

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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: 8095)

**DISCLOSEABLE TRANSACTION
RELATING TO
ACQUISITION OF 75% EQUITY INTERESTS IN
SI CHUAN JIU YUAN INTELLIGENT SURVEILLANCE CO., LTD.**

This circular will remain on the "Latest Company Announcements" page on the GEM website at www.hkgem.com for at least 7 days from the date of this circular.

17 March 2008

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Principal Terms of the Share Transfer Agreement	4
Information of SCJY	5
Information of Hebei Fire Alarm	5
Information of SCIS	5
Information of the Group	6
Reasons for the Acquisition	6
Implications under GEM Listing Rules	6
Additional Information	7
APPENDIX – GENERAL INFORMATION	8

DEFINITIONS

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

“Acquisition”	the acquisition of 6,000,000 Subject Shares or 75% equity interest of SCIS
“Board”	the board of Directors
“Company”	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 sino-foreign joint stock limited company incorporated in the PRC with limited liability with its H Shares listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	directors 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 Share(s)”	overseas-listed foreign share(s) in the ordinary share capital of the Company, with nominal value of RMB0.10 each and which are listed on GEM and traded in Hong Kong dollars
“Hebei Fire Alarm”	河北北大青鳥環宇消防設備有限公司 (Hebei Beida Jade Bird Universal Fire Alarm Device Company Limited), a company incorporated in PRC with limited liability and is a non-wholly owned subsidiary of the Company. It is 65.22% held by the Company
“Latest Practicable Date”	12 March 2008, being the latest practicable date prior to printing of this circular for ascertaining certain information contained herein
“PRC”	People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SCIS”	四川久遠智能監控有限責任公司 (Si Chuan Jiu Yuan Intelligent Surveillance Co., Ltd.), a company incorporated with limited liability in the PRC, which is a wholly-owned subsidiary of SCJY immediately before the Acquisition
“SCJY”	四川久遠投資控股集團有限公司 (Si Chuan Jiu Yuan Investment Holding (Group) Co., Ltd.), a company incorporated with limited liability in the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB0.10 each
“Shareholders”	shareholders of the Company
“Share Transfer Agreement”	the share transfer agreement entered into between SCJY and Hebei Fire Alarm on 7 March 2008 pursuant to which SCJY agreed to dispose of and Hebei Fire Alarm agreed to acquire 6,000,000 Subject Shares or 75% equity interests of SCIS
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subject Shares”	paid-up ordinary share(s) of SCIS to be transferred from SCJY to Hebei Fire Alarm pursuant to the Share Transfer Agreement

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: 8095)

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:

Rooms 1117/1119

Zhongcheng Building

Haidian Road

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

17 March 2008

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
RELATING TO
ACQUISITION OF 75% EQUITY INTERESTS IN
SI CHUAN JIU YUAN INTELLIGENT SURVEILLANCE CO., LTD.**

INTRODUCTION

On 7 March 2008, SCJY and Hebei Fire Alarm entered into a Share Transfer Agreement pursuant to which SCJY agreed to dispose of and Hebei Fire Alarm agreed to acquire 6 million Subject Shares or 75% equity interest of SCIS at a cash consideration of RMB2,368,800.

LETTER FROM THE BOARD

PRINCIPAL TERMS OF THE SHARE TRANSFER AGREEMENT

Date of the Share Transfer Agreement

7 March 2008

Parties involved in the Share Transfer Agreement

Seller: 四川久遠投資控股集團有限公司 (Si Chuan Jiu Yuan Investment Holding (Group) Co., Ltd.)

Acquirer: 河北北大青鳥環宇消防設備有限公司 (Hebei Beida Jade Bird Universal Fire Alarm Device Company Limited), a non-wholly owned subsidiary of the Company

The Company confirms that to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, SCJY and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Subject Shares involved in the Share Transfer Agreement

6,000,000 paid-up ordinary shares of 四川久遠智能監控有限責任公司 (Si Chuan Jiu Yuan Intelligent Surveillance Co., Ltd.), representing 75% equity interests in SCIS.

Aggregate consideration amount of the Acquisition

RMB2,368,800 in cash by the Group's internal source of fund.

Earnest money in the amount of RMB2,368,800 had been paid to SCJY on 16 November 2007 in order to secure for the Acquisition. The earnest money will be applied for as consideration should the Acquisition be approved. The amount of earnest money does not exceed 8% under the assets ratio and thus is not required to be disclosed under Rule 17.15 of the GEM Listing Rules.

Aggregate consideration amount was determined after arms-length negotiation with SCJY and with reference to the net asset value of SCIS in an amount of RMB3,008,000 as at 31 December 2006 as valued by The Qin De Certified Public Accountants Firm of Sichuan, a certified public accountants in the PRC. The difference between the valued amount and audited amount of SCIS's net asset value as at 31 December 2006 mainly represents impairments on assets made by and additional liabilities suggested by the valuer.

Conditions to completion

The Acquisition is conditional upon approval by the board of directors of Hebei Fire Alarm and SCJY.

LETTER FROM THE BOARD

Composition of the board of directors of SCIS

The board of directors of SCIS will comprise 7 directors. SCJY will appoint 2 directors whereas Hebei Fire Alarm will appoint 5 directors.

INFORMATION OF SCJY

SCJY is principally engaged in investment holdings. It held 100% equity interests in SCIS immediate before the Acquisition.

INFORMATION OF HEBEI FIRE ALARM

Hebei Fire Alarm is principally engaged in technology research, development, manufacture and sale of fire alarm system products in the PRC.

INFORMATION OF SCIS

SCIS is a company incorporated with limited liability in the PRC and is a wholly-owned subsidiary of SCJY immediately before the Acquisition. It is principally engaged in design, manufacture and sales of fire alarm system, security and fire equipment products and relating installation and consultation service.

Set out below is the audited results of SCIS for the year ended 31 December 2006 and its audited net asset value as at 31 December 2006, as extracted from its audited financial statements, and its unaudited results for the year ended 31 December 2007 and its unaudited net asset value as at 31 December 2007. Both financial statements are prepared in accordance with accounting principles generally accepted in the PRC:

	For the year ended	
	31 December	
	Unaudited	Audited
	2007	2006
	<i>RMB'000</i>	<i>RMB'000</i>
Turnover	5,459	7,569
Net profits before and after tax	1,022	1,039
	As at 31 December	
	Unaudited	Audited
	2007	2006
	<i>RMB'000</i>	<i>RMB'000</i>
Total assets	13,504	22,642
Total liabilities	(3,669)	(10,595)
Net asset value	<u>9,835</u>	<u>12,047</u>

LETTER FROM THE BOARD

INFORMATION OF THE GROUP

The Group is principally engaged in the research, development, manufacture, marketing and sale of embedded systems products, including network security products, wireless fire alarm systems and related products. The Group is also engaged in the sale of computer products and provision of total solution services through the application of its existing embedded system products.

REASONS FOR THE ACQUISITION

The demand for fire alarm products has increased during the past 2 years. The Group expects that growth will sustain in coming years. The Group would like to take this opportunity to expand its market share in fire alarm system product. Acquiring SCIS with control matches with the Group's development as the production lines of SCIS match with the requirements of the Group and “久遠” itself is a well-recognised brand name in Sichuan Province.

The terms of the Share Transfer Agreement were arrived at after arm's length negotiation between SCJY and Hebei Fire Alarm. The Board, including the independent non-executive Directors, considers the terms of the Share Transfer Agreement to be fair and reasonable and in the interest of the Company and the Shareholders as a whole.

SCIS will be accounted for as a subsidiary in the financial statements of the Group after completion. Future earnings of SCIS as well as its assets and liabilities will be consolidated into the financial statements of the Group.

IMPLICATIONS UNDER GEM LISTING RULES

As size test ratios exceed 5% but are below 25%, the Acquisition constitutes a discloseable transaction of the Company pursuant to Rule 19.07 of the GEM Listing Rules. The transaction is subject to the disclosure requirements pursuant to Rule 19.34 and 19.38 of the GEM Listing Rules.

Save for the Acquisition, the Group and SCJY had not involved in any other transaction within a 12 month period. The transaction is thus not subject to Rule 19.22 of the GEM Listing Rules.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information contained in the appendix to this circular.

Yours faithfully,
By order of the Board
**Beijing Beida Jade Bird Universal
Sci-Tech Company Limited**
Xu Zhen Dong
Chairman

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

2. DIRECTORS, SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At the Latest Practicable Date, the interests (including interests in shares and short positions) of the Directors, supervisors and chief executive in the share capital of the Company or its associated corporations (within the meaning of Part XV of the SFO), which will be required to be notified to the Company and the Stock Exchange pursuant to: (a) Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which each of them is taken or deemed to have taken under such provisions of the SFO); or (b) which will be required pursuant to section 352 of the SFO to be entered in the register referred to in that section; or (c) will be required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in ordinary shares of the Company:

		Number of shares held, capacity and nature of beneficiary interest of a trust	Approximate % of the Company's total issued domestic share capital	Approximate % of the Company's total issued share capital
	<i>Note</i>			
Name of director				
1. Mr. Xu Zhen Dong	(a)	205,414,000	29.34%	17.34%
2. Mr. Xu Zhi Xiang	(a)	205,414,000	29.34%	17.34%
3. Mr. Zhang Wan Zhong	(a)	205,414,000	29.34%	17.34%
4. Mr. Liu Yong Jin	(a)	205,414,000	29.34%	17.34%
Name of supervisor				
1. Mr. Zhang Yong Li	(a)	205,414,000	29.34%	17.34%
2. Ms. Dong Xiao Qing	(a)	205,414,000	29.34%	17.34%

Note:

- (a) The above directors and supervisors of the Company are taken to be interested in the issued share capital of the Company through their respective interests as beneficiaries, among other beneficiaries, of Heng Huat Trust. By a declaration of trust ("Heng Huat Trust") made as a deed on 19 July 2000, Mr. Xu Zhen Dong, Mr. Zhang Wan Zhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhi Xiang since 9 May 2003 as a trustee) declared that they held the shares of Heng Huat Investments Limited ("Heng Huat") as trustees for the benefits of 477 employees of Beijing Beida Jade Bird Software System Company, Beijing Beida Jade Bird Limited, Beijing Beida Yu Huan Microelectronics System Engineering Company and Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win Assets Limited ("Dynamic Win"), and is taken to be interested in 205,414,000 shares of the Company which Dynamic Win is interested. Mr. Xu Zhen Dong, Mr. Zhang Wan Zhong and Mr. Xu Zhi Xiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu's resignation as a trustee on the same date) are trustees holding 60, 20 and 20 shares out of 100 shares in the issued share capital of Heng Huat.

Save as disclosed above, none of the Directors, supervisors and chief executive had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be notified pursuant to Divisions 7 and 8 of Part XV of the SFO, recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Interests in share options

As at the Latest Practicable Date, no options have been granted by the Group pursuant to the share option scheme adopted by the Company on 5 July 2000.

3. DIRECTORS' SERVICE CONTRACTS

Except for Mr. Cai Chuan Bing whose service contract with the Company commenced on 20 October 2006, each of the Directors and supervisors of the Company has entered into a service contract with the Company for a term of three years commencing from 30 June 2006 until the date of the annual general meeting to be convened in 2009.

Save as disclosed above, none of the Directors has any existing or proposed service contracts with any member of the Group, excluding contracts expiring or determinable by the Company or any of its subsidiaries within one year without payment of compensation other than statutory compensation as at the Latest Practicable Date.

4. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Long positions:

Name	Notes	Capacity and nature of interest	Number of ordinary shares held	Approximate % of the Company's total issued domestic share capital	Approximate % of the Company's total issued H shares	Approximate % of the Company's total issued share capital
1. Peking University	(a)	Through a controlled corporation	310,000,000	44.28%	Not applicable	26.16%
2. Beijing Beida Yu Huan Microelectronics System Engineering Company	(a)	Directly beneficially owned	85,000,000	12.14%	Not applicable	7.17%
3. Beijing Beida Jade Bird Software System Company	(a)	Directly beneficially owned	110,000,000	15.71%	Not applicable	9.28%
4. Beijing Beida Jade Bird Limited	(a)	Directly beneficially owned	115,000,000	16.43%	Not applicable	9.71%
5. Heng Huat Investments Limited	(b)	Through a controlled corporation	205,414,000	29.34%	Not applicable	17.34%
6. Dynamic Win Assets Limited	(b)	Directly beneficially owned	205,414,000	29.34%	Not applicable	17.34%
7. Mongolia Energy Corporation Limited	(c)	Through a controlled corporation	84,586,000	12.08%	Not applicable	7.14%
8. New View Venture Limited	(c)	Directly beneficially owned	84,586,000	12.08%	Not applicable	7.14%
9. Asian Technology Investment Company Limited		Directly beneficially owned	50,000,000	7.14%	Not applicable	4.22%
10. Tai Fook Securities Company Limited	(d)	Directly beneficially owned	80,800,000	Not applicable	16.67%	6.82%
11. Tai Fook Finance Company Limited	(d)	Through a controlled corporation	80,800,000	Not applicable	16.67%	6.82%
12. Tai Fook (BVI) Limited	(d)	Through a controlled corporation	80,800,000	Not applicable	16.67%	6.82%

Notes:

- (a) Peking University is taken to be interested in 26.16% of the total issued share capital of the Company through the following companies:
- (i) 85,000,000 shares (representing approximately 7.17% of the Company's total issued share capital) held by 北京市北大宇環微電子系統工程公司 (Beijing Beida Yu Huan Microelectronics System Engineering Company) ("Yu Huan"), which is beneficially wholly-owned by Peking University;
 - (ii) 110,000,000 shares (representing approximately 9.28% of the Company's total issued share capital) held by 北京市北大青鳥軟件系統公司 (Beijing Beida Jade Bird Software System Company) ("JB Software"), which is beneficially wholly-owned by Peking University; and
 - (iii) 115,000,000 shares (representing approximately 9.71% of the Company's total issued share capital) held by 北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited) ("Beida Jade Bird"), which is approximately 46% owned by Peking University.

On 21 January 2008, the Company had been notified by Yu Huan and JB Software that both companies had been entered into share transfer agreements with 杭州北大青鳥科技有限公司 (Hang Zhou Beida Jade Bird Sci-Tech Company Limited ("HZ Jade Bird"), a non wholly-owned subsidiary of Beida Jade Bird which is 80% beneficially owned by it, respectively on 18 January 2008 whereas both companies agreed to sell to HZ Jade Bird their entire equity interests in the Company (collectively the "Transfers"). The Transfers are conditional upon approvals by the board of directors of both companies and 國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council). The Transfers are not effective as at the Latest Practicable Date.

- (b) The shares of the Company are held by Dynamic Win Assets Limited, which is wholly-owned by Heng Huat.
- (c) The shares of the Company are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (d) The shares are held by Tai Fook Securities Company Limited, which is directly wholly-owned by Tai Fook Finance Company Limited and indirectly wholly-owned by Tai Fook (BVI) Limited.

Save as disclosed above, no person, other than the Directors and supervisors of the Company, whose interests are set out in the section "Directors', Supervisors and Chief Executive's interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

5. COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors, the management shareholders, employees and substantial shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had an interest in a business which competes or may compete with the businesses of the Group, or may have any conflicts of interest with the Group pursuant to the GEM Listing Rules.

6. LITIGATION

As at the Latest Practicable Date, no member of the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

7. GENERAL

- (a) In the event of any inconsistency, the English language text of this circular shall prevail over the Chinese language text.
- (b) The principal place of business of the Company in the PRC is at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC.
- (c) The place of business of the Company in Hong Kong is at Unit 02, 7th Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong.
- (d) The share register and transfer office of the Company is Hong Kong Registrars Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (e) The compliance officer of the Company is Mr. Zhang Wan Zhong ("Mr. Zhang"). Mr. Zhang graduated from Peking University with a master degree in science. He held various positions in the administrative arm of Peking University including the Deputy Head of the Remote Sensing and Geographic Information System Department.
- (f) The qualified accountant and secretary of the Company is Mr. Leung Wai Man ("Mr. Leung"). Mr. Leung is a fellow member of The Association of Chartered Certified Accountants and an associate member of each of The Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

- (g) Pursuant to rule 5.28 of the GEM Listing Rules, the Company has set up an audit committee. In compliance with rule 5.29 of the GEM Listing Rules, the authority and responsibility of the audit committee has been properly written out. The primary duties of the audit committee are to review the financial reporting process, internal control and corporate governance issues of the Company and make relevant recommendations to the Board. The audit committee has three members, namely the three independent non-executive Directors, Professor Nan Xiang Hao (“Prof. Nan”), Professor Chin Man Chung, Ambrose (“Prof. Chin”) and Mr. Cai Chuan Bing (“Mr. Cai”). Prof. Nan has been awarded various science awards such as 國家科技進步二等獎 (the Second Prize of State Technological Achievement). He is currently a part-time professor in the Graduate University of Chinese Academy of Science. Prof. Chin graduated from the Department of Oriental Language and Cultures of Peking University with a master degree in Literature. He is currently a professor of the History Department of the Fudan University and a researcher of morality and religion research centre of Tsinghua University. Mr. Cai graduated from Anhui University of Finance and Trade. He is currently the chairman of the Communications Branch of the China Institute of Internal Audit. He is also an independent non-executive director of Yue Da Holdings Limited (stock code: 629) whose shares are listed on the Stock Exchange.