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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)

**RESULTS OF THE SPECIAL GENERAL MEETING
AND THE CLASS MEETING
FOR SUBDIVISION OF THE PROMOTERS' AND
H SHARES AND CHANGE IN BOARD LOT SIZE OF
H SHARES IN TRADING**

SUMMARY

The Special General Meeting and the Class Meeting respectively of the Company were held on 28th November, 2000 whereby the proposed subdivision of the Promoters' and H Shares and consequential amendments to the Articles of Association of the Company were approved and passed as special resolutions at the respective Special General Meeting and Class Meeting.

The proposed Share Subdivision is still conditional upon, among other things: (a) approval issued by the CSRC regarding the proposed Share Subdivision; (b) filing with or consent of the Ministry of Foreign Trade and Economic Cooperation of the PRC regarding the proposed amendment to the relevant provisions of the Articles of Association of the Company; (c) filing with or consent of the Ministry of Finance of the PRC regarding the proposed Share Subdivision; (d) consent of the State Commission of Economy and Trade of the PRC regarding the proposed Share Subdivision; and (e) the GEM Listing Committee granting the listing of and permission to deal in the Subdivided H Shares and any new Subdivided H Shares which may fall to be issued pursuant to the exercise of options granted under the Company's Employee Share Option Scheme.

The timetable in relation to the trading arrangements in connection with the proposed subdivision of the Promoters' and H Shares and change in board lot size of H Shares in trading has been set out in the announcement of the Company dated 25th September, 2000.

Reference is made to the announcement of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the "Company") dated 25th September, 2000 (the "Announcement") relating to the proposed subdivision of each of the Promoters' and H Shares with a nominal value of RMB1.00 each into ten Subdivided Promoters' Shares and Subdivided H Shares with a nominal value of RMB0.10 each and change in board lot size of H Shares in trading. Further details of the aforesaid transactions, amongst other matters, were contained in the circular of the Company dated 9th October, 2000 (the "Circular"). Unless otherwise defined, terms used in this announcement have the same meanings as defined in the Circular.

RESULTS OF THE SPECIAL GENERAL MEETING

The Directors are pleased to announce that the Special General Meeting of the Company was held on Tuesday, 28th November, 2000 at 10:00 a.m. at Unit 02, 7th Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong and was attended by members of the Company representing 84,588,400 shares of the Company, equivalent to approximately 87.7% of the total issued share capital of the Company, which is in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

After consideration, the following special resolution was passed at the Special General Meeting:

THAT subject to and conditional upon the Company obtaining the approvals and/or consent of the relevant PRC authorities to the proposed subdivision of Promoters' Shares and H Shares of the Company in issue and the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the H Shares of the Company in their subdivided form:

- (a) every Promoters' Share and H Share with a nominal value of RMB1.00 in the share capital of the Company be and is hereby subdivided into ten Promoters' Shares and H Shares with a nominal value of RMB0.10 each respectively with effect from 8th December, 2000 and the registered capital of the Company shall remain unchanged. The nominal value of all shares to be issued by the Company shall be RMB0.10; and
- (b) Articles 14, 17, 18 and 21 of the Articles of Association of the Company be amended pursuant to the proposed share subdivision and the Committee of Executive Directors authorized by the Board of Directors of the Company be and is hereby authorized to make consequential changes as to the wording of the Articles of Association of the Company in accordance with the opinions of the relevant PRC authorities and the Stock Exchange. The provisions of the relevant amended articles are as follows:

Article 14 All shares issued by the Company are shares with nominal value, the nominal value of the shares issued upon the incorporation of the Company was RMB1.00 per share. After obtaining the consent of the approving authorities authorized by the State, the nominal value of all issued shares has been changed to RMB0.10 per share.

The aforesaid RMB refers to Renminbi, the lawful currency of the People's Republic of China.

(Article 12 of the Mandatory Provisions)

Article 17 After obtaining the approvals from the approving authorities authorized by the State Council relating to the Company, the aggregate ordinary shares issued by the Company are 964,000,000 shares in which the Company has issued 700,000,000 ordinary shares to the promoters.

Dynamic Win Assets Limited has subscribed for 220,000,000 shares, representing 31.429% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Beida Jade Bird Software System Co. has subscribed for 110,000,000 shares, representing 15.714% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Beida Yu Huan Microelectronics System Engineering Company has subscribed for 85,000,000 shares, representing 12.143% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited has subscribed for 75,000,000 shares, representing 10.714% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Beida Jade Bird Limited has subscribed for 40,000,000 shares, representing 5.714% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Asian Technology Investment Company Limited has subscribed for 50,000,000 shares, representing 7.142% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Dragon Air Investments Limited has subscribed for 30,000,000 shares, representing 4.286% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Hinet Company Limited has subscribed for 20,000,000 shares, representing 2.857% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

New View Venture Limited has subscribed for 70,000,000 shares, representing 10% of the aggregate ordinary shares that can be issued upon the incorporation of the Company.

(Article 15 of the Mandatory Provisions)

Article 18 After the incorporation of the Company, the Company has issued new share capital of 264,000,000 ordinary shares which are overseas listed foreign shares. After the issue of new share capital, the Company has a total of 964,000,000 shares in issue. Among those 964,000,000 shares, the promoters hold a total of 700,000,000 shares, representing 72.61% of the aggregate issued ordinary shares of the Company. Holders of the overseas listed foreign shares hold 264,000,000 overseas listed foreign shares, representing 27.39% of the aggregate issued ordinary shares of the Company.
(Article 16 of the Mandatory Provisions)

Article 21 The registered capital of the Company is RMB96,400,000.
(Article 19 of the Mandatory Provisions)

RESULTS OF THE CLASS MEETING

The Directors are also pleased to announce that the Class Meeting of the Company was held on Tuesday, 28th November, 2000 immediate after the Special General Meeting at Unit 02, 7th Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong and was attended by holders of H Shares of the Company representing 13,587,400 H Shares of the Company, equivalent to approximately 51.5% of the total issued H Share capital of the Company, which is in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

After consideration, the following special resolution was passed at the Class Meeting:

THAT subject to and conditional upon the Company obtaining the approvals and/or consent of the relevant PRC authorities to the proposed subdivision of Promoters' Shares and H Shares of the Company in issue and the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the H Shares of the Company in their subdivided form:

- (a) every Promoters' Share and H Share with a nominal or face value of RMB1.00 in the share capital of the Company be and is hereby subdivided into ten Promoters' Shares and H Shares with a nominal or face value of RMB0.10 each respectively with effect from 8th December, 2000 and the registered capital of the Company shall remain unchanged. The nominal value of all shares to be issued by the Company shall be RMB0.10; and
- (b) Articles 14, 17, 18 and 21 of the Articles of Association of the Company be amended pursuant to the proposed share subdivision and the Committee of Executive Directors authorized by the Board of Directors of the Company be and is hereby authorized to make consequential changes as to the wording of the Articles of Association of the Company in accordance with the opinions of the relevant PRC authorities and the Stock Exchange. The provisions of the relevant amended articles are as follows:

Article 14 All shares issued by the Company are shares with nominal value, the nominal value of the shares issued upon the incorporation of the Company was RMB1.00 per share. After obtaining the consent of the approving authorities authorized by the State, the nominal value of all issued shares has been changed to RMB0.10 per share.

The aforesaid RMB refers to Renminbi, the lawful currency of the People's Republic of China.

(Article 12 of the Mandatory Provisions)

Article 17 After obtaining the approvals from the approving authorities authorized by the State Council relating to the Company, the aggregate ordinary shares issued by the Company are 964,000,000 shares in which the Company has issued 700,000,000 ordinary shares to the promoters.

Dynamic Win Assets Limited has subscribed for 220,000,000 shares, representing 31.429% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Beida Jade Bird Software System Co. has subscribed for 110,000,000 shares, representing 15.714% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Beida Yu Huan Microelectronics System Engineering Company has subscribed for 85,000,000 shares, representing 12.143% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited has subscribed for 75,000,000 shares, representing 10.714% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Beijing Beida Jade Bird Limited has subscribed for 40,000,000 shares, representing 5.714% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Asian Technology Investment Company Limited has subscribed for 50,000,000 shares, representing 7.142% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Dragon Air Investments Limited has subscribed for 30,000,000 shares, representing 4.286% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

Hinet Company Limited has subscribed for 20,000,000 shares, representing 2.857% of the aggregate ordinary shares that can be issued upon the incorporation of the Company;

New View Venture Limited has subscribed for 70,000,000 shares, representing 10% of the aggregate ordinary shares that can be issued upon the incorporation of the Company.

(Article 15 of the Mandatory Provisions)

Article 18 After the incorporation of the Company, the Company has issued new share capital of 264,000,000 ordinary shares which are overseas listed foreign shares. After the issue of new share capital, the Company has a total of 964,000,000 shares in issue. Among those 964,000,000 shares, the promoters hold a total of 700,000,000 shares, representing 72.61% of the aggregate issued ordinary shares of the Company. Holders of the overseas listed foreign shares hold 264,000,000 overseas listed foreign shares, representing 27.39% of the aggregate issued ordinary shares of the Company.
(Article 16 of the Mandatory Provisions)

Article 21 The registered capital of the Company is RMB96,400,000.
(Article 19 of the Mandatory Provisions)

CONDITIONS

It should be noted that the proposed Share Subdivision is still conditional upon, among other things:

- (a) approval issued by the CSRC regarding the proposed Share Subdivision;
- (b) filing with or consent of the Ministry of Foreign Trade and Economic Cooperation of the PRC regarding the proposed amendment to the relevant provisions of the Articles of Association of the Company;
- (c) filing with or consent of the Ministry of Finance of the PRC regarding the proposed Share Subdivision;
- (d) consent of the State Commission of Economy and Trade of the PRC regarding the proposed Share Subdivision; and
- (e) the GEM Listing Committee granting the listing of and permission to deal in the Subdivided H Shares and any new Subdivided H Shares which may fall to be issued pursuant to the exercise of options granted under the Company's Employee Share Option Scheme.

TRADING ARRANGEMENTS

The timetable in relation to the trading arrangements in connection with the proposed subdivision of the Promoters' and H Shares and change in board lot size of H Shares in trading has been set out in the Announcement.

By Order of the Board
Xu Zhen Dong
Chairman

Hong Kong, 28th November, 2000

The announcement, for which the directors of the Company ("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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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.

This announcement will remain on the GEM website on the "Latest Company Announcements" page for 7 days from the date of its posting.