

*Hong Kong Exchange and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, for which the directors (the “Director(s)”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



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)**

**POLL RESULTS AT THE 2008 ANNUAL GENERAL MEETING  
AND  
CHANGE IN DIRECTORATE AND SUPERVISORY COMMITTEE**

At the annual general meeting of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “**Company**”) held on 20 May 2009 (the “**AGM**”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the notice of the AGM dated 23 March 2009 (the “**Notice**”).

As at the date of the AGM, the total number of issued promoters shares and H shares (“**H Shares**”) of the Company entitling the holders to attend and vote for or against all proposed resolutions at the AGM were 700,000,000 shares and 484,800,000 shares, respectively. There were no restrictions on any shareholders of the Company (“**Shareholders**”) to cast votes on any of the proposed resolutions at the AGM.

The Company appointed Hong Kong Registrars Limited, being the Hong Kong share registrar and transfer office of the Company, and Kaiwen Law Firm to scrutinise the voting at the AGM.

The poll results are set out as follows:

Ordinary Resolutions		Number of votes (including promoters shares and H Shares)			
		For	% For	Against	% against
1.	The report of the directors of the Company for the year ended 31 December 2008 be approved	577,416,000	100%	0	0%
2.	The report of the supervisory committee of the Company for the year ended 31 December 2008 be approved	577,416,000	100%	0	0%
3.	The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2008 be approved	577,416,000	100%	0	0%
4.	The proposal of no final dividend payment for the year ended 31 December 2008 be approved	577,416,000	100%	0	0%
5.	The appropriation to statutory surplus reserve and statutory public welfare fund for the year ended 31 December 2008 be approved	577,416,000	100%	0	0%
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	577,416,000	100%	0	0%
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	577,416,000	100%	0	0%

	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	577,416,000	100%	0	0%
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	577,416,000	100%	0	0%
Special Resolutions (Note)		Number of votes (including promoters shares and H Shares)			
		For	% For	Against	% Against
1.	The change of registered address of the Company be approved	577,416,000	100%	0	0%
2.	The grant of an unconditional general mandate to the board of directors of the Company to issue, allot and deal with additional shares of the Company be approved	577,416,000	100%	0	0%

Note: The full texts of the two special resolutions are set out in the Notice.

As more than 50% of the votes were cast in favour of each of the ordinary and special resolutions, all such resolutions were duly passed.

### **Change in directorate and supervisory committee**

Following the passing of ordinary resolutions 6 and 7 at the AGM, the fourth session of the board of directors (the “**Board**”) and the fourth session of the supervisory committee (the “**Supervisory Committee**”) of the Company were formed, respectively.

The composition of the Board and the Supervisory Committee, together with the remuneration package of each Director and each supervisor of the Company (the “**Supervisor(s)**”), are set out as follows:

Fourth session of the Board

		Fees	Salaries and allowances
		RMB'000	RMB'000
<i>Executive Directors</i>			
張萬中先生	(Mr. Zhang Wan Zhong) (President)	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) (Chairman)	200	-
徐祗祥先生	(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	-

Fourth session of the Supervisory Committee

		Fees	Salaries and allowances
		RMB'000	RMB'000
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	-

\* This amount is in HK\$

林岩先生 (Mr. Lin Yan) replaces 錢文忠教授 (Professor Chin Man Chung, Ambrose), who retired as from the conclusion of the AGM, as a member to the audit committee of the Company.

All the fees, salaries and allowances of all Directors and Supervisors are covered by service contracts. Discretionary bonus of each executive Director is determined by the Remuneration Committee of the Company based on the audited consolidated profit after tax of the Company and its subsidiaries as well

as his/her contribution to the Company each year and subject to approval by the Board. Total discretionary bonuses of all executive Directors should not, in any event, exceed 5% of the audited consolidated profit after tax of the Company and its subsidiaries for the year of determination.

## **Information of the newly appointed Directors, re-designated Directors and newly appointed Supervisors**

### Directors

#### 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 Certified Public Accountant and a Certified Auditor of the People's Republic of China ("the PRC"). 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 Beijing Beida Jade Bird Limited ("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, graduated from the Peking University Law School with a bachelor's degree in Laws. He is qualified as a solicitor. He worked for the Hong Kong and Macao Affairs Office of the State Council, the PRC and the Ministry of Justice, the PRC. 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, 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, former

chairman of the Company who retired as from the conclusion of the AGM.

**徐祗祥先生 (Mr. Xu Zhi Xiang) (Non-executive Director)**

Mr. Xu, aged 45, graduated from Peking University with a bachelor degree in computer science and technology specialising in software and subsequently obtained a master degree in software engineering and computer science from Institute of Software, Chinese Academy of Sciences. He was a director of Beijing Tianjiao Beida Jade Bird Universal Sci-Tech Company Limited (an A share listed company in the PRC, stock code 600657) from May 2006 to January 2009 and a director of Guangdong Yihua Real Estate Co., Ltd. (an A share listed company in the PRC, stock code 000150). He is a director of Weifang Beida Jade Bird Huaquang Technology Company Limited (an A share listed company in the PRC, stock code 600076) since May 2002. He is also the President of Beida Jade Bird, the chairman of the board of Beijing Beida Jade Bird BIS Company Limited and Beijing Jade Bird Information Technology Education Development Company Limited and vice chairman of the board of Beijing Aptech Beida Jade Bird Information System Company Limited and Weifang Beida Jade Bird Huaquang Technology Company Limited. He was re-designated from an executive Director and President of the Company to non-executive Director.

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

Mr. Lin, aged 43, 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.

**Supervisors**

**楊金觀教授 (Professor Yang Jin Guan)**

Professor 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)**

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).

All the newly appointed Directors and Supervisors and the re-designated Director will have a term of three years commencing from the date of the AGM until the date of 2011 annual general meeting to be convened in 2012. In accordance with the provisions of the articles of association of the Company, all Directors and Supervisors are eligible for re-election.

The service terms of 許振東先生 (Mr. Xu Zhen Dong), 郝一龍先生 (Mr. Hao Yi Long) and 錢文忠教授 (Professor Chin Man Chung, Ambrose) ended as from the conclusion of the AGM. Mr. Xu, Mr. Hao and Professor Chin retired from the Board accordingly.

The service terms of 杜虹先生 (Mr. Du Hong) and 盧青女士 (Ms. Lu Qing) ended as from the conclusion of the AGM. Mr. Du and Ms. Lu retired from the Supervisory Committee accordingly.

There is no disagreement between the Board and Mr. Xu, Mr. Hao, Professor Chin, Mr. Du and Ms. Lu and there are no matters that the retired Directors and Supervisors need to be brought to the attention of the Shareholders.

The Board would like to thank Mr. Xu, Mr. Hao, Professor Chin, Mr. Du and Ms. Lu for their valuable contribution to the Company during the tenure of their services.

Save for the above information, there are no other matters in relation to all newly appointed Directors and Supervisors and the re-designated Director that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

By order of the Board  
**Beijing Beida Jade Bird Universal  
Sci-Tech Company Limited**  
**Chu Yu Guo**  
*Chairman*

Beijing, the PRC,  
20 May 2009

*Following the effectiveness of appointment of Directors, as at the date of this announcement, Mr. Zhang Wan Zhong, Ms Xue Li and Mr. Li Ming Chun are executive Directors, Mr. Chu Yu Guo, Mr, Xu Zhi Xiang, Mr. Liu Yong Jin and Ms. Feng Ping are non-executive Directors and Professor Nan Xiang Hao, Mr. Cai Chuan Bing and Mr. Lin Yan are independent non-executive Directors.*

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*