
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 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 the 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)

**(1) PROPOSED INTERIM DIVIDEND;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company to be held at 10:30 a.m. on Friday, 13 October 2023 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC are set out on pages SGM-1 to SGM-3 of this circular. The form of proxy for use at the special general meeting of the Company is 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 enclosed form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form(s) 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 Non-listed Shares, you are required to return the form(s) 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 non-listed Shares, you are required to return the form of proxy by 10:30 a.m. on Thursday, 12 October 2023 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 special general meeting or any of such adjourned meeting if you so wish.

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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.

DEFINITIONS

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

“Board”	the board of Directors
“Business Days”	any day excluding Saturday, Sunday and public holidays in the PRC
“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”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Interim Dividend”	the proposed interim dividend of RMB0.067 per ordinary share (inclusive of applicable tax) for the six months ended 30 June 2023
“Latest Practicable Date”	18 September 2023, being the latest practicable date prior to the bulk-printing of this circular for ascertaining certain information contained in this circular
“Non-listed Shares”	non-listed shares in the ordinary share capital of the Company, with a nominal value of RMB0.1, subscribed for or credited as fully paid up in RMB
“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

DEFINITIONS

“SGM”	the special general meeting of the Company to be held at 10:30 a.m. on Friday, 13 October 2023 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

References 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 (Chairman)
Ms. Zheng Zhong (President)
Mr. Wang Xingye (Vice President)
Ms. Guan Xueming (Vice President)

Non-executive Director:

Mr. Liu Ziyi

Independent non-executive Directors:

Mr. Tang Xuan
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:

17th Floor
V Heun Building
138 Queen's Road Central
Central, Hong Kong

22 September 2023

To the Shareholders

Dear Sir or Madam

PROPOSED INTERIM DIVIDEND

INTRODUCTION

Reference is made to the announcement of the Company dated 8 August 2023 in relation to, among others, the proposed distribution of the Interim Dividend.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) further information of the proposed distribution of the Interim Dividend; and (ii) the notice of the SGM.

PROPOSED INTERIM DIVIDEND

As disclosed in the announcement of the Company dated 8 August 2023, the Board proposed the distribution of an interim dividend of RMB0.067 per ordinary share (inclusive of applicable tax) for the six months ended 30 June 2023, which is subject to the Shareholders' approval at the SGM.

As at the Latest Practicable Date, the Company had 1,514,464,000 shares of the Company in issue. Assuming that there will be no change in the share capital of the Company from the Latest Practicable Date up to the record date for entitlement of the Interim Dividend, being Friday, 27 October 2023, the Interim Dividend if declared and paid, will amount to an aggregate amount of approximately RMB101,469,000 (inclusive of applicable tax).

The Interim Dividend will be denominated and declared in RMB, and payable in RMB to holders of Non-listed Shares and in HK\$ to holders of H Shares. The applicable exchange rate for converting RMB into Hong Kong dollar for the purpose of distribution of the Interim Dividend will be based on the average closing price of the exchange rate of RMB as quoted by the People's Bank of China for the 5 Business Days preceding 13 October 2023, the date on which the Interim Dividend to be declared.

If the resolution for the proposed distribution of the Interim Dividend is passed at the SGM, it is expected to be paid on 29 December 2023 (or such other date as determined by the Board) to those Shareholders whose names appear on the registers of Shareholders on 27 October 2023.

In accordance with the "Enterprise Income Tax Law of the PRC" (《中華人民共和國企業所得稅法》), the "Detailed Rules for Implementation of the Enterprise Income Tax Law of the PRC" (《中華人民共和國企業所得稅法實施條例》) effective on 1 January 2008, and the "Notice of the State Administration of Taxation on Issues in relation to the Withholding and Payment of Enterprise Income Tax for Payment of Dividend to H Shareholders who are Overseas Non-resident Enterprises by Chinese Resident Enterprises (Guo Shui Han [2008] No. 897)" (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) promulgated on 6 November 2008, all domestic enterprises of the PRC shall be obliged to withhold and pay enterprise income tax for their non-resident enterprise shareholders who hold shares of the PRC enterprises which are listed on the Stock Exchange when they pay dividends to such non-resident enterprise shareholders for any financial year commencing from 1 January 2008. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the Interim Dividend as enterprise income tax, distribute the Interim Dividend to non-resident enterprise Shareholders whose names appearing in the Company's register of holders of H Shares, including Shareholders who hold the H Shares in the name of HKSCC Nominees Limited, other nominees, trustees, or other organisations or entities. For other non-resident enterprise Shareholders who hold Non-listed Shares, the Company will withhold and pay enterprise income tax with a tax rate of 20% in the distribution of the Interim Dividend. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

LETTER FROM THE BOARD

Pursuant to the “Notice of the Ministry of Finance and the State Administration of Taxation on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the Ministry of Finance and the State Administration of Taxation of the PRC on 13 May 1994, overseas individuals, as an interim measure, are exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, it is not required to withhold and pay the PRC individual income tax when distributing the Interim Dividend to overseas individual Shareholders as appearing on the registers of Shareholders.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from or in connection with any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

Shareholders are recommended to consult their tax advisors regarding the PRC, Hong Kong and other tax implications arising from or in connection with their holding and disposal of the H Shares.

SGM AND CLOSURE OF REGISTERS OF SHAREHOLDERS

Attending and Voting in the SGM

In order to determine the Shareholders who are entitled to attend and vote at the SGM, the registers of Shareholders will be closed from Tuesday, 10 October 2023 to Friday, 13 October 2023 (both days inclusive), during which period no transfer of shares of the Company 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, 9 October 2023 and have completed the registration process will be entitled to attend the SGM.

Entitlement of Interim Dividend

In order to determine entitlement to the proposed payment of the Interim Dividend, the registers of Shareholders will be closed from Thursday, 19 October 2023 to Friday, 27 October 2023 (both days inclusive), during which period no transfer of shares of the Company 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 Wednesday, 18 October 2023 and have completed the registration process will be entitled to the Interim Dividend.

LETTER FROM THE BOARD

THE SGM

The SGM is convened to be held at 10:30 a.m. on Friday, 13 October 2023 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 thought fit, approve the proposed distribution of the Interim Dividend. The notice of the SGM is set out on pages SGM-1 to SGM-3 of this circular.

The form of proxy for use at the SGM is also enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority at the Company's share registrar in Hong Kong (for holders of H Shares) or the principal place of business of the Company in Beijing (for holders of Non-listed Shares) by 10:30 a.m. on Thursday, 12 October 2023 or not less than 24 hours before the time appointed for holding any adjournment of the SGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM or any of such adjourned meeting if you so wish.

RECOMMENDATION

The Directors consider that the resolution to be put before the SGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at 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 Friday, 13 October 2023 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”), for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the distribution of an interim dividend of RMB0.067 per share (inclusive of tax) for the six months ended 30 June 2023, which shall be paid on 29 December 2023 (or such other date as determined by the board of directors of the Company), be approved.”

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

Beijing, the PRC
22 September 2023

Notes:

- (A) For the purpose of determining who may attend the SGM to be held on Friday, 13 October 2023, the registers of shareholders of the Company (“Shareholders”) will be closed from Tuesday, 10 October 2023 to Friday, 13 October 2023 (both days inclusive) during which period no transfer of shares of the Company (“Shares”) will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfer of H Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, by 4:30 p.m. on Monday, 9 October 2023.

For the purpose of determining who may be entitled to receive the interim dividend of the Company (subject to approval by the Shareholders at the SGM), the registers of Shareholders will be closed from Thursday, 19 October 2023 to Friday, 27 October 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the interim dividend, all transfer of H Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, by 4:30 p.m. on Wednesday, 18 October 2023.

NOTICE OF SGM

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)

- (B) 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.
- (C) 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.
- (D) 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, by 10:30 a.m. on Thursday, 12 October 2023 or not less than 24 hours before the time for holding any adjournment of the SGM in order for such documents to be valid.

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)

- (E) Each holder of non-listed 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. Notes (C) and (D) above also apply to holders of non-listed 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, by 10:30 a.m. on Thursday, 12 October 2023 or not less than 24 hours before the time for holding any adjournment of the SGM in order for such documents to be valid.

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)

- (F) 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.
- (G) The SGM is expected to last for 30 minutes. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.
- (H) The resolution at the SGM will be taken by poll pursuant to the Rules ("**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.

NOTICE OF SGM

As at the date of this notice, Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are executive Directors, Mr. Liu Ziyi is a non-executive Director, and Mr. Tang Xuan, 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 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 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 Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at "www.jbu.com.cn".