

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**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)**

**PROPOSAL FOR APPOINTMENT OF  
DIRECTOR AND SUPERVISOR,  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of Beijing Beida Jade Bird Universal Sci-Tech Company Limited to be held at Conference Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Friday, 8 January 2010 at 10:30 a.m. is set out on pages 8 to 10 of this circular. A reply slip and a form of proxy for use at the special 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 special general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the special general meeting if you so wish.

23 November 2009

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles”	the articles of association of the Company;
“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;
“Director(s)”	the director(s) 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;
“PRC”	People’s Republic of China
“RMB”	Reminbi, the lawful currency of the PRC;
“SGM”	the special general meeting of the Company to be held on Friday, 8 January 2010;
“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;
“%”	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. Zhang Wan Zhong  
Ms. Xue Li  
Mr. Li Ming Chun

*Non-executive Directors:*

Mr. Chu Yuo Guo (*Chairman*)  
Mr. Xu Zhi Xiang  
Mr. Liu Yong Jin  
Ms. Feng Ping

*Independent non-executive Directors:*

Professor Nan Xiang Hao  
Mr. Cai Chuan Bing  
Mr. Lin Yan

*Legal address:*

3rd Floor, Beida Jade Bird Building  
Yanyuan District Area 3  
No. 5 Haidian Road  
Haidian District  
Beijing 100871  
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 November 2009

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR APPOINTMENT OF  
DIRECTOR AND SUPERVISOR,  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with:

- (i) the details regarding appointment of Director;

## LETTER FROM THE BOARD

- (ii) the details regarding appointment of Supervisor; and
- (iii) the details regarding amendments to the Articles.

### BUSINESSES OF SPECIAL GENERAL MEETING

#### Appointment of Director

The Board proposes to appoint 張永利先生 (Mr. Zhang Yong Li; “**Mr. Zhang**”) as an executive Director. Mr. Zhang is the chairman of the Supervisory Committee at present. Should his appointment be approved by Shareholders, Mr. Zhang agrees to resign from a Supervisor with effective from the date of which his appointment takes effect. Mr. Zhang has been the chairman of the Supervisory Committee since March 2000. He is familiar with the operation of the Group. The Board believes that Mr. Zhang will enhance the management and corporate governance of the Group if he is appointed as an executive Director.

Mr. Zhang, aged 44, is the chairman of the Supervisory Committee at present. Mr. Zhang graduated from the Geology Department of Peking University with a bachelor degree in science and subsequently obtained a doctorate degree in engineering from Geology and Mineralogy Department of China University of Geosciences. He has been appointed as deputy general manager and chief financial officer of Beijing Beida Jade Bird Limited since November 1998 and is mainly responsible for administration and finance. He was the chairman of the supervisory committee of Xinda Real Estate Co., Ltd. (an A share listed company in the PRC and formerly known as Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited) and Guangdong Yihua Real Estate Co., Ltd. (an A share listed company in the PRC and formerly known as Macat Optics and Electronic Company Limited) during the past three years. He is currently the chairman of the supervisory committee of Weifang Beida Jade Bird Huaguang Technology Company Limited (an A share listed company in the PRC).

#### Appointment of Supervisor

The Board proposes to appoint 李明春先生 (Mr. Li Ming Chun; “**Mr. Li**”) as a Supervisor. Mr. Li is an executive Director at present. Should his appointment be approved by Shareholders, Mr. Li agrees to resign from an executive Director with effective from the date of which his appointment takes effect. Mr. Li and the Board believe that Mr. Li can contribute to the Company in a much effective way through his expertise and working experience in the new position.

Mr. Li, aged 45, is an executive Director at present. Mr. Li 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 Beijing Beida Jade Bird Limited.

## LETTER FROM THE BOARD

### Amendment to Articles

#### Change of registered number

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, the Board proposes to amend Article 1 of the Articles as follows:

#### 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.

## LETTER FROM THE BOARD

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")

### Change of shareholding

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

According to the aforesaid amendment, the Board proposes to amend Article 17 of the Articles as follows:

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; .....

## LETTER FROM THE BOARD

### *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.**

### SGM

The notice convening the SGM is set out on pages 8 to 10 of this circular. At the SGM, resolutions will be proposed for the purpose of considering and if thought fit, approving, among other matters, the appointments and amendments 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 SGM.

A reply slip is enclosed with this circular. For holders of H Share(s), 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 Friday, 18 December 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), 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



## LETTER FROM THE BOARD

or before Friday, 18 December 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 SGM 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 SGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM or the adjourned meeting if you so wish.

### RECOMMENDATION

The Directors consider that all businesses of the SGM 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 SGM.

Yours faithfully

By order of the Board

**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**

**Chu Yu Guo**

*Chairman*

# NOTICE OF SPECIAL 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** 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 Friday, 8 January 2010 at 10:30 a.m. for the following purposes:-

**I. As ordinary resolutions:**

1. “THAT

Appointment of Mr. Zhang Yong Li as an executive director of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with him, including but not limited to, signing of service contract and supplementary contracts be approved”; and

2. “THAT

Appointment of Mr. Li Ming Chun as a supervisor of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with him, including but not limited to, signing of service contract and supplementary contracts be approved”;

**II. As special resolutions:**

1. “THAT

Article 1 of the Articles of Association of the Company 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.

## NOTICE OF SPECIAL GENERAL MEETING

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

Article 17 of the Articles of Association 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.

## NOTICE OF SPECIAL GENERAL MEETING

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  
**Chu Yu Guo**  
*Chairman*

Beijing, the PRC  
23 November 2009

*Notes:*

- (A) The register of holders of H Shares will be closed from Wednesday, 9 December 2009 to Friday, 8 January 2010 (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 Tuesday, 8 December 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 Friday, 18 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 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.