

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities, nor is it calculated to invite any such offer or invitation. Neither this announcement nor any copy thereof may be taken into or distributed, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). In particular, this announcement does not constitute and is not an offer to sell or a solicitation of any offer to purchase or subscribe for securities in the United States or elsewhere. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended. Any public offering of securities to be made in the United States will only be made by means of a prospectus that may be obtained from the issuer or selling security holder and that contains detailed information regarding the issuer and management as well as financial information. There is no intention to make a public offering of the securities referred to in this announcement in the United States.



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)

PLACING OF NEW H SHARES UNDER GENERAL MANDATE

Placing Agent



Zhongtai International Securities Limited

The Board is pleased to announce that on 17 June 2016 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent, as the agent of the Company, agreed to place on a best effort basis the Placing Shares comprising up to 96,960,000 new H Shares at the Placing Price of HK\$0.990 (equivalent to approximately RMB0.840) per Placing Share (exclusive of brokerage, the Stock Exchange trading fees and the SFC transaction levy as may be payable by the Placees) on the terms and subject to the conditions set out in the Placing Agreement. The Placing Shares will be allotted and issued pursuant to the General Mandate to not less than seven but not exceeding ten Placees, who are independent professional, institutional or other investors. The Company has received the approval for the issuance of the Placing Shares from the CSRC on 27 January 2016. As at the date of this announcement, the Company has not issued any H Shares pursuant to the General Mandate.

The maximum number of 96,960,000 Placing Shares, if fully issued, represents:

- (i) 20% and approximately 8.18% of the existing total issued H Shares and the total issued share capital (comprising H Shares and Promoters Shares) of the Company respectively as at the date of this announcement; and
- (ii) approximately 16.67% and 7.56% of the issued H Shares and total issued share capital (comprising H Shares and Promoters Shares) of the Company respectively as enlarged by the allotment and issue of the Placing Shares.

The Placing Price of HK\$0.990 (equivalent to approximately RMB0.840) per Placing Share represents:

- (i) a discount of approximately 13.91% to the closing price of HK\$1.150 (equivalent to approximately RMB0.975) per H Share as quoted on the GEM of the Stock Exchange on the date of the Placing Agreement; and
- (ii) a discount of approximately 15.09% to the average closing price of HK\$1.166 (equivalent to approximately RMB0.989) per H Share as quoted on the GEM of the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

On the assumption that all Placing Shares are placed, the gross proceeds of the Placing are expected to be approximately HK\$95,990,400 (equivalent to approximately RMB81,399,000). The net proceeds from the Placing, after deduction of the Placing commission and other related expenses, are expected to be approximately HK\$95,490,400 (equivalent to approximately RMB80,975,000), representing a net issue price of approximately HK\$0.985 (equivalent to approximately RMB0.835) per Placing Share.

The Company intends to apply (i) approximately 70% of the net proceeds to explore acquisition opportunities and development of new businesses (as at the date of this announcement, the Company has identified a potential acquisition target in Singapore, but has not made any formal offer or entered into any formal agreement in respect of the acquisition); and (ii) approximately 30% of the net proceeds to repay existing indebtedness and supplement working capital of the Group.

As Completion is subject to the satisfaction of certain conditions precedent and the Placing Agent's termination rights, there is no assurance that any of the conditions to the Placing will be fulfilled or that the Placing may proceed at all. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

The Board is pleased to announce that on 17 June 2016 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent, as the agent of the Company, agreed to place on a best effort basis the Placing Shares comprising up to 96,960,000 new H Shares at the Placing Price of HK\$0.990 (equivalent to approximately RMB0.840) per Placing Share (exclusive of brokerage, the Stock Exchange trading fees and the SFC transaction levy as may be payable by the Placees) on the terms and subject to the conditions set out in the Placing Agreement. The Placing Shares will be allotted and issued pursuant to the General Mandate to not less than seven but not exceeding ten Placees, who are independent professional, institutional or other investors. The Company has received the approval for the issuance of the Placing Shares from the CSRC on 27 January 2016. As at the date of this announcement, the Company has not issued any H Shares pursuant to the General Mandate.

THE PLACING AGREEMENT

The principal terms and conditions of the Placing Agreement are as follows:

Date

17 June 2016 (after trading hours)

Parties

- (1) The Company; and
- (2) The Placing Agent.

The Placing Agent has agreed to act as the sole placing agent of the Company to procure on a best effort basis not less than seven but not exceeding ten Placees to subscribe for the Placing Shares at the Placing Price (exclusive of brokerage, the Stock Exchange trading fees and the SFC transaction levy as may be payable by the Placees). To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner are Independent Third Parties.

The Placees

The Placing Shares comprising up to 96,960,000 new H Shares will be placed to not less than seven but not exceeding ten Placees, who and whose respective ultimate beneficial owners are Independent Third Parties. It is expected that none of the Placees will become a substantial Shareholder (as defined in the GEM Listing Rules) of the Company immediately upon Completion.

Placing Shares

Up to 96,960,000 new H Shares will be issued by the Company. The maximum number of Placing Shares, if fully issued, represents:

- (i) 20% and approximately 8.18% of the existing total issued H Shares and the total issued share capital (comprising H Shares and Promoters Shares) of the Company respectively as at the date of this announcement; and
- (ii) approximately 16.67% and 7.56% of the issued H Shares and total issued share capital (comprising H Shares and Promoters Shares) of the Company respectively as enlarged by the allotment and issue of the Placing Shares.

The public float percentage of the Company will satisfy minimum public float requirement of the Stock Exchange upon Completion.

Placing Price

The Placing Price of HK\$0.990 (equivalent to approximately RMB0.840) per Placing Share (exclusive of brokerage, the Stock Exchange trading fees and the SFC transaction levy as may be payable by the Placees) represents:

- (i) a discount of approximately 13.91% to the closing price of HK\$1.150 (equivalent to approximately RMB0.975) per H Share as quoted on the GEM of the Stock Exchange on the date of the Placing Agreement; and

- (ii) a discount of approximately 15.09% to the average closing price of HK\$1.166 (equivalent to approximately RMB0.989) per H Share as quoted on the GEM of the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The net Placing Price (after deducting the commissions and expenses relating to the Placing) is expected to be approximately HK\$0.985 (equivalent to approximately RMB0.835) per Placing Share.

The Placing Price was determined and was negotiated on an arm's length basis between the Company and the Placing Agent with reference to, among other things, prevailing market conditions at the relevant time and prevailing market price of the H Shares.

Ranking of the Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu in all respects with the existing H Shares in issue on the Closing Date. As no dividends are proposed to be declared for the financial year ended 31 December 2015, the Placing Shares will similarly not be entitled any dividends for the same period.

Conditions of the Placing

The Placing is conditional upon the fulfillment of the following conditions precedent:

- (i) the Listing Committee of the Stock Exchange having granted or agreeing to grant the listing of, and permission to deal in, the Placing Shares on the Stock Exchange;
- (ii) all necessary approval and consents from the Company's shareholders and board of directors and PRC authorities (including without limitation the approval from the CSRC) having been obtained or satisfied and remain in full force and effect; and
- (iii) the obligations of the Placing Agent under this Placing Agreement becoming unconditional and not being terminated in accordance with the terms thereof, including provisions regarding force majeure events.

In the event that the above conditions are not fulfilled in full or waived by the Placing Agent on or before the Long Stop Date, all obligations and liabilities of the Company and the Placing Agent under the Placing Agreement shall cease and determine and neither of the parties shall have any claim against the others in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination.

Termination

Force Majeure Events

If at any time at or prior to 9:00 a.m. on the Closing Date, any of the following force majeure events (as set out below) has occurred which, in the sole opinion of the Placing Agent, has or will have a material adverse effect on the success of the Placing or the level of Placing Shares being applied for or accepted, the Placing Agent may terminate the Placing Agreement by written notice to the Company:

- (i) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever in Hong Kong or China which may, in the sole opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole;
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not *sui generis* with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances (inclusive of any pandemics or epidemics) in or affecting Hong Kong or China which may materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the placing of the Placing Shares to potential investor or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or

- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation to suspension or material restriction or trading in securities) occurs which materially or adversely affect the success of the Placing (such success being the placing of the Placing Shares to potential investor(s)) or otherwise in the sole opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

Other Termination Events

Further, if at or prior to 9:00 a.m. on the Closing Date, any of the following events have occurred, the Placing Agent shall be entitled (but not bound) by notice in writing to the Company (and in the case of paragraphs (a) and (c) below, after prior consultation with the Company where applicable) to elect to treat such matter or event as releasing and discharging the Placing Agent from its obligations under this Placing Agreement and provided that such notice is received on or prior to the Closing Date:

- (a) the Company commits any material breach of any of the obligations or undertakings expressed or assumed under the Placing Agreement;
- (b) any suspension in the trading of the H Shares on the GEM of the Stock Exchange for more than ten consecutive trading days save for the purposes of clearing of this announcement; or
- (c) the Placing Agent becomes aware that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any material respect be untrue or inaccurate, if repeated and the Placing Agent, in its sole opinion, determines that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Group taken as a whole or will otherwise likely to have a material prejudicial effect on the Placing.

Completion

Subject to the conditions mentioned above, Completion shall take place on the Closing Date.

GENERATE MANDATE TO ISSUE THE PLACING SHARES

The Placing Shares will be allotted and issued under the General Mandate. The General Mandate has not been previously utilized prior to the date hereof and no H Shares have been issued pursuant to the General Mandate. The maximum number of 96,960,000 Placing Shares to be allotted and issued pursuant to the Placing represents 20% of the total number of the H shares in issue on the date of the AGM on 30 June 2015 and will fully exhaust the General Mandate.

PRC REGULATORY APPROVAL

The Company has obtained the necessary PRC regulatory approval for the Placing, being the approval by the CSRC. The Company has received the approval for the issuance of the Placing Shares by the CSRC on 27 January 2016.

APPLICATION FOR LISTING

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

REASONS FOR THE PLACING

The Directors (including the independent non-executive Directors) are of the view that the Placing represents an opportunity to expand the Shareholder base and increase the share capital of the Company to strengthen its financial position and is in the interests of the Company and the Shareholders as a whole. The Placing will further facilitate the business development and implementation of the business strategies of the Company and supplement the working capital of the Company.

The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement and the transactions contemplated thereunder, including the Placing Price and the commission payable to the Placing Agent, are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

On the assumption that all Placing Shares are placed, the gross proceeds of the Placing are expected to be approximately HK\$95,990,400 (equivalent to approximately RMB81,399,000). The net proceeds from the Placing, after deduction of the Placing commission and other related expenses, are expected to be approximately HK\$95,490,400 (equivalent to approximately RMB80,975,000), representing a net issue price of approximately HK\$0.985 (equivalent to approximately RMB0.835) per Placing Share.

The Company intends to use the net proceeds of the Placing as follows:

- (i) approximately 70% of the net proceeds will be applied to explore acquisition opportunities and development of new businesses. As at the date of this announcement, the Company has identified a potential acquisition target in Singapore, but has not made any formal offer or entered into any formal agreement in respect of the acquisition. If the Company proceeds with the potential acquisition, the Company may apply this part of the net proceeds for such acquisition; and if the potential acquisition is not realised, this part of the net proceeds will be applied to explore other acquisition opportunities and new business development; and
- (ii) approximately 30% of the net proceeds will be used to repay existing indebtedness and supplement working capital of the Group.

FUND RAISING ACTIVITIES DURING PAST TWELVE MONTHS

The Company has not conducted any fund raising activities involving the issue of equity securities within the 12 months immediately prior to the date of this announcement.

CHANGE IN SHARE CAPITAL AND SHAREHOLDING STRUCTURE

The shareholding structure of the Company as at the date of this announcement and immediately after Completion (assume the maximum number of the new H Shares will be issued and no new Shares are issued prior to the Completion) is as follows:

Shareholders	As at the date of this announcement		Immediately after Completion	
	Number of Shares	Approximate % of the total issued share capital	Number of Shares	Approximate % of the total issued share capital
Promoters Shares				
Dynamic Win Limited (<i>Note 1</i>)	205,414,000	17.34%	205,414,000	16.03%
Beijing Beida Jade Bird Limited (<i>Note 2</i>)	115,000,000	9.71%	115,000,000	8.97%
Grant East (H.K.) Limited	110,000,000	9.28%	110,000,000	8.58%
Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. (<i>Note 2</i>)	85,000,000	7.17%	85,000,000	6.63%
New View Venture Limited (<i>Note 3</i>)	84,586,000	7.14%	84,586,000	6.60%
Asia Technology Investment Company Limited	50,000,000	4.22%	50,000,000	3.90%
Others	50,000,000	4.22%	50,000,000	3.90%
Promoters Shares sub-total:	700,000,000	59.08%	700,000,000	54.61%
H Shares				
H Shares held by the public on the date of this announcement	484,800,000	40.92%	484,800,000	37.83%
Places in the Placing	–	–	96,960,000	7.56%
H Shares sub-total:	484,800,000	40.92%	581,760,000	45.39%
Total:	1,184,800,000	100.00%	1,281,760,000	100.00%

Notes:

1. Dynamic Win Assets Limited (“**Dynamic Win**”) is beneficially wholly-owned by Heng Huat Investments Limited (“**Heng Huat**”). Mr. Zhang Wanzhong, the executive Director and Ms. Zhou Min, the Supervisor are taken to be interested in the issued share capital of the Company through their respective interests as beneficiaries, among other beneficiaries, of Heng Huat trust (“**Heng Huat Trust**”). By a declaration of Heng Huat Trust made as a deed on 19 July 2000, Mr. Xu Zhendong, Mr. Zhang Wanzhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhixiang since 9 May 2003 as a trustee) declared that they held the shares of Heng Huat as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd. (“**Jade Bird Software**”), Beijing Beida Jade Bird Limited (“**Beida Jade Bird**”) and Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win, and is taken to be interested in 205,414,000 Promoters Shares which Dynamic Win is interested. Mr. Xu Zhendong, Mr. Zhang Wanzhong and Mr. Xu Zhixiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu Yue’s resignation as a trustee on the same date) are trustees holding 60, 20 and 20 shares out of 100 shares in the issued share capital of Heng Huat. Each of Mr. Xu Zhendong and Mr. Zhixiang was former Director who resigned on 5 May 2015;
2. Peking University, Beida Asset Management Co., Ltd. and Jade Bird Software are deemed to be interested in 200,000,000 Promoters Shares through the following companies:
 - (i) 115,000,000 Promoters Shares held by Beida Jade Bird, which is 46% beneficially owned by Jade Bird Software. Jade Bird Software is 48% beneficially owned by Beida Asset Management Co., Ltd., a wholly owned subsidiary of Peking University;
 - (ii) 85,000,000 Promoters Shares in which Haikou Jade Bird Yuanwang Sei-Tech Development Co., Ltd. (“**Haikou Jade Bird**”) is interested. Jade Bird Software indirectly owns 46% beneficially interest in Haikou Jade Bird;
 - (iii) Mr. Zhang Wanzhong , a Director of the Company, is a supervisor of Beida Jade Bird; and
3. Mongolia Energy Corporation Limited is deemed to be interested in 84,586,000 Promoters Shares held by New View Venture Limited, its wholly-owned subsidiary.

CORPORATE APPROVALS

All necessary corporate approvals and relevant Board approval in relation to the Placing have been obtained. The Placing is not subject to the approval of the Shareholders.

GENERAL

As Completion is subject to the satisfaction of certain conditions precedent and the Placing Agent's termination rights, there is no assurance that any of the conditions to the Placing will be fulfilled or that the Placing may proceed at all. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

DEFINITIONS

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

“AGM”	the 2014 annual general meeting of the Company held on 30 June 2015
“Board”	the board of Directors
“Business Day”	any day (excluding Saturday and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon) on which licensed banks in Hong Kong are open for business
“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
“Completion”	completion of the Placing under the Placing Agreement
“Closing Date”	a date which is within four Business Days after the fulfilment and/or warrrior of the conditions under the Placing Agreement
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“General Mandate”	the generate mandate granted to the Board by the Shareholders by special resolution passed at the AGM on 30 June 2015 to allot, issue or otherwise deal with a maximum of not more than 96,960,000 new H Shares
“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 each and subscribed for and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	the third party which is independent of the Company and its connected persons (as defined in the GEM Listing Rules)
“Long Stop Date”	15 July 2016 or such later date as the Company and the Placing Agent may agree in writing
“Placees”	any professional, institutional or other investor(s) to be procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the offer by way of a private placing, of up to a total of 96,960,000 new H Shares, on a best effort basis, by the Placing Agent to be allotted and issued to selected Placees subject to the terms and conditions of the Placing Agreement
“Placing Agent”	Zhongtai International Securities Limited, a licensed corporation under the SFO to carry on business in dealing in securities and advising on securities
“Placing Agreement”	the conditional placing agreement dated 17 June 2016 entered into between the Company and the Placing Agent in relation to the Placing

“Placing Price”	HK\$0.990 (equivalent to approximately RMB0.840) per Placing Share
“Placing Shares”	a maximum of 96,960,000 new H Shares to be placed under the Placing
“PRC”	the People’s Republic of China which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Promoters Shares(s)”	ordinary promoters share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1 and subscribed for in RMB
“RMB”	renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Promoters Share(s) and/or H Share(s)
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

In this announcement, unless otherwise specified, the exchange rate is HK\$1:RMB0.84799.

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

Beijing, the PRC
17 June 2016

As at the date of this announcement, Mr. 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”.