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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)

## **ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2000**

The annual general meeting (“AGM”) for the year 2000 of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“the Company”) was held at Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 May 2001 at 10:00a.m. Shareholders in person or by proxy in aggregate holding 681,326,000 shares carrying voting rights, representing 70.68% of the total share capital of the Company carrying voting rights, attended the AGM.

Each of the following resolutions was passed as an ordinary resolution at the AGM:-

1. The Report of the Directors for the year 2000 was approved;
2. The Report of the Supervisory Committee for the year 2000 was approved;
3. The audited consolidated financial statements for the year 2000 was approved;
4. The dividend distribution proposal for the year 2000 was approved as follows;

A final cash dividend of RMB0.5 cents per share will be distributed to all the shareholders whose names appeared on the register of members of the Company at 4:00 p.m. on 27 April 2001.

The Company would like to make the following explanatory statements in respect of the payment of the Company's final dividends:

- (a) Dividends payable to holders of H shares are calculated in RMB and paid in Hong Kong dollars based on the following formula:

$$\text{Final Dividend in Hong Kong Dollars} = \frac{\text{The RMB value of the final dividend}}{\text{The average closing exchange rate of RMB to Hong Kong dollars as quoted by the People's Bank of China for the calendar week preceding the date on which the dividend was declared}}$$

In respect of the Company's 2000 final dividends to be paid to holders of H shares, the average closing exchange rate of RMB to Hong Kong dollars as quoted by the People's Bank of China for the calendar week preceding the date on which the dividend was declared (i.e. 29 May 2001) was RMB1.00 to HK\$0.942. Therefore, the dividend per H share of the Company, being RMB0.5 cents, will be HK\$0.471 cents.

- (b) The Company has appointed Bank of China (Hong Kong) Trustees Company Limited as the receiving agent ("Receiving Agent") of the holders of H shares in Hong Kong to receive on behalf of the holders of H shares in Hong Kong dividends declared in respect of the H shares and to hold the same pending payment in trust for the holders of H shares. Dividends payable to holders of H shares will be paid by the Receiving Agent and dispatched by Hong Kong Registrars Limited on or before 16 July 2001 (Monday). Dividends distributed to the holders of H shares by mail shall be posted at the risk of the recipients.

5. The appropriation to statutory surplus reserve and statutory public welfare fund for the year 2000 was approved;

In accordance with the laws and regulations in the PRC and the Company's articles of association, the Company is required to appropriate 10% and 5% of its profit after taxation, after offsetting any prior years' losses, to the statutory surplus reserve and statutory public welfare fund, respectively. For the year ended 31 December 2000, approximately RMB3,109,000 and RMB1,555,000 have been appropriated to statutory reserve and statutory welfare fund, respectively.

6. The reappointment of Arthur Andersen & Co as auditors for the year 2001 was approved and the Directors were authorized to fix their remuneration;
7. The remuneration proposals for Directors and Supervisors of the Company for the year 2001 were approved;

The following resolution was passed as a special resolution at the AGM:-

1. Renewal of the resolution passed by the shareholders of the Company on 5 July 2000 and subject to and conditional upon approval of and permission to deal with the H Shares in the share capital of the Company, which are intended to be issued by the Company, by the Growth Enterprise Market of the Stock Exchange and approval of the resolution by the China Securities Regulatory Committee, a mandate is to be given to the board of Directors:
  - (a) to place and/or issue Domestic Shares and/or H Shares within a period of twelve months from the date of the resolution provided that the number of Domestic Shares and/or H Shares to be placed and/or issued shall not exceed 20 per cent. of the numbers of Domestic Shares and H Shares separately then in issue ("20 per cent. limit");
  - (b) to decide within the 20 per cent. limit the number of Domestic Shares and/or H Shares to be placed and/or issued and to deal with matters arising out of and incidental to such placement and/or issue of new Shares; and
  - (c) to make such necessary amendments to articles 17, 18 and 21 of the Articles of Association to reflect changes in the share capital of the Company arising out of such placement and/or issue of Shares;

such mandate to remain in effect for a period of twelve months from the date of passing of the renewal of the resolution or until the revocation or variation of the mandate by a special resolution of the holders of the Shares.

By Order of the Board  
**Xu Zhen Dong**  
Chairman

Hong Kong, the PRC, 29 May 2001.

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