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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, 21 January 2025 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, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) below, the disposal(s) (“**Disposal**”) by the Company of up to 20,000,000 shares (“**Target Shares**”) in Jade Bird Fire Co., Ltd. through (i) open market on the Shenzhen Stock Exchange and/or (ii) block trade(s) on the Shenzhen Stock Exchange by entering into placing agreement(s) with placing agent(s) during a 12-month period from the date of passing of this ordinary resolution by the shareholders of the Company be and is hereby approved;
- (b) no disposal of the Target Shares pursuant to the authority granted under this ordinary resolution shall be made unless:
 - (i) such disposal is conducted on normal commercial terms and shall be fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole;
 - (ii) the selling price of the Target Shares under the Disposal shall be settled in cash;

- (iii) the selling price (excluding transaction costs) of each Target Share under the Disposal shall be the then market price of the Target Shares at the relevant time, provided that (a) whereas the Target Shares are to be disposed of through a block trade on the Shenzhen Stock Exchange, the selling price of each Target Share (excluding transaction costs) under the Disposal shall not be less than the higher of (i) RMB8.24 (“**Minimum Selling Price**”); and (ii) 95% of the average closing price of the Target Shares for the 5 trading days immediately before the placing agreement(s); and (b) whereas the Target Shares are to be disposed of through the open market of the Shenzhen Stock Exchange, the selling price (excluding transaction costs) of each Target Share under the Disposal shall not be less than the Minimum Selling Price;
 - (iv) the Disposal shall comply with all relevant applicable laws and regulations, including any applicable trading regulations in Hong Kong and the PRC; and
 - (v) the persons to whom the Target Shares will be disposed of and/or their respective ultimate beneficial owners, will, to the best of the knowledge, information and belief of the directors (“**Directors**”) of the Company having made all reasonable enquiries, be third party(ies) independent of the Company and its connected persons (has the meaning ascribed to it under the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited), provided that in case where the Disposal is effected on open market of the Shenzhen Stock Exchange, the identity of the counterparty(ies) to the Disposal would not be ascertained
- (c) any one of the Directors or a duly authorised committee of the board of Directors (“**Board**”) be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Disposal and the transactions contemplated thereunder.”

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

Beijing, the PRC
30 December 2024

Notes:

- (A) The registers of shareholders of the Company (“**Shareholders**”) will be closed from Thursday, 16 January 2025 to Tuesday, 21 January 2025 (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, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on Wednesday, 15 January 2025.

The address of Computershare Hong Kong Investor Services Limited is as follows:

17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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, Computershare Hong Kong Investor Services Limited, by 10:30 a.m. on Monday, 20 January 2025 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 Computershare Hong Kong Investor Services Limited is as follows:

17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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 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 (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 Monday, 20 January 2025 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 resolutions 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.

As at the date of this notice, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are the executive Directors, Mr. Liu Ziyi is a non-executive Director, and Mr. Tang Xuan, Mr. Shen Wei and Ms. Liu Zhangchi are the 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”.