

**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**  
**(I) GENERAL MANDATE TO ISSUE SHARES,**  
**(II) REMUNERATION FOR DIRECTORS AND SUPERVISORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM 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, 22 May 2014 at 10:30 a.m. is set out on pages 7 to 11 of this circular. Reply slip and form of proxy for use at the 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 meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

7 April 2014

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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 at 10:30 a.m. on Thursday, 22 May 2014 at Room 312, Block A, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC
“Articles”	the articles of association of the Company
“Board”	the 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 joint stock company incorporated in the PRC with limited liability with its H Shares listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) of RMB0.1 each issued by the Company, which is (are) subscribed for or credited as fully paid up in RMB, and all of such shares are not listed on the Stock Exchange
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign invested share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1 and subscribed for and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 April 2014, being the latest practicable date before printing of the circular for the purpose of ascertaining certain information for inclusion in this circular
“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

## DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“USD”	United States dollars
“%”	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. Xu Zhendong  
Mr. Xu Zhixiang  
Mr. Zhang Wanzhong

*Non-executive Directors:*

Mr. Zhang Yongli  
Mr. Chen Zongbing  
Ms. Zheng Zhong

*Independent non-executive Directors:*

Mr. Cai Chuanbing  
Mr. Li Juncai  
Mr. Shao Jiulin  
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:*

Unit 7605, 76/F  
The Center  
99 Queen's Road Central  
Hong Kong

7 April 2014

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for approval of (a) granting to the Directors the New General Mandate; (b) the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2014, and seek your approval of these resolutions relating to these matters at the AGM.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed by the Company 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 approval 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 the Directors and the Supervisors for the year ending 31 December 2014 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. Resolutions will be proposed at the AGM 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. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM.

Reply slip of the meeting 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 Friday, 2 May 2014. The 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 Friday, 2 May 2014. The reply slip may be delivered by hand, by post or by fax to the number (86) 10 6275-8434.

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 any adjourned meeting if you so wish.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

### RECOMMENDATION

The Directors consider the all resolutions proposed for consideration and approval by the Shareholders at the AGM are 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**  
**Xu Zhendong**  
*Chairman*



The remuneration proposal is as follows:

	Fees	Salaries and allowances		
	RMB'000	RMB'000	USD'000	HK\$'000
<i>Executive Directors</i>				
許振東先生 (Mr. Xu Zhendong)	220	300	120	-
徐祇祥先生 (Mr. Xu Zhixiang)	220	180	-	-
張萬中先生 (Mr. Zhang Wanzhong)	220	180	60	-
<i>Non-executive Directors</i>				
張永利先生 (Mr. Zhang Yongli)	80	-	-	360
陳宗冰先生 (Mr. Chen Zongbing)	80	-	-	-
鄭重女士 (Ms. Zheng Zhong)	80	-	-	-
<i>Independent non-executive Directors</i>				
蔡傳炳先生 (Mr. Cai Chuanbing)	80	-	-	-
李俊才先生 (Mr. Li Juncai)	80	-	-	-
邵九林先生 (Mr. Shao Jiulin)	80	-	-	-
林岩先生 (Mr. Lin Yan)	80	-	-	-
<i>Supervisors</i>				
陳樹新先生 (Mr. Chen Shuxin)	50	-	-	-
楊金觀教授 (Professor Yang Jinguan)	50	-	-	-
李崇華先生 (Mr. Li Chonghua)	50	-	-	-
范一民先生 (Mr. Fan Yimin)	50	-	-	-
周敏女士 (Ms. Zhou Min)	50	-	-	-

*Note:* 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 AGM



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 IS HEREBY GIVEN THAT** the 2013 annual general meeting (the “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 (the “PRC”) on Thursday, 22 May 2014 at 10:30 a.m. for the purpose of considering and if thought fit, passing:

**I. As ordinary resolutions:**

“THAT

1. The report of the directors of the Company for the year ended 31 December 2013 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2013 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2013 be approved;
5. The appropriation to statutory surplus reserve for the year ended 31 December 2013 be approved;
6. The remuneration proposal for the directors and the supervisors of the Company for the year ending 31 December 2014 be approved;
7. The proposal for re-appointment of Crowe Horwath (HK) CPA Limited as independent auditor of the Company for the year ending 31 December 2014 and authorisation to the board of directors of the Company to fix its remuneration be approved”; and

## NOTICE OF AGM

### 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 AGM

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);

## NOTICE OF AGM

- (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
- (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  
**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**  
**Xu Zhendong**  
*Chairman*

Beijing, the PRC  
7 April 2014

*Notes:*

- (A) The registers of shareholders of the Company will be closed from Tuesday, 22 April 2014 to Thursday, 22 May 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 Thursday, 17 April 2014 and have completed the registration process will be entitled to attend the AGM.
- (B) Holders of H Shares who intend to attend the AGM must complete the reply slip for attending the AGM and return them to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited on or before Friday, 2 May 2014.

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 AGM must complete the reply slip for attending the AGM and return them to the principal place of business of the Company in Beijing on or before Friday, 2 May 2014.

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 AGM 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 AGM 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.

## NOTICE OF AGM

- (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 AGM 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 AGM 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 AGM 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 AGM or any adjournment thereof in order for such documents to be valid.
- (H) If a Shareholder appoints others to attend the AGM, 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 AGM, 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 AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.