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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)**

**COOPERATION FRAMEWORK AGREEMENT  
IN RELATION TO  
THE CHADAO ANCIENT CITY PROJECT**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that on 24 June 2013, Badaling Chuanqi, an indirect non-wholly owned subsidiary of the Company, and the Badaling Government entered into the Cooperation Framework Agreement in relation to the Chadao Ancient City Project.

**As the Chadao Ancient City Project considered under the Cooperation Framework Agreement may or may not proceed, the Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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## **COOPERATION FRAMEWORK AGREEMENT**

### **Date**

24 June 2013

### **Parties**

1. Badaling Chuanqi
2. the Badaling Government

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Badaling Government and their respective associates are third parties independent of the Company and connected persons of the Company.

### **Principal terms**

1. The Badaling Government proposed to assist Badaling Chuanqi to obtain the approval of the Chadao Ancient City Project and agreed to procure that the Villagers' Committee, the Economic Cooperatives and the Villagers entrust their land, building and other structures within the Chadao Ancient City and its surrounding area to Badaling Chuanqi for the purpose of the Chadao Ancient City Project;
2. The Chadao Ancient City Project considered under the Cooperation Framework Agreement shall be subject to further negotiation and finalization in the Formal Agreement(s);
3. The Badaling Government shall procure that the respective parties together with the Villagers' Committee, the Economic Cooperatives and the Villagers further negotiate on the relevant terms and conditions of the Chadao Ancient City Project with the aim of entering into the Formal Agreement(s) within 50 working days after execution of the Cooperation Framework Agreement;

4. The Earnest Deposit in the amount of RMB30,000,000 had been made by Badaling Chuanqi to the Badaling Government on 15 May 2013. The Badaling Government shall return the Earnest Deposit to Badaling Chuanqi within 5 working days upon the termination of the Cooperation Framework Agreement;
5. The Badaling Government will not discuss, negotiate or enter into any binding commitments with any other parties in relation to the Chadao Ancient City Project; and
6. The Cooperation Framework Agreement shall take effect from the date of the parties signed, and shall be terminated if the Formal Agreement(s) is not entered into within 50 working days after execution of the Cooperation Framework Agreement.

## **REASONS FOR ENTERING INTO THE COOPERATION FRAMEWORK AGREEMENT**

The Company, through its subsidiaries, is principally engaged in the research, development, manufacture, marketing and sale of wireless fire alarm systems and related products, development of travel and leisure business and investing holding.

Badaling Chuanqi is principally engaged in the development of travel and leisure business mainly within the Badaling Great Wall Scenic Area located in Yanqing County, Beijing, the PRC.

The Chadao Ancient City is a famous tourist attraction at the Badaling Great Wall Scenic Area. The Directors are of the view that the participation in the Chadao Ancient City Project will benefit the Company by expanding its revenue base in the tourism development, which is one of the core businesses of the Company.

The terms of the Cooperation Framework Agreement have been agreed after arm's length negotiations between the parties. The Directors are of the view that the terms of the Cooperation Framework Agreement are fair and reasonable and in the interests of the Shareholders as a whole.

## GENERAL

If the Chadao Ancient City Project considered under the Cooperation Framework Agreement materializes and constitutes a notifiable transaction under the GEM Listing Rules, the Company will make further announcement in compliance with the requirements of the GEM Listing Rules.

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## DEFINITIONS

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

“Badaling Chuanqi”	北京八達嶺傳奇旅遊發展有限責任公司(Beijing Badaling Chuanqi Tourism Development Company Limited <sup>#</sup> ), a 70% indirect non-wholly owned subsidiary of the Company incorporated in the PRC with limited liability
“Badaling Government”	延慶縣八達嶺鎮人民政府(the People’s Government of the Badaling Town of Yanqing County <sup>#</sup> )
“Board”	the board of Directors
“Chadao Ancient City Project”	the entrusted operation and management of the Chadao Ancient City, located in Yanqing County, Beijing, the PRC by the Badaling Government, the Villagers’ Committee, the Economic Cooperatives and the Villagers to Badaling Chuanqi
“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

“Cooperation Framework Agreement”	the cooperation framework agreement entered into between Badaling Chuanqi and the Badaling Government on 24 June 2013 in relation to the Chadao Ancient City Project
“Directors”	the directors of the Company
“Earnest Deposit”	a refundable deposit in the amount of RMB30,000,000 paid to the Badaling Government by Badaling Chuanqi on 15 May 2013
“Economic Cooperatives”	北京市延慶縣八達嶺鎮岔道村經濟合作社(Beijing Yanqing County Badaling Town Chadao Village Economic Cooperatives <sup>#</sup> )
“Formal Agreement(s)”	the formal agreement(s) to be entered into between Badaling Chuanqi, the Badaling Government, the Villagers’ Committee, the Economic Cooperatives and the Villagers in relation to the Chadao Ancient City Project
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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
“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)

“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Villagers”	the Villagers of the Chadao Village
“Villagers’ Committee”	延慶縣八達嶺鎮岔道村村民委員會(the Villagers’ Committee of Chadao Village, Badaling Town, Yanqing County <sup>#</sup> )
“%”	per cent.

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

Beijing, the PRC,  
24 June 2013

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

*As at the date of this announcement, Mr. Xu Zhendong, Mr. Xu Zhixiang and Mr. Zhang Wanzhong are executive Directors, Mr. Chen Zongbing and Ms. Zheng Zhong are non-executive Directors and Mr. Cai Chuanbing, Mr. Li Juncai, Mr. Shao Jiulin and Mr. Lin Yan 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”.*