

Hong Kong Exchanges 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.



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 (“**SGM**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**the Company**”) will be held at Conference 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**”) on Wednesday, 23 December 2009 at 10:30 a.m. for the following purposes:-

I. As special resolutions:

1. “**THAT**

The registered number for Industry and Commerce of the Company changed from Qi Gu Jing Zong Zi No. 014550 (企股京總字第014550號) to 110000410145505.

According to the aforesaid amendment, Article 1 of the Articles of Association of the Company be amended:

Article 1

The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulations of the PRC.

The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi No.[2000] 0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Industry and Commerce on 29 March 2000 for incorporation. The registration number of the business license of the Company is Qi Gu Jing Zong Zi No. 014550.

.....

(Article 1 of “Mandatory Provisions”)

be amended to:

Article 1

The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulations of the PRC.

The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi No.[2000] 0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Industry and Commerce on 29 March 2000 for incorporation. The registration number of the business license of the Company is 110000410145505.

.....

(Article 1 of “Mandatory Provisions”)

2. “THAT

Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. agreed to transfer 85,000,000 promoters shares of the Company to Beijing Beida High Technology Investment Co., Ltd..

According to the aforesaid amendment, Article 17 of the Articles of Association of the Company be amended:

Article 17

After approved by the company approval department authorized by the State Council, the Company issued a total of 1,184,800,000 ordinary shares, of which 700,000,000 ordinary shares were issued to the promoters of the Company:

Dynamic Win Assets Limited subscribed for 220,000,000 shares, representing 31.429% of the total number of ordinary shares that may be issued at the establishment of the Company;

Notes:

3. Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. entered into an agreement on 18 January 2008 to transfer 85,000,000 promoters shares held by it to Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd., representing 12.143% of the total number of ordinary shares that may be issued at the establishment of the Company.

be amended to:

Article 17

After approved by the company approval department authorized by the State Council, the Company issued a total of 1,184,800,000 ordinary shares, of which 700,000,000 ordinary shares were issued to the promoters of the Company:

Dynamic Win Assets Limited subscribed for 220,000,000 shares, representing 31.429% of the total number of ordinary shares that may be issued at the establishment of the Company;

Notes:

1. Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited entered into an agreement on 15 March 2004 to transfer all of the 75,000,000 promoters shares held by it to Beijing Beida Jade Bird Limited; the promoters shares of the Company held by Beijing Beida Jade Bird Limited increased from 40,000,000 shares originally to 115,000,000 shares, representing 16.429% of the total number of ordinary shares that may be issued at the establishment of the Company.

2. Dynamic Win Assets Limited entered into an agreement on 11 March 2004 to transfer 14,586,000 promoters shares held by it to New View Venture Limited; the promoters shares held by Dynamic Win Assets Limited changed from 220,000,000 shares originally to 205,414,000 shares, representing 29% of the total number of ordinary shares that may be issued at the establishment of the Company; the promoters shares held by New View Venture Limited changed from 70,000,000 shares originally to 84,586,000 shares, representing 12.084% of the total number of ordinary shares that may be issued at the establishment of the Company.
3. Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. entered into an agreement on 18 January 2008 to transfer 85,000,000 promoters shares held by it to Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd., representing 12.143% of the total number of ordinary shares that may be issued at the establishment of the Company.
4. Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. entered into an agreement on 3 November 2009 to transfer 85,000,000 promoters shares held by it to Beijing Beida High Technology Investment Co., Ltd., representing 12.143% of the total number of ordinary shares that may be issued at the establishment of the Company.

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

Beijing, the PRC
6 November 2009

Notes:

- (A) The register of holders of H shares will be closed from Monday, 23 November 2009 to Wednesday, 23 December 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, 20 November 2009 and have completed the registration process, will be entitled to attend the SGM.

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 SGM must complete the reply slips for attending the SGM 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 SGM, i.e. no later than 4:30 p.m. on Thursday, 3 December 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 SGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the SGM. 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 SGM or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of promoters 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 SGM. 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 SGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the SGM 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 SGM, 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 SGM is expected to last for half a day. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.

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.