

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Beida Jade Bird Universal Sci-Tech Company Limited, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES,  
REMUNERATION FOR DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Beijing Beida Jade Bird Universal Sci-Tech Company Limited to be held at Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Thursday, 12 May 2011 at 10:30 a.m. is set out on pages 7 to 11 of this circular. A reply slip and a form of proxy for use at the annual general meeting are also enclosed with this circular.

Whether or not you are able to attend the meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form of proxy to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. For holders of promoters Shares, you are required to return the form of proxy to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC. Whether you are holders of H Shares or promoters Shares, you are required to return the form of proxy as soon as possible but in any event not less than 24 hours before the time appointed for holding of the annual general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish.

23 March 2011

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held on Thursday, 12 May 2011;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Beijing Beida Jade Bird Universal Sci-Tech Company Limited, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on GEM;
“Directors”	the directors of the Company;
“Domestic Shares”	domestic invested shares in the share capital of the Company with a par value of RMB0.1 each, which are held in Renminbi by PRC investors and certain promoters of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	Company and its subsidiaries;
“H Shares”	overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB0.1 each which are subscribed for and traded in Hong Kong dollars;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“New General Mandate”	the mandate proposed to be sought at the AGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregate nominal amount of Domestic Shares and H Shares in issue as at the date of the resolution;
“PRC”	People’s Republic of China, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan are excluded;
“RMB”	Renminbi, the lawful currency of the PRC;

## DEFINITIONS

“SFO”	Securities and Futures Ordinance; (Chapter 571 of the laws of Hong Kong) (as amended from time to time);
“Share(s)”	ordinary shares of RMB0.10 each in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	supervisor(s) of the Company;
“Supervisory Committee”	supervisory committee of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“%”	per cent.

# LETTER FROM THE BOARD



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)**

*Executive Directors:*

Mr. Zhang Wanzhong  
Ms. Xue Li  
Mr. Zhang Yongli

*Non-executive Directors:*

Mr. Chu Yuguo (*Chairman*)  
Mr. Xu Zhixiang  
Mr. Liu Yongjin  
Ms. Feng Ping

*Independent non-executive Directors:*

Professor Nan Xianghao  
Mr. Cai Chuanbing  
Mr. Lin Yan

*Legal address:*

3rd Floor  
Beida Jade Bird Building  
Yanyuan District Area 3  
No. 5 Haidian Road  
Haidian District  
Beijing 100080  
the PRC

*Principal place of business  
in the PRC:*

3rd Floor, Beida Jade Bird Building  
No. 207 Chengfu Road  
Haidian District  
Beijing 100871  
the PRC

*Principal place of business  
in Hong Kong:*

Room 1002, 10/F  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

23 March 2011

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES,  
REMUNERATION FOR DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with:

- (i) the requisite information relating to the grant of the New General Mandate;  
and

## LETTER FROM THE BOARD

- (ii) the remuneration proposal for Directors and Supervisors for the year ended 31 December 2011.

### **BUSINESS OF ANNUAL GENERAL MEETING**

#### **General Mandate to Issue Shares**

A special resolution will be proposed to give the Directors a general mandate to issue, allot and deal with additional Shares, whether Domestic Shares or H Shares, not exceeding 20% of the aggregate nominal amount of Domestic Shares in issue and 20% of the aggregate nominal amount of H Shares in issue, in each case as at the date of the New General Mandate resolution.

The New General Mandate will, if granted, remain effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the twelve-month period following the passing of the New General Mandate resolution; and (iii) its revocation or variation by a special resolution of the Shareholders in general meeting.

#### **Approval of Remuneration Proposal for Directors and Supervisors**

The remuneration proposal for Directors and Supervisors for the year ended 31 December 2011 is set out in Appendix I of this circular.

#### **AGM**

The notice convening the AGM is set out on pages 7 to 11 of this circular. At the AGM, resolutions will be proposed for the purpose of considering and if thought fit, approving, among other matters, the proposals in this circular by way of poll pursuant to the GEM Listing Rules. Results of the poll voting will be published on the Company website and the GEM website after the AGM.

A reply slip is enclosed with this circular. For holders of H Share(s), the completed and signed reply slip should be delivered to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at ROOMS 1806-7, 18TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG on or before Thursday, 21 April 2011. This reply slip may be delivered by hand, by post or by fax to the number: (852) 2865-0990. For holders of promoters Share(s), the completed and signed reply slip should be delivered to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on or before Thursday, 21 April 2011. The reply slip may be delivered by hand, by post or by fax to the number (86) 10 6275-8434.

A form of proxy for use at the AGM is also enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority at the Company's share registrar in Hong Kong (for holders of H Shares) or the principal place of business of the Company in Beijing (for holders of promoters Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or the adjourned meeting if you so wish.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Directors consider that the business of the AGM is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all resolutions to be proposed in the AGM.

Yours faithfully  
By order of the Board  
**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**  
**Chu Yuguo**  
*Chairman*

The remuneration proposal is as follows:

	Fees RMB'000	Salaries and allowances RMB'000
<i>Executive Directors</i>		
張萬中先生 (Mr. Zhang Wanzhong)	264	96
薛麗女士 (Ms. Xue Li)	264	96
張永利先生 (Mr. Zhang Yongli)	200	–
<i>Non-executive Directors</i>		
初育國先生 (Mr. Chu Yuguo)	200	–
徐祇祥先生 (Mr. Xu Zhixiang)	200	–
劉永進先生 (Mr. Liu Yongjin)	50	–
馮萍女士 (Ms. Feng Ping)	50	312*
<i>Independent non-executive Directors</i>		
南相浩教授 (Professor Nan Xianghao)	50	–
蔡傳炳先生 (Mr. Cai Chuanbing)	50	–
林岩先生 (Mr. Lin Yan)	50	–
<i>Supervisors</i>		
李明春先生 (Mr. Li Mingchun)	30	–
楊金觀教授 (Professor Yang Jinguan)	30	–
李崇華先生 (Mr. Li Chonghua)	30	–
鄒志興 (Mr. Zou Zhixing)	30	–
周敏 (Ms. Zhou Min)	30	–

\* The amount is in HK\$

Remuneration for any Director or Supervisor with service period less than one year will be paid pro-rata according to the actual period of holding office.



# NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2010 annual general meeting (“**AGM**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**the Company**”) will be held 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**”) on Thursday, 12 May 2011 at 10:30 a.m. for the following purposes:

**I. As ordinary resolutions:**

“**THAT**

1. The report of the directors of the Company for the year ended 31 December 2010 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2010 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2010 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2010 be approved;
5. The appropriation to statutory surplus reserve for the year ended 31 December 2010 be approved;
6. The remuneration proposal for directors and supervisors of the Company for the year ended 31 December 2011 be approved;
7. The proposal for re-appointment of RSM Nelson Wheeler as independent auditor of the Company for the year ended 31 December 2011 and authorisation to the board of directors of the Company to fix its remuneration be approved”; and

## NOTICE OF ANNUAL GENERAL MEETING

### II. As special resolution:

#### 1. "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 in issue; and

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

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

(c) the board of directors of the Company will only exercise its power under such mandate in accordance with the Company Law of the PRC and Rules Governing the Listing of Securities on the Growth Enterprise Market of 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.

## NOTICE OF ANNUAL GENERAL MEETING

For the purposes of this resolution:

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

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of 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 twelve 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 of the Company resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the board of directors of the Company 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 the issue, making all necessary applications to the relevant authorities and 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 authorities in the PRC, Hong Kong and others; and

## NOTICE OF ANNUAL GENERAL MEETING

- (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 of directors  
**Chu Yuguo**  
*Chairman*

Beijing, the PRC  
23 March 2011

*Notes:*

- (A) The register of holders of H Shares will be closed from Tuesday, 12 April 2011 to Thursday, 12 May 2011 (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 Monday, 11 April 2011 and have completed the registration process will be entitled to attend the AGM.

The address of Hong Kong Registrars Limited is as follows:  
Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queens Road East, Hong Kong (Fax no: 852-2865-0990)

- (B) Holders of promoters 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 principal place of business of the Company in Beijing (for promoters Shares) not later than 20 days before the date of the AGM, i.e. no later than 4:30 p.m. on Thursday, 21 April 2011.

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)

- (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/her behalf at the AGM.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her 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 notorially certified.
- (E) 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 notorially 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.

## NOTICE OF ANNUAL GENERAL MEETING

- (F) Each holder of promoters Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his/her behalf at the AGM. Notes (C) to (D) also apply to holders of promoters Shares, except that the form of proxy or other documents of authority must be delivered to the principal 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/she should produce his/her identity card and the instrument signed by the proxy or his/her 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 a half day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.