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*This announcement, for which the directors of the Company (the “Directors”) 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 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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**

(the “Company”)

(a joint stock limited company incorporated in the People’s Republic of China with limited liability)

## **REMINDER TO HOLDERS OF H SHARES OF H SHARES CLASS MEETING**

This is to remind the holders of H Shares of the coming H Shares Class Meeting at 11:00 a.m. on Wednesday, 20 February 2002 at Unit 02, 7<sup>th</sup> Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong (or immediate after the Special General Meeting of the holders of Promoters’ Shares and H Shares and the Promoters’ Shares Class Meeting of the holders of the Promoters’ Shares at the same place and date shall have been concluded or adjourned) for the purpose of, and if thought fit, passing the resolutions in relation to the Company’s proposed investment in SMIC International and the proposed specific mandate to issue new H Shares.

Reference is made to the circular published and despatched by the Company dated 31 December 2001 (the “Circular”) in relation to the Company’s proposed investment in SMIC International and the proposed specific mandate to issue new H shares. Terms used herein shall have the same meanings as those defined in the Circular defined otherwise.

Pursuant to Article 93 of the Company’s Articles of Association, the Company reminds the holders of H Shares of the coming H Shares Class Meeting at 11:00 a.m. on Wednesday, 20 February 2002, the notice of which is repeated as follows:

“

## NOTICE OF H SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a H Shares class meeting of the holders of H Shares (“H Shares Class Meeting”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) will be held at Unit 02, 7<sup>th</sup> Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong on 20 February 2002 at 11:00 a.m. (or immediate after the Special General Meeting of the holders of Promoters’ Shares and H Shares and the Promoters’ Shares Class Meeting of the holders of the Promoters’ Shares at the same place and date shall have been concluded or adjourned) for the propose of considering and, if thought fit, passing (with or without modifications) the following resolution as a special resolution:

### SPECIAL RESOLUTION

“**THAT:**

- (a) upon the passing of ordinary resolution and the special general meeting set out in the notice convening the Special General Meeting, the directors of the Company (the “Directors”) be and are hereby granted an unconditional specific mandate to allot, issue and deal with additional H Shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
  - (i) such specific mandate shall not extend beyond the Relevant Period save that the Directors may during the Relevant Period make or grant offers or options or enter into agreements which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) the aggregate number of H Shares to be issued and allotted (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above shall not exceed 140,000,000 new H Shares;
  - (iii) the board of Directors be at liberty to issue and allot the new H Shares under the specific mandate at a premium or a discount to the then market price of the H Shares at the time of such issue and allotment provided that if the new H Shares are to be issued and allotted at a discount, the issue price per new H Share shall not be more than 15% discount to the average closing price of the H Shares as quoted on the Stock Exchange for 10 trading days immediately prior to the signing of the relevant placing agreement(s);
  - (iv) the board of Directors will only exercise its power under such mandate in accordance with the PRC Company Law and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities have been obtained;
  - (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12-month period following the passing of this resolution; or

- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the holders of the H shares of the Company in a H Shares Class Meeting,

whichever is the earliest;

- (b) the net proceeds from the issuance of the H Shares under the specific mandate contemplated in Resolution (a) shall only be used to repay the bank loan used or to be used by the Company to finance the consideration payable by Beida Jade Bird Universal (Cayman) Investment Company Limited, a wholly-owned subsidiary of the Company, pursuant to the SMIC Share Purchase Agreement dated as of 25 September 2001 between, among others, Beida Jade Bird Universal (Cayman) Investment Company Limited and Semiconductor Manufacturing International Corporation;
- (c) such necessary amendments be made to the articles of association of the Company to increase the registered share capital of the Company and to reflect changes in the share capital of the Company arising out of the issuance of up to an additional 140,000,000 new H Shares; and
- (d) the general mandate granted to the Directors by the holders of H Shares and Promoters' Shares at the annual general meeting held on 29 May 2001 shall remain in effect in the Relevant Period.”

Notes:

1. The H Shares register of shareholders of the Company will be closed from 19th January, 2002 to 20th February, 2002 (both days inclusive), during which no transfer of H Shares will be effected. The holders of H Shares whose name appears on the H Shares register of shareholders of the Company at 4:00 p.m. on 18th January, 2002 will be entitled to attend and vote at the H Shares Class Meeting.
2. Any holder of H Shares entitled to attend and vote at the H Shares Class Meeting convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the H Shares Class Meeting on his behalf. A proxy need not be a holder of H Shares of the Company.
3. A voting proxy form of the H Shares Class Meeting is enclosed. In order to be valid, the voting proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of the power of attorney must be delivered to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited, at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 24 hours before the time appointed for holding the H Shares Class Meeting or any adjournment thereof.
4. Holders of H Shares who intend to attend the H Shares Class Meeting should complete the enclosed “REPLY SLIP FOR H SHARES CLASS MEETING” and return it to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited, at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on or before 30th January, 2002. The reply slip may be delivered by hand, by post or by fax to the number (852) 2579-0095.”

By order of the Board

**Xu Zhen Dong**  
Chairman

Beijing, the PRC, 1 February 2002.

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