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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)

(Stock Code: 08095)

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting ("SGM") of Beijing Beida Jade Bird Universal Sci-Tech Company Limited ("Company") will be held at 10:30 a.m. on Monday, 25 March 2013 at Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the People's Republic of China ("PRC") to consider and, if thought fit, pass the following resolution as an ordinary resolution:

#### ORDINARY RESOLUTION

"THAT:

- (a) the guarantee dated 31 January 2013 entered into between the Company and China Development Bank Co. Ltd. and Bank of Beijing Co. Ltd. (collectively, "Banks"), in relation the provision of guarantee by the Company in favour of the Banks to secure the repayment of RMB200 million in respect of the principal amount and the related interest, default interest, compound interest, compensation, default fine, compensation for damages and expenses incurred in enforcing the claims under the facility agreement dated 31 January 2013 entered into between 長沙松雅湖建設投資有限公司 (Songya Lake Construction Investment Co., Ltd<sup>#</sup>) as the borrower and the Banks as the lenders for the provision of a term loan facility in an aggregate amount of RMB986 million ("Guarantee") (a copy of the Guarantee been produced to the meeting and marked "A" and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the board of directors of the Company be and is authorised to do all such acts and things, to sign and execute all such documents or agreements or deeds on behalf of the Company as they consider necessary, appropriate, desirable and expedient for the purpose of or in connection with the implementation and completion of the Guarantee."

# English translation of a Chinese company or entity name and is provided for identification purpose only

On behalf of the Board  
Beijing Beida Jade Bird Universal  
Sci-Tech Company Limited  
Xu Zhendong  
Chairman

Beijing, the PRC  
7 February 2013

Notes:

- (A) The registers of shareholders of the Company will be closed from Monday, 25 February 2013 to Monday, 25 March 2013 (both days inclusive) during which period no transfer of shares of the Company (“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 Friday, 22 February 2013 and have completed the registration process will be entitled to attend the SGM.
- (B) Holders of H Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited, not later than 20 days before the date of the SGM, i.e. no later than 4:30 p.m. on Tuesday, 5 March 2013.
- The address of Hong Kong Registrars Limited is as follows:
- Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Fax no: 852-2865-0990)
- (C) Holders of promoter Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the principal place of business of the Company in Beijing not later than 20 days before the date of the SGM, i.e. no later than 4:30 p.m. on Tuesday, 5 March 2013.
- The principal 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)
- (D) Each holder of H Shares entitled to attend and vote at the SGM shall have the right to appoint one or several persons (who may not be shareholders of the Company (“Shareholders”)) to act as his/her proxy to attend and vote at the SGM on his/her behalf.
- (E) The instrument appointing a proxy must be in writing under the hand of the principal or his/her attorney duly authorised in writing; for a legal person, the form of proxy must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If that instrument is signed by a person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized.
- (F) The instrument of proxy, and if the instrument of proxy is signed by a person authorized by the principal, a notarized copy of that power of attorney or other authorization documents, must be deposited at the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the SGM or any adjournment thereof in order for such documents to be valid.
- (G) Each holder of promoter Shares entitled to attend and vote at the SGM shall have the right to appoint in writing one or several persons (who may not be Shareholders) to act as his/her proxy to attend and vote at the SGM on his/her behalf. Notes (E) and (F) above also apply to holders of promoter Shares, except that the instrument of proxy or other documents of authority must be deposited at the principal place of business of the Company in Beijing, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the SGM or any adjournment thereof in order for such documents to be valid.
- (H) If a Shareholder appoints others to attend the SGM, the proxy shall produce his/her own identification document and the instrument of proxy signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a proxy to attend the SGM, such proxy should produce his/her identification documents and a notarized copy of the resolution of the board of directors of the legal person appointing such proxy.
- (I) The SGM is expected to last for one hour. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.

*As at the date hereof, Mr. Xu Zhendong, Mr. Xu Zhixiang and Mr. Zhang Wanzhong are executive directors of the Company (“Directors”), Mr. Cai Weimin, Mr. Chen Zongbing and Ms. Zheng Zhong are non-executive Directors and Mr. Cai Chuanbing, Mr. Li Juncai, Mr. Shao Jiulin and Mr. Lin Yan are independent non-executive Directors.*

*This notice, for which 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 (“GEM”) of The Stock Exchange of Hong Kong Limited 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 the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the GEM website at “www.hkgem.com” on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at “www.jbu.com.cn”.*