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北京北大青鸟环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  
IN RELATION TO  
ACQUISITION OF EQUITY INTEREST  
IN SHANGHAI SHENGJIN VC AND SHANGHAI SHENGYOU**

The Board is pleased to announce that on 27 May 2016, the Company and Ningbo Liyantai, a direct wholly owned subsidiary of the Company, entered into the Shanghai Shengjin VC EITAs and the Shanghai Shengyou EITAs to acquire a total of 45% equity interest in Shanghai Shengjin VC and a total of 30% equity interest in Shanghai Shengyou respectively. Pursuant to the Shanghai Shengjin VC EITAs, (i) the Company agreed to acquire the 25% equity interest held by Xinjiang Qianyuan in Shanghai Shengjin VC at a consideration of RMB15,000,000 in cash together with capital contribution commitment of RMB35,000,000; and (ii) Ningbo Liyantai agreed to acquire the 20% equity interest held by Shanghai Botou in Shanghai Shengjin VC at a consideration of RMB12,000,000 in cash together with capital contribution commitment of RMB28,000,000. The total consideration in respect of the Shanghai Shengjin VC Acquisitions is RMB27,000,000 in cash together with capital contribution commitment of RMB63,000,000. Pursuant to the Shanghai Shengyou EITAs, (i) the Company agreed to acquire the 15% equity interest held by Xinjiang Qianyuan in Shanghai Shengyou at a consideration of RMB150,000 together with capital contribution commitment of RMB600,000; (ii) Ningbo Liyantai agreed to acquire the 10% equity interest held by Xinjiang Qianyuan in Shanghai Shengyou at a consideration of RMB100,000 together with capital contribution commitment of RMB400,000; and (iii) Ningbo Liyantai agreed to acquire the 5% equity interest held by Shanghai Botou in Shanghai Shengyou at a consideration of RMB50,000 together with capital contribution commitment of RMB200,000. The total consideration in respect of the Shanghai Shengyou Acquisitions is RMB300,000 in cash together with capital commitment of RMB1,200,000.

As one or more of the applicable percentage ratios in respect of the Shanghai Shengjin VC Acquisitions, either standalone or aggregated with the Shanghai Shengyou Acquisitions exceed 5% but all those applicable percentage ratios are less than 25%, the transactions contemplated under the Shanghai Shengjin VC EITAs and the Shanghai Shengyou EITAs constitute discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules.

## **INTRODUCTION**

The Board is pleased to announce that on 27 May 2016, the Company and Ningbo Liyantai, a direct wholly owned subsidiary of the Company, entered into the Shanghai Shengjin VC EITAs and the Shanghai Shengyou EITAs to acquire a total of 45% equity interest in Shanghai Shengjin VC and a total of 30% equity interest in Shanghai Shengyou respectively. Pursuant to the Shanghai Shengjin VC EITAs, (i) the Company agreed to acquire the 25% equity interest held by Xinjiang Qianyuan in Shanghai Shengjin VC at a consideration of RMB15,000,000 in cash together with capital contribution commitment of RMB35,000,000; and (ii) Ningbo Liyantai agreed to acquire the 20% equity interest held by Shanghai Botou in Shanghai Shengjin VC at a consideration of RMB12,000,000 in cash together with capital contribution commitment of RMB28,000,000. The total consideration in respect of the Shanghai Shengjin VC Acquisitions is RMB27,000,000 in cash together with capital contribution commitment of RMB63,000,000. Pursuant to the Shanghai Shengyou EITAs, (i) the Company agreed to acquire the 15% equity interest held by Xinjiang Qianyuan in Shanghai Shengyou at a consideration of RMB150,000 together with capital contribution commitment of RMB600,000; (ii) Ningbo Liyantai agreed to acquire the 10% equity interest held by Xinjiang Qianyuan in Shanghai Shengyou at a consideration of RMB100,000 together with capital contribution commitment of RMB400,000; and (iii) Ningbo Liyantai agreed to acquire the 5% equity interest held by Shanghai Botou in Shanghai Shengyou at a consideration of RMB50,000 together with capital contribution commitment of RMB200,000. The total consideration in respect of the Shanghai Shengyou Acquisitions is RMB300,000 in cash together with capital commitment of RMB1,200,000.

## **TWO SHANGHAI SHENGJIN VC EITAs**

A summary of the principal terms of the two Shanghai Shengjin VC EITAs is set out below:

### **Both dated**

27 May 2016

## **Parties**

(i) the Company (as transferee) and Xinjiang Qianyuan (as transferor) for the acquisition of 25% equity interest in Shanghai Shengjin VC held by Xinjiang Qianyuan; and (ii) Ningbo Liyuantai (as transferee) and Shanghai Botou (as transferor) for acquisition of 20% equity interest in Shanghai Shengjin VC held by Shanghai Botou

## **Nature of transactions**

Pursuant to the two Shanghai Shengjin VC EITAs, (i) the Company agreed to acquire 25% equity interest in Shanghai Shengjin VC held by Xinjiang Qianyuan; and (ii) Ningbo Liyuantai agreed to acquire 20% equity interest in Shanghai Shengjin VC held by Shanghai Botou.

Upon completion of the two Shanghai Shengjin VC EITAs, the Company will own a total of 45% direct and indirect equity interest in Shanghai Shengjin VC.

## **Consideration**

The Company will (i) pay RMB15,000,000 to Xinjiang Qianyuan within 20 working days after the date of the respective Shanghai Shengjin VC EITA for the acquisition of 25% equity interest in Shanghai Shengjin VC held by Xinjiang Qianyuan; and (ii) assume the obligation of Xinjiang Qianyuan to make a capital contribution of RMB35,000,000 to Shanghai Shengjin VC. The consideration was determined after the arm's length negotiations between the parties, on the basis that Xinjiang Qianyuan has made a capital contribution of RMB15,000,000 to Shanghai Shengjin VC and that a further capital contribution in the amount of RMB35,000,000 remains outstanding.

Ningbo Liyuantai will (i) pay RMB12,000,000 to Shanghai Botou within 20 working days after the date of the respective Shanghai Shengjin VC EITA for the acquisition of 20% equity interest in Shanghai Shengjin VC held by Shanghai Botou; and (ii) assume the obligation of Shanghai Botou to make a capital contribution of RMB28,000,000 to Shanghai Shengjin VC. 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 RMB12,000,000 to Shanghai Shengjin VC and that a further capital contribution in the amount of RMB28,000,000 remains outstanding.

## **Completion**

The Shanghai Shengjin VC Acquisitions will be completed upon completion of registering such transfers with the industrial and commercial administration bureau of the PRC, provided that other shareholders of Shanghai Shengjin VC have waived their respective pre-emptive rights with respect to such transfers.

## **THREE SHANGHAI SHENGYOU EITAs**

A summary of the principal terms of the three Shanghai Shengyou EITAs is set out below:

### **All dated**

27 May 2016

### **Parties**

(i) the Company (as transferee) and Xinjiang Qianyuan (as transferor) for the acquisition of 15% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; (ii) Ningbo Liyuantai (as transferee) and Xinjiang Qianyuan (as transferor) for acquisition of 10% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; and (iii) Ningbo Liyuantai (as transferee) and Shanghai Botou (as transferor) for acquisition of 5% equity interest in Shanghai Shengyou held by Shanghai Botou

### **Nature of transactions**

Pursuant to the three Shanghai Shengyou EITAs, (i) the Company agreed to acquire 15% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; (ii) Ningbo Liyuantai agreed to acquire 10% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; and (iii) Ningbo Liyuantai agreed to acquire 5% equity interest in Shanghai Shengyou held by Shanghai Botou.

Upon the completion of the three Shanghai Shengyou EITAs, the Company will own a total of 30% direct and indirect equity interest in Shanghai Shengyou.

### **Consideration**

The Company will (i) pay RMB150,000 to Xinjiang Qianyuan within 90 days after the date of the respective Shanghai Shengyou EITA for the acquisition of 15% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; and (ii) assume the obligation of Xinjiang Qianyuan to make a capital contribution of RMB600,000 to Shanghai Shengyou. The

consideration was determined after the arm's length negotiations between the parties, on the basis that Xinjiang Qianyuan has made a capital contribution of RMB150,000 to Shanghai Shengyou and that a further capital contribution in the amount of RMB600,000 remains outstanding.

Ningbo Liyuntai will (i) pay RMB100,000 to Xinjiang Qianyuan within 90 days after the date of the respective Shanghai Shengyou EITA for the acquisition of 10% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; and (ii) assume the obligation of Xinjiang Qianyuan to make a capital contribution of RMB400,000 to Shanghai Shengyou. The consideration was determined after the arm's length negotiations between the parties, on the basis that Xinjiang Qianyuan has made a capital contribution of RMB100,000 to Shanghai Shengyou and that a further capital contribution in the amount of RMB400,000 remains outstanding.

Ningbo Liyuntai will (i) pay RMB50,000 to Shanghai Botou within 90 days after the date of the respective Shanghai Shengyou EITA for the acquisition of 5% equity interest in Shanghai Shengyou held by Shanghai Botou; and (ii) assume the obligation of Shanghai Botou to make a capital contribution of RMB200,000 to Shanghai Shengyou. 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 RMB50,000 to Shanghai Shengyou and that a further capital contribution in the amount of RMB200,000 remains outstanding.

## **Completion**

The Shanghai Shengyou Acquisitions will be completed upon completion of registering such transfers with the industrial and commercial administration bureau of the PRC, provided that other shareholders of Shanghai Shengyou have waived their respective pre-emptive rights with respect to such transfers.

## **INFORMATION ON THE PARTIES**

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

Ningbo Liyuntai is principally engaged in the provision of venture capital investment management and consultancy services.

Xinjiang Qianyuan is principally engaged in equity investments and investment consultancy services.

Shanghai Botou is principally engaged in equity investments and development and transfer of environmental technology.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Xinjiang Qianyuan, Shanghai Botou and their respective ultimate beneficial owner is an Independent Third Party.

Shanghai Shengjin VC is a company incorporated in Shanghai, the PRC with a registered capital of RMB200,000,000 and its scope of business is venture capital investment in companies with innovative and high growth in industries of new materials, energy saving, environmental protection and high-end equipment manufacturing, investment consultancy and provision of enterprise management services.

The total asset value and the net asset value of Shanghai Shengjin VC as at 31 December 2015 are approximately RMB53,445,000 and RMB52,445,000 respectively. The net loss before and after taxation and extraordinary items of Shanghai Shengjin VC for the year ended 31 December 2014 is approximately RMB3,583,000 and RMB3,583,000 respectively, and net loss before and after taxation and extraordinary items of Shanghai Shengjin VC for the year ended 31 December 2015 is approximately RMB3,918,000 and RMB3,918,000 respectively.

Shanghai Shengyou is a company incorporated in Shanghai, the PRC with registered capital of RMB5,000,000 and its scope of business is investment management, asset management, corporate management consultancy, business consultancy, investment consultancy and marketing planning. As at the date of this announcement, Shanghai Shengjin VC is managed by Shanghai Shengyou.

The total asset value and the net asset value of Shanghai Shengyou as at 31 December 2015 are approximately RMB1,022,000 and RMB858,000 respectively. The net profit before and after taxation and extraordinary items of Shanghai Shengyou for the year ended 31 December 2014 is approximately RMB562,000 and RMB562,000 respectively, and net loss before and after taxation and extraordinary items of Shanghai Shengyou for the year ended 31 December 2015 is approximately RMB42,000 and RMB42,000 respectively.

#### **REASONS FOR AND BENEFITS OF ENTERING INTO THE TWO SHANGHAI SHENGJIN VC EITAs AND THREE SHANGHAI SHENGYOU EITAs**

The Directors believe that it is beneficial for the Company to invest in Shanghai Shengjin VC and Shanghai Shengyou so as to further develop the Company's existing private equity fund investment business portfolio and also broaden its source of income.

In light of the above, the Directors consider that the terms of the two Shanghai Shengjin VC EITAs and the three Shanghai Shengyou EITAs, which were determined after arm's length negotiations between the parties, are on normal commercial terms and are fair and reasonable, and the entering into of the two Shanghai Shengjin VC EITAs and the three Shanghai Shengyou EITAs is in the interests of the Company and the Shareholders as a whole.

## **IMPLICATION OF THE GEM LISTING RULES**

As one or more of the applicable percentage ratios in respect of the Shanghai Shengjin VC Acquisitions, either standalone or aggregated with the Shanghai Shengyou Acquisitions exceed 5% but all those applicable percentage ratios are less than 25%, the transactions contemplated under the Shanghai Shengjin VC EITAs and the Shanghai Shengyou EITAs constitute discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

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

“Board”	the board of Directors
“Company”	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 PRC with limited liabilities with its H Shares listed on GEM
“Director(s)”	the director(s) of the Company
“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
“H Share(s)”	overseas-listed foreign invested shares in the ordinary share capital of the Company, with a nominal value of RMB0.1 each and subscribed for and traded in Hong Kong dollars

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	the third party which is independent of the Company and its connected persons (as defined in the GEM Listing Rules)
“Ningbo Liyuantai”	寧波利元泰創業投資管理有限公司 (Ningbo Liyuantai Venture Capital Investment Management Co., Ltd. <sup>#</sup> ), a limited liability company established in the PRC and a direct wholly owned subsidiary of the Company
“PRC”	the People’s Republic of China which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	renminbi, the lawful currency of the PRC
“Shanghai Botou”	上海博投眾人眾環保科技有限公司 (Shanghai Botou Zhongrenzhong Environmental Science and Technology Co., Ltd. <sup>#</sup> ), a limited liability company established in the PRC and an Independent Third Party
“Shanghai Shengjin VC”	上海盛今創業投資有限公司 (Shanghai Shengjin Venture Capital Investment Co., Ltd. <sup>#</sup> ), a limited liability company established in the PRC
“Shanghai Shengjin VC Acquisitions”	the transfers of (i) 25% equity interest in Shanghai Shengjin VC from Xinjiang Qianyuan to the Company; and (ii) 20% equity interest in Shanghai Shengjin VC from Shanghai Botou to Ningbo Liyuantai pursuant to the two Shanghai Shengjin VC EITAs
“Shanghai Shengjin VC EITA(s)”	the two equity interest transfer agreements entered into and between (i) the Company and Xinjiang Qianyuan; and (ii) Ningbo Liyuantai and Shanghai Botou, respectively on 27 May 2016, for the acquisition of (i) 25% equity interest in Shanghai Shengjin VC held by Xinjiang Qianyuan; and (ii) 20% equity interest in Shanghai Shengjin VC held by Shanghai Botou

“Shanghai Shengyou”	上海盛有創業投資管理有限公司 (Shanghai Shengyou Venture Investment Management Co., Ltd. <sup>#</sup> ), a limited liability company established in the PRC
“Shanghai Shengyou Acquisitions”	the transfers of (i) 15% equity interest in Shanghai Shengyou from Xinjiang Qianyuan to the Company; (ii) 10% equity interest in Shanghai Shengyou from Xinjiang Qianyuan to Ningbo Liyuntai; and (iii) 5% equity interest in Shanghai Shengyou from Shanghai Botou to Ningbo Liyuntai pursuant to the three Shanghai Shengyou EITAs
“Shanghai Shengyou EITA(s)”	the three equity interest transfer agreements entered into and between (i) the Company and Xinjiang Qianyuan; (ii) Ningbo Liyuntai and Xinjiang Qianyuan; and (iii) Ningbo Liyuntai and Shanghai Botou, respectively on 27 May 2016, for the acquisition of (i) 15% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; (ii) 10% equity interest in Shanghai Shengyou held by Xinjiang Qianyuan; and (iii) 5% equity interest in Shanghai Shengyou held by Shanghai Botou
“Shareholders”	the shareholders of the Company
“Xinjiang Qianyuan”	Xinjiang Qianyuan Runde Equity Investment Co., Ltd. <sup>#</sup> (新疆乾元潤德股權投資有限公司), a limited liability company established in the PRC and an Independent Third Party
“%”	per cent.

By order of the Board  
**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**  
**Ni Jinlei**  
*Chairman*

Beijing, the PRC, 27 May 2016

*As at the date of this announcement, 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 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”.*

*# Denotes English translation of a Chinese company or entity name and is provided for identification purpose only*