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北京北大青鸟环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 of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**Company**”) will be held at 10:30 a.m. on Monday, 20 January 2014 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 appropriate, pass the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

(a) the Company be and is hereby authorised to issue corporate bonds in the People's Republic of China (“**Corporate Bonds**”), the particulars of which are set out below:

- | | | | |
|-------|----------------------------|---|---|
| (i) | Issuer | : | the Company |
| (ii) | Aggregate principal amount | : | not exceeding RMB480,000,000 (including RMB480,000,000) (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue) |
| (iii) | Place of issue | : | the People's Republic of China |

- (iv) Issue to existing shareholders of the Company : there will be no preference to the existing shareholders of the Company for placement of the Corporate Bonds
- (v) Term : up to 10 years (including 10 years) which can be either of single term or multiple terms. The term and size of issue of the Corporate Bonds are determined subject to the market conditions prevailing at the time of issue
- (vi) Interest rate : interest rate will be determined subject to the market conditions prevailing at the time of issue and shall not exceed the level of interest rate set by the State Council of the People's Republic of China
- (vii) Use of proceeds : for replenishing the working capital of the Company and adjusting the Company's debt structure (including but not limited to repayment of bank loans)
- (viii) Issue method : to be issued in one or more tranches (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue). In the event that the Corporate Bonds are issued in multiple tranches, the issue of the first tranche shall be completed within six months from the date of approval of the China Securities Regulatory Commission ("CSRC") (the amount of which shall not be less than 50% of the aggregate principal amount of the Corporate Bonds to be issued and approved by CSRC), and the other tranches shall be issued within 24 months from the date of approval of CSRC

- (ix) Intended place for listing : upon completion of the issue of the Corporate Bonds, the Company will apply for listing of the Corporate Bonds on the Shanghai Stock Exchange subject to the satisfaction of the relevant listing requirements. If approved by the regulatory authorities and to the extent permitted by the relevant laws and regulations, the Company may also apply for listing of the Corporate Bonds on other stock exchanges
 - (x) Term of validity of the resolution : from the date on which this resolution is passed at the general meeting of the Company to 24 months from the date of approval by the CSRC
- (b) The board (“**Board**”) of directors of the Company (“**Directors**”) be and is hereby authorised to adopt safeguard measures if it is anticipated that the Company may fail to repay the principal of and/or interest on the Corporate Bonds or any default on principal and/or interest payments of the Corporate Bonds upon maturity, including but not limited to:
- (i) no profits will be distributed to the shareholders of the Company;
 - (ii) temporarily withhold the carrying out of projects involving capital expenditures such as significant external investments, mergers and acquisitions, etc.;
 - (iii) reduce or suspend the payment of salaries and bonus to the Directors and the senior management of the Company; and
 - (iv) disapprove any job transfer of the key responsible personnel, etc.

The above authorisation shall be valid and effective from the date of approval at the general meeting of the Company to the date when the above authorised matters have been completed; and

- (c) the Board be and is hereby authorised to deal with the relevant matters relating to the proposed issue of the Corporate Bonds, including but not limited to:
- (i) to decide and appoint intermediaries and entrusted manager for the issue of the Corporate Bonds;
 - (ii) taking into account the specific conditions of the Company and the market, formulate and adjust specific plan for the issue of the Corporate Bonds and amend and adjust the terms of the issue of the Corporate Bonds, including but not limited to, the principal amount of the bonds to be issued, timing of the issue, whether to issue in tranches and whether to issue different types of bonds, arrangement in relation to the size and maturity date of different tranches and different types of bonds, issue price, interest rate, maturity date and repayment method of the principal and interests, whether to adjust the interest rate before the maturity of the bonds, whether to devise terms for repurchase and redemption, specific arrangement in respect of use of proceed, rating arrangement, guarantee arrangement, listing and issue of the bonds, place of listing, etc.;
 - (iii) decide and handle the reporting, listing and all other relevant matters in relation to the issue of the Corporate Bonds, including but not limited to, the reporting of the issue of the Corporate Bonds, and to handle the listing of the Corporate Bonds after the issue of such bonds, establish, sign, execute, amend and finalize all documents, contract/agreement, covenants (including but not limited to offering prospectus, sponsor agreements, underwriting agreements, bond trustee management agreements, rules for meetings of the holders of the Corporate Bonds, listing agreements, various announcements and other legal documents, etc.) and disclose relevant information in accordance with applicable laws, and all other matters in relation to the issue and listing of the Corporate Bonds;
 - (iv) save and except matters which shall be subject to the approval of the shareholders of the Company in general meeting pursuant to the requirements of applicable laws, regulations and the articles of association of the Company, to make corresponding adjustment to the relevant matters regarding the specific plan for the issue of the Corporate Bonds according to the opinions of the regulatory authorities (if any) in the events of change in the policies of regulatory authorities on the issue of corporate bonds or change in market condition, or to decide whether to proceed with the issue of the Corporate Bonds based on the actual situation;

- (v) handle all matters in relation to the issue and listing of the Corporate Bonds; and
- (vi) the above authorisation shall be valid and effective from the date of the approval at the general meeting of the Company to the date when the above authorised matters have been completed or 24 months from the date of approval of the CSRC, whichever is earlier.”

2. “**THAT**

- (a) the Board be and is hereby granted an unconditional general mandate to determine and handle the issue of debt financing instruments with an aggregate principal amount of not exceeding RMB500,000,000 (including RMB500,000,000) (“**Debt Instruments**”), upon such terms and conditions to be determined by the Board;
- (b) the Board be and is hereby authorised to:
 - (i) determine the category, specific terms and conditions and other matters in respect of the issue of the Debt Instruments in accordance with the need of the Company and the market conditions, including but not limited to the types of the Debt Instruments to be issued, the actual size and method of the issue, issue prices, interest rates or method of determining the interest rates, venue and timing of the issue, whether to issue in tranches and the number of tranches, guarantee, schedule of repayment of principal and the interests, specific arrangements in relation to use of proceeds;
 - (ii) make corresponding changes to the plan of such issue based on the opinions of the regulatory authorities or the market conditions by then in accordance with the authorisation granted at the shareholders’ meeting when there is any change on the policies which affects the issue of such instruments or when there are changes on the market conditions, save for issues which are subject to further approval at shareholders’ meeting as required by the relevant laws, regulations and the articles of associations of the Company;
 - (iii) submitting application to the National Association of Financial Market Institutional Investors for the issue of the Debt Instruments;
 - (iv) (1) determine whether such Debt Instruments shall be listed, and (2) where the Board determines so, to do all such things as it may consider necessary in connection with the listing of such Debt Instruments; and

- (v) do all such things as it may consider necessary in connection with the issue of the Debt Instruments (including but not limited to engaging professional agencies, handling issues on approval, registration, filing and other procedures in connection with the issue from the relevant authorities on behalf of the Company, signing all necessary legal documents for the issue and handling relevant issues on issue and trading activities); and
- (c) for the purpose of this resolution, the relevant period of this mandate means 24 months from the date of passing of this resolution. If the Board or its authorised representative determined the issue within the period of this mandate and the Company obtained approval, permission or registration from relevant authorities, the Company is allowed to complete the issue as far as such approval, permission or registration maintained valid.”

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

Beijing, the PRC
4 December 2013

Notes:

- (A) The registers of shareholders of the Company will be closed from Saturday, 21 December 2013 to Monday, 20 January 2014 (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, 20 December 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 on or before Tuesday, 31 December 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 promoters 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 on or before Tuesday, 31 December 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 promoters 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 promoters 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 of this announcement, Mr. Xu Zhendong, Mr. Xu Zhixiang and Mr. Zhang Wanzhong are executive Directors, Mr. Zhang Yongli, 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 announcement, 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 of the Stock Exchange (“**GEM**”) 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 herein or this announcement misleading.*

This announcement 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”.