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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2008 annual general meeting (“**AGM**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**the Company**”) will be held at Conference Room 312, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the People’s Republic of China (“**PRC**”) on Wednesday, 20 May 2009 at 10:30 a.m. for the following purposes:–

I. As ordinary resolutions:

“THAT

1. The report of the directors of the Company for the year ended 31 December 2008 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2008 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2008 be approved;
4. The proposal of no final dividend payment for the year ended 31 December 2008 be approved;
5. The appropriation to statutory surplus reserve and statutory public welfare fund for the year ended 31 December 2008 be approved;
6. Election of directors of the Company to form the fourth 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;

7. Election of supervisors of the Company to form the fourth 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;
8. The remuneration proposal for directors and supervisors of the Company for the year ended 31 December 2009 be approved;
9. The proposal for re-appointment of RSM Nelson Wheeler as independent auditor of the Company for the year ended 31 December 2009 and authorisation to the board of directors of the Company to fix its remuneration be approved”; and

II. As special resolutions:

1. “THAT

The board of directors the Company have resolved that the registered address of the Company will change from “1117-1119, Zhongcheng Building, Zhongguancun, Haidian District, Beijing” to “3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3, No. 5 Haidian Road, Haidian District, Beijing”

According to the aforesaid amendment, Article 3 of the Articles of Association of the Company be amended:

Article 3:

Address of Company: 1117-1119, Zhongcheng Building, Zhongguancun,
Haidian District, Beijing

Postal Code: 100080

Telephone: 8610-62751795

Facsimile: 8610-62758434

(“Mandatory Provisions” Article 3)

amended into:

Article 3:

Address of Company: 3rd Floor, Beida Jade Bird Building, Yanyuan
District Area 3, No. 5 Haidian Road, Haidian
District, Beijing

Postal Code: 100871

Telephone: 8610-62751795

Facsimile: 8610-62758434

(“Mandatory Provisions” Article 3)

2. **“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 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 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 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
- (2) contingent on the board of directors resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the board of directors 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
 - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company.”

By order of the board of directors

Xu Zhen Dong

Chairman

Beijing, the PRC
23 March 2009

Notes:

- (A) The register of holders of H Shares will be closed from Monday, 20 April 2009 to Wednesday, 20 May 2009 (both days inclusive) during which period no transfer of H Shares will be registered. Any holder of the H Shares and whose name appearing in the Company's register of holders of H Shares with Hong Kong Registrars Limited at 4:30 p.m. on Friday, 17 April 2009 and have completed the registration process, will be entitled to attend the AGM.

The address of Hong Kong Registrars Limited is as follows:

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

- (B) Holders of promoters Shares or H Shares who intend to attend the AGM must complete the reply slips for attending the AGM and return them to Hong Kong Registrars Limited at the address set out above (for holders of H Shares) or to the principal place of business of the Company in Beijing (for promoters Shares) not later than 20 days before the date of the AGM, i.e. no later than 4:30 p.m. on Thursday, 30 April 2009.

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 behalf at the AGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must 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 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 Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its 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 should produce his identity card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the AGM, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities or other notarised copy of the licence issued by such legal person shareholder.
- (H) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

As at the date of this announcement, Mr. Xu Zhen Dong, Mr. Xu Zhi Xiang and Mr. Zhang Wan Zhong are executive Directors, Mr. Liu Yong Jin and Mr. Hao Yi Long are non-executive Directors and Professor Nan Xiang Hao, Professor Chin Man Chung, Ambrose and Mr. Cai Chuan Bing are independent non-executive Directors.

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