

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”), you should at once hand this circular and the form of proxy and the reply slip for the special general meeting of the Company to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company to be held at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Monday, 31 July 2017 at 10:30 a.m. is set out on pages 6 to 7 of this circular. Reply slip and the form of proxy for use at the special general meeting of the Company are also enclosed with this circular.

Whether or not you are able to attend the special general meeting of the Company, you are required to complete the form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form of proxy to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. For holders of promoters Shares, you are required to return the form of proxy to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC. Whether you are holders of H Shares or promoters Shares, you are required to return the form of proxy as soon as possible but in any event not less than 24 hours before the time appointed for holding of the special general meeting of the Company or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the special general meeting of the Company if you so wish.

This circular will remain on the “Latest Company Announcements” page of the website of GEM at <http://www.hkgem.com> for a minimum period of seven days from the date of its posting and the website of the Company at www.jbu.com.cn.

1 June 2017

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company, as amended from time to time
“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 liability with its H Shares listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Share(s)”	overseas-listed foreign invested shares in the ordinary share capital of the Company, with a nominal value of RMB0.1 and subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 May 2017, being the latest practicable date before printing of the circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	renminbi, the lawful currency of the PRC
“SFO”	Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Monday, 31 July 2017 or any adjournment thereof

DEFINITIONS

“Shareholder(s)”	shareholder(s) of the Company
“Shares”	the ordinary shares of RMB0.1 each in the issued share capital of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Wanzhong

Ms. Zheng Zhong

Mr. Ip Wing Wai

Non-executive Directors:

Mr. Ni Jinlei

Ms. Xue Li

Independent non-executive Directors:

Mr. Shao Jiulin

Mr. Li Juncai

Mr. Lin Yan

Mr. Li Chonghua

Registered office:

3rd Floor, Beida Jade Bird Building

Yanyuan District Area 3

No. 5 Haidian Road

Haidian District

Beijing 100080, PRC

Principal Place of Business

in the PRC:

3rd Floor, Beida Jade Bird Building

No. 207 Chengfu Road

Haidian District

Beijing 100871, PRC

Principal Place of Business

in Hong Kong:

Unit 7605, 76th Floor

The Center

99 Queen's Road Central

Hong Kong

1 June 2017

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

INTRODUCTION

Reference is made to the announcement of the Company dated 24 May 2017. The purpose of this circular is to provide you with information regarding the ordinary resolution to be proposed at the SGM to approve the proposed appointment of the non-executive Director; and the notice of the SGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

As disclosed in the Company's announcement dated 24 May 2017, the Company proposed to appoint Mr. Xiang Lei ("Mr. Xiang") as the non-executive Director with effect from the passing of the ordinary resolution approving the appointment thereof at the SGM.

Mr. Xiang Lei, aged 65, was graduated from the Stony Brook College of the State University of New York with a Master's degree in systems management. Mr. Xiang is a council member of the China Foundation for Poverty Alleviation and a council member of the Gonghe Foundation. Mr. Xiang was the manager of China National Machinery Import and Export Corporation, senior manager of East West Bank, chief representative of Giti Group's Beijing representative office, investment consultant of Donaldson, Lufkin & Jenrette Securities Corporation, vice president of Beida Jade Bird Group, director of Beijing Beihu Golf Club, and director of Giti Group. Mr. Xiang is currently the director of Beijing Jiuzhou Yahua Cultural Agency Company Limited and president of Beida Jade Bird Group.

Save as disclosed herein, Mr. Xiang (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not hold any other directorship in listed public companies in the past three years prior to the Latest Practicable Date; (iii) has no relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; (iv) has no other interest in the Shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Subject to the approval of the resolution at the SGM and in accordance with the Articles, it is proposed that the appointment of Mr. Xiang as the non-executive Director will take effect from the conclusion of the SGM. The Company proposed to enter into a service contract with Mr. Xiang for a term commencing from the date of the passing the resolution in the SGM until the conclusion date of the 2017 annual general meeting to be held by the Company in 2018. The remuneration committee of the Company will determine the remuneration of Mr. Xiang with reference to prevailing market conditions and his duties and responsibilities with the Company.

Save as disclosed herein, there is no other information relating to Mr. Xiang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Xiang.

The ordinary resolution on appointing Mr. Xiang as the non-executive Director and authorising the Board to fix his remuneration will be proposed at the SGM.

LETTER FROM THE BOARD

SGM

The notice convening the SGM is set out on pages 6 to 7 of this circular. A resolution will be proposed at the SGM for the purpose of considering and if appropriate, approving among other things, the proposed appointment of non-executive Director by way of poll pursuant to the GEM Listing Rules. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution at the SGM.

Whether or not you are able to attend the meeting, you are required to complete the enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form of proxy to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. For holders of promoters Shares, you are required to return the form of proxy to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC. Whether you are holders of H Shares or promoters Shares, you are required to return the form of proxy as soon as possible but in any event not less than 24 hours before the time appointed for holding of the SGM or any adjourned thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATIONS

The Directors consider that the proposed appointment of Mr. Xiang as the non-executive Director is in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution as set out in the notice of the SGM.

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

NOTICE OF SGM



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
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(Stock Code: 08095)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) will be held at 10:30 a.m. on Monday, 31 July 2017 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 (the “PRC”), to consider and, if appropriate, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the appointment of Mr. Xiang Lei as the non-executive director of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with him, including but not limited to, signing of service contract and supplementary contracts be approved.”

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

Beijing, the PRC, 1 June 2017

Notes:

1. The registers of shareholders of the Company will be closed from Saturday, 1 July 2017 to Monday, 31 July 2017 (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, 30 June 2017 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 Tuesday, 11 July 2017.

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)

NOTICE OF SGM

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 Tuesday, 11 July 2017.

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 of the Company (“**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 and Ms. Xue Li are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua are independent non-executive Directors.