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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: (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.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2003 annual general meeting (“AGM”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“the Company”) (information relating to the resolutions to be passed at the 2003 Annual General Meeting is set out in the 2003 Annual Report of the Company which has already been despatched to the shareholders of the Company prior to the date of this notice) will be held at Meeting Room 301, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing, the PRC on Wednesday, 16 June 2004 at 11:30 a.m. for the following purposes:–

I. As ordinary resolutions:

1. To consider and approve Report of the Directors for the year 2003;
2. To consider and approve Report of the Supervisory Committee for the year 2003;
3. To consider and approve the audited consolidated financial statements and report of the auditors for the year 2003;
4. To consider and approve the dividend distribution proposal for the year 2003;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for the year 2003;
6. To consider and approve the remuneration proposals for Directors and Supervisors of the Company for the year 2003;

7. To consider and approve the proposal for re-appointment of Messrs. Ernst & Young as auditors for the year 2004 and authorize the Directors to fix their remuneration;

II. As special resolutions:

Special Resolutions

8. To consider and, if thought fit, pass the following resolutions as a Special Resolution:
 - (1) Art.73, 92, 97 and 132 of the Articles of Association of the Company (“Articles of Association”) be amended in accordance with the latest amendments to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) as follows:
 - (a) By adding the following to the end of Art.73

“Where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”
 - (b) By adding the following to the end of Art.92;

“Where any shareholder is, under the GEM Listing Rules, required to abstain from voting any particular resolution in a class meeting or restricted to voting only for or only against any particular resolution in a class meeting, any vote cast or on behalf of any shareholder in contravention of such requirement of restriction shall not be counted.”
 - (c) By adding the following to the second paragraph of Art.97

“The period for lodgment of the notices referred to in this paragraph will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”
 - (d) By adding “any board resolution approving” and “any of his associates (as defined in the GEM Listing Rules)” to the second paragraph of Art.132 of the Articles of Association so that the paragraph reads as follows:

“A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the GEM Listing Rules) has material interest not shall he be counted in the quorum present at the meeting.”
 - (2) Article 96 of the Articles of Association be amended so that the total number of directors of the Company shall be 10 and that the number of independent directors shall be 3.

9. “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 otherwise than pursuant to any share option scheme adopted by the Company shall not exceed:
 - (i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and/or
 - (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, and 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 annual general meeting 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 authorized 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, 14 April 2004

Notes:

- (A) The register of holders of H Shares of the Company will be closed from 15 May 2004 (Saturday) to 16 June 2004 (Wednesday) (both days inclusive) during which period no transfer of H shares will be registered. Any holder of the H Shares of the Company and whose name appearing in the Company’s register of holders of H Shares with Hong Kong Registrars Limited at the close of business hours on 15 May 2004 (Saturday) and have completed the registration process, will be entitled to attend the Annual General Meeting.

The address of Hong Kong Registrars Limited is as follows:

Rooms 1901-5, 19th Floor
Hopewell Centre
183 Queen’s Road East
Hong Kong

Fax: 2865-0990

- (B) Holders of Promoter Shares or H Shares, who intend to attend the Annual General Meeting, must complete and return the reply slip for attending the Annual General Meeting and return it to the Company’s H Share Registrar, Hong Kong Registrars Limited, at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H Shares) or to the place of business of the Company (for Promoter Shares) not later than 20 days before the date of the Annual General Meeting, that is, before Wednesday, 26 May 2004.

The place of business of the Company is as follows:

3rd Floor, Beida Jade Bird Building, No.207 Chengfu Road, Haidian District, Beijing 100871, PRC (Fax No.: 86-10-6275-8434)

- (C) Holders of H Shares entitled to attend the Annual General Meeting and having voting rights are entitled to appoint in writing one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. For shareholders appointing more than one proxy, its proxy may exercise its voting right by polling only.
- (D) The instrument appointing a proxy shall 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 authorizing such attorney or other authorization documents must be notarized.
- (E) To be valid, holders of H Shares must lodge the notarially certified copy of that power of attorney or other authorization document and the proxy form with the Company's H Share Registrar in Hong Kong, Hong Kong Registrars Limited, the address of which is listed in Note (A) above, not less than 24 hours before the time of holding of the Annual General Meeting.
- (F) Holders of Promoter Shares entitled to attend the Annual General Meeting and having voting rights are entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Notes (C) and (D) are also applicable to holders of Promoter Shares. In order to be valid, their proxy forms and authorization documents which must be returned to the Secretary to the Board of the Company 24 hours before the time of holding of the Annual General Meeting, the address of which is as indicated in Note (B) above.
- (G) If an attorney is appointed to attend the Annual General Meeting, such attorney must present its identity document and power of attorney or authorisation document signed by the appointor or its legal representative, specifying the issue date of the document. If a legal person shareholder appoints a company representative to attend the Annual General Meeting, such representative must present its identity document and notarially certified copy of the resolution passed by the board or other authority or notarially certified copy of the licence issued by the holder of the legal person shares.
- (H) The Annual General Meeting is anticipated to last for half a day. Shareholders attending in the meeting should be responsible for their own transportation and accommodation expenses.

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