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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)**

**DISCLOSEABLE TRANSACTION:  
FORMATION OF JOINT VENTURE COMPANY**

**THE COOPERATION AGREEMENT**

The Board is pleased to announce that after trading hour on 11 July 2025, Chuanqi Tourism (Hunan), a non-wholly owned subsidiary of the Company, entered into the Cooperation Agreement with Zhonggui Green Energy and Zhuzhou Qingke in relation to the formation of the Joint Venture Company in the PRC for the purpose set out in the paragraph headed “Reasons for and benefits of the formation of the Joint Venture Company” below. The Joint Venture Company will be owned as to 49% by Chuanqi Tourism (Hunan), 36% by Zhonggui Green Energy and 15% by Zhuzhou Qingke and will be an associate of the Company.

**GEM LISTING RULES IMPLICATION**

As one of the applicable percentage ratios under the GEM Listing Rules in respect of the formation of the Joint Venture Company is more than 5% but all are less than 25%, the formation of the Joint Venture Company constitutes discloseable transaction of the Company under the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

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## **THE COOPERATION AGREEMENT**

### **Date**

11 July 2025

### **Parties**

1. Chuanqi Tourism (Hunan), a 60% non-wholly owned subsidiary of the Company
2. Zhonggui Green Energy
3. Zhuzhou Qingke

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, (i) Zhonggui Green Energy is principally engaged in investment holding and is owned as to 95% by Xu Wei and 5% by Zeng Xiangui; and each of Zhonggui Green Energy and its ultimate beneficial owners is third party independent of the Company and its connected persons; and (ii) Zhuzhou Qingke is principally engaged in investment holding and is owned as to 99% by Dan Zheng Dao Ji and 1% by Wu Chunyan; and each of Zhuzhou Qingke and its ultimate beneficial owners is third party independent of the Company and its connected persons.

### **Formation of the Joint Venture Company**

Pursuant to the Cooperation Agreement, Chuanqi Tourism (Hunan), Zhonggui Green Energy and Zhuzhou Qingke shall establish the Joint Venture Company in the PRC for the purpose set out in the paragraph headed "Reasons for and benefits of the formation of the Joint Venture Company" below.

### **Registered capital of the Joint Venture Company**

The Joint Venture Company will be owned as to 49% by Chuanqi Tourism (Hunan), 36% by Zhonggui Green Energy and 15% by Zhuzhou Qingke and will be accounted for as an associate of the Company in the consolidated financial statements of the Company using the equity method.

The registered capital of the Joint Venture Company shall be RMB100 million (equivalent to approximately HK\$109.4 million) and will be paid up in cash by its shareholders in proportion to their respective equity interests in the Joint Venture Company on or before 30 April 2028.

The registered capital of the Joint Venture Company of RMB49 million (equivalent to approximately HK\$53.6 million) payable by Chuanqi Tourism (Hunan) will be settled in cash and funded by the Group's internal resources. Such amount was arrived at after arm's length negotiations between the parties to the Cooperation Agreement taking into account of (i) Chuanqi Tourism (Hunan)'s interest in the Joint Venture Company, i.e. 49%; and (ii) the total registered capital of the Joint Venture Company of RMB100 million (equivalent to approximately HK\$109.4 million), which was determined after taking into account of the estimated capital needs of the Joint Venture Company.

#### **Board of directors of the Joint Venture Company**

The board of directors of the Joint Venture Company shall comprise of five directors, among which two directors (including the chairman of the board of directors of the Joint Venture Company) shall be nominated by Chuanqi Tourism (Hunan), two directors shall be nominated by Zhonggui Green Energy and one director shall be nominated by Zhuzhou Qingke.

#### **Restrictions on transfer of capital contribution to the Joint Venture Company**

Pursuant to the Cooperation Agreement, shareholders of the Joint Venture Company may transfer all or part of their capital contributions to the Joint Venture Company to each other. Shareholders of the Joint Venture Company shall obtain consent from other shareholders before transferring their capital contributions to the Joint Venture Company to a third party. In addition, the existing shareholders of the Joint Venture Company shall have priority in acquiring other shareholders' capital contributions and subscribing for the new registered capital of the Joint Venture Company.

#### **REASONS FOR AND BENEFITS OF THE FORMATION OF THE JOINT VENTURE COMPANY**

The Company, through its subsidiaries, is principally engaged in the development of travel and leisure business, sales and production of LED devices, investment holding of diversified portfolios and other businesses including trading of metallic products and wine and other related products.

Chuanqi Tourism (Hunan) is principally engaged in the exploration and development of travel and leisure business in Hunan Province, the PRC.

The Joint Venture Company is intended to be formed to undertake the development and operation of projects of the sightseeing rail transit, sightseeing bus and their ancillary supporting facilities in the Zhagana Scenic Area.

As a national 4A-level scenic area, the Zhagana Scenic Area attracted approximately 1.32 million ticket-buying visitors in 2024. It is currently expected that upon the completion of the surrounding transportation infrastructure which would connect the Zhagana Scenic Area to the expressway in 2029, the Zhagana Scenic Area will operate as a closed scenic area and all transportation within the Zhagana Scenic Area will be

handled by the sightseeing bus. It is expected that the annual ticket-buying visitors of the Zhagana Scenic Area would not be less than 2 million in 2030; and the Joint Venture Company would capture the opportunity to benefit from such growth. The Company considers that the formation of the Joint Venture Company will enable the Group to expand its investment and development in tourism projects in the PRC and broaden the source of income of the Group and bring returns to the Shareholders.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Cooperation Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATION UNDER THE GEM LISTING RULES**

As one of the applicable percentage ratios under the GEM Listing Rules in respect of the formation of the Joint Venture Company is more than 5% but all are less than 25%, the formation of the Joint Venture Company constitutes discloseable transaction of the Company under the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meaning:

“Board”	the board of Directors
“Chuanqi Tourism (Hunan)”	傳奇旅遊投資(湖南)有限公司 (in English for identification only, Chuanqi Tourism Investment (Hunan) Co., Ltd), a company established in the PRC with limited liability, being a non-wholly owned subsidiary of the Company which is owned as to 60% by the Company, 23.33% by 北京敬勝號商貿有限公司 (for identification purpose only, Beijing Jingshenghao Trading Co., Ltd.), 11.67% by 寧波梅山保稅港區甜棗嘉年企業管理合夥(有限合夥) (for identification purpose only, Ningbo Meishan Bonded Port Area Tianzao Jianian Enterprise Management Partnership (Limited Partnership)) and 5% by 北京盛世新天影視廣告有限公司 (for identification only, Beijing Shengshi Xintian Film and Television Advertising Co., Ltd.) as at the date of this announcement
“Cooperation Agreement”	the cooperation agreement dated 11 July 2025 entered into between Chuanqi Tourism (Hunan), Zhonggui Green Energy and Zhuzhou Qingke in relation to the formation of the Joint Venture Company

“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 liabilities with its H Shares listed on GEM of the Stock Exchange
“Directors”	the directors of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Joint Venture Company”	the joint venture company to be established in the PRC pursuant to the Cooperation Agreement with a tentative name of 傳奇旅遊投資(甘肅)有限公司 (in English for identification only, Chuanqi Tourism Investment (Gansu) Co., Ltd.)
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhagana Scenic Area”	Diebu County Zhagana Scenic Area (迭部縣扎尕那景區) located at Gannan Tibetan Autonomous Prefecture, Gansu Province, the PRC
“Zhonggui Green Energy”	中軌綠能(迭部)旅遊發展有限責任公司 (in English for identification only, Zhonggui Green Energy (Diebu) Tourism Development Co., Ltd.), a company established in the PRC with limited liability

“Zhuzhou Qingke”

株洲青稞生態農業旅遊開發有限公司 (in English for identification only, Zhuzhou Qingke Eco-Agricultural Tourism Development Co., Ltd.), a company established in the PRC with limited liability

“%”

percent.

*In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1 to HK\$1.0936. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute representations that any amounts were or may have been exchanged at this or any other rates or at all.*

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

Beijing, the PRC  
11 July 2025

<sup>#</sup> English translation of a Chinese company or entity name is provided for identification purpose only

*As at the date of this announcement, Ms. Zheng Zhong, Mr. Wang Xingye, Mr. Liu Ziyi and Ms. Guan Xueming are the executive Directors, Mr. Cao Jun is the non-executive Director, and Mr. Tang Xuan, Mr. Shen Wei and Ms. Liu Zhangchi are the 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 Stock Exchange’s website at [www.hkexnews.hk](http://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](http://www.jbu.com.cn)”.*