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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: 8095)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION IN RELATION TO THE TWO SHARE TRANSFERS

The Company was informed by certain existing Shareholders, namely Jade Bird, Beijing Tianqiao, Dynamic Win and New View Venture, that there were two transfers of Promoter Shares among them, details of which are set out below.

The Board announces that a special resolution has been proposed by the Company for approval by the Shareholders at a special general meeting of the Company to be held on 4 June 2004 to amend the Articles of Association to reflect the changes in shareholders and shareholdings arising out of the Two Share Transfers.

As informed by Beijing Beida Jade Bird Company Limited (北京北大青鳥有限責任公司) (“Jade Bird”), Beijing Tianqiao Beida Jade Bird Sci-tech Holding Company Limited (北京天橋北大青鳥科技股份有限公司) (“Beijing Tianqiao”), Dynamic Win Assets Limited (致勝資產有限公司) (“Dynamic Win”) and New View Venture Limited (“New View Venture”) (the “Four Promoters”), all being the holders of promoter shares of Beijing Beida Jade Bird Universal Sci-tech Company Limited (the “Company”), they have entered into two conditional agreements each dated 15 March 2004 and 11 March 2004 respectively in relation to two share transfers (“Two Share Transfers”), details of which are set out below.

THE TWO SHARE TRANSFERS

As informed by the Four Promoters,

- i. pursuant to a conditional agreement dated 15 March 2004 entered into by Beijing Tianqiao and Jade Bird, Beijing Tianqiao agreed to dispose of its entire interest in the Company, being 75,000,000 promoter shares of the Company of RMB0.10 each (the “Promoter Shares”), to Jade Bird; and
- ii. pursuant to a conditional agreement dated 11 March 2004 entered into by Dynamic Win and New View Venture, Dynamic Win agreed to dispose of 14,586,000 Promoter Shares to New View Venture.

Completion of the Two Share Transfers are conditional upon fulfillment of the following conditions:

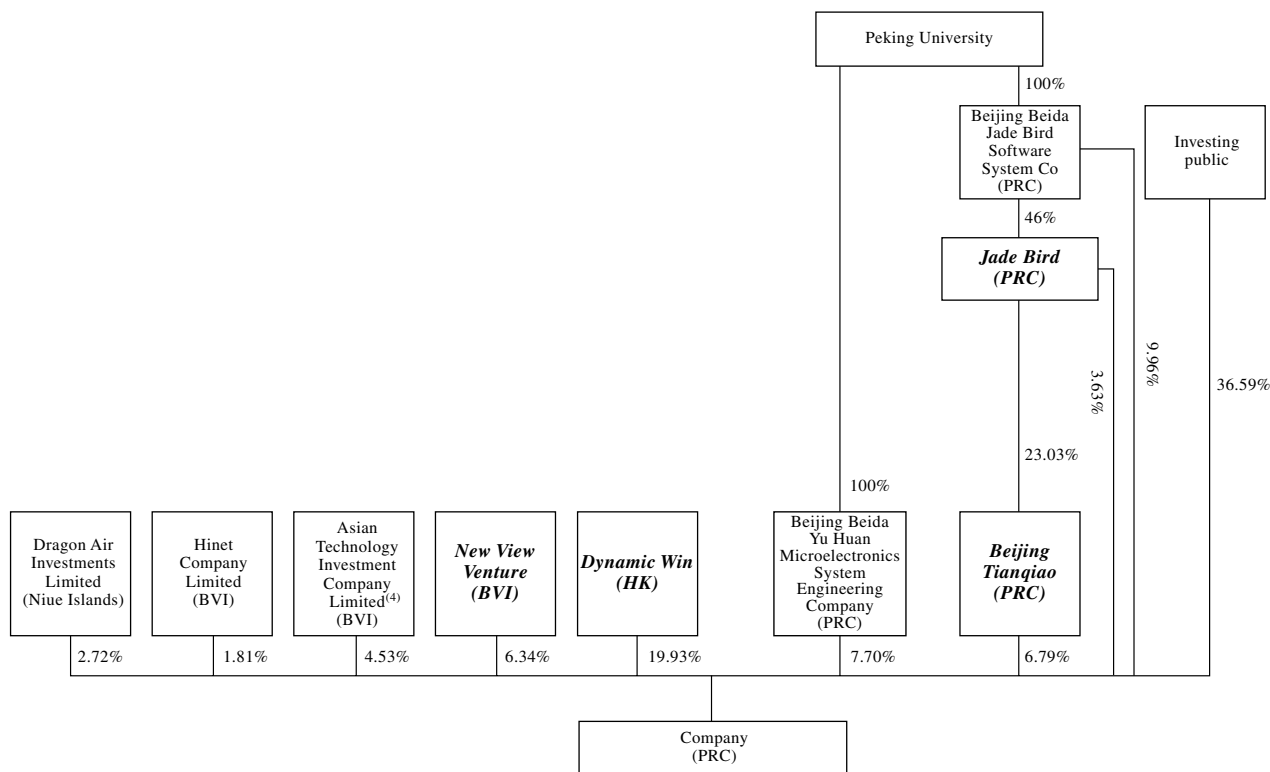
1. approval by the shareholders of the Company of the amendments to the Articles of Association of the Company to reflect the changes in shareholders and shareholdings arising out of the Two Share Transfers; and
2. registration of the amended Articles of Association of the Company with the relevant PRC administrative authorities.

Upon completion of the Two Share Transfers,

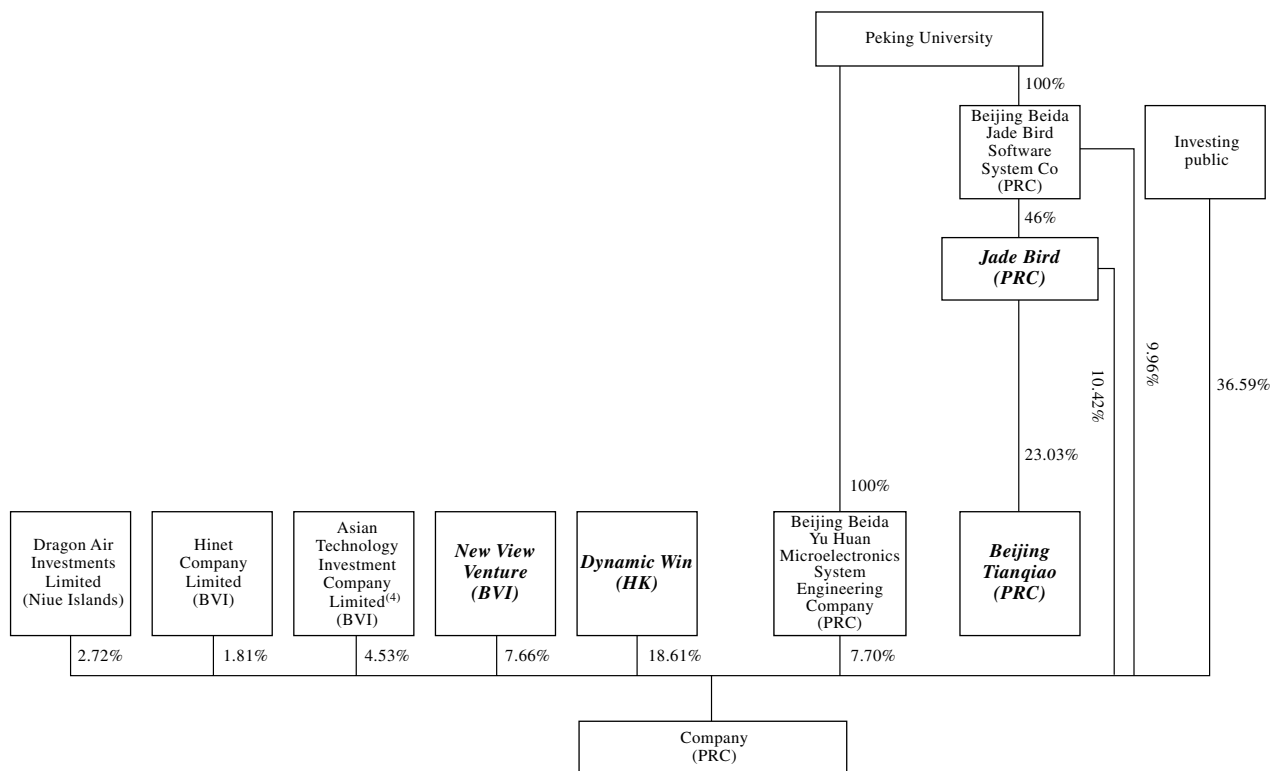
- i. Beijing Tianqiao will no longer have any direct equity interest in the issued shares of the Company and will cease to be a holder of promoter shares of the Company;
- ii. Jade Bird’s direct interest in the Company will increase from 40,000,000 Promoter Shares (representing approximately 3.63% of the existing issued share capital of the Company) to 115,000,000 Promoter Shares (representing approximately 10.42% of the existing issued share capital of the Company);
- iii. New View Venture’s direct interest in the Company will be increased from 70,000,000 Promoter Shares (representing approximately 6.34% of the existing issued share capital of the Company) to 84,586,000 Promoter Shares (representing approximately 7.66% of the existing issued share capital of the Company); and
- iv. Dynamic Win’s direct interest in the Company will be decreased from 220,000,000 Promoter Shares (representing approximately 19.93% of the existing issued share capital of the Company) to 205,414,000 Promoter Shares (representing approximately 18.61% of the existing issued share capital of the Company).

The shareholding structure of the Company as at the date of this announcement and immediately after completion of the Two Share Transfers are illustrated below:

As at the date of this announcement



Immediately after completion of the Two Share Transfers



The directors of the Company do not expect any impact to the Company's operations or financial position solely due of the Two Share Transfers.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

As explained above, following the Two Share Transfers, the shareholding of each of the Four Promoters will be different from that currently stated in the Articles of Association of the Company (the "Articles of Association"). In accordance with Article 80(4) of the Articles of Association, the Board shall as soon as practicable convene a special general meeting to approve the amendments to the Articles of Association to reflect the changes in shareholder and shareholdings arising out of the Two Share Transfers.

SPECIAL GENERAL MEETING

The notice convening the special general meeting to be held at 11:30 a.m. on 4 June 2004 at Room 301, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing, the PRC at which a special resolution will be proposed to approve the proposed amendments to the Articles of Association to reflect the changes in shareholder and shareholdings arising out of the Two Share Transfers is set out in the notice of the special general meeting of the Company dated 13 April 2004.

THE DISPOSAL OF SMIC SHARES

As announced by the Company on 9 March 2004, the Company has received written certificates from, among other Shareholders, Jade Bird and Dynamic View (the "Shareholders' Certificates") confirming their approval of the Company's disposal of certain shares in Semiconductor Manufacturing International Corporation (the "Disposal"). A separate special general meeting of the Company will be held for the purpose of approving, ratifying and confirming the Disposal by the Shareholders. The special general meeting of the Company to be held for the purpose of approving the amendments to the Articles of Association to reflect the changes in shareholders and shareholdings arising out of the Two Share Transfers will be held after the special general meeting of the Company to approve, ratify and confirm the Disposal. In this regard, the Two Share Transfers will not affect the validity of the written certificates given by Jade Bird and Dynamic Win in relation to the Disposal.

By Order of the Board of
**Beijing Beida Jade Bird Universal Sci-tech
Company Limited**
Xu Zhen Dong
Chairman

Beijing, the PRC, 13 April 2004

As at the date of this announcement, the board of directors of the Company comprises three executive directors, being Mr. Xu Zhen Dong, Mr. Xu Zhi Xiang and Professor Zhang Wan Zhong, five non-executive directors, being Mr. Lo Lin Shing, Simon, Mr. Liu Yong Jin, Mr. Hao Yi Long, Mr. Wu Min Sheng and Mr. Li Li Xin, and two independent non-executive directors, being Professor Nan Xiang Hao and Professor Chin Man Chung, Ambrose.

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