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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)**

**CHANGES IN SHAREHOLDING  
AND  
PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION**

The Board has been notified that on 6 April 2020, (1) Beida Jade Bird, a holder of Non-listed Shares, and Beijing Rainbow Mountain entered into the Beida Jade Bird Share Transfer Agreement, pursuant to which Beida Jade Bird agreed to transfer its entire 115 million Non-listed Shares, representing approximately 16.43% of the total issued Non-listed Shares and approximately 8.34% of the total issued Shares as at the date of this announcement, to Beijing Rainbow Mountain; and (2) Haikou Jade Bird, a holder of Non-listed Shares, and Beijing Rainbow Mountain entered into the Haikou Jade Bird Share Transfer Agreement, pursuant to which Haikou Jade Bird agreed to transfer its entire 85 million Non-listed Shares, representing approximately 12.14% of the total issued Non-listed Shares and approximately 6.16% of the total issued Shares as at the date of this announcement, to Beijing Rainbow Mountain.

The Board proposes to amend the Articles of Association in order to reflect the change in shareholding structure of the Company resulting from the Share Transfers. The proposed amendment to the Articles of Association is subject to the approval by the Shareholders at the forthcoming AGM by way of special resolution. A circular of the Company containing, among other things, detailed information of the proposed amendment to the Articles of Association as well as the notice of the AGM will be dispatched to the Shareholders in due course.

## CHANGES IN SHAREHOLDING

The Board has been notified that on 6 April 2020, (1) Beida Jade Bird, a holder of Non-listed Shares, and Beijing Rainbow Mountain entered into the Beida Jade Bird Share Transfer Agreement, pursuant to which Beida Jade Bird agreed to transfer its entire 115 million Non-listed Shares, representing approximately 16.43% of the total issued Non-listed Shares and approximately 8.34% of the total issued Shares as at the date of this announcement, to Beijing Rainbow Mountain; and (2) Haikou Jade Bird, a holder of Non-listed Shares, and Beijing Rainbow Mountain entered into the Haikou Jade Bird Share Transfer Agreement, pursuant to which Haikou Jade Bird agreed to transfer its entire 85 million Non-listed Shares, representing approximately 12.14% of the total issued Non-listed Shares and approximately 6.16% of the total issued Shares as at the date of this announcement, to Beijing Rainbow Mountain.

Immediately after the Share Transfers, (i) each of Beida Jade Bird and Haikou Jade Bird will cease to be a Shareholder; and (ii) Beijing Rainbow Mountain will become a Shareholder holding 200 million Non-listed Shares, representing approximately 28.57% of the total issued Non-listed Shares and approximately 14.50% of the total issued Shares as at the date of this announcement. The Share Transfers will be completed upon relevant industrial and commercial changes being effected.

Given that (i) both Beijing Rainbow Mountain and Haikou Jade Bird are ultimately owned as to 46% by Jade Bird Software; and (ii) both Beijing Rainbow Mountain and Beida Jade Bird are owned or ultimately owned as to 46% by Jade Bird Software, the ultimate holders of the Non-listed Shares immediately before and after the Share Transfers will remain unchanged.

## PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association in order to reflect the change in shareholding structure of the Company resulting from the Share Transfers, by inserting the following paragraph at the end of the notes in Article 17 of the Articles of Association:

- “8. On 6 April 2020, Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. agreed to transfer 85,000,000 promoters shares held by it to Beijing Rainbow Mountain Sci-Tech Development Co., Ltd., representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.**
- 9. On 6 April 2020, Beijing Beida Jade Bird Limited agreed to transfer 115,000,000 promoters shares held by it to Beijing Rainbow Mountain Sci-Tech Development Co., Ltd., representing 16.429% of the issuable ordinary shares of the Company upon its incorporation.”**

The proposed amendment to the Articles of Association is subject to the approval by the Shareholders at the AGM by way of special resolution, and will become effective upon filing with the relevant commerce departments and industrial and commercial registration departments in the PRC. A circular of the Company containing, among other things, detailed information of the proposed amendment to the Articles of Association as well as the notice of the AGM will be dispatched to the Shareholders in due course.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following expressions have the meanings as set out below:

“AGM”	the annual general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the proposed amendment to the Articles of Association
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Beida Jade Bird”	北京北大青鳥有限責任公司(Beijing Beida Jade Bird Limited <sup>#</sup> ), a limited liability company established in the PRC
“Beida Jade Bird Share Transfer Agreement”	the share transfer agreement entered into between Beida Jade Bird and Beijing Rainbow Mountain on 6 April 2020 in relation to the transfer of 115 million Non-listed Shares
“Beijing Rainbow Mountain”	北京彩峰科技發展有限公司 (Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. <sup>#</sup> ), a limited liability company established in the PRC
“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 GEM 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
“Haikou Jade Bird”	海口青鳥遠望科技發展有限公司(Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd.#), a limited liability company established in the PRC
“Haikou Jade Bird Share Transfer Agreement”	the share transfer agreement entered into between Haikou Jade Bird and Beijing Rainbow Mountain on 6 April 2020 in relation to the transfer of 85 million Non-listed Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jade Bird Software”	北京北大青鳥軟件系統有限公司(Beijing Beida Jade Bird Software System Co., Ltd.#), a limited liability company established in the PRC
“Non-listed Shares”	non-listed shares in the ordinary share capital of the Company, with a nominal value of RMB0.1 and subscribed for and traded in RMB
“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
“Share(s)”	share(s) of the Company
“Share Transfers”	the transfers of Non-listed Shares pursuant to the Beida Jade Bird Share Transfer Agreement and the Haikou Jade Bird Share Transfer Agreement
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“%”

per cent

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

Beijing, the PRC  
6 April 2020

*As at the date of this announcement, 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. Li Juncai, Mr. Li Chonghua and Mr. Shen Wei 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*