

*Hong Kong Exchange and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with 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 the information contained in this announcement 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 in this announcement misleading.*



**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)**

**NOTIFICATION FROM SUBSTANTIAL SHAREHOLDERS  
REGARDING  
CHANGE IN SHAREHOLDING  
IN THE SHARE CAPITAL OF THE COMPANY**

The Board of the Company announces that the Company was notified by Beida High Technology that it agreed to transfer 85 million promoters Shares to SZJB, representing 12.14% of the total promoters Shares or 7.17% of the total issued share capital of the Company as at date of announcement.

The Company was also notified by JB Software that it agreed to transfer 110 million promoters Shares to Grand East, representing 15.71% of the total promoters Shares or 9.28% of the total issued share capital of the Company as at date of announcement.

The Articles of Associations of the Company will be amended in order to reflect the change in shareholdings. A notice of special general meeting containing, among other things, full terms of the proposed amendments and a special resolution regarding approval of such amendments, will be dispatched to the Shareholders as soon as practicable.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

**CHANGE IN SHAREHOLDING**

The Board of the Company announces that the Company was notified by Beida High Technology that it has entered into a share transfer agreement with SZJB on 15 April 2011 pursuant to which Beida High Technology agreed to transfer 85 million promoters Shares to SZJB, representing 12.14% of the total

promoters Shares or 7.17% of the total issued share capital of the Company as at date of announcement. On the same date, the Company was notified by JB Software that it has entered into a share transfer agreement with Grand East pursuant to which JB Software agreed to transfer 110 million promoters Shares to Grand East, representing 15.71% of the total promoters Shares or 9.28% of the total issued share capital of the Company as at date of announcement.

## INFORMATION OF THE TRANSFEREES

Beida High Technology and JB Software are originally substantial shareholders of the Company. SZJB is 90% beneficially owned by Beida Jade Bird which is another substantial shareholder of the Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, Grand East and its ultimate beneficial owners are individuals independent of and not connected with the promoters, directors, supervisors, chief executives or substantial shareholders of the Company or any of its subsidiaries or an associate of any of them.

## EFFECT OF CHANGE IN SHAREHOLDING

The shareholdings in the total issued share capital of the Company before and after the Transfers are summarized as follows:

<u>Shareholders</u>	<i>Note</i>	<u>Immediately before the Transfers (direct interests)</u>	<u>Immediately after the Transfers (direct interests)</u>
JB Software		9.28%	-
Beida High Technology		7.17%	-
SZJB		-	7.17%
Beida Jade Bird	<i>1</i>	9.71%	9.71%
% of interests held by Peking University and its concert parties	<i>2</i>	26.16%	16.88%
Dynamic Win Assets Limited	<i>3</i>	17.34%	17.34%
Grand East		-	9.28%
Other promoters shareholders		15.58%	15.58%
Public H Shares		40.92%	40.92%
Total		100.00%	100.00%

Note:

1. The total shareholdings of Beida Jade Bird in the Company are 16.88% immediately after the Transfer, being its 9.71%

direct interests and 7.17% indirect interests held through SZJB.

2. Peking University is originally taken to be interested in 26.16% of the total issued share capital of the Company immediately before the Transfers through its beneficial equity interests in JB Software, Beida High Technology and Beida Jade Bird. The transfer of Shares to SZJB has no effect on the interests of Peking University in the Company while the transfer of Shares to Grand East reduces the interests of Peking University in the Company from 26.16% to 16.88%.
3. Dynamic Win Assets Limited is wholly owned by Heng Huat Investments Limited. The entire issued share capital of Heng Huat Investments Limited is held by a former Director and two existing Directors as trustees for the benefits of over 300 employees of JB Software, Beida Jade Bird and Yu Huan and their respective subsidiaries and associated companies.

## **TERMINATION OF PREVIOUS SHARE TRANSFER AGREEMENT**

The Company was notified by JB Software and HZ Jade Bird on 15 April 2011 that the share transfer agreement signed between them on 18 January 2008 regarding transfer of 110 million promoters Shares by JB Software to HZ Jade Bird was terminated with immediate effect.

## **GENERAL**

The Articles of Associations of the Company will be amended in order to reflect the change in shareholdings. A notice of special general meeting containing, among other things, full terms of the proposed amendments and a special resolution regarding approval of such amendments, will be dispatched to the Shareholders as soon as practicable.

## **DEFINITION**

The following expressions have the following meanings in this announcement unless the context requires otherwise:

“Beida High Technology”	北京北大高科技產業投資有限公司 (Beijing Beida High Technology Investment Co., Ltd.)
“Beida Jade Bird”	北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited)
“Board”	board of Directors
“Company”	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 sino-foreign joint stock limited company incorporated in the PRC with limited liability with its H Shares listed on GEM
“Directors”	directors of the Company

“Grand East”	Grand East (H.K.) Limited, a company incorporated in Hong Kong with limited liabilities
“GEM”	The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Shares”	Overseas-listed foreign Shares listed on GEM
“HZ Jade Bird”	杭州北大青鳥科技有限公司 (Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd.)
“JB Software”	北京北大青鳥軟件系統有限公司 (Beijing Beida Jade Bird Software System Co., Ltd.)
“PRC”	People’s Republic of China, for the purpose of this announcement, The Hong Kong Special Administrative Region, The Macau Special Administrative Region and Taiwan are excluded
“RMB”	Reminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB0.10 each
“SZJB”	深圳市北大青鳥科技有限公司 (Shenzhen Beida Jade Bird Sci-Tech Co., Ltd.)
“Transfers”	transfer of 85 million promoters Shares to SZJB by Beida High Technology and transfer of 110 million promoter Shares to Grand East by JB Software
“Yu Huan”	北京北大宇環微電子系統有限公司 (Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd.)
“%”	per cent

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

Beijing, the PRC,  
21 April 2011

*As at the date of this announcement, Mr. Zhang Wanzhong, Ms. Xue Li and Mr. Zhang Yongli are executive Directors, Mr. Chu Yuguo, Mr. Xu Zhixiang, Mr. Liu Yongjin and Ms. Feng Ping are non-executive Directors and Professor Nan Xianghao, Mr. Cai Chuanbing and Mr. Lin Yan are independent non-executive Directors.*

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*