (x) Term of validity of the resolution : from the date on which the resolution is passed at the SGM to 24 months from the date of approval by the CSRC

It is proposed that the special resolution be proposed to the Shareholders at the SGM to grant the authority to the Board to adopt safeguard measures if it is anticipated that the Company may fail to repay the principal of and/or interest on the Corporate Bonds or any default on principal and/or interest payments of the Corporate Bonds upon maturity, including but not limited to:

- (a) no profits will be distributed to the Shareholders;
- (b) temporarily withhold the carrying out of projects involving capital expenditures such as significant external investments, mergers and acquisitions, etc.;
- (c) reduce or suspend the payment of salaries and bonus to the Directors and the senior management of the Company; and
- (d) disapprove any job transfer of the key responsible personnel, etc.

The above authorisation shall be valid and effective from the date of approval at the SGM to the date when the above authorised matters have been completed.

To ensure proper completion of the proposed issue of the Corporate Bonds, it is proposed that the special resolution be proposed to the Shareholders at the SGM to grant the authority to the Board to deal with the relevant matters relating to the proposed issue of the Corporate Bonds. Details of the authority to be sought are set out below (including but not limited to):

- (a) to decide and appoint intermediaries and entrusted manager for the issue of the Corporate Bonds;

LETTER FROM THE BOARD

- (b) taking into account the specific conditions of the Company and the market, formulate and adjust specific plan for the issue of the Corporate Bonds and amend and adjust the terms of the issue of the Corporate Bonds, including but not limited to, the principal amount of the bonds to be issued, timing of the issue, whether to issue in tranches and whether to issue different types of bonds, arrangement in relation to the size and maturity date of different tranches and different types of bonds, issue price, interest rate, maturity date and repayment method of the principal and interests, whether to adjust the interest rate before the maturity of the bonds, whether to devise terms for repurchase and redemption, specific arrangement in respect of use of proceed, rating arrangement, guarantee arrangement, listing and issue of the bonds, place of listing, etc.;
- (c) decide and handle the reporting, listing and all other relevant matters in relation to the issue of the Corporate Bonds, including but not limited to, the reporting of the issue of the Corporate Bonds, and to handle the listing of the Corporate Bonds after the issue of such bonds, establish, sign, execute, amend and finalize all documents, contract/agreement, covenants (including but not limited to offering prospectus, sponsor agreements, underwriting agreements, bond trustee management agreements, rules for meetings of the holders of the Corporate Bonds, listing agreements, various announcements and other legal documents, etc.) and disclose relevant information in accordance with applicable laws, and all other matters in relation to the issue and listing of the Corporate Bonds;
- (d) save and except matters which shall be subject to the approval of the Shareholders in general meeting pursuant to the requirements of applicable laws, regulations and the Articles, to make corresponding adjustment to the relevant matters regarding the specific plan for the issue of the Corporate Bonds according to the opinions of the regulatory authorities (if any) in the events of change in the policies of regulatory authorities on the issue of the corporate bonds or change in market condition, or to decide whether to proceed with the issue of the Corporate Bonds based on the actual situation;
- (e) handle all matters in relation to the issue and listing of the Corporate Bonds; and
- (f) the above authorisation shall be valid and effective from the date of the approval at the SGM to the date when the above authorised matters have been completed or 24 months from the date of approval by the CSRC, whichever is earlier.

LETTER FROM THE BOARD

(B) GRANT OF GENERAL MANDATE TO ISSUE THE DEBT INSTRUMENTS

In order to replenish the working capital of the Company and adjust the Company's debt structure, and with the view to enhance flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any debt financing instruments, a special resolution will be proposed to the Shareholders at the SGM for the grant an unconditional general mandate to the Directors to deal with the relevant matters relating to the issue of the Debt Instruments with an aggregate principal amount of not exceeding RMB500,000,000 (including RMB500,000,000), including but not limited to (a) submitting application to the National Association of Financial Market Institutional Investors for the issue of the Debt Instruments; and (b) determining the category, specific terms and conditions and other matters in respect of the issue of the relevant debt financing instruments in accordance with the need of the Company and the market conditions, such as the types of debt financing instruments to be issued, the actual size and method of the issue and use of proceeds.

BENEFITS AND REASONS FOR THE ISSUE OF THE CORPORATE BONDS AND THE DEBT INSTRUMENTS

The Board believes that the proposed issue of the Corporate Bonds and the Debt Instruments will provide working capital of the Company and help to adjust the debt structure of the Company.

SGM

The SGM will be held at 10:30 a.m. on Monday, 20 January 2014 at Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC, for the Shareholders to consider and, if appropriate, to approve among other things, the proposed issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholders or any of their respective associates had any material interests in the issue of the Corporate Bonds or the grant of general mandate to issue the Debt Instruments. As such, no Shareholders would be required under the GEM Listing Rules to abstain from voting at the SGM in respect of the resolutions relating to the issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments.

A notice convening the SGM is set out on pages 9 to 15 of this circular. Reply slip and the form of proxy for use at the SGM are also enclosed with this circular.

LETTER FROM THE BOARD

Whether or not you are able to attend the meeting, you are required to complete the enclosed 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 H 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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the proposal for the issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments are fair and reasonable and in the best interest of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions as set out in the notice of the SGM.

On behalf of the Board
Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Xu Zhendong
Chairman

NOTICE OF SGM



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 a special general meeting of Beijing Beida Jade Bird Universal Sci-Tech Company Limited ("**Company**") will be held at 10:30 a.m. on Monday, 20 January 2014 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**") to consider and, if appropriate, pass the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. "**THAT:**

- (a) the Company be and is hereby authorised to issue corporate bonds in the People's Republic of China ("**Corporate Bonds**"), the particulars of which are set out below:
- (i) Issuer : the Company
 - (ii) Aggregate principal amount : not exceeding RMB480,000,000 (including RMB480,000,000) (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue)
 - (iii) Place of issue : the People's Republic of China
 - (iv) Issue to existing shareholders of the Company : there will be no preference to the existing shareholders of the Company for placement of the Corporate Bonds
 - (v) Term : up to 10 years (including 10 years) which can be either of single term or multiple terms. The term and size of issue of the Corporate Bonds are determined subject to the market conditions prevailing at the time of issue

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- (vi) Interest rate : interest rate will be determined subject to the market conditions prevailing at the time of issue and shall not exceed the level of interest rate set by the State Council of the People's Republic of China
- (vii) Use of proceeds : for replenishing the working capital of the Company and adjusting the Company's debt structure (including but not limited to repayment of bank loans)
- (viii) Issue method : to be issued in one or more tranches (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue). In the event that the Corporate Bonds are issued in multiple tranches, the issue of the first tranche shall be completed within six months from the date of approval of the China Securities Regulatory Commission ("CSRC") (the amount of which shall not be less than 50% of the aggregate principal amount of the Corporate Bonds to be issued and approved by CSRC), and the other tranches shall be issued within 24 months from the date of approval of CSRC
- (ix) Intended place for listing : upon completion of the issue of the Corporate Bonds, the Company will apply for listing of the Corporate Bonds on the Shanghai Stock Exchange subject to the satisfaction of the relevant listing requirements. If approved by the regulatory authorities and to the extent permitted by the relevant laws and regulations, the Company may also apply for listing of the Corporate Bonds on other stock exchanges
- (x) Term of validity of the resolution : from the date on which this resolution is passed at the general meeting of the Company to 24 months from the date of approval by the CSRC

NOTICE OF SGM

- (b) The board (“**Board**”) of directors of the Company (“**Directors**”) be and is hereby authorised to adopt safeguard measures if it is anticipated that the Company may fail to repay the principal of and/or interest on the Corporate Bonds or any default on principal and/or interest payments of the Corporate Bonds upon maturity, including but not limited to:
- (i) no profits will be distributed to the shareholders of the Company;
 - (ii) temporarily withhold the carrying out of projects involving capital expenditures such as significant external investments, mergers and acquisitions, etc.;
 - (iii) reduce or suspend the payment of salaries and bonus to the Directors and the senior management of the Company; and
 - (iv) disapprove any job transfer of the key responsible personnel, etc.

The above authorisation shall be valid and effective from the date of approval at the general meeting of the Company to the date when the above authorised matters have been completed; and

- (c) the Board be and is hereby authorised to deal with the relevant matters relating to the proposed issue of the Corporate Bonds, including but not limited to:
- (i) to decide and appoint intermediaries and entrusted manager for the issue of the Corporate Bonds;
 - (ii) taking into account the specific conditions of the Company and the market, formulate and adjust specific plan for the issue of the Corporate Bonds and amend and adjust the terms of the issue of the Corporate Bonds, including but not limited to, the principal amount of the bonds to be issued, timing of the issue, whether to issue in tranches and whether to issue different types of bonds, arrangement in relation to the size and maturity date of different tranches and different types of bonds, issue price, interest rate, maturity date and repayment method of the principal and interests, whether to adjust the interest rate before the maturity of the bonds, whether to devise terms for repurchase and redemption, specific arrangement in respect of use of proceed, rating arrangement, guarantee arrangement, listing and issue of the bonds, place of listing, etc.;

NOTICE OF SGM

- (iii) decide and handle the reporting, listing and all other relevant matters in relation to the issue of the Corporate Bonds, including but not limited to, the reporting of the issue of the Corporate Bonds, and to handle the listing of the Corporate Bonds after the issue of such bonds, establish, sign, execute, amend and finalize all documents, contract/agreement, covenants (including but not limited to offering prospectus, sponsor agreements, underwriting agreements, bond trustee management agreements, rules for meetings of the holders of the Corporate Bonds, listing agreements, various announcements and other legal documents, etc.) and disclose relevant information in accordance with applicable laws, and all other matters in relation to the issue and listing of the Corporate Bonds;
- (iv) save and except matters which shall be subject to the approval of the shareholders of the Company in general meeting pursuant to the requirements of applicable laws, regulations and the articles of association of the Company, to make corresponding adjustment to the relevant matters regarding the specific plan for the issue of the Corporate Bonds according to the opinions of the regulatory authorities (if any) in the events of change in the policies of regulatory authorities on the issue of corporate bonds or change in market condition, or to decide whether to proceed with the issue of the Corporate Bonds based on the actual situation;
- (v) handle all matters in relation to the issue and listing of the Corporate Bonds; and
- (vi) the above authorisation shall be valid and effective from the date of the approval at the general meeting of the Company to the date when the above authorised matters have been completed or 24 months from the date of approval of the CSRC, whichever is earlier.”

NOTICE OF SGM

2. "THAT

- (a) the Board be and is hereby granted an unconditional general mandate to determine and handle the issue of debt financing instruments with an aggregate principal amount of not exceeding RMB500,000,000 (including RMB500,000,000) ("**Debt Instruments**"), upon such terms and conditions to be determined by the Board;
- (b) the Board be and is hereby authorised to:
 - (i) determine the category, specific terms and conditions and other matters in respect of the issue of the Debt Instruments in accordance with the need of the Company and the market conditions, including but not limited to the types of the Debt Instruments to be issued, the actual size and method of the issue, issue prices, interest rates or method of determining the interest rates, venue and timing of the issue, whether to issue in tranches and the number of tranches, guarantee, schedule of repayment of principal and the interests, specific arrangements in relation to use of proceeds;
 - (ii) make corresponding changes to the plan of such issue based on the opinions of the regulatory authorities or the market conditions by then in accordance with the authorisation granted at the shareholders' meeting when there is any change on the policies which affects the issue of such instruments or when there are changes on the market conditions, save for issues which are subject to further approval at shareholders' meeting as required by the relevant laws, regulations and the articles of associations of the Company;
 - (iii) submitting application to the National Association of Financial Market Institutional Investors for the issue of the Debt Instruments;
 - (iv) (1) determine whether such Debt Instruments shall be listed, and (2) where the Board determines so, to do all such things as it may consider necessary in connection with the listing of such Debt Instruments; and

NOTICE OF SGM

- (v) do all such things as it may consider necessary in connection with the issue of the Debt Instruments (including but not limited to engaging professional agencies, handling issues on approval, registration, filing and other procedures in connection with the issue from the relevant authorities on behalf of the Company, signing all necessary legal documents for the issue and handling relevant issues on issue and trading activities); and
- (c) for the purpose of this resolution, the relevant period of this mandate means 24 months from the date of passing of this resolution. If the Board or its authorised representative determined the issue within the period of this mandate and the Company obtained approval, permission or registration from relevant authorities, the Company is allowed to complete the issue as far as such approval, permission or registration maintained valid."

On behalf of the Board
Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Xu Zhendong
Chairman

Beijing, the PRC
4 December 2013

Notes:

- (A) The registers of shareholders of the Company will be closed from Saturday, 21 December 2013 to Monday, 20 January 2014 (both days inclusive) during which period no transfer of shares of the Company ("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 December 2013 and have completed the registration process will be entitled to attend the SGM.
- (B) Holders of H Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited on or before Tuesday, 31 December 2013.

The address of Hong Kong Registrars Limited is as follows:

Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong

(Fax no: 852-2865-0990)

- (C) Holders of promoters Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the principal place of business of the Company in Beijing on or before Tuesday, 31 December 2013.

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)

NOTICE OF SGM

- (D) Each holder of H Shares entitled to attend and vote at the SGM shall have the right to appoint one or several persons who may not be shareholders of the Company (“**Shareholders**”) to act as his/her proxy to attend and vote at the SGM on his/her behalf.
- (E) The instrument appointing a proxy must be in writing under the hand of the principal or his/her attorney duly authorised in writing; for a legal person, the form of proxy must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If that instrument is signed by a person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized.
- (F) The instrument of proxy, and if the instrument of proxy is signed by a person authorized by the principal, a notarized copy of that power of attorney or other authorization documents, must be deposited at the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited, 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) Each holder of promoters Shares entitled to attend and vote at the SGM shall have the right to appoint in writing one or several persons (who may not be Shareholders) to act as his/her proxy to attend and vote at the SGM on his/her behalf. Notes (E) and (F) above also apply to holders of promoters Shares, except that the instrument of proxy or other documents of authority must be deposited at the principal place of business of the Company in Beijing, the address of which is set out in Note (C) 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.
- (H) If a Shareholder appoints others to attend the SGM, the proxy shall produce his/her own identification document and the instrument of proxy signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a proxy to attend the SGM, such proxy should produce his/her identification documents and a notarized copy of the resolution of the board of directors of the legal person appointing such proxy.
- (I) The SGM is expected to last for one hour. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.