



北京北大青鸟环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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2007 annual general meeting (“AGM”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“the Company”) will be held at Meeting Room 312, 3rd Floor, Beida Jade Bird Building, No.207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Thursday, 22 May 2008 at 10:30 a.m. for the following purposes:–

I. As ordinary resolutions:

“**THAT**

1. The report of the Directors for the year ended 31 December 2007 be approved;
2. The report of the Supervisory Committee for the year ended 31 December 2007 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2007 be approved;
4. The proposed final dividend of RMB2 cents per ordinary share for the year ended 31 December 2007 be approved;
5. The appropriation to statutory surplus reserve for the year ended 31 December 2007 be approved;
6. The proposal for appointment of RSM Nelson Wheeler as auditor for the year ended 31 December 2008 and authorisation to the Directors/Remuneration Committee to fix its remuneration be approved; and
7. The remuneration proposals for Directors and supervisors of the Company for the year ended 31 December 2008 be approved.”

II. As special resolutions:

1 “**THAT**

Beijing Beida Jade Bird Software System Co., Ltd. and Beijing Beida Yu Huan Microelectronics System Co., Ltd. agreed to transfer its 110,000,000 shares and 85,000,000 shares in the Company to Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd., respectively. Article 17 of the Articles of Associations of the Company to be amended to reflect the above change in shareholdings.

Article 17 Subject to the approval of the companies approving 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 promoter 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; Dynamic Win Assets Limited entered into an agreement on 11 March 2004 to transfer its promoter shares of 14,586,000 shares to New View Venture Limited; the promoter shares held by Dynamic Win Assets Limited decreased from 220,000,000 shares 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 promoter shares held by New View Venture Limited increased from 70,000,000 shares 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;

be amended to:

Article 17 Subject to the approval of the companies approving 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 promoter 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; Dynamic Win Assets Limited entered into an agreement on 11 March 2004 to transfer its promoter shares of 14,586,000 shares to New View Venture Limited; the promoter shares held by Dynamic Win Assets Limited decreased from 220,000,000 shares 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 promoter shares held by New View Venture Limited increased from 70,000,000 shares 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;

Beijing Beida Yu Huan Microelectronics System Co., Ltd. entered into an agreement on 18 January 2008 to transfer its promoter shares of 85,000,000 shares to Hang Zhou Beida Jade Bird Sci-Tech Company Limited; Beijing Beida Jade Bird Software System Co., Ltd entered into an agreement on 18 January 2008 to transfer its promoter shares of 110,000,000 shares to Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd.; Hang Zhou Beida Jade Bird Sci-Tech Company Limited holds a total of 195,000,000 promoter shares, representing 27.857% of the total number of ordinary shares that may be issued at the establishment of the Company.”

Note: The amendment to the Articles of Associations is subject to the approval by the State-owned Assets Supervision and Administration Commission of the State Council of the transfer of shares from Beijing Beida Yu Huan Microelectronics System Co., Ltd. and Beijing Beida Jade Bird Software System Co., Ltd. to Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd..

2 “THAT

Pursuant to prevailing Section 167 of the Company Law of the People’s Republic of China, a company is only required to allocate funds to the statutory surplus reserve. Accordingly, Articles 151 and 153 to be amended and Article 156 to be deleted:

Article 151 The profit after tax is allocated in the following order:

1. cover losses;
2. make allocations to the statutory surplus reserve;
3. make allocations to the **statutory public welfare fund**;
4. make allocations to the discretionary surplus reserve;
5. distribute dividends to ordinary shareholders.

be amended to:

Article 151 The profit after tax is allocated in the following order:

1. cover losses;
2. make allocations to the statutory surplus reserve;
3. make allocations to the discretionary surplus reserve;
4. distribute dividends to ordinary shareholders.

Article 153 When the Company allocates its profit after tax of the year, it should transfer 10% and 5–10% of its profit to the statutory surplus reserve and **statutory public welfare fund**, respectively. If the accumulated amount of its statutory surplus reserve reaches more than 50% of its registered capital, the Company can choose not to make further allocations.

In the event that there is insufficient statutory surplus reserve to cover the loss of the Company of the previous year, the profit of the current year should be used to offset the loss before any transfer is made to the statutory surplus reserve and the **statutory public welfare fund** pursuant to rule above.

After making allocations to the statutory surplus reserve, the remaining profit after tax may be transferred to the discretionary surplus reserve subject to the decision of the general meeting.

The remaining profit after offsetting its loss and allocating to the surplus reserve and **statutory public welfare fund** shall be distributed to the shareholders in proportion to their respective shareholding.

In the event that the general meeting or the board of Directors violates the rule set out above, any profit distributed to the shareholders prior to offsetting loss of the Company and allocating to the statutory surplus reserve and the **statutory public welfare** fund shall be returned to the Company.

be amended to:

Article 153 When the Company allocates its profit after tax of the year, it should transfer 10% of its profit to the statutory surplus reserve. If the accumulated amount of its statutory surplus reserve reaches more than 50% of its registered capital, the Company can choose not to make further allocations.

In the event that there is insufficient statutory surplus reserve to cover the loss of the Company of the previous year, the profit of the current year should be used to offset the loss before any transfer is made to the statutory surplus reserve pursuant to rule above.

After making allocations to the statutory surplus reserve, the remaining profit after tax may be transferred to the discretionary surplus reserve subject to the decision of the general meeting.

The remaining profit after offsetting its loss and allocating to the surplus reserve shall be distributed to the shareholders in proportion to their respective shareholding.

In the event that the general meeting or the board violates the rule set out above, any profit distributed to the shareholders prior to offsetting loss of the Company and allocating to the statutory surplus reserve shall be returned to the Company.

Delete: Article 156

The **statutory public welfare fund** of the Company should only be used for the collective benefits of its staff.”

3. “**THAT**

By suggestion of the Hong Kong Registrars Limited, Article 40 be amended as follow:

Article 40 share certificates shall be signed by the Chairman. Where the stock exchanges on which shares of the Company are listed require the share certificates to be signed by member of senior management, the share certificates shall also be signed by such member of senior management. The share certificates shall take effect after being affixed with the Company’s Securities Seal provided that such Seal shall only be affixed with the authority of the Board of Directors. The signatures of the Chairman or other member of senior management of the Company can also be applied to the share certificates by printing.

be amended to:

Article 40 share certificates shall be signed by the Chairman. Where the stock exchanges on which shares of the Company are listed require the share certificates to be signed by member of senior management, the share certificates shall also be signed by such member of senior management. The share certificates shall take effect after being affixed with the Company's Securities Seal **or affixed with the Company's Securities Seal by printing** provided that such Securities Seal shall only be affixed with the authority of the Board of Directors. The signatures of the Chairman or other member of senior management of the Company can also be applied to the share certificates by printing."

4. **"THAT**

(1) there be granted to the Board of Directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board of Directors of the Company may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board of Directors of the Company shall not exceed:

(i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and

(ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue.

in each case as at the date of this Resolution; and

(c) the Board of Directors will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this Resolution:

"Domestic Shares" means domestic invested shares in the share capital of the Company, of par value RMB0.1 each, which are held in Renminbi by PRC investors and promoters of the Company;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a par value RMB0.1 each which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of this Resolution until the earliest of:

(i) the conclusion of the next AGM of the Company following the passing of this Resolution; or

(ii) the expiration of the 12-month period following the passing of this Resolution; or

(iii) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

(2) contingent on the Board of Directors resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board of Directors be authorised to:

(a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);

(b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant the PRC, Hong Kong and other authorities; and

(c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this Resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company.”

By order of the Board
Xu Zhen Dong
Chairman

Beijing, the PRC
25 March 2008

Notes:

- (A) The register of holders of H Shares will be closed from 23 April 2008 (Wednesday) to 22 May 2008 (Thursday) (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 22 April 2008 (Tuesday) and have completed the registration process, will be entitled to attend the AGM.

The address of Hong Kong Registrars Limited is as follows:

46th Floor, Hopewell Centre, 183 Queens Road East, Hong Kong (Fax no: 852-2865-0990)

- (B) Holders of Domestic Shares or H Shares who intend to attend the AGM must complete the reply slips for attending the AGM and return them to Hong Kong Registrars Limited at the address set out above (for holders of H Shares) or to the place of business of the Company in Beijing (for Domestic Shares) not later than 20 days before the date of the AGM, i.e. no later than 4:30 p.m. on 2 May 2008 (Friday).

The 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 AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM. 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) To be valid, 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 AGM or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of Domestic 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 AGM. Notes (C) to (D) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the 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 AGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the AGM 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 AGM, 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 AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

As at the date of this announcement, Mr. Xu Zhen Dong, Mr. Xu Zhi Xiang and Mr. Zhang Wan Zhong are executive Directors, Mr. Liu Yong Jin and Mr. Hao Yi Long are non-executive Directors and Professor Nan Xiang Hao, Professor Chin Man Chung, Ambrose and Mr. Cai Chuan Bing are independent non-executive Directors.

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