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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)

**(A) PROPOSED ISSUE OF THE CORPORATE BONDS; AND
(B) GRANT OF GENERAL MANDATE FOR THE ISSUE OF
THE DEBT INSTRUMENTS**

The Board announces that, on 19 November 2013, the Board resolved to propose (a) the issue of the Corporate Bonds in the PRC with an aggregate principal amount of not exceeding RMB480,000,000 (including RMB480,000,000); and (b) obtaining the general mandate to issue the Debt Instruments with an aggregate principal amount of not exceeding RMB500,000,000 (including RMB500,000,000).

According to the laws of the PRC and the Articles, the proposed issue of the Corporate Bonds and the Debt Instruments are subject to the approval of the Shareholders by way of special resolutions and the approval from the relevant PRC regulatory authorities.

A SGM will be convened for the approval of the proposed issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments. A circular containing details of the proposed issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments, together with the notice of the SGM, is expected to be despatched to the Shareholders in due course.

The proposed issue of the Corporate Bonds and the Debt Instruments may or may not proceed, and Shareholders and investors should therefore exercise caution in dealing in the Shares.

INTRODUCTION

On 19 November 2013, the Board resolved to propose (a) the issue of the Corporate Bonds in the PRC and (b) obtaining the general mandate to issue the Debt Instruments to replenish the working capital of the Company and to adjust the Company's debt structure.

According to the laws of the PRC and the Articles, the proposed issue of the Corporate Bonds and the Debt Instruments are subject to the approval of the Shareholders by way of special resolutions and the approval from the relevant PRC regulatory authorities.

(A) PROPOSED ISSUE OF THE CORPORATE BONDS

Particulars of the issue of the Corporate Bonds, if it proceeds, are as follows:

- (i) Issuer : the Company
- (ii) Aggregate principal amount : not exceeding RMB480,000,000 (including RMB480,000,000) (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue)
- (iii) Place of issue : the PRC
- (iv) Issue to existing Shareholders : there will be no preference to the existing Shareholders for placement of the Corporate Bonds
- (v) Maturity : up to 10 years (including 10 years)
- (vi) Interest rate : interest rate will be determined subject to the market conditions prevailing at the time of issue
- (vii) Use of proceeds : for replenishing the working capital of the Company and adjusting the Company's debt structure (including but not limited to repayment of bank loans)

- (viii) Issue method : to be issued in one or more tranches (subject to the capital requirement of the Company and the market conditions prevailing at the time of issue). In the event that the Corporate Bonds are issued in multiple tranches, the issue of the first tranche in an amount of not less than 50% of the aggregate principal amount of the Corporate Bonds proposed to be issued shall be completed within six months from the date of approval of the CSRC, and the other tranches shall be issued within 24 months from the date of approval of the CSRC
- (ix) Intended place for listing : upon completion of the issue of the Corporate Bonds, the Company will apply for listing of the Corporate Bonds on the Shanghai Stock Exchange subject to the satisfaction of the relevant listing requirements. If approved by the regulatory authorities and to the extent permitted by the relevant laws and regulations, the Company may also apply for listing of the Corporate Bonds on other stock exchanges
- (x) Term of validity of the resolution : from the date on which the resolution is passed at the SGM to 24 months from the date of approval by the CSRC
- (xi) Safeguard measures for the repayment of principal and interest of Corporate Bonds : in the event that the Company fails to repay the principal of and/or interest on the Corporate Bonds or any default on principal and/or interest payments of the Corporate Bonds upon maturity, the Board, subject to the approval at the SGM, will be authorised to (including but not limited to):
- (a) cease to distribute profits to the Shareholders;

- (b) temporarily withhold projects involve capital expenditures such as significant external investments, mergers and acquisitions, etc;
- (c) reduce or suspend the payment of salaries and bonus to the Directors and the senior management of the Company; and
- (d) disapprove any job transfer of the key responsible personnel.

To ensure proper completion of the proposed issue of the Corporate Bonds, it is proposed that a special resolution be proposed to the Shareholders at the SGM to grant the authority to the Board to deal with the relevant matters relating to the proposed issue of the Corporate Bonds. Details of the authority to be sought are set out below (including but not limited to):

- (a) to decide and appoint intermediaries and entrusted manager for the issue of the Corporate Bonds;
- (b) taking into account the specific conditions of the Company and the market, formulate and adjust specific plan for the issue of the Corporate Bonds, including but not limited to, the principal amount of the bonds to be issued, timing of the issue, whether to issue in tranches and whether to issue different types of bonds, arrangement in relation to the size and maturity date of different tranches and different types of bonds, issue price, interest rate, maturity date and repayment method of the principal and interests, whether to adjust the interest rate before the maturity of the bonds, whether to devise terms for repurchase and redemption, specific arrangement in respect of use of proceed, rating arrangement, guarantee arrangement, listing and issue of the bonds, place of listing, etc.;
- (c) decide and handle the reporting, listing and all other relevant matters in relation to the issue of the Corporate Bonds, including but not limited to, the reporting of the issue of the Corporate Bonds, and to handle the listing of the Corporate Bonds after the issue of such bonds, establish, sign, execute, amend and finalize all documents, contract/agreement, covenants (including but not limited to offering prospectus, sponsor agreements, underwriting agreements, bond trustee management agreements, rules for meetings of the holders of the Corporate Bonds, listing agreements, various announcements and other legal documents, etc.) and disclose relevant information in accordance with applicable laws, and all other matters in relation to the issue and listing of the Corporate Bonds;

- (d) save and except matters which shall be subject to the approval of the Shareholders in general meeting pursuant to the requirements of applicable laws, regulations and the Articles, to make corresponding adjustment to the relevant matters regarding the specific plan for the issue of the Corporate Bonds according to the opinions of the regulatory authorities (if any) in the events of change in the policies of regulatory authorities on the issue of corporate bonds or change in market condition, or to decide whether to proceed with the issue of the Corporate Bonds based on the actual situation; and
- (e) handle all matters in relation to the issue and listing of the Corporate Bonds.

This authorisation shall be valid and effective from the date of its approval at the SGM to the date when the above authorised matters have been completed or 24 months from the date of the passing of the relevant to 24 months from the date of approval by the CSRC, whichever is earlier.

(B) GRANT OF GENERAL MANDATE FOR THE ISSUE OF THE DEBT INSTRUMENTS

In order to replenish the working capital of the Company and adjust the Company's debt structure, and with the view to enhance flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any debt financing instruments, a special resolution will be proposed to the Shareholders at the SGM for the grant a general mandate to the Directors to deal with the relevant matters relating to the issue of the Debt Instruments with an aggregate principal amount of not exceeding RMB500,000,000 (including RMB500,000,000), including but not limited to (a) submitting application to the National Association of Financial Market Institutional Investors for the issue of the Debt Instruments; and (b) determining the specific terms and conditions and other relevant matters in relation to the issue of the relevant debt financing instruments in accordance with the need of the Company and the market conditions, such as the types of debt financing instruments to be issued, the size and method of the issue and use of proceeds.

BENEFITS AND REASONS FOR THE ISSUE OF THE CORPORATE BONDS AND THE DEBT INSTRUMENTS

The Board believes that the proposed issue of the Corporate Bonds and the Debt Instruments will provide working capital of the Company and help to adjust the debt structure of the Company.

A SGM will be convened for the approval of the proposed issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments. A circular containing details of the proposed issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments, together with the notice of the SGM, is expected to be despatched to the Shareholders in due course.

The proposed issue of the Corporate Bonds and the Debt Instruments may or may not proceed, and Shareholders and investors should therefore exercise caution in dealing in the Shares.

DEFINITIONS

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

“Articles”	the articles of association of the Company
“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
“Corporate Bonds”	the corporate bonds in an aggregate principal amount of not exceeding RMB480,000,000 (including RMB480,000,000) proposed to be issued by the Company, the salient terms of which are set out in this announcement
“CSRC”	the China Securities Regulatory Commission
“Debt Instruments”	the debt financing instruments with an aggregate principal amount of not exceeding RMB500,000,000 (including RMB500,000,000)
“Director(s)”	the director(s) of the Company

“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Share(s)”	the 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 which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened and held for the purpose of considering, and if appropriate, approving among other things, the proposed issue of the Corporate Bonds and the grant of general mandate to issue the Debt Instruments
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	the ordinary shares of RMB0.1 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Beijing, the PRC, 19 November 2013

As at the date of this announcement, Mr. Xu Zhendong, Mr. Xu Zhixiang and Mr. Zhang Wanzhong are executive Directors, Mr. Zhang Yongli, 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”.