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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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青鸟环宇
JADE BIRD UNIVERSAL

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
GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,
APPOINTMENT OF NEW DIRECTORS AND SUPERVISORS,
CHANGE OF REGISTERED ADDRESS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Beijing Beida Jade Bird Universal Sci-Tech Company Limited to be held at Conference Room 312, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Wednesday, 20 May 2009 at 10:30 a.m. is set out on pages 11 to 15 of this circular. A reply slip and a form of proxy for use at the annual general 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 Cheng Fu 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 the holding of the annual general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish.

23 March 2009

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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 Wednesday, 20 May 2009;
“Articles”	the articles of association of the Company;
“Beida Jade Bird”	Beijing Beida Jade Bird Limited;
“Board”	the board of Directors;
“Company”	Beijing Beida Jade Bird Universal Sci-Tech Company Limited, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on GEM;
“Directors”	the directors of the Company;
“Domestic Shares”	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;
“GEM”	The Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries;
“H Shares”	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;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“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;
“SFO”	the Securities and Futures Ordinance; (Chapter 571 of the laws of Hong Kong) as amended from time to time);

DEFINITIONS

“Share(s)”	ordinary shares of RMB0.10 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	Supervisor(s) of the Company;
“Supervisory Committee”	Supervisory Committee of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“%”	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. Xu Zhen Dong (*Chairman*)
Mr. Xu Zhi Xiang
Mr. Zhang Wan Zhong

Non-executive Directors:

Mr. Liu Yong Jin
Mr. Hao Yi Long

Independent non-executive Directors:

Professor Nan Xiang Hao
Professor Chin Man Chung, Ambrose
Mr. Cai Chuan Bing

Legal address:

Room 1119
Zhongcheng Building
Haidian Road
Haidian District
Beijing 100080
PRC

*Principal place of business
in the PRC:*

3rd Floor, Beida Jade Bird Building
No. 207 Chengfu Road
Haidian District
Beijing 100871
PRC

*Principal place of business
in Hong Kong:*

Unit 02, 7th Floor
Asia Pacific Centre
8 Wyndham Street
Central
Hong Kong

23 March 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,
APPOINTMENT OF NEW DIRECTORS AND SUPERVISORS,
CHANGE OF REGISTERED ADDRESS
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 the New General Mandate;
- (ii) the details regarding re-election of the retiring Directors and Supervisors;

LETTER FROM THE BOARD

- (iii) the details regarding appointment of new Directors and Supervisors;
- (iv) the remuneration proposals for Directors and Supervisors for the year ended 31 December 2009; and
- (v) the details of new registered address.

BUSINESSES OF ANNUAL GENERAL MEETING

General Mandate to Issue Shares

At the AGM, an ordinary resolution will be proposed to give the Directors an unconditional 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 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 12-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 APPOINTMENT OF NEW DIRECTORS

As at date of this circular, the Board comprises 3 executive Directors, namely Mr. Xu Zhen Dong, Mr. Xu Zhi Xiang and Mr. Zhang Wan Zhong, 2 non-executive Directors, namely Mr. Liu Yong Jin and Mr. Hao Yi Long and 3 independent non-executive Directors, namely Professor Nan Xiang Hao, Professor Chin Man Chung, Ambrose and Mr. Cai Chuan Bing.

Pursuant to the Articles, all Directors are eligible for re-election. 5 new Directors are proposed to be appointed in the AGM. Together with the 5 retiring Directors offering themselves for re-election, the proposed fourth session of the Board is as follows:

Fourth session of the Board

Executive Directors

張萬中先生 (Mr. Zhang Wan Zhong)

薛麗女士 (Ms. Xue Li)

李明春先生 (Mr. Li Ming Chun)

徐祇祥先生 (Mr. Xu Zhi Xiang)

許振東先生 (Mr. Xu Zhen Dong)

Proposed for re-election

Proposed for appointment

Proposed for appointment

Proposed for re-election and
re-designation to non-executive
Director

Will retire

LETTER FROM THE BOARD

Non-executive Directors

初育國先生 (Mr. Chu Yu Guo)	Proposed for appointment
徐祇祥先生 (Mr. Xu Zhi Xiang)	Proposed for re-election and re-designation from executive Directors
劉永進先生 (Mr. Liu Yong Jin)	Proposed for re-election
馮萍女士 (Ms. Feng Ping)	Proposed for appointment
郝一龍先生 (Mr. Hao Yi Long)	Will retire

Independent non-executive Directors

南相浩教授 (Professor Nan Xiang Hao)	Proposed for re-election
蔡傳炳先生 (Mr. Cai Chuan Bing)	Proposed for re-election
林岩先生 (Mr. Lin Yan)	Proposed for appointment
錢文忠教授 (Professor Chin Man Chung, Ambrose)	Will retire

Profiles of retiring Directors offering themselves for re-election are set out in the section “Profile of Directors, Supervisors and Senior Management” of the 2008 annual report of the Company. Profiles of new Directors proposed for appointment are set out in Appendix I of this circular.

RE-ELECTION OF SUPERVISORS AND APPOINTMENT OF NEW SUPERVISORS

As at date of this circular, the Supervisory Committee comprises 5 Supervisors, namely Mr. Zhang Yong Li, Mr. Du Hong, Ms. Lu Qing, Mr. Li De Yong and Ms. Dong Xiao Qing.

Pursuant to the Articles, all Supervisors are eligible for re-election. 2 new Supervisors are proposed to be appointed in the AGM. Together with the 3 retiring Supervisors offering themselves for re-election, the proposed fourth session of the Supervisory Committee is as follows:

Fourth session of the Supervisory Committee

張永利先生 (Mr. Zhang Yong Li)	Proposed for re-election
楊金觀教授 (Professor Yang Jin Guan)	Proposed for appointment
李崇華先生 (Mr. Li Chong Hua)	Proposed for appointment
李德勇先生 (Mr. Li De Yong)	Proposed for re-election
董曉清女士 (Ms. Dong Xiao Qing)	Proposed for re-election
杜虹先生 (Mr. Du Hong)	Will retire
盧青女士 (Ms. Lu Qing)	Will retire

Profiles of retiring Supervisors offering themselves for re-election are set out in the section “Profile of Directors, Supervisors and Senior Management” of the 2008 annual report of the Company. Profiles of new Supervisors proposed for appointment are set out in Appendix II of this circular.

LETTER FROM THE BOARD

APPROVAL OF REMUNERATION PROPOSAL FOR DIRECTORS AND SUPERVISORS

The remuneration proposal for Directors and Supervisors for the year ended 31 December 2009 is set out in Appendix III of this circular.

CHANGE OF REGISTERED ADDRESS

The registered address of the Company is proposed to be changed to 3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3, No. 5 Haidian Road, Haidian District, Beijing, the PRC, 100871.

AGM

The notice convening the AGM is set out on pages 11 to 15 of this circular. At the AGM, resolutions will be proposed for the purpose of considering and if thought fit, approving, among other matters, the resolutions proposed in this circular by way of poll pursuant to the GEM Listing Rules. Results of the poll voting will be published on the Company's website and the GEM website after the AGM.

A reply slip is enclosed with this circular. For holders of H Share(s) of the Company, the completed and signed reply slip should be delivered to the Company's H Share registrar in Hong Kong, Hong Kong Registrars Limited at ROOMS 1806-7, 18TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG on or before Thursday, 30 April 2009. This reply slip may be delivered by hand, by post or by fax to the number: (852) 2865-0990. For holders of promoters Share(s) of the Company, 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, PRC on or before Thursday, 30 April 2009. The reply slip may be delivered by hand, by post or by fax to the number (86) 10 6275-8434.

A 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 H 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 your from attending and voting at the AGM or the adjourned meeting if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all businesses of the AGM are in the interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

Yours faithfully

By order of the Board

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Xu Zhen Dong

Chairman

薛麗女士 (Ms. Xue Li) *(Executive Director)*

Ms. Xue, aged 51, a member of the Chinese Communist Party. Ms. Xue attained post-graduation education level. She is a PRC Certified Public Accountant and a Certified Auditor. She was the Finance Manager of Finance Department of Lenovo Group Limited, the Deputy General Manager of the Finance Department of Digital China (China) Limited, and the Chief Accountant and Deputy General Manager of Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited (an A share listed company in the PRC, stock code: 600657). She is currently the Vice President of Beida Jade Bird and the Chairman of the supervisory committee of Xishui Strong Year Co., Ltd., Inner Mongolia (an A share listed company in the PRC, stock code: 600291).

李明春先生 (Mr. Li Ming Chun) *(Executive Director)*

Mr. Li, aged 45, was graduated from the Peking University Law School with a bachelor's degree in Laws. He worked for the Hong Kong and Macao Affairs Office of the State Council, the People's Republic of China and the Ministry of Justice, the People's Republic of China. He was a solicitor of Beijing Jietong Law Firm. He is currently the Vice President of Beida Jade Bird.

初育國先生 (Mr. Chu Yu Guo) *(Non-executive Director)*

Mr. Chu, aged 44, a member of the Chinese Communist Party and a doctorate student of Peking University. Mr Chu was the Vice Chinese Communist Party Secretary of the Department of Computer Science & Technology of Peking University, Deputy Head and Head of Office of Admission of Peking University Office of Educational Administration, Head of Asset Management Office of Peking University, and the Chairman and General Manager of Peking University Science Park. He is currently the President of Beida Jade Bird and the Chairman of Xishui Strong Year Co. Ltd., Inner Mongolia (an A share listed company in PRC, stock code: 600291).

馮萍女士 (Ms. Feng Ping) *(Non-executive Director)*

Ms. Feng, aged 44, was graduated from the University of International Business and Economics with a bachelor's degree in Economics. She is currently pursuing the EMBA at the Guanghua School of Management, Peking University. She was the Department Manager of China National Chemicals Import & Export Corporation and the Vice President of Beijing Beida Online Network Co. Ltd. She is currently the Supervisor of the Hong Kong Office of the Company. She is the wife of Mr. Xu Zhen Dong, Chairman of the Company who will retire in the AGM.

林岩先生 (Mr. Lin Yan) *(Independent non-executive Director)*

Mr. Lin, aged 43, was graduated from the Peking University Law School with a bachelor's degree major 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's degree in Laws in 1990. He was among the first qualified as a solicitor for securities in the PRC in 1993. He worked for Beijing International Business Law Firm as a specialised solicitor. He has completed the training programme for independent directors organized by the China Securities Regulatory Commission. He is currently a solicitor and a partner of Beijing Xinghe Law Firm.

楊金觀先生 (Mr. Yang Jin Guan) (*Supervisor*)

Mr. Yang, aged 46, a PRC Certified Public Accountant. He 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 currently the Professor 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 The Chinese Institute of Certified Public Accountants, and an independent director of Lingyun Industrial Corporation Limited (an A share listed company in the PRC, stock code: 600480) and Ningxia Dayuan Chemical Co., Ltd. (an A share listed company in the PRC, stock code: 600146).

李崇華先生 (Mr. Li Chong Hua) (*Supervisor*)

Mr. Li, aged 53, a member of Chinese Communist Party. He is a post-graduate, is qualified as economist, and holds a practicing certificate of securities practitioner. He served as the Deputy Chief Economist, the Director of the Integrated Plan Unit and the Director of Reformation of Beijing Chemical Second Plant. He was the Secretary to the board of directors and the Director of Securities Department of Beijing Chemical Second Plant Co., Ltd.. He worked in Department of Listed Company Supervision of China Securities Regulatory Commission by secondment. He is currently a Deputy Director of the office of the board of directors serving Guoyuan Securities Co., Ltd. (an A share listed company in the PRC, stock code: 000728) .

The remuneration proposal for Directors and Supervisors for the year ended 31 December 2009 is as follows:

	Fees RMB'000	Salaries and allowances RMB'000
<i>Executive Directors</i>		
張萬中先生 (Mr. Zhang Wan Zhong)	264	96
薛麗女士 (Ms. Xue Li)	264	96
李明春先生 (Mr. Li Ming Chun)	200	–
<i>Non-executive Directors</i>		
初育國先生 (Mr. Chu Yu Guo)	200	–
徐祇祥先生 (Mr. Xu Zhi Xiang)	200	–
劉永進先生 (Mr. Liu Yong Jin)	50	–
馮萍女士 (Ms. Feng Ping)	50	312*
<i>Independent non-executive Directors</i>		
南相浩教授 (Professor Nan Xiang Hao)	50	–
蔡傳炳先生 (Mr. Cai Chuan Bing)	50	–
林岩先生 (Mr. Lin Yan)	50	–
<i>Supervisors</i>		
張永利先生 (Mr. Zhang Yong Li)	30	–
楊金觀教授 (Professor Yang Jin Guan)	30	–
李崇華先生 (Mr. Li Chong Hua)	30	–
李德勇先生 (Mr. Li De Yong)	30	–
董曉清女士 (Ms. Dong Xiao Qing)	30	–

* The amount is in HK\$

Remuneration for less than one year will be paid pro-rata according to the actual period holding office.

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 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

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

- (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)

NOTICE OF ANNUAL GENERAL MEETING

- (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.