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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2017 annual general meeting (the “AGM”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “**Company**”) will be held 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**”) on Thursday, 31 May 2018 at 10:30 a.m. for the purpose of considering and if thought fit, passing:

### **I. As ordinary resolutions:**

#### **“THAT**

1. The report of the directors of the Company for the year ended 31 December 2017 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2017 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2017 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2017 be approved;
5. The appropriation to statutory surplus reserve for the year ended 31 December 2017 be approved;

6. Election of directors of the Company to form the seventh session of the board of directors of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with each director, including but not limited to, signing of service contracts and supplementary contracts be approved:
- (a) Election of Mr. Ni Jinlei as executive director of the Company be approved;
  - (b) Election of Mr. Zhang Wanzhong as executive director of the Company be approved;
  - (c) Election of Ms. Zheng Zhong as executive director of the Company be approved;
  - (d) Election of Ms. Xue Li as non-executive director of the Company be approved;
  - (e) Election of Mr. Xiang Lei as non-executive director of the Company be approved;
  - (f) Election of Mr. Ip Wing Wai as non-executive director of the Company be approved;
  - (g) Election of Mr. Shao Jiulin as independent non-executive director of the Company be approved;
  - (h) Election of Mr. Li Juncai as independent non-executive director of the Company be approved;
  - (i) Election of Mr. Li Chonghua as independent non-executive director of the Company be approved;
  - (j) Election of Mr. Shen Wei as independent non-executive director of the Company be approved;

7. Election of supervisors of the Company to form the seventh session of the supervisory committee of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with each supervisor, including but not limited to, signing of service contracts and supplementary contracts be approved:
  - (a) Election of Mr. Fan Yimin as supervisor of the Company be approved;
  - (b) Election of Mr. Ouyang Zishi as supervisor of the Company be approved;
  - (c) Election of Mr. Pan Yudong as supervisor of the Company be approved;
8. The remuneration proposal for the directors and the supervisors of the Company for the year ending 31 December 2018 be approved;
9. The proposal for re-appointment of RSM Hong Kong as independent auditor of the Company for the year ending 31 December 2018 and authorisation to the board of directors of the Company to fix its remuneration be approved”; and

## **II. As special resolution:**

1. **“THAT**
  - (1) there be granted to the board of directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
    - (a) such mandate shall not extend beyond the Relevant Period save that the board of directors of the Company may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Company shall not exceed:
- (i) 20 per cent of the aggregate number of Domestic Shares in issue;  
and
  - (ii) 20 per cent of the aggregate number of H Shares in issue,
- in each case as at the date of this resolution; and
- (c) the board of directors of the Company will only exercise its power under such mandate in accordance with the Company Law of the PRC and Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this resolution:

“Domestic Shares” means the domestic invested shares in the share capital of the Company with a par value of RMB0.1 each, which are held in Renminbi by PRC investors and certain promoters of the Company;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB0.1 each, which are subscribed for and traded in Hong Kong dollars;

“Relevant Period”

means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next AGM of the Company following the passing of this resolution; or
  - (ii) the expiration of the twelve month period following the passing of this resolution; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) contingent on the board of directors of the Company resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the board of directors of the Company be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time and place of the issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement);
  - (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and others; and

- (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company.”

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

Beijing, the PRC  
13 April 2018

*Notes:*

- (A) The registers of shareholders of the Company will be closed from Tuesday, 1 May 2018 to Thursday, 31 May 2018 (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 Monday, 30 April 2018 and have completed the registration process will be entitled to attend the AGM.
- (B) Holders of H Shares who intend to attend the AGM must complete the reply slip for attending the AGM and return them to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited on or before Friday, 11 May 2018.

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)

- (C) Holders of promoters Shares who intend to attend the AGM must complete the reply slip for attending the AGM and return them to the principal place of business of the Company in Beijing on or before Friday, 11 May 2018.

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)

- (D) Each holder of H Shares entitled to attend and vote at the AGM 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 AGM on his/her behalf.

- (E) 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.
- (F) 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 (B) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (G) Each holder of promoters Shares entitled to attend and vote at the AGM 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 AGM on his/her behalf. Notes (E) and (F) 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 (C) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (H) If a Shareholder appoints others to attend the AGM, 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 AGM, 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.
- (I) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

*As at the date of this announcement, Mr. Zhang Wanzhong, Ms. Zheng Zhong and Mr. Ip Wing Wai are executive directors of the Company (the “**Directors**”), Mr. Ni Jinlei, Ms. Xue Li and Mr. Xiang Lei 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 Rules Governing the Listing of Securities on GEM (“**GEM**”) of the Stock Exchange 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”.*