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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)

**DISCLOSEABLE TRANSACTIONS AND CONNECTED TRANSACTION
ACQUISITIONS OF EQUITY INTEREST
IN NINGBO JADE BIRD VC**

The Board is pleased to announce that on 24 October 2014, the Company entered into the Equity Interest Transfer Agreements to acquire a total of 31% equity interest in Ningbo Jade Bird VC. The Equity Interest Transfer Agreements are: (i) the Ningbo Hanyu EITA for the acquisition of the entire equity interest held by Beijing Shengshi in Ningbo Hanyu (through which the Company will acquire the 5% equity interest held by Ningbo Hanyu in Ningbo Jade Bird VC); (ii) the Ningbo Liyuantai EITA for the acquisition of the entire equity interest held by Shanghai Botou in Ningbo Liyuantai (through which the Company will acquire the 25% equity interest held by Ningbo Liyuantai in Ningbo Jade Bird VC); and (iii) two Ningbo Zhengyuan EITAs for the acquisition of 35% equity interest and 45% equity interest held by Shanghai Botou and Beida High Tech, respectively, in Ningbo Zhengyuan (through which the Company will acquire the control of 1% equity interest held by Ningbo Zhengyuan in Ningbo Jade Bird VC). The total consideration payable for the Equity Transfers is RMB26.6 million together with capital contribution commitments of RMB35 million. The Company will pay all such consideration in cash with its own funds.

Under the GEM Listing Rules, the Equity Transfers constitute discloseable transactions and a connected transaction of the Company.

As the Company will through the Equity Transfers acquire a total of 31% equity interest in Ningbo Jade Bird VC, the Equity Transfers have been aggregated and treated as one transaction when calculating the percentage ratios under Chapter 19 of the GEM Listing Rules. As one of the applicable percentage ratios in respect of the Equity Transfers is more than 5% but less than 25%, such transactions are subject to the requirements of reporting and announcement but are exempted from the publication of circular and approval by shareholders under Chapter 19 of the GEM Listing Rules.

Beida High Tech is a connected person of the Company by virtue of it being a subsidiary of Beida Jade Bird, a substantial shareholder of the Company. The acquisition of 45% equity interest held by Beida High Tech in Ningbo Zhenyuan by the Company will constitute a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

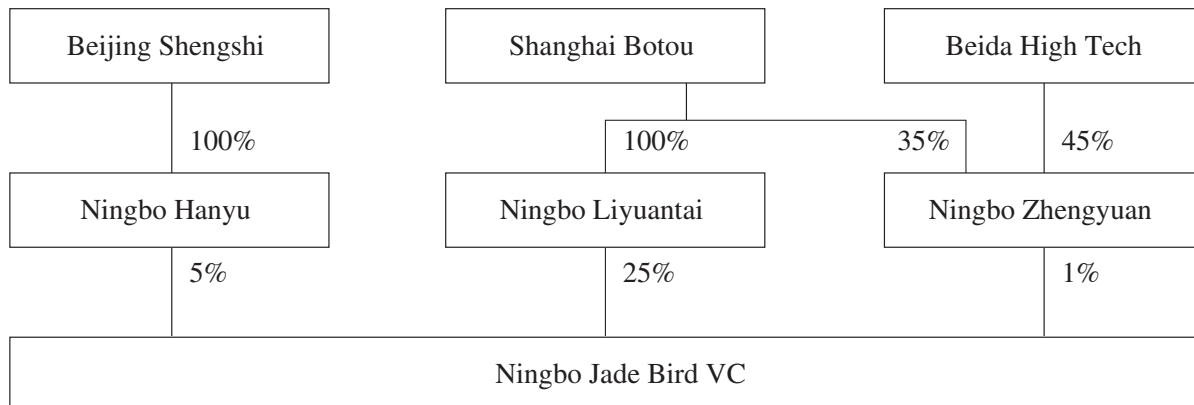
As the applicable percentage ratios in respect of transfer of the 45% equity interest in Ningbo Zhengyuan between the Company and Beida High Tech are less than 5% and the consideration is less than HK\$3,000,000, such transaction is exempted from the requirements of reporting and announcement as well as the publication of circular and approval by independent shareholders under Chapter 20 of the GEM Listing Rules.

INTRODUCTION

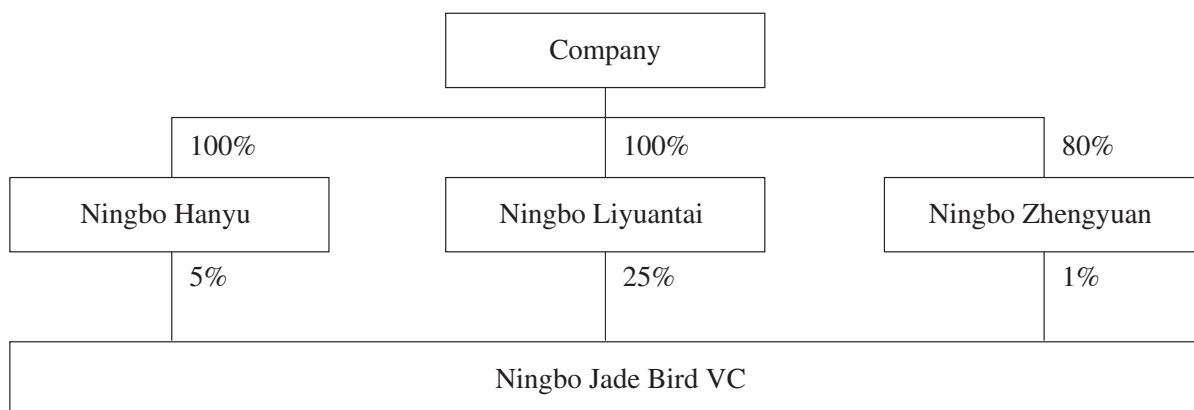
The Board is pleased to announce that on 24 October 2014, the Company entered into the Equity Interest Transfer Agreements to acquire a total of 31% equity interest in Ningbo Jade Bird VC. The Equity Interest Transfer Agreements are: (i) the Ningbo Hanyu EITA for the acquisition of the entire equity interest held by Beijing Shengshi in Ningbo Hanyu (through which the Company will acquire the 5% equity interest held by Ningbo Hanyu in Ningbo Jade Bird VC); (ii) the Ningbo Liyuantai EITA for the acquisition of the entire equity interest held by Shanghai Botou in Ningbo Liyuantai (through which the Company will acquire the 25% equity interest held by Ningbo Liyuantai in Ningbo Jade Bird VC); and (iii) two Ningbo Zhengyuan EITAs for the acquisition of 35% equity interest and 45% equity interest held by Shanghai Botou and Beida High Tech, respectively, in Ningbo Zhengyuan (through which the Company will acquire the control of 1% equity interest held by Ningbo Zhengyuan in Ningbo Jade Bird VC). The total consideration payable for the Equity Transfers is RMB26.6 million together with capital contribution commitments of RMB35 million. The Company will pay all such consideration in cash with its own funds.

The following charts set out the acquisitions of the 31% equity interest in Ningbo Jade Bird VC by the Equity Transfers.

Prior to the Equity Transfers



Immediately after the Equity Transfers



EQUITY INTEREST TRANSFER AGREEMENTS

On 24 October 2014, the Company entered into the Equity Interest Transfer Agreements for the Equity Transfers. The principle terms of each of the Equity Interest Transfer Agreements are summarised as follows:

Ningbo Hanyu EITA

Date: 24 October 2014

Parties: Beijing Shengshi (as transferor)
the Company (as transferee)

Interest to be acquired: 100% equity interest held by Beijing Shengshi in Ningbo Hanyu (through which the Company will acquire 5% equity interest held by Ningbo Hanyu in Ningbo Jade Bird VC)

Consideration: The Company will assume the obligation of Beijing Shengshi to make a capital contribution of RMB10 million to Ningbo Hanyu (the consideration was determined after the arm's length negotiations between the parties, on the basis that Beijing Shengshi has not made any capital contribution to Ningbo Hanyu)

Completion: The transfer will be completed upon completion of registering such transfer at the industrial and commercial administration bureau

Ningbo Liyuntai EITA

Date: 24 October 2014

Parties: Shanghai Botou (as transferor)
the Company (as transferee)

Interest to be acquired: 100% equity interest held by Shanghai Botou in Ningbo Liyuntai (through which the Company will acquire 25% equity interest held by Ningbo Liyuntai in Ningbo Jade Bird VC)

Consideration: The Company will (i) pay RMB25 million to Shanghai Botou within 90 days after the completion of the equity transfer; and (ii) assume the obligation of Shanghai Botou to make a capital contribution of RMB25 million to Ningbo Liyuntai (the consideration was determined after the arm's length negotiations between the parties, on the basis that Shanghai Botou has made a capital contribution of RMB25 million to Ningbo Liyuntai and that a further capital contribution in the amount of RMB25 million remains outstanding)

Completion: The transfer will be completed upon completion of registering such transfer at the industrial and commercial administration bureau

Two Ningbo Zhengyuan EITAs

- Both dated: 24 October 2014
- Parties: (i) Shanghai Botou (as transferor) and the Company (as transferee) for the acquisition of 35% equity interest held by Shanghai Botou in Ningbo Zhengyuan; and (ii) Beida High Tech (as transferor) and the Company (as transferee) for the acquisition of 45% equity interest held by Beida High Tech in Ningbo Zhengyuan
- Interest to be acquired: (i) 35% equity interest held by Shanghai Botou in Ningbo Zhengyuan; and (ii) 45% equity interest held by Beida High Tech in Ningbo Zhengyuan (through which the Company will acquire the control of 1% equity interest held by Ningbo Zhengyuan in Ningbo Jade Bird VC)
- Consideration: (i) RMB700,000 for the acquisition of 35% equity interest held by Shanghai Botou in Ningbo Zhengyuan; and (ii) RMB900,000 for the acquisition of 45% equity interest held by Beida High Tech in Ningbo Zhengyuan
- The considerations for the acquisitions of the equity interests in Ningbo Zhengyuan were determined after the arm's length negotiations between the parties, equivalent to the respective capital contributed by Shanghai Botou and Beida High Tech in Ningbo Zhengyuan
- Payment: The Company will pay the consideration in cash with its own funds within 20 business days after the signing of the relevant Ningbo Zhengyuan EITA
- Completion: The two transfers will be completed upon completion of registering such transfers at the industrial and commercial administration bureau, provided that other shareholders of Ningbo Zhengyuan have waived their pre-emptive rights with respect to such transfers

The total value of the equity interest in Ningbo Hanyu, Ningbo Liyuntai and Ningbo Zhengyuan to be acquired by the Company is RMB61,600,000. The value of 31% equity interest in Ningbo Jade Bird VC is RMB62,000,000. As each of Ningbo Hanyu, Ningbo Liyuntai, Ningbo Zhengyuan and Ningbo Jade Bird VC was established in 2014, the information on their respective net profit for the two financial years immediately preceding the transactions is not available as at the date of this announcement.

INFORMATION ON THE PARTIES

The Company, through its subsidiaries, is principally engaged in the research, development, manufacture, marketing and sale of wireless fire alarm systems and related products, development of travel and leisure business and investment holding.

Beijing Shengshi is principally engaged in design, production, agency and publication of advertisement for domestic and overseas companies and relevant investment activities.

Shanghai Botou is principally engaged in development, transfer and consultancy of technologies in environmental protection industry, sale of environmental protection equipment and relevant investment activities.

Beida High Tech is principally engaged in investment management, asset management and investment activities. Beida High Tech is an indirectly non wholly-owned subsidiary of Beida Jade Bird, which is a substantial shareholder directly and indirectly holding an aggregate of approximately 16.88% equity interest in the Company. Beida High Tech is therefore a connected person of the Company.

Save that Beida High Tech is a connect person of the Company, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Beijing Shengshi and Shanghai Botou and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

Ningbo Jade Bird VC is principally engaged in venture capital investment in companies with innovative and high technology in emerging industries, such as culture, health care, new energy and environmental protection, in Ningbo. Ningbo Hanyu, Ningbo Liyuantai and Ningbo Zhengyuan together hold a total of 31% equity interest in Ningbo Jade Bird VC. The remaining 69% equity interest is held as to 39% by a wholly-owned subsidiary of Beida High Tech and as to 30% by Ningbo Venture Capital Guiding Fund Management Co., Ltd.* (寧波創業投資引導基金管理有限公司), a state-owned enterprise which provides management services for a venture capital guiding fund established by Ningbo Municipal Government.

REASONS FOR AND BENEFITS OF THE EQUITY TRANSFERS

Through the Equity Transfers, the Company will acquire an aggregate of 31% equity interest in Ningbo Jade Bird VC. The Directors consider that it is beneficial for the Company to invest in Ningbo Jade Bird VC, a controlling shareholder of which is a state-owned enterprise specialized in fund management, which will further develop the Company's existing investment business portfolio, in particular, expand its investment in emerging industries, and also broaden its source of income.

The Directors (including the independent non-executive Directors) are of the view that such transactions have been entered into on normal commercial terms and in the ordinary and usual course of business of the Company, the terms of which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS OF GEM LISTING RULES

Under the GEM Listing Rules, the Equity Transfers constitute discloseable transactions and a connected transaction of the Company.

Discloseable Transactions

As the Company will acquire a total of 31% equity interest in Ningbo Jade Bird VC through the Equity Transfers, the Equity Transfers have been aggregated and treated as one transaction when calculating the percentage ratios for the purpose of Chapter 19 of the GEM Listing Rules.

As one of the applicable percentage ratios in respect of the Equity Transfers is more than 5% but less than 25%, such transactions are subject to the requirements of reporting and announcement but are exempted from the publication of circular and approval by shareholders under Chapter 19 of the GEM Listing Rules.

Connected Transaction

Beida High Tech is a connected person of the Company by virtue of it being a subsidiary of Beida Jade Bird, a substantial shareholder of the Company. The transfer of 45% equity interest in Ningbo Zhengyuan between the Company and Beida High Tech constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As the applicable percentage ratios in respect of transfer of the 45% equity interest in Ningbo Zhengyuan between the Company and Beida High Tech are less than 5% and the consideration is less than HK\$3,000,000, such transaction is exempted from the requirements of reporting and announcement as well as the publication of circular and approval by independent shareholders under Chapter 20 of the GEM Listing Rules.

As Beida High Tech is a subsidiary of Beida Jade Bird, each of the Directors, Mr. Xu Zhixiang, Mr. Zhang Wanzhong, Mr. Zhang Yongli, Mr. Chen Zongbing and Ms. Zheng Zhong, who are the director and executive president, vice president and supervisor, vice president and chief financial officer, vice president and vice president of Beida Jade Bird, respectively, are deemed to have a material interest in the connected transaction abovementioned. Accordingly, the above Directors had abstained from voting on the Board

resolution approving the connected transaction in respect of the transfer of the 45% equity interest in Ningbo Zhenggyuan in accordance with the Articles of Association of the Company and the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meaning:

“Beida High Tech”	Beijing Beida High Technology Investment Co., Ltd.* (北京北大高科技產業投資有限公司), a limited liability company established in the PRC and an indirectly non wholly-owned subsidiary of Beida Jade Bird
“Beida Jade Bird”	Beijing Beida Jade Bird Limited * (北京北大青鳥有限責任公司), a limited liability company established in the PRC and a substantial shareholder of the Company
“Beijing Shengshi”	Beijing Shengshi Xintian Video-film Advertisement Co., Ltd.* (北京盛世新天影視廣告有限公司), a limited liability company established in the PRC and an independent third party
“Board”	the board of Directors
“Company”	Beijing Beida Jade Bird Universal Sci-Tech Company Limited* (北京北大青鳥環宇科技股份有限公司), a joint stock limited company incorporated in the PRC with limited liabilities with its H Shares listed on GEM
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Equity Transfers”	the proposed acquisitions by the Company of (i) the entire equity interest in Ningbo Hanyu; (ii) the entire equity interest in Ningbo Liyuantai; and (iii) 80% equity interest in Ningbo Zhengyuan, through which the Company will acquire a total of 31% equity interest in Ningbo Jade Bird VC

“Equity Interest Transfer Agreements”	the Ningbo Hanyu EITA, the Ningbo Liyuantai EITA and the two Ningbo Zhengyuan EITAs
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Ningbo Hanyu”	Ningbo Hanyu Investment Consultancy Co., Ltd.* (寧波瀚宇投資諮詢有限公司), a limited liability company established in the PRC
“Ningbo Hanyu EITA”	Ningbo Hanyu Equity Interest Transfer Agreement entered into and between the Company and Beijing Shengshi on 24 October 2014 for the acquisition of the entire equity interest in Ningbo Hanyu (through which the Company will acquire 5% equity interest held by Ningbo Hanyu in Ningbo Jade Bird VC)
“Ningbo Jade Bird VC”	Ningbo Jade Bird Venture Capital Investment Co., Ltd.* (寧波青鳥創業投資有限公司) which was established on 24 April 2014 with limited liability in the PRC and with a registered capital of RMB200 million
“Ningbo Liyuantai”	Ningbo Liyuantai Venture Capital Investment Management Co., Ltd.* (寧波利元泰創業投資管理有限公司), a limited liability company established in the PRC
“Ningbo Liyuantai EITA”	Ningbo Liyuantai Equity Interest Transfer Agreement entered into and between the Company and Shanghai Botou on 24 October 2014 for the acquisition of the entire equity interest in Ningbo Liyuantai (through which the Company will acquire 25% equity interest held by Ningbo Liyuantai in Ningbo Jade Bird VC)
“Ningbo Zhengyuan”	Ningbo Jade Bird Zhengyuan Investment Management Co., Ltd.* (寧波青鳥正元投資管理有限公司), a limited liability company established in the PRC

“Ningbo Zhengyuan EITA(s)”	the two Ningbo Zhengyuan Equity Interest Transfer Agreements entered into and between the Company and each of Shanghai Botou and Beida High Tech, respectively on 24 October 2014, for the acquisition of (i) 35% equity interest held by Shanghai Botou in Ningbo Zhengyuan; and (ii) 45% equity interest held by Beida High Tech in Ningbo Zhengyuan (through which the Company will acquire the control of 1% equity interest held by Ningbo Zhengyuan in Ningbo Jade Bird VC)
“percentage ratios”	has the meaning as defined in Rule 20.06(30) of the GEM Listing Rules
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Botou”	Shanghai Botou Zhongrenzhong Environmental Science and Technology Co., Ltd.* (上海博投眾人眾環保科技有限公司), a limited liability company established in the PRC and an independent third party
“subsidiary”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent.

* *For identification purpose only*

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

Beijing, the PRC
24 October 2014

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 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 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”.