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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)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “Special General Meeting”) of Beijing Beida Jade Bird Universal Sci-tech Company Limited (the “Company”) will 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 for the purpose of considering and, if thought fit, passing the following resolution as special resolution of the Company.

### **SPECIAL RESOLUTION**

“**THAT** the board of the Company be hereby approved to amend Article 17 of the Articles of Association of the Company to reflect the changes in the shareholding of certain shareholders of the Company as a result of two share transfers pursuant to:

- (a) a conditional share transfer agreement dated 15 March 2004 made between 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”) and Beijing Beida Jade Bird Company Limited (北京北大青鳥有限責任公司) (“Jade Bird”), pursuant to which Beijing Tianqiao agreed to transfer its entire shareholding of 75 million promoter shares of the Company of nominal value RMB0.10 each (“Promoter Shares”) to Jade Bird; and

- (b) a conditional share transfer agreement dated 11 March 2004 made between Dynamic Win Assets Limited (致勝資產有限公司) (“Dynamic Win”) and New View Venture Limited (“New View Venture”), pursuant to which Dynamic Win agreed to transfer 14,586,000 Promoter Shares to New View Venture.”

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

*Notes:*

- (A) The H Share register of the Company will be closed from 4 May 2004 (Tuesday) to 3 June 2004 (Thursday) (both days inclusive), during which no transfer of H Shares will be effected. Any holders of H Shares of the Company, whose name appear on the Company’s H Share Register of Members at the close of business on 4 May 2004 (Tuesday), are entitled to attend and vote at the Special General Meeting after completing the registration procedures for attending the meeting.

The address of the Company’s H Shares registrar, Hong Kong Registrars Limited, is as follows:

Rooms 1901-5  
19th Floor, Hopewell Centre  
183 Queen’s Road East  
Hong Kong

(Fax no.: 2865-0990)

- (B) Holders of Promoter Shares or H Shares, who intend to attend the Special General Meeting, must complete the reply slips for attending the Special General Meeting and return them to Hong Kong Registrars Limited at the address set out above (for holders of H Shares) or to the place of business of the Company in Beijing (for Promoter Shares) not later than 20 days before the date of the Special General Meeting, i.e. no later than 4:00 p.m. on Saturday, 15 May 2004.

The 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  
PRC

(Fax no.: 86-10-62758434)

- (C) Each holder of H Shares who has the right to attend and vote at the Special General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Special General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.

- (E) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Hong Kong Registrars Limited, the address of which is set out in Note (A) above, not less than 24 hours before the time for holding the Special General Meeting or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of Promoter Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the Special General Meeting. Notes (C) to (D) also apply to holders of Promoter Shares, except that the proxy form or other documents of authority must be delivered to the place of business of the Company in Beijing, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the Special General Meeting or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the Special General Meeting on behalf of a shareholder, he should produce his identity card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the Special General Meeting, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities or other notarised copy of the licence issued by such legal person shareholder.
- (H) The Special General Meeting is expected to last for half a day. Shareholders attending the Special General Meeting are responsible for their own transportation and accommodation expenses.

*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.*

*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.*