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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 AND CONNECTED TRANSACTION –
ACQUISITION OF ENTIRE EQUITY INTEREST
IN NINGBO XUANBAO**

NINGBO XUANBAO ACQUISITION

The Board is pleased to announce that on 10 August 2015 (after trading hours), the Company and Shanghai Xuanbao entered into the Equity Interest Transfer Agreement, pursuant to which the Company has conditionally agreed to acquire the entire equity interest in Ningbo Xuanbao at a consideration of RMB23,400,000 in cash together with capital contribution commitment of RMB54,600,000, subject to and upon the terms of the Equity Interest Transfer Agreement.

Ningbo Xuanbao is a limited liability company established in the PRC and principally engaged in investment management and consultation, corporate management and consultation, corporate image planning and public relations services. As at the date of this announcement, Ningbo Xuanbao held 39% equity interests in Ningbo Jade Bird VC, which is a limited liability company established in the PRC and principally engaged in venture capital investment in companies with innovative and high technology in emerging industries, such as culture, healthcare, new energy and environmental protection and which was indirectly owned by the Group as to 31% as at the date of this announcement.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the Ningbo Xuanbao Acquisition, either standalone or aggregated with the Previous Ningbo Jade Bird VC Transactions, is/are more than 5% but less than 25%, the Ningbo Xuanbao Acquisition constitutes discloseable transaction for the Company and is subject to the notification and announcement requirements of Chapter 19 of the GEM Listing Rules.

In addition, Shanghai Xuanbao is a wholly-owned subsidiary of Beida High Tech, which is a subsidiary of Beida Jade Bird, a substantial Shareholder who had (direct and indirect) interest in 200,000,000 Promoters Shares (representing approximately 16.88% of the Company's total issued share capital) as at the date of this announcement. Shanghai Xuanbao is therefore an associate of Beida Jade Bird and a connected person of the Company under the GEM Listing Rules. Accordingly, the Ningbo Xuanbao Acquisition constitutes connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As the applicable percentage ratios in respect of the Ningbo Xuanbao Acquisition, either standalone or aggregated with the Previous CT Transactions, is/are more than 5% and the consideration for the Ningbo Xuanbao Acquisition is more than HK\$10,000,000, the Ningbo Xuanbao Acquisition is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules, although the Company has complied with shareholders' approval requirement in respect of the Previous CT Transactions.

The SGM at which resolution will be proposed to seek the approval of the Independent Shareholders for the Equity Interest Transfer Agreement and the transactions contemplated thereunder will be convened. The Independent Board Committee has been established to consider the Equity Interest Transfer Agreement and the transactions contemplated thereunder and an independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among others, further details regarding (i) the Equity Interest Transfer Agreement and the transactions contemplated thereunder; (ii) the letter of recommendation from the Independent Board Committee containing its advice to the Independent Shareholders on the Equity Interest Transfer Agreement and the transactions contemplated thereunder; (iii) the letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders regarding the Equity Interest Transfer Agreement and the transactions contemplated thereunder; and (iv) the notice of the SGM is expected to be despatched to the Shareholders on or before 18 September 2015 as more time is required for the preparation of the information to be contained therein.

The Board is pleased to announce that on 10 August 2015 (after trading hours), the Company and Shanghai Xuanbao entered into the Equity Interest Transfer Agreement, pursuant to which the Company has conditionally agreed to acquire the entire equity interest in Ningbo Xuanbao at a consideration of RMB23,400,000 in cash together with capital contribution commitment of RMB54,600,000, subject to and upon the terms of the Equity Interest Transfer Agreement.

EQUITY INTEREST TRANSFER AGREEMENT

A summary of the principal terms of the Equity Interest Transfer Agreement is set out below:

Date

10 August 2015

Parties

- (1) the Company; and
- (2) Shanghai Xuanbao.

Shanghai Xuanbao is a wholly-owned subsidiary of Beida High Tech, which is a subsidiary of Beida Jade Bird, a substantial Shareholder who had (direct and indirect) interest in 200,000,000 Promoters Shares (representing approximately 16.88% of the Company's total issued share capital) as at the date of this announcement. Shanghai Xuanbao is therefore an associate of Beida Jade Bird and a connected person of the Company under the GEM Listing Rules. Shanghai Xuanbao is principally engaged in investment management, corporate management and asset management.

Nature of transaction

Shanghai Xuanbao has conditionally agreed to sell, and the Company has conditionally agreed to acquire, the entire equity interest in Ningbo Xuanbao.

Consideration

The consideration payable by the Company to Shanghai Xuanbao for the Ningbo Xuanbao Acquisition is RMB23,400,000 in cash. In addition, the Company has agreed to assure the obligation of Shanghai Xuanbao to make the capital contribution of RMB54,600,000 to Ningbo Xuanbao, which is due to be made by 1 December 2034. The Company has agreed to pay to Shanghai Xuanbao (or as it may direct) RMB11,700,000 in cash as deposit within 10 working days after the despatch of the circular of the Company relating to the Equity Interest Transfer Agreement in accordance with the applicable requirements of the GEM Listing Rules, and the remaining RMB11,700,000 in cash within 30 working days from the date of completion of the Ningbo Xuanbao Acquisition.

The total capital commitment to be made to Ningbo Xuanbao shall be RMB78,000,000 and as at the date of this announcement, Shanghai Xuanbao has contributed the capital of RMB23,400,000 to Ningbo Xuanbao. Following completion of the Ningbo Xuanbao Acquisition, the Company shall make the remaining capital contribution of RMB54,600,000 to Ningbo Xuanbao by 1 December 2034.

The consideration of the Ningbo Xuanbao Acquisition was determined after arm's length negotiations between the Company and Shanghai Xuanbao by reference to the capital contribution made (i.e. RMB23,400,000, being the original cost of acquisition of Ningbo Xuanbao by Shanghai Xuanbao) and the capital contribution required to be made (i.e. RMB54,600,000) by Shanghai Xuanbao to Ningbo Xuanbao as at the date of the Equity Interest Transfer Agreement.

Conditions precedent to the completion of the Ningbo Xuanbao Acquisition

Completion of the Ningbo Xuanbao Acquisition will be conditional upon and subject to:

- (i) the Independent Shareholders' approval of the Equity Interest Transfer Agreement and the transactions contemplated thereunder (including but not limited to the Ningbo Xuanbao Acquisition); and
- (ii) the completion of registration of the Ningbo Xuanbao Acquisition with the industrial and commercial administration bureau of the PRC.

If any of the above conditions precedent have not been fulfilled at or before 5:00 p.m. on 31 July 2016, the Equity Interest Transfer Agreement (save and except for the clauses regarding refund of deposit, confidentiality and other general provisions) shall cease and determine, and Shanghai Xuanbao shall refund the deposit in the amount of RMB11,700,000 to the Company within 10 working days, and thereafter neither the Company nor Shanghai Xuanbao shall make any claim against each other under the Equity Interest Transfer Agreement, save for clauses relating to refund of deposit, confidentiality and other general provisions and any antecedent breaches of the terms of the Equity Interest Transfer Agreement.

Completion of the Ningbo Xuanbao Acquisition will be considered as having taken place on the date of fulfillment of all conditions precedent under the Equity Interest Transfer Agreement.

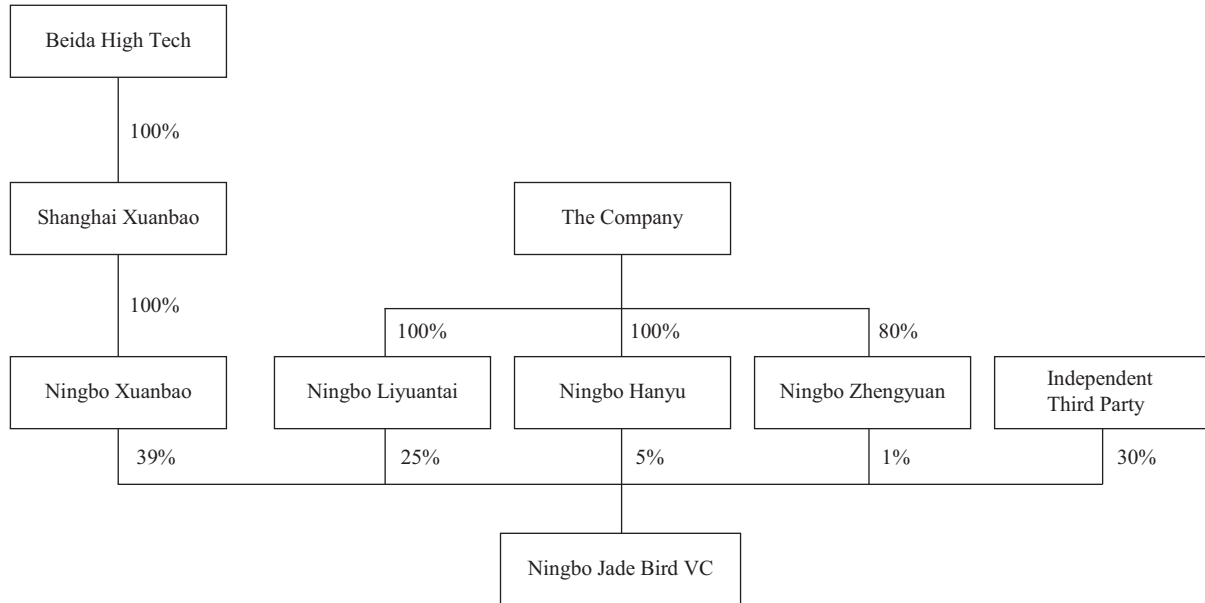
Ningbo Xuanbao

Ningbo Xuanbao is a company established in the PRC in 2015 with a registered capital of RMB78,000,000 and is principally engaged in investment management and consultation, corporate management and consultation, corporate image planning and public relations services. As at the date of this announcement, Ningbo Xuanbao held 39% equity interests in Ningbo Jade Bird VC, which is a limited liability company established in the PRC in 2014 and principally engaged in venture capital investment in companies with innovative and high technology in emerging industries, such as culture, healthcare, new energy and environmental protection.

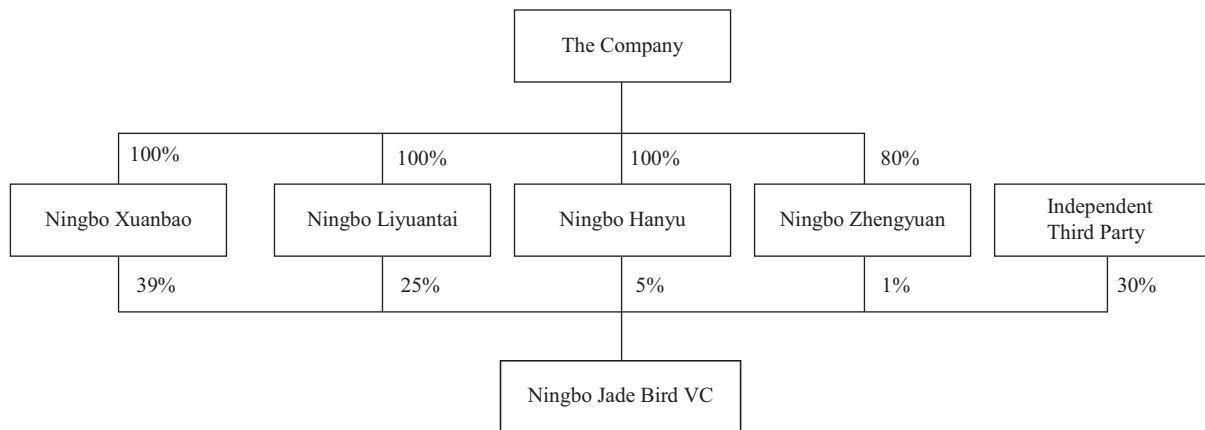
Before completion of the Ningbo Xuanbao Acquisition, the Company owns 31% indirect interest in Ningbo Jade Bird VC. Upon completion of the Ningbo Xuanbao Acquisition, the Company will own additional 39% indirect interest in Ningbo Jade Bird VC through Ningbo Xuanbao and each of Ningbo Xuanbao and Ningbo Jade Bird VC will become a subsidiary of the Company and the financial results of each of Ningbo Xuanbao and Ningbo Jade Bird VC will be consolidated with the results of the Group.

The following diagrams set out the shareholding structures of Ningbo Xuanbao immediately before and after completion of the Ningbo Xuanbao Acquisition:

(i) *immediately before completion of the Ningbo Xuanbao Acquisition*



(ii) *immediately after completion of the Ningbo Xuanbao Acquisition*



The total asset value and the net asset value of Ningbo Xuanbao as at 30 June 2015 are approximately RMB23,400,000. As Ningbo Xuanbao was established in 2015, there was no financial information for the last two financial years of Ningbo Xuanbao.

The total asset value and the net asset value of Ningbo Jade Bird VC as at 30 June 2015 are approximately RMB57,091,000. The net loss before and after taxation and extraordinary items of Ningbo Jade Bird VC for the period from 24 April 2014 to 31 December 2014 is approximately RMB425,000. As Ningbo Jade Bird VC was established in 2014, there was no financial information for the year ended 31 December 2013 of Ningbo Jade Bird VC.

REASONS FOR AND BENEFITS OF ENTERING INTO THE EQUITY INTEREST TRANSFER 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, the development of travel and leisure business and investment holding.

The Directors consider that it is beneficial for the Company to invest in Ningbo Jade Bird VC, which will further develop the Company's existing investment business portfolio, in particular, expanding its investment in emerging industries, and also broadening its source of income.

In light of the above, the Directors (excluding the independent non-executive Directors whose opinion would be rendered after having obtained the advice from the independent financial adviser) consider that the terms of the Equity Interest Transfer Agreement, which were determined after arm's length negotiations between the Company and Shanghai Xuanbao, are on normal commercial terms and are fair and reasonable, and the entering into of the Equity Interest Transfer Agreement is in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the Ningbo Xuanbao Acquisition, either standalone or aggregated with the Previous Ningbo Jade Bird VC Transactions, is/are more than 5% but less than 25%, the Ningbo Xuanbao Acquisition constitutes discloseable transaction for the Company and is subject to the notification and announcement requirements of Chapter 19 of the GEM Listing Rules.

In addition, Shanghai Xuanbao is a wholly-owned subsidiary of Beida High Tech, which is a subsidiary of Beida Jade Bird, a substantial Shareholder who had (direct and indirect) interest in 200,000,000 Promoters Shares (representing approximately 16.88% of the Company's total issued share capital) as at the date of this announcement. Shanghai Xuanbao is therefore an associate of Beida Jade Bird and a connected person of the Company under the GEM Listing Rules. Accordingly, the Ningbo Xuanbao Acquisition constitutes connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

On 24 October 2014, the Company entered into the equity interest transfer agreements with various parties, one of which was Beida High Tech, a subsidiary of Beida Jade Bird, under the Previous Ningbo Jade Bird VC Transactions to acquire an aggregate of indirect 31% equity interest in Ningbo Jade Bird VC, details of which are set out in the announcement of the Company dated 24 October 2014.

In addition, on 5 November 2014, the Company entered into two equity interest transfer agreements with Jade Bird Software, and pursuant to such agreements, the Company agreed to acquire 40% equity interest in Beijing Shengxin Runcheng and 40% equity interest in Beijing Shengxin Kaiyuan held by Jade Bird Software, at an aggregate consideration of RMB2,400,000, details of which are set out in the announcement of the Company dated 5 November 2014.

Furthermore, on 13 February 2015, a direct wholly owned subsidiary of the Company and Shenzhen Jade Bird, a subsidiary of Beida Jade Bird, entered into the equity interest transfer agreement, pursuant to which a direct wholly owned subsidiary of the Company conditionally agreed to acquire 20% equity interest in Xinzhongrui VC at a consideration of RMB50,000,000, details of which are set out in the announcement of the Company dated 13 February 2015 and the circular of the Company dated 11 June 2015.

As each of Shanghai Xuanbao, Beida High Tech and Shenzhen Jade Bird is a subsidiary of Beida Jade Bird, Jade Bird Software is holding company of Beida Jade Bird, and Beida Jade Bird is a substantial Shareholder who had (direct and indirect) interest in 200,000,000 Promoter Shares as at the date of this announcement, each of Shanghai Xuanbao, Beida High Tech, Shenzhen Jade Bird and Jade Bird Software is an associate of Beida Jade Bird and a connected person of the Company under the GEM Listing Rules. As such, the acquisition of 45% equity interest in Ningbo Zhengyuan from Beida High Tech under the Previous Ningbo Jade Bird VC Transactions, the Beijing Shengxin Runcheng Transaction, the Beijing Shengxin Kaiyuan Transaction and the Xinzhongrui Transaction (i.e. the Previous CT Transactions) are aggregated with the Ningbo Xuanbao Acquisition.

As the applicable percentage ratios in respect of the Ningbo Xuanbao Acquisition either, standalone or aggregated with the Previous CT Transactions, is/are more than 5% and the consideration for the Ningbo Xuanbao Acquisition is more than HK\$10,000,000, the Ningbo Xuanbao Acquisition is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules although the Company has complied with shareholders' approval requirement in respect of the Previous CT Transactions.

The SGM at which resolution will be proposed to seek the approval of the Independent Shareholders for the Equity Interest Transfer Agreement and the transactions contemplated thereunder will be convened. The Independent Board Committee has been established to consider the Equity Interest Transfer Agreement and the transactions contemplated thereunder and an independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

Beida Jade Bird, being the indirect holding company of Shanghai Xuanbao and thus a close associate of Shanghai Xuanbao, and also a substantial Shareholder who had direct interest in 115,000,000 Promoters Shares (representing approximately 9.71% of the Company's total issued share capital) and indirect interest in 85,000,000 Promoters Shares through its subsidiary as at the date of this announcement, will be required to abstain from voting at the SGM on the resolution regarding the Equity Interest Transfer Agreement and the transactions contemplated thereunder. Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder will be required to abstain from voting at the SGM in respect of the resolution regarding the Equity Interest Transfer Agreement and the transactions contemplated thereunder.

A circular containing, among others, further details of (i) the Equity Interest Transfer Agreement and the transactions contemplated thereunder; (ii) the letter of recommendation from the Independent Board Committee containing its advice to the Independent Shareholders on the Equity Interest Transfer Agreement and the transactions contemplated thereunder; (iii) the letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders regarding the Equity Interest Transfer Agreement and the transactions contemplated thereunder; and (iv) the notice of the SGM is expected to be despatched to the Shareholders on or before 18 September 2015 as more time is required for the preparation of the information to be contained therein.

DEFINITIONS

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

“Beida High Tech” 北京北大高科技產業投資有限公司 (Beijing Beida High Technology Investment Co., Ltd.[#]), a limited liability company established in the PRC and an indirectly non wholly-owned subsidiary of Beida Jade Bird

“Beida Jade Bird”	北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited [#]), a limited liability company established in the PRC and a substantial Shareholder
“Beijing Shengxin Kaiyuan”	北京盛信開元投資管理有限公司 (Beijing Shengxin Kaiyuan Investment Management Co., Ltd. [#]), a limited liability company established in the PRC
“Beijing Shengxin Kaiyuan Transaction”	the acquisition of 40% equity interest in Beijing Shengxin Kaiyuan from Jade Bird Software by the Company pursuant to the equity interest transfer agreement dated 5 November 2014 and entered into between the Company and Jade Bird Software, details of which are set out in the Company’s announcement dated 5 November 2014
“Beijing Shengxin Runcheng”	北京盛信潤誠投資管理有限公司 (Beijing Shengxin Runcheng Investment Management Co., Ltd. [#]), a limited liability company established in the PRC
“Beijing Shengxin Runcheng Transaction”	the acquisition of 40% equity interest in Beijing Shengxin Runcheng from Jade Bird Software by the Company pursuant to the equity interest transfer agreement dated 5 November 2014 and entered into between the Company and Jade Bird Software, details of which are set out in the Company’s announcement dated 5 November 2014
“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
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Equity Interest Transfer Agreement”	the equity interest transfer agreement dated 10 August 2015 and entered into between the Company and Shanghai Xuanbao in relation to the Ningbo Xuanbao Acquisition

“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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
“Independent Board Committee”	the committee of the Board comprising all the independent non-executive Directors (namely Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua)
“Independent Shareholders”	Shareholders other than those who are required by the GEM Listing Rules to abstain from voting on the resolution approving the Equity Interest Transfer Agreement and the transactions contemplated thereunder
“Jade Bird Software”	北京北大青鳥軟件系統有限公司 (Beijing Beida Jade Bird Software System Co., Ltd. [#]), a limited liability company established in the PRC and the holding company of Beida Jade Bird
“Ningbo Hanyu”	寧波瀚宇投資諮詢有限公司 (Ningbo Hanyu Investment Consultancy Co., Ltd. [#]), a limited liability company established in the PRC
“Ningbo Jade Bird VC”	寧波青鳥創業投資有限公司 (Ningbo Jade Bird Venture Capital Investment Co., Ltd. [#]), a limited liability company established in the PRC
“Ningbo Liyuantai”	寧波利元泰創業投資管理有限公司 (Ningbo Liyuantai Venture Capital Investment Management Co., Ltd. [#]), a limited liability company established in the PRC
“Ningbo Xuanbao”	寧波軒寶賽林投資管理有限公司 (Ningbo Xuanbao Sailin Investment Management Co., Ltd. [#]), a limited liability company established in the PRC

“Ningbo Xuanbao Acquisition”	the transfer of the entire equity interest in Ningbo Xuanbao from Shanghai Xuanbao to the Company pursuant to the Equity Interest Transfer Agreement
“Ningbo Zhengyuan”	寧波青鳥正元投資管理有限公司 (Ningbo Jade Bird Zhengyuan Investment Management Co., Ltd. [#]), a limited liability company established in 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
“Previous CT Transactions”	collectively, (i) the acquisition of 45% equity interest in Ningbo Zhenyuan from Beida High Tech, details of which are set out in the Company’s announcement dated 24 October 2014; (ii) the Beijing Shengxin Runcheng Transaction; (iii) the Beijing Shenxin Kaiyuan Transaction; and (iv) the Xinzhongrui Transaction
“Previous Ningbo Jade Bird VC Transactions”	collectively, (i) the acquisition of the entire equity interest in Ningbo Hanyu (which then owned 5% equity interest in Ningbo Jade Bird VC) by the Company from 北京盛世新天影視廣告有限公司 (Beijing Shengshi Xintian Video-film Advertisement Co., Ltd. [#]); (ii) the acquisition of the entire equity interest in Ningbo Liyuantai (which then owned 25% equity interest in Ningbo Jade Bird VC) by the Company from 上海博投眾人眾環保科技有限公司 (Shanghai Botou Zhongrenzhong Environmental Science and Technology Co., Ltd. [#]); and (iii) the acquisition of 35% equity interest and 45% equity interest held by 上海博投眾人眾環保科技有限公司 (Shanghai Botou Zhongrenzhong Environmental Science and Technology Co., Ltd. [#]) and Beida High Tech, respectively, in Ningbo Zhengyuan (which then owned 1% equity interest in Ningbo Jade Bird VC), details of which are disclosed in the announcement of the Company dated 24 October 2014
“Promoter Shares”	the promoter shares of RMB0.1 each in the issued share capital of the Company

“RMB”	renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Equity Interest Transfer Agreement and the transactions contemplated thereunder
“Shanghai Xuanbao”	上海軒寶投資管理有限公司 (Shanghai Xuanbao Investment Management Co., Ltd. [#]), a limited liability company established in the PRC and is wholly owned by Beida High Tech as at the date of this announcement
“Shareholder(s)”	shareholder(s) of the Company
“Shenzhen Jade Bird”	深圳市北大青鳥科技有限公司 (Shenzhen Beida Jade Bird Technology Co., Ltd. [#]), a limited liability company established in the PRC and is a subsidiary of Beida Jade Bird
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Xinzhongrui Transaction”	the acquisition of 20% equity interest in Xinzhongrui VC from Shenzhen Jade Bird by a wholly-owned subsidiary of the Company pursuant to the equity interest transfer agreement dated 13 February 2015 and entered into between a wholly-owned subsidiary of the Company and Shenzhen Jade Bird, details of which are set out in the Company’s announcement dated 13 February 2015 and the Company’s circular dated 11 June 2015
“Xinzhongrui VC”	北京信中瑞創業投資有限公司 (Beijing Xinzhongrui Venture Capital Co., Ltd. [#]), a limited liability company established in the PRC
“%”	per cent

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

Beijing, the PRC, 10 August 2015

As at the date of this announcement, Mr. Zhang Wanzhong, Ms. Zheng Zhong and Mr. Ip Wing Wai are executive Directors, Mr. Ni Jinlei, Ms. Xue Li and Mr. Zhao Xuedong are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua 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”.

Denotes English translation of a Chinese company or entity name and is provided for identification purpose only