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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2000 annual general meeting (“AGM”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“the Company”) will be held at Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29th May, 2001 at 10:00a.m. for the following purposes:-

I. As ordinary resolutions:

1. To consider and approve Report of the Directors for the year 2000;
2. To consider and approve Report of the Supervisory Committee for the year 2000;
3. To consider and approve the audited consolidated financial statements for the year 2000;
4. To consider and approve the dividend distribution proposal for the year 2000;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for the year 2000;
6. To consider the reappointment of Arthur Andersen & Co as auditors for the year 2001 and authorize the Directors to fix their remuneration;

7. To consider and approve the remuneration proposals for Directors and Supervisors of the Company for the year 2001;
8. To transact any other business.

II. As special resolutions:

1. To consider and approve the renewal of the resolution passed by the shareholders of the Company on 5th July, 2000 and subject to and conditional upon approval of and permission to deal with the H Shares in the share capital of the Company, which are intended to be issued by the Company, by the Growth Enterprise Market of the Stock Exchange and approval of the resolution by the China Securities Regulatory Committee, a mandate is to be given to the board of Directors:
 - (a) to place and/or issue Domestic Shares and/or H Shares within a period of twelve months from the date of the resolution provided that the number of Domestic Shares and/or H Shares to be placed and/or issued shall not exceed 20 per cent. of the numbers of Domestic Shares and H Shares separately then in issue ("20 per cent. limit");
 - (b) to decide within the 20 per cent. limit the number of Domestic Shares and/or H Shares to be placed and/or issued and to deal with matters arising out of and incidental to such placement and/or issue of new Shares; and
 - (c) to make such necessary amendments to articles 17, 18 and 21 of the Articles of Association to reflect changes in the share capital of the Company arising out of such placement and/or issue of Shares;

such mandate to remain in effect for a period of twelve months from the date of passing of the renewal of the resolution or until the revocation or variation of the mandate by a special resolution of the holders of the Shares.

By Order of the Board
Xu Zhen Dong
Chairman

Beijing, the PRC, 30th March, 2001

Notes:

1. The H Shares register of shareholders of the Company will be closed from 28th April, 2001 to 29th May, 2001 (both days inclusive), during which no transfer of H Shares will be effected. The holders of Promoters' Shares or H Shares whose name appears on the register of members of the Company at 4:00 p.m. on 27th April, 2001 will be entitled to attend and vote at the AGM.
2. Any holder of Promoters' Shares or H Shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the AGM

on his behalf. A proxy needs not be a holder of Promoters' Shares or H Shares of the Company.

3. A voting proxy form for the AGM is enclosed. In order to be valid, the voting proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of the power of attorney must be delivered to the Company's H Shares registrar in Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
4. Holders of Promoters' Shares or H Shares who intend to attend the AGM should complete the enclosed reply slip for the AGM and return it to the Company's H Shares registrar in Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on or before Tuesday, 8th May, 2001. The reply slip may be delivered by hand, by post or by fax to the number (852) 2579-0095.

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