



**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: 8095)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 2004 annual general meeting ("AGM") of Beijing Beida Jade Bird Universal Sci-Tech Company Limited ("the Company") will be held at Meeting Room 301, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing, the PRC on 28 June 2005 (Tuesday) at 11:30 a.m. for the following purposes:-

**I. As ordinary resolutions:**

1. To consider and approve Report of the Directors for the year 2004;
2. To consider and approve Report of the Supervisory Committee for the year 2004;
3. To consider and approve the audited consolidated financial statements and Report of the Auditors for the year 2004;
4. To consider and approve the dividend distribution proposal for the year 2004;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for the year 2004;
6. To consider and approve the resignation of Mr. Wu Min Sheng as director of the Company with effect from the conclusion of this meeting be and is hereby accepted and THAT the Board of Directors be and is hereby authorized to terminate the Company's existing service contract with Mr. Wu Min Sheng upon such terms and conditions as the Board of Directors shall think fit and to effect such matters, including but not limiting to the signing of any termination agreement;
7. To consider and approve the remuneration proposals for Directors and Supervisors of the Company for the year 2005;
8. To consider and approve the proposal for re-appointment of Messrs. Ernst & Young as auditors for the year 2005 and authorize the Directors to fix their remuneration;

**II. As special resolution:**

**Special Resolutions**

9. "THAT  
(I) 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 otherwise than pursuant to any share option scheme adopted by the Company shall not exceed:
    - (i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and/or
    - (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,in each case as at the date of this Resolution; and
  - (c) the Board of Directors will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained:

For the purposes of this Resolution:

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

"H Shares" means the overseas-listed foreign invested shares in the share capital of the Company with a par value RMB0.1 each, and 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 annual general meeting of the Company following the passing of this Resolution; or
- (ii) the expiration of the 12-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

- (II) contingent on the Board of Directors resolving to issue shares pursuant to sub-paragraph (I) of this Resolution, the Board of Directors be authorized 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 issue, making all necessary applications to the relevant authorities, 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 the PRC, Hong Kong and other authorities; and
  - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (I) of this Resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company.”

By Order of the Board  
**Xu Zhen Dong**  
Chairman

Beijing, the PRC, 13 May 2005

Notes:

- (A) The register of holders of H Shares of the Company will be closed from 28 May 2004 (Saturday) to 28 June 2005 (Tuesday) [both days inclusive] during which period no transfer of H shares will be registered. Any holder of the H Shares of the Company and whose name appearing in the Company’s register of holders of H Shares with Hong Kong Registrars Limited at the close of business hours on 27 May 2005 (Friday) and have completed the registration process, will be entitled to attend the Annual General Meeting.

The address of Hong Kong Registrars Limited is as follows:

46th Floor  
Hopewell Centre  
183 Queen’s Road East  
Hong Kong  
(Fax: 852-2865-0990)

- (B) Holders of Promoter Shares or H Shares, who intend to attend the Annual General Meeting, must complete and return the reply slips for attending the Annual General Meeting and return them to Hong Kong Registrars Limited at the address set out in Note (A) above (for holders of H Shares) or to the place of business of the Company (for Promoter Shares) not later than 20 days before the date of the Annual General Meeting, i.e. no later than 4:00 p.m. on 7 June 2005 (Tuesday).

The place of business of the Company 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) Holders of H Shares entitled to attend the Annual General Meeting and having voting rights are entitled to appoint in writing one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. For shareholders appointing more than one proxy, its proxy may exercise its voting right by polling only.
- (D) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing such attorney or other authorization documents must be notarized.
- (E) To be valid, holders of H Shares must lodge the notarially certified copy of that power of attorney or other authorization document and the proxy form with the Company’s H Share Registrar in Hong Kong, Hong Kong Registrars Limited, the address of which is listed in Note (A) above, not less than 24 hours before the time of holding of the Annual General Meeting.
- (F) Holders of Promoter Shares entitled to attend the Annual General Meeting and having voting rights are entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Notes (C) and (D) are also applicable to holders of Promoter Shares. In order to be valid, their proxy forms and authorization documents which must be returned to the Secretary to the Board of the Company 24 hours before the time of holding of the Annual General Meeting, the address of which is as indicated in Note (B) above.
- (G) If an attorney is appointed to attend the Annual General Meeting, such attorney must present its identity document and power of attorney or authorisation document signed by the appointor or its legal representative, specifying the issue date of the document. If a legal person shareholder appoints a company representative to attend the Annual General Meeting, such representative must present its identity document and notarially certified copy of the resolution passed by the board or other authority or notarially certified copy of the licence issued by the holder of the legal person shares.
- (H) The Annual General Meeting is anticipated to last for half a day. Shareholders attending in the meeting should be responsible for their own transportation and accommodation expenses.