

**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 (“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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 ISSUE OF CORPORATE BONDS  
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 Tuesday, 17 July 2018 at 10:30 a.m. is set out on pages 8 to 11 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 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 17M 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 by 10:30 a.m. on Monday, 16 July 2018 or not less than 24 hours before the time appointed for holding any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

1 June 2018

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Notice of SGM</b> .....	8

## DEFINITIONS

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

“Articles”	the articles of association of the Company
“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
“Corporate Bonds”	the USD denominated corporate bonds (including without limitation, by way of notes or otherwise) in an aggregate principal amount of not exceeding USD100,000,000 (including USD100,000,000) proposed to be issued by the Company, the salient terms of which are set out in this circular
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Share(s)”	the overseas-listed foreign invested share(s) 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”	28 May 2018, being the latest practicable date before printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	renminbi, the lawful currency of the PRC

## DEFINITIONS

“SGM”	the special general meeting of the Company to be held at 10:30 a.m. on Tuesday, 17 July 2018 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC for the purpose of considering and, if thought fit, approving the proposed issue of the Corporate Bonds
“Share(s)”	the ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	United States dollars

*Reference to time and dates in this circular are to Hong Kong time and dates.*

## 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. Ni Jinlei  
Mr. Zhang Wanzhong  
Ms. Zheng Zhong

*Non-Executive Directors:*

Ms. Xue Li  
Mr. Xiang Lei  
Mr. Ip Wing Wai

*Independent Non-Executive Directors:*

Mr. Shao Jiulin  
Mr. Li Juncai  
Mr. Li Chonghua  
Mr. Shen Wei

*Registered office:*

3rd Floor  
Beida Jade Bird Building  
Yanyuan District Area 3  
No. 5 Haidian Road  
Haidian District  
Beijing 100080  
the PRC

*Principal Place of Business  
in the PRC:*

3rd Floor  
Beida Jade Bird Building  
No. 207 Chengfu Road  
Haidian District  
Beijing 100871  
the PRC

*Principal Place of Business  
in Hong Kong:*

Room 7605, 76th Floor  
The Center  
99 Queen's Road Central  
Hong Kong

1 June 2018

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED ISSUE OF CORPORATE BONDS AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 25 May 2018 in relation to the proposed issue of the Corporate Bonds.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, details of the proposed issue of the Corporate Bonds.

According to the Articles and the laws of the PRC, the proposed issue of the Corporate Bonds is subject to the approval of the Shareholders by way of special resolution and the filing with or approval from the relevant PRC regulatory authorities.

### PROPOSED ISSUE OF THE CORPORATE BONDS

Particulars of the issue of the Corporate Bonds, if it proceeds, are as follows:

- (i) Issuer : The Company
- (ii) Size of issue : The aggregate principal amount shall not be more than USD100,000,000 (including USD100,000,000), the exact amount to be issued will be subject to adjustment in light of the capital requirement of the Company and the market conditions prevailing at the time of issue
- (iii) Term of issue : Not more than 5 years since the date of issue and can be either of single term or multiple terms. The term of issue of the Corporate Bonds is determined subject to the market conditions prevailing at the time of issue
- (iv) Interest rate : Interest rate will be determined subject to the market conditions prevailing at the time of issue
- (v) Use of proceeds : For replenishing the working capital of the Company
- (vi) Issue method : The Corporate Bonds will be issued in one or more tranches and through public issue or non-public issue (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue)
- (vii) Listing : Resolution will be proposed at the SGM to authorise the Board to decide at its full discretion as to whether listing of the Corporate Bonds will be sought on the Stock Exchange or any other stock exchanges
- (viii) Validity of the resolution : The resolution of the issue of the Corporate Bonds shall be effective for 24 months from the date of approval at the SGM

## LETTER FROM THE BOARD

It is proposed that the special resolution be proposed to the Shareholders at the SGM to grant the authority to the Board to adopt safeguard measures if it is anticipated that the Company may fail to repay the principal of and/or interest on the Corporate Bonds or any default on principal and/or interest payments of the Corporate Bonds upon maturity, including but not limited to:

- (a) no profits will be distributed to the Shareholders;
- (b) temporarily withhold the carrying out of projects involving capital expenditures such as significant external investments, mergers and acquisitions, etc.;
- (c) reduce or suspend the payment of salaries and bonus to the Directors and the senior management of the Company; and
- (d) disapprove any job transfer of the key responsible personnel, etc.

The above authorisation shall be valid and effective from the date of approval at the SGM to the date when the above authorised matters have been completed.

To ensure proper completion of the proposed issue of the Corporate Bonds, it is proposed that the special resolution be proposed to the Shareholders at the SGM to grant the authority to the Board to deal with the relevant matters relating to the proposed issue of the Corporate Bonds. Details of the authority to be sought are set out below (including but not limited to):

- (a) to decide and appoint intermediaries and entrusted manager for the issue of the Corporate Bonds;
- (b) to decide at its full discretion as to whether listing of the Corporate Bonds will be sought and the intended place for listing;
- (c) taking into account the specific conditions of the Company and the market and to the extent applicable, formulate and adjust specific plan for the issue of the Corporate Bonds, including but not limited to, the principal amount of the bonds to be issued, the issue method (public issue or non-public issue), timing of the issue, whether to issue in tranches and whether to issue different types of bonds, arrangement in relation to the size and maturity date of different tranches and different types of bonds, issue price, interest rate, maturity date and repayment method of the principal and interests, whether to adjust the interest rate before the maturity of the bonds, whether to devise terms for repurchase and redemption, specific arrangement in respect of use of proceeds, rating arrangement, guarantee arrangement, issue and listing of the Corporate Bonds and the place of listing, etc.;



## LETTER FROM THE BOARD

- (d) to the extent applicable, decide and handle the reporting, listing and all other relevant matters in relation to the issue of the Corporate Bonds, including but not limited to the reporting of the issue of the Corporate Bonds, and to handle the listing of the Corporate Bonds after the issue of such bonds, establish, sign, execute, amend and finalize all documents, contract/agreement, covenants (including but not limited to offering prospectus, sponsor agreements, underwriting agreements, bond trustee management agreements, rules for meetings of the holders of the Corporate Bonds, listing agreements, various announcements and other legal documents, etc.) and disclose relevant information in accordance with applicable laws, and all other matters in relation to the issue and listing of the Corporate Bonds;
- (e) save and except matters which shall be subject to the approval of the Shareholders in general meeting pursuant to the requirements of applicable laws, regulations and the Articles, to make corresponding adjustment to the relevant matters regarding the specific plan for the issue of the Corporate Bonds according to the opinions of the regulatory authorities (if any) in the events of change in the policies of regulatory authorities on the issue of corporate bonds or change in market condition, or to decide whether to proceed with the issue of the Corporate Bonds based on the actual situation;
- (f) to the extent applicable, handle all matters in relation to the issue and listing of the Corporate Bonds; and
- (g) the above authorisation shall be valid and effective from the date of its approval at the SGM to the date when the above authorised matters have been completed.

### **BENEFITS AND REASONS FOR THE ISSUE OF THE CORPORATE BONDS**

The Board believes that the proposed issue of the Corporate Bonds will provide working capital of the Company.

### **SGM**

The SGM will be held at 10:30 a.m. on Tuesday, 17 July 2018 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC for the Shareholders to consider and, if appropriate, to approve among other things, the proposed issue of the Corporate Bonds.

## LETTER FROM THE BOARD

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholders or any of their respective associates (having the meaning ascribed thereto under the GEM Listing Rules) had any material interests in the issue of the Corporate Bonds. As such, no Shareholders would be required under the GEM Listing Rules to abstain from voting at the SGM in respect of the resolution relating to the issue of the Corporate Bonds.

A notice convening the SGM is set out on pages 8 to 11 of this circular. Reply slip and the form of proxy for use at the SGM are also enclosed with this circular.

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 17M 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 by 10:30 a.m. on Monday, 16 July 2018 or not less than 24 hours before the time appointed for holding any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting 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.

### RECOMMENDATION

The Board considers that the proposal for the issue of the Corporate Bonds is fair and reasonable and in the best interest of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution as set out in the notice of the SGM.

On behalf 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**

*(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 a 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, 17 July 2018 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 resolution as special resolution:

#### SPECIAL RESOLUTION

“THAT:

- (a) the Company be and is hereby authorised to issue corporate bonds (including without limitation, by way of notes or otherwise) (“Corporate Bonds”), the particulars of which are set out below:
- (i) Issuer : The Company
  - (ii) Size of issue : The aggregate principal amount shall not be more than USD100,000,000 (including USD100,000,000), the exact amount to be issued will be subject to adjustment in light of the capital requirement of the Company and the market conditions prevailing at the time of issue
  - (iii) Term of issue : Not more than 5 years since the date of issue and can be either of single term or multiple terms. The term of issue of the Corporate Bonds is determined subject to the market conditions prevailing at the time of issue
  - (iv) Interest rate : Interest rate will be determined subject to the market conditions prevailing at the time of issue

## NOTICE OF SGM

- (v) Use of proceeds : For replenishing the working capital of the Company
  - (vi) Issue method : The Corporate Bonds will be issued in one or more tranches and through public issue or non-public issue (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue)
  - (vii) Listing : The Board (“**Board**”) of directors of the Company (“**Directors**”) will decide at its full discretion as to whether listing of the Corporate Bonds will be sought on The Stock Exchange of Hong Kong Limited or any other stock exchanges
  - (viii) Validity of the resolution : The resolution of the issue of the Corporate Bonds shall be effective for 24 months from the date of approval at the general meeting of the Company
- (b) The Board be and is hereby authorised to adopt safeguard measures if it is anticipated that the Company may fail to repay the principal of and/or interest on the Corporate Bonds or any default on principal and/or interest payments of the Corporate Bonds upon maturity, including but not limited to:
- (i) no profits will be distributed to the shareholders of the Company;
  - (ii) temporarily withhold the carrying out of projects involving capital expenditures such as significant external investments, mergers and acquisitions, etc.;
  - (iii) reduce or suspend the payment of salaries and bonus to the Directors and the senior management of the Company; and
  - (iv) disapprove any job transfer of the key responsible personnel, etc.
- The above authorisation shall be valid and effective from the date of approval at the general meeting of the Company to the date when the above authorised matters have been completed; and
- (c) the Board be and is hereby authorised to deal with the relevant matters relating to the issue of the Corporate Bonds, including but not limited to:
- (i) to decide and appoint intermediaries and entrusted manager for the issue of the Corporate Bonds;
  - (ii) to decide at its full discretion as to whether listing of the Corporate Boards will be sought and the intended place for listing;

## NOTICE OF SGM

- (iii) taking into account the specific conditions of the Company and the market and to the extent applicable, formulate and adjust specific plan for the issue of the Corporate Bonds, including but not limited to, the principal amount of the bonds to be issued, the issue method (public issue or non-public issue), timing of the issue, whether to issue in tranches and whether to issue different types of bonds, arrangement in relation to the size and maturity date of different tranches and different types of bonds, issue price, interest rate, maturity date and repayment method of the principal and interests, whether to adjust the interest rate before the maturity of the bonds, whether to devise terms for repurchase and redemption, specific arrangement in respect of use of proceeds, rating arrangement, guarantee arrangement, issue and listing of the Corporate Bonds and the place of listing, etc.;
- (iv) to the extent applicable, decide and handle the reporting, listing and all other relevant matters in relation to the issue of the Corporate Bonds, including but not limited to the reporting of the issue of the Corporate Bonds, and to handle the listing of the Corporate Bonds after the issue of such bonds, establish, sign, execute, amend and finalize all documents, contract/agreement, covenants (including but not limited to offering prospectus, sponsor agreements, underwriting agreements, bond trustee management agreements, rules for meetings of the holders of the Corporate Bonds, listing agreements, various announcements and other legal documents, etc.) and disclose relevant information in accordance with applicable laws, and all other matters in relation to the issue and listing of the Corporate Bonds;
- (v) save and except matters which shall be subject to the approval of the shareholders of the Company (“**Shareholders**”) in general meeting pursuant to the requirements of applicable laws, regulations and the articles of association of the Company, to make corresponding adjustment to the relevant matters regarding the specific plan for the issue of the Corporate Bonds according to the opinions of the regulatory authorities (if any) in the events of change in the policies of regulatory authorities on the issue of corporate bonds or change in market condition, or to decide whether to proceed with the issue of the Corporate Bonds based on the actual situation;
- (vi) to the extent applicable, handle all matters in relation to the issue and listing of the Corporate Bonds; and
- (vii) the above authorisation shall be valid and effective from the date of its approval at the general meeting of the Company to the date when the above authorised matters have been completed.”

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

Beijing, the PRC  
1 June 2018

## NOTICE OF SGM

*Notes:*

(A) The registers of shareholders of the Company will be closed from Sunday, 17 June 2018 to Tuesday, 17 July 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 Friday, 15 June 2018 and have completed the registration process will be entitled to attend the SGM.

(B) 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, 27 June 2018.

The address of Hong Kong Registrars Limited is as follows:

17M 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 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, 27 June 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 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.

(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, by 10:30 a.m. on Monday, 16 July 2018 or not less than 24 hours before the time for holding any adjournment of the SGM in order for such documents to be valid.

(G) 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 (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, by 10:30 a.m. on Monday, 16 July 2018 or not less than 24 hours before the time for holding any adjournment of the SGM in order for such documents to be valid.

(H) 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.

(I) The SGM is expected to last for one hour. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.