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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 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
 - (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 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;
 - (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

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.

As at the date of this notice, Mr. Ni Jinlei, Mr. Zhang Wanzhong and Ms. Zheng Zhong are executive Directors, Ms. Xue Li, Mr. Xiang Lei and Mr. Ip Wing Wai are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Li Chonghua and Mr. Shen Wei 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 GEM of the Stock Exchange (“GEM”) 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”.