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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“**SGM**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**Company**”) will be held at 10:30 a.m. on Tuesday, 12 January 2016 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the People’s Republic of China (“**PRC**”), to consider and, if appropriate, pass the following matters as ordinary resolution, or as the case may be, special resolution:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the equity interest transfer agreement dated 10 August 2015 entered into between the Company and 上海軒寶投資管理有限公司 (in English, for identification purpose only, Shanghai Xuanbao Investment Management Co., Ltd.) regarding the acquisition of the entire equity interest of 寧波軒寶賽林投資管理有限公司 (in English, for identification purpose only, Ningbo Xuanbao Sailin Investment Management Co., Ltd.) at a consideration of RMB23,400,000 (together with assumption of obligation to make capital contribution of RMB54,600,000) (“**Equity Interest Transfer Agreement**”) (a copy of the Equity Interest Transfer Agreement is marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) be and is hereby approved, confirmed and ratified and the transactions contemplated under the Equity Interest Transfer Agreement be and are hereby approved; and

- (b) any one director (“**Director**”) of the Company be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Equity Interest Transfer Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver of matters relating thereto which are not fundamentally different from those provided in the Equity Interest Transfer Agreement as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

SPECIAL RESOLUTION

2. **“THAT**

- (a) the amendment to the articles of association of the Company by inserting the following paragraph at the end of the notes in Article 17 of the Company’s articles of association be and is hereby approved:

“7. On 2 November 2015, Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. agreed to transfer 85,000,000 promoters shares held by it to Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd., representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.”;
and

- (b) any one director of the Company be and is hereby authorized to carry out the related registration and filing procedures in accordance with the applicable laws and regulations of the PRC and Hong Kong and the relevant requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.”

By order of the Board

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Ni Jinlei

Chairman

Beijing, the PRC, 19 November 2015

Notes:

1. The registers of shareholders of the Company will be closed from Sunday, 13 December 2015 to Tuesday, 12 January 2016 (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 Friday, 11 December 2015 and have completed the registration process will be entitled to attend the SGM.
2. Holders of H Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited, on or before Wednesday, 23 December 2015.

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)

3. Holders of promoters Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the principal place of business of the Company in Beijing on or before Wednesday, 23 December 2015.

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)

4. Each holder of H Shares entitled to attend and vote at the SGM shall have the right to appoint one or several persons who may not be Shareholders to act as his/her proxy to attend and vote at the SGM on his/her behalf.
5. 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.
6. 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 (2) above, not less than 24 hours before the time for holding the SGM or any adjournment thereof in order for such documents to be valid.
7. Each holder of promoters Shares entitled to attend and vote at the SGM 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 SGM on his/her behalf. Notes (5) and (6) 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 (3) above, not less than 24 hours before the time for holding the SGM or any adjournment thereof in order for such documents to be valid.

8. If a Shareholder appoints others to attend the SGM, 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 SGM, 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.
9. The SGM is expected to last for one hour. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.

As at the date of this notice, Mr. Zhang Wanzhong, Ms. Zheng Zhong and Mr. Ip Wing Wai are executive Directors, Mr. Ni Jinlei, Ms. Xue Li and Mr. Zhao Xuedong are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua are independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.

This notice 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”.