

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Beida Jade Bird Universal Sci-Tech Company Limited, you should at once hand this circular and the forms of proxy and the reply slips to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(I) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
(II) NOTICE OF SPECIAL GENERAL MEETING;
(III) NOTICE OF NON-LISTED SHARES CLASS MEETING; AND
(IV) NOTICE OF H SHARES CLASS MEETING**

Notices convening the SGM, the Non-listed Shares Class Meeting and the H Shares Class Meeting to be held at 10:00 a.m., 10:30 a.m. and 11:00 a.m., respectively, on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC are set out on pages SGM-1 to SGM-9, NLSCM-1 to NLSCM-9 and HSCM-1 to HSCM-9 of this circular, respectively. Reply slips and the forms of proxy for use at the SGM, the Non-listed Shares Class Meeting and the H Shares Class Meeting are also enclosed with this circular.

Whether or not you are able to attend the SGM, the Non-listed Shares Class Meeting and/or the H Shares Class Meeting (as applicable), you are required to complete the enclosed form(s) of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form(s) of proxy to the Company's H share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. For holders of non-listed Shares, you are required to return the form(s) of proxy to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC. Whether you are holders of H Shares or Non-listed Shares, you are required to return the form(s) of proxy by 10:00 a.m. (for the SGM), 10:30 a.m. (for the Non-listed Shares Class Meeting) and 11:00 a.m. (for the H Shares Class Meeting) on Wednesday, 5 February 2020 or not less than 24 hours before the time appointed for holding any adjournment thereof. Completion and delivery of the form(s) of proxy will not preclude you from attending and voting at the meeting(s) if you so wish.

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Director(s)”	the directors of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	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
“H Shares Class Meeting”	the class meeting of the holders of H Shares of the Company to be held at 11:00 a.m. on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC for the holders of H Shares to consider, and if thought fit, approve the proposed amendments to the Articles of Association
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 December 2019, being the latest practicable date prior to the bulk-printing of this circular for ascertaining certain information contained in this circular
“Non-listed Shares”	non-listed shares in the ordinary share capital of the Company, with a nominal value of RMB0.1 and subscribed for and traded in RMB

DEFINITIONS

“Non-listed Shares Class Meeting”	the class meeting of the holders of Non-listed Shares of the Company to be held at 10:30 a.m. on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC for the holders of Non-listed Shares to consider, and if thought fit, approve the proposed amendments to the Articles of Association
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be held at 10:00 a.m. on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC for the Shareholders to consider and, if thought fit, approve the proposed amendments to the Articles of Association
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ni Jinlei (*Chairman*)
Mr. Zhang Wanzhong (*President*)
Ms. Zheng Zhong

Non-executive Directors:

Ms. Xue Li
Mr. Xiang Lei
Mr. Ip Wing Wai

Independent non-executive Directors:

Mr. Shao Jiulin
Mr. Li Juncai
Mr. Li Chonghua
Mr. Shen Wei

Registered office:

3rd Floor, Beida Jade Bird Building
Yanyuan District Area 3
No. 5 Haidian Road
Haidian District
Beijing 100080
the PRC

*Principal place of business
in the PRC:*

3rd Floor, Beida Jade Bird Building
No. 207 Chengfu Road
Haidian District
Beijing 100871
the PRC

*Principal place of business
in Hong Kong:*

17th Floor
V Heun Building
138 Queen's Road Central
Central, Hong Kong

18 December 2019

To the Shareholders

Dear Sir or Madam

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

INTRODUCTION

Reference is made to the announcement of the Company dated 5 December 2019, in which the Company announced the proposed amendments to the Articles of Association.

The purpose of this circular is to give you, among other things, (i) further information relating to the proposed amendments to the Articles of Association; (ii) a notice of the SGM; (iii) a notice of the Non-listed Shares Class Meeting; and (iv) a notice of the H Shares Class Meeting.

LETTER FROM THE BOARD

THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the Company Law of the PRC, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No.97) and based on the actual situation of the Company, the Board proposed to amend certain articles in the Articles of Association.

The proposed amendments to the Articles of Association are set out below:

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
1.	<p>Article 16</p> <p>Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign invested shares. Foreign invested shares which are listed outside the PRC shall be referred to as overseas listed foreign invested shares.</p> <p>The foreign currency referred to in the preceding paragraph is a legal tender (other than Renminbi) of other countries or regions which is recognized by the competent foreign exchange department of the State and can be used for payment of the Company's shares.</p> <p>Mandatory Provisions Article 14</p>	<p>Article 16</p> <p>Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign invested shares. Foreign invested shares which are listed outside the PRC shall be referred to as overseas listed foreign invested shares.</p> <p>The foreign currency referred to in the preceding paragraph is a legal tender (other than Renminbi) of other countries or regions which is recognized by the competent foreign exchange department of the State and can be used for payment of the Company's shares.</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
		<p>Upon completion of overseas offering and listing of the shares of the Company and upon approvals of the State Council or its securities regulatory authorities, the Company's shareholders may transfer all or part of their Unlisted Shares (as defined below) to foreign investors and have such shares listed and traded overseas, or the transfer of all or part of the Unlisted Shares into overseas listed foreign invested shares and the listing and trading of such shares shall not be considered as the Company's intention to vary or abrogate the rights of class shareholders. The said shares listed on or traded in an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the relevant overseas securities market.</p> <p>Listing and trading of the said shares on an overseas stock exchange or the transfer from domestic shares to foreign invested shares and the listing and trading of such shares does not need resolution through voting at a class shareholders' general meeting. The class of domestic shares and unlisted foreign invested shares (collective "Unlisted Shares") held by the Company's shareholders will be converted into overseas listed shares after obtaining the approval for overseas listing and trading, the class of which shall be the same as the overseas listed foreign shares.</p> <p>Mandatory Provisions Article 14</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
2.	<p>Article 46</p> <p>Transfers may not be entered in the register of shareholders within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days before the record date set by the Company for the purpose of distribution of dividends.</p> <p>Mandatory Provisions Article 38</p>	<p>Article 46</p> <p>Laws and regulations of the PRC and the provisions in the relevant rules governing the listing of securities of The Stock Exchange of Hong Kong Limited regulating the arrangement of close of register of shareholders before shareholders' general meeting being convened or the record date being set by the Company for the purpose of distribution of dividends shall prevail.</p>
3.	<p>Article 61</p> <p>When the Company convenes a shareholders' general meeting, it shall issue a written notice forty-five (45) days prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall, within twenty (20) days prior to the meeting, deliver a written reply to the Company on meeting attendance.</p> <p>Mandatory Provisions Article 53</p>	<p>Article 61</p> <p>When the Company convenes a shareholders' general meeting, notice stating the date and place of and matters to be examined at the meeting shall be given to all shareholders twenty (20) days before the meeting. Notice of shareholders' special general meetings shall be given to all shareholders fifteen (15) days prior to the meeting.</p> <p>Company Law 102</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
4.	<p>Article 62</p> <p>When the Company convenes an annual general meeting, shareholder(s) individually or in aggregate holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if they are matters falling within the functions and powers of the general meetings.</p> <p>Mandatory Provisions Article 54 Company Law 103</p>	<p>Article 62</p> <p>When the Company convenes a general meeting, shareholder(s) individually or in aggregate holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such general meeting if they are matters falling within the functions and powers of the general meetings.</p> <p>Mandatory Provisions Article 54 Company Law 103</p>
5.	<p>Article 63</p> <p>The Company shall, based on the written replies received twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one half of the Company's total voting shares, the Company may hold the general meeting. If not, the Company shall within five (5) days notify the shareholders again by notice of the matters to be considered, the place and the date of the meeting. The Company may hold the general meeting after such publication of such notice.</p> <p>A special general meeting shall not decide on any matter not stated in the notice of the meeting.</p> <p>Mandatory Provisions Article 55</p>	<p>Article 63</p> <p>A shareholders' general meeting may not resolve on any matters in respect of those not set out in the notice or supplemental notice issued for the meeting.</p> <p>Company Law 102</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
6.	<p>Article 65</p> <p>Notice of general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid post to the address of the shareholder as shown in the register of shareholders. For the holders of domestic shares, notice of the general meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the competent securities regulatory authority of the State Council within the interval of forty-five (45) days to fifty (50) days before the date of the meeting. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>Sufficient notice shall be given by the Company to ensure that the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.</p> <p>Mandatory Provisions Article 57</p>	<p>Article 65</p> <p>Notice of general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid post to the address of the shareholder as shown in the register of shareholders. For the holders of domestic shares, notice of the general meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the competent securities regulatory authority of the State Council within the interval of twenty (20) days to twenty-five (25) days before the date of the shareholders' annual general meeting, or within the interval of fifteen (15) days to twenty (20) days before the date of the shareholders' special general meeting. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>Sufficient notice shall be given by the Company to ensure that the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.</p> <p>Mandatory Provisions Article 57 Company Law 102</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
7.	<p>Article 89</p> <p>Any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a shareholders' general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 91 and 95 of the Articles of Association.</p> <p>Mandatory Provisions Article 79</p>	<p>Article 89</p> <p>Except for the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association, any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a shareholders' general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 91 and 95 of the Articles of Association.</p> <p>Mandatory Provisions Article 79</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
8.	<p>Article 93</p> <p>Written notice of a class meeting convened by the Company shall be dispatched forty-five (45) days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty (20) days prior to the date of the meeting.</p> <p>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting reaches not less than one-half of the total number of voting shares of such class at such meeting, the Company may hold such class meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within five (5) days thereof specifying the matters to be considered and the date and place of the meeting. After such announcement has been given, the Company may then hold the class meeting.</p> <p>The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p> <p>Mandatory Provisions Article 83</p>	<p>Article 93</p> <p>Written notice period of a class meeting convened by the Company shall be the same as the written notice period of a non-class meeting proposed to be convened on the same date of the class meeting. Written notice shall be dispatched to shareholders of such class whose names appear on the register of shareholders, specifying the matters to be examined and the date and place of the meeting. The notice period shall exclude the date of the notice and the date of the meeting.</p> <p>The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p> <p>Mandatory Provisions Article 83 Company Law 102</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
9.	<p>Article 95</p> <p>Save for shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign invested shares are deemed to be different classes of shareholders.</p> <p>The special procedures for approval by class shareholders shall not apply to the following circumstances:</p> <p>(i) where the Company issues, upon approval by special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares of the Company; or</p> <p>(ii) where the Company's plan to issue domestic shares and overseas listed foreign invested shares upon its establishment is implemented within 15 months from the date of approval by China Securities Regulatory Commission or other securities authority under the State Council.</p>	<p>Article 95</p> <p>Save for shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign invested shares are deemed to be different classes of shareholders.</p> <p>The special procedures for approval by class shareholders shall not apply to the following circumstances:</p> <p>(i) where the Company issues, upon approval by special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares of the Company;</p> <p>(ii) where the Company's plan to issue domestic shares and overseas listed foreign invested shares upon its establishment is implemented within 15 months from the date of approval by China Securities Regulatory Commission or other securities authority under the State Council; or</p> <p>(iii) the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association.</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
10.	<p>Article 98</p> <p>The Board shall report to the shareholders' general meeting and exercises the following powers:</p> <ol style="list-style-type: none"> (1) to convene shareholders' general meetings and report its work to the shareholders' general meeting; (2) to implement the resolutions of shareholders' general meetings; (3) to decide on the Company's business plans and investment proposals; (4) to formulate the Company's plans on annual financial budgets and final accounts; (5) to formulate the Company's profit distribution plans and plans on making up losses; (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issuance of bonds of the Company; (7) to formulate plans for substantial acquisition or disposal and merger, division and dissolution of the Company; (8) to determine the establishment of the Company's internal management structure; 	<p>Article 98</p> <p>The Board shall report to the shareholders' general meeting and exercises the following powers:</p> <ol style="list-style-type: none"> (1) to convene shareholders' general meetings and report its work to the shareholders' general meeting; (2) to implement the resolutions of shareholders' general meetings; (3) to decide on the Company's business plans and investment proposals; (4) to formulate the Company's plans on annual financial budgets and final accounts; (5) to formulate the Company's profit distribution plans and plans on making up losses; (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issuance of bonds of the Company; (7) to formulate plans for substantial acquisition or disposal and merger, division and dissolution of the Company; (8) to determine the establishment of the Company's internal management structure;

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
	<p>(9) to appoint or remove the general manager of the Company and to appoint or remove the deputy general manager and the financial officer of the Company based on the nomination by the general manager and to decide on their remunerations; to appoint or replace the members of the Board of Directors and the Supervisory Committee of the Company's wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors and supervisors of its subsidiaries which are controlled or invested by the Company;</p> <p>(10) to formulate the basic management system of the Company;</p> <p>(11) to formulate proposals for amendment to the Articles of Association;</p> <p>(12) under the premise of observing relevant laws and regulations and the Articles of Association, to exercise the Company's rights of financing and borrowing and to determine pledge, lease, contracting or transfer of the Company's important assets; and to authorize the general manager and deputy general manager, to a certain extent authorized, to exercise the rights mentioned herein;</p> <p>(13) other duties according to the provisions of the Articles of Association or conferred by the shareholders' general meeting.</p>	<p>(9) to appoint or remove the general manager of the Company and to appoint or remove the deputy general manager and the financial officer of the Company based on the nomination by the general manager and to decide on their remunerations; to appoint or replace the members of the Board of Directors and the Supervisory Committee of the Company's wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors and supervisors of its subsidiaries which are controlled or invested by the Company;</p> <p>(10) to formulate the basic management system of the Company;</p> <p>(11) to formulate proposals for amendment to the Articles of Association;</p> <p>(12) under the premise of observing relevant laws and regulations and the Articles of Association, to exercise the Company's rights of financing and borrowing and to determine pledge, hypothecation, contracting or transfer of the Company's important assets; and to authorize the general manager and deputy general manager, to a certain extent authorized, to exercise the rights mentioned herein;</p> <p>(13) other duties according to the provisions of the Articles of Association or conferred by the shareholders' general meeting.</p>

LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed amendments to the Articles of Association
	<p>Except for the Board resolutions in respect of the matters specified in clauses (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.</p> <p>Mandatory Provisions Article 88</p>	<p>Except for the Board resolutions in respect of the matters specified in clauses (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.</p> <p>Mandatory Provisions Article 88</p>
11.	<p>Article 158</p> <p>The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares in Renminbi within 3 months after the date on which the dividend is declared. The Company shall calculate and declare dividends and other payments which are payable to holders of foreign-invested shares in Renminbi, and shall pay such amounts in foreign currency within 3 months after the date on which the dividend is declared.</p> <p>The Company shall pay dividends and other amounts to holders of foreign-invested shares in accordance with the relevant foreign exchange control regulations of the State.</p>	<p>Article 158</p> <p>The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares and holders of overseas listed foreign invested shares on Stock Connect in Renminbi within 3 months after the date on which the dividend is declared. The Company shall calculate and declare dividends and other payments which are payable to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in Renminbi, and shall pay such amounts in foreign currency within 3 months after the date on which the dividend is declared.</p> <p>According to the exchange rate calculated based on the average closing price of the exchange rate of relevant foreign currency to Renminbi in the preceding 5 business days as announced by the People’s Bank of China, the Company shall pay dividends and other amounts to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in accordance with the relevant foreign exchange control regulations of the State.</p>

LETTER FROM THE BOARD

The proposed amendments to the Articles of Association is subject to the approval by the Shareholders at (1) the SGM; (2) the H Shares Class Meeting; and (3) the Non-listed Shares Class Meeting, by way of special resolution, and will become effective upon filing with the relevant commerce departments and industrial and commercial registration departments in the PRC.

THE SGM, THE NON-LISTED SHARES CLASS MEETING AND THE H SHARES CLASS MEETING

The SGM, the Non-listed Shares Class Meeting and the H Shares Class Meeting will be held at 10:00 a.m., 10:30 a.m. and 11:00 a.m., respectively, on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengdu Road, Haidian District, Beijing 100871, the PRC, the notices of which are set out on pages SGM-1 to SGM-9, NLSCM-1 to NLSCM-9 and HSCM-1 to HSCM-9, respectively, of this circular, for the Shareholders to consider and, if thought fit, approve the proposed amendments to the Articles of Association.

In compliance with the GEM Listing Rules, the resolutions will be voted on by way of poll at the SGM, the Non-listed Shares Class Meeting and the H Shares Class Meeting.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries as at the Latest Practicable Date, as no Shareholder has a material interest in the proposed amendments to the Articles of Association, no Shareholders will be required to abstain from voting on the special resolutions to be proposed at the SGM, the Non-listed Shares Class Meeting and the H Shares Class Meeting.

CLOSURE OF REGISTER OF SHAREHOLDERS

The registers of shareholders of the Company will be closed from Tuesday, 7 January 2020 to Thursday, 6 February 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the SGM and/or the H Shares Class Meeting, all transfer of H Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 6 January 2020.

The reply slip(s) of the SGM, the Non-listed Shares Class Meeting and the H Shares Class Meeting are enclosed with this circular. For holders of H Shares, the completed and signed reply slip(s) should be delivered to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before Friday, 17 January 2020. The reply slip(s) may be delivered by hand, by post or by fax to the number: (852) 2865-0990. For holders of Non-listed Shares, the completed and signed reply slip(s) should be delivered to the principal place of business of the Company in Beijing at 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on or before Friday, 17 January 2020. The reply slip(s) may be delivered by hand, by post or by fax to the number (86) 106275-8434.

LETTER FROM THE BOARD

The form(s) of proxy for use at the SGM, the Non-listed Shares Class Meeting and the H Shares Class Meeting are also enclosed with this circular. To be valid, the form(s) of proxy must be completed in accordance with the instructions printed thereon and deposited, together with a notarized copy of the power of attorney or other authorization documents at the Company's share registrar in Hong Kong (for holders of H Shares) or the principal place of business of the Company in Beijing (for holders of Non-listed Shares) by 10:00 a.m. (for the SGM), 10:30 a.m. (for the Non-listed Shares Class Meeting) and 11:00 a.m. (for the H Shares Class Meeting) on Wednesday, 5 February 2020 or in any event not less than 24 hours before the time appointed for holding any adjournment thereof. Completion and delivery of the form(s) of proxy will not preclude you from attending and voting at the SGM, the Non-listed Shares Class Meeting or the H Shares Class Meeting or any adjournment thereof if you so wish.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 misleading.

RECOMMENDATION

The Directors believe that the proposed amendments to the Articles of Association are in the interests of the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions as set out in the notice of SGM, the notice of the Non-listed Shares Class Meeting and the notice of the H Shares Class Meeting.

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

NOTICE OF SGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**Company**”) will be held at 10:00 a.m. on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the People’s Republic of China (“**PRC**”), for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**

- (1) the following amendments to the articles of association (“**Articles of Association**”) of the Company be and are hereby approved:
- (a) Article 16 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 16 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign invested shares. Foreign invested shares which are listed outside the PRC shall be referred to as overseas listed foreign invested shares.

The foreign currency referred to in the preceding paragraph is a legal tender (other than Renminbi) of other countries or regions which is recognized by the competent foreign exchange department of the State and can be used for payment of the Company’s shares.

NOTICE OF SGM

Upon completion of overseas offering and listing of the shares of the Company and upon approvals of the State Council or its securities regulatory authorities, the Company's shareholders may transfer all or part of their Unlisted Shares (as defined below) to foreign investors and have such shares listed and traded overseas, or the transfer of all or part of the Unlisted Shares into overseas listed foreign invested shares and the listing and trading of such shares shall not be considered as the Company's intention to vary or abrogate the rights of class shareholders. The said shares listed on or traded in an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the relevant overseas securities market.

Listing and trading of the said shares on an overseas stock exchange or the transfer from domestic shares to foreign invested shares and the listing and trading of such shares does not need resolution through voting at a class shareholders' general meeting. The class of domestic shares and unlisted foreign invested shares (collective "Unlisted Shares") held by the Company's shareholders will be converted into overseas listed shares after obtaining the approval for overseas listing and trading, the class of which shall be the same as the overseas listed foreign shares.

Mandatory Provisions Article 14"

- (b) Article 46 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

"Article 46 Laws and regulations of the PRC and the provisions in the relevant rules governing the listing of securities of The Stock Exchange of Hong Kong Limited regulating the arrangement of close of register of shareholders before shareholders' general meeting being convened or the record date being set by the Company for the purpose of distribution of dividends shall prevail."

- (c) Article 61 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

"Article 61 When the Company convenes a shareholders' general meeting, notice stating the date and place of and matters to be examined at the meeting shall be given to all shareholders twenty (20) days before the meeting. Notice of shareholders' special general meetings shall be given to all shareholders fifteen (15) days prior to the meeting.

Company Law 102"

NOTICE OF SGM

- (d) Article 62 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 62 When the Company convenes a general meeting, shareholder(s) individually or in aggregate holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such general meeting if they are matters falling within the functions and powers of the general meetings.

Mandatory Provisions Article 54
Company Law 103”

- (e) Article 63 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 63 A shareholders’ general meeting may not resolve on any matters in respect of those not set out in the notice or supplemental notice issued for the meeting.

Company Law 102”

- (f) Article 65 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 65 Notice of general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid post to the address of the shareholder as shown in the register of shareholders. For the holders of domestic shares, notice of the general meetings may also be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the competent securities regulatory authority of the State Council within the interval of twenty (20) days to twenty-five (25) days before the date of the shareholders’ annual general meeting, or within the interval of fifteen (15) days to twenty (20) days before the date of the shareholders’ special general meeting. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.

NOTICE OF SGM

Sufficient notice shall be given by the Company to ensure that the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.

Mandatory Provisions Article 57
Company Law 102”

- (g) Article 89 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 89 Except for the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association, any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a shareholders’ general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 91 and 95 of the Articles of Association.

Mandatory Provisions Article 79”

- (h) Article 93 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 93 Written notice period of a class meeting convened by the Company shall be the same as the written notice period of a non-class meeting proposed to be convened on the same date of the class meeting. Written notice shall be dispatched to shareholders of such class whose names appear on the register of shareholders, specifying the matters to be examined and the date and place of the meeting. The notice period shall exclude the date of the notice and the date of the meeting.

The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.

Mandatory Provisions Article 83
Company Law 102”

NOTICE OF SGM

- (i) Article 95 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 95 Save for shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign invested shares are deemed to be different classes of shareholders.

The special procedures for approval by class shareholders shall not apply to the following circumstances:

- (i) where the Company issues, upon approval by special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares of the Company;
 - (ii) where the Company’s plan to issue domestic shares and overseas listed foreign invested shares upon its establishment is implemented within 15 months from the date of approval by China Securities Regulatory Commission or other securities authority under the State Council; or
 - (iii) the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association.”
- (j) Article 98 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 98 The Board shall report to the shareholders’ general meeting and exercises the following powers:

- (1) to convene shareholders’ general meetings and report its work to the shareholders’ general meeting;
- (2) to implement the resolutions of shareholders’ general meetings;
- (3) to decide on the Company’s business plans and investment proposals;
- (4) to formulate the Company’s plans on annual financial budgets and final accounts;
- (5) to formulate the Company’s profit distribution plans and plans on making up losses;

NOTICE OF SGM

- (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issuance of bonds of the Company;
- (7) to formulate plans for substantial acquisition or disposal and merger, division and dissolution of the Company;
- (8) to determine the establishment of the Company's internal management structure;
- (9) to appoint or remove the general manager of the Company and to appoint or remove the deputy general manager and the financial officer of the Company based on the nomination by the general manager and to decide on their remunerations; to appoint or replace the members of the Board of Directors and the Supervisory Committee of the Company's wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors and supervisors of its subsidiaries which are controlled or invested by the Company;
- (10) to formulate the basic management system of the Company;
- (11) to formulate proposals for amendment to the Articles of Association;
- (12) under the premise of observing relevant laws and regulations and the Articles of Association, to exercise the Company's rights of financing and borrowing and to determine pledge, hypothecation, contracting or transfer of the Company's important assets; and to authorize the general manager and deputy general manager, to a certain extent authorized, to exercise the rights mentioned herein;
- (13) other duties according to the provisions of the Articles of Association or conferred by the shareholders' general meeting.

Except for the Board resolutions in respect of the matters specified in clauses (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.

Mandatory Provisions Article 88"

NOTICE OF SGM

- (k) Article 158 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 158 The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares and holders of overseas listed foreign invested shares on Stock Connect in Renminbi within 3 months after the date on which the dividend is declared. The Company shall calculate and declare dividends and other payments which are payable to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in Renminbi, and shall pay such amounts in foreign currency within 3 months after the date on which the dividend is declared.

According to the exchange rate calculated based on the average closing price of the exchange rate of relevant foreign currency to Renminbi in the preceding 5 business days as announced by the People’s Bank of China, the Company shall pay dividends and other amounts to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in accordance with the relevant foreign exchange control regulations of the State.”

- (2) any one director of the Company be and is hereby authorized to carry out the related registration and filing procedures in accordance with the applicable laws and regulations of the PRC and Hong Kong and the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.”

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

Beijing, the PRC
18 December 2019

NOTICE OF SGM

Notes:

- (A) The registers of shareholders of the Company (“**Shareholders**”) will be closed from Tuesday, 7 January 2020 to Thursday, 6 February 2020 (both days inclusive) during which period no transfer of shares of the Company (“**Shares**”) will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfer of H Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, by 4:30 p.m. on Monday, 6 January 2020.

- (B) Holders of H Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited on or before Friday, 17 January 2020.

The address of Hong Kong Registrars Limited is as follows:

17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong

(Fax no: 852-2865-0990)

- (C) Holders of non-listed Shares who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the principal place of business of the Company in Beijing on or before Friday, 17 January 2020.

The principal place of business of the Company in Beijing is as follows:

3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC

(Fax no: 86-10-6275-8434)

- (D) Each holder of H Shares entitled to attend and vote at the SGM shall have the right to appoint one or several persons who may not be Shareholders to act as his/her proxy to attend and vote at the SGM on his/her behalf.
- (E) The instrument appointing a proxy must be in writing under the hand of the principal or his/her attorney duly authorised in writing; for a legal person, the form of proxy must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If that instrument is signed by a person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized.
- (F) The instrument of proxy, and if the instrument of proxy is signed by a person authorized by the principal, a notarized copy of that power of attorney or other authorization documents, must be deposited at the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited, the address of which is set out in Note (B) above, by 10:00 a.m. on Wednesday, 5 February 2020 or not less than 24 hours before the time for holding any adjournment of the SGM in order for such documents to be valid.
- (G) Each holder of non-listed Shares entitled to attend and vote at the SGM shall have the right to appoint in writing one or several persons (who may not be Shareholders) to act as his/her proxy to attend and vote at the SGM on his/her behalf. Notes (E) and (F) above also apply to holders of non-listed Shares, except that the instrument of proxy or other documents of authority must be deposited at the principal place of business of the Company in Beijing, the address of which is set out in Note (C) above, by 10:00 a.m. on Wednesday, 5 February 2020 or not less than 24 hours before the time for holding any adjournment of the SGM in order for such documents to be valid.
- (H) If a Shareholder appoints others to attend the SGM, the proxy shall produce his/her own identification document and the instrument of proxy signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a proxy to attend the SGM, such proxy should produce his/her identification documents and a notarized copy of the resolution of the board of directors of the legal person appointing such proxy.
- (I) The SGM is expected to last for 30 minutes. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.

NOTICE OF SGM

- (J) The resolution at the SGM will be taken by poll pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the results of the poll will be published on the websites of GEM of the Stock Exchange and the Company in accordance with the GEM Listing Rules.

As at the date of this notice, Mr. Ni Jinlei, Mr. Zhang Wanzhong and Ms. Zheng Zhong are executive Directors, Ms. Xue Li, Mr. Xiang Lei and Mr. Ip Wing Wai are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Li Chonghua and Mr. Shen Wei are independent non-executive Directors.

This notice, 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 notice 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 notice misleading.

This notice will remain on the website of GEM of the Stock Exchange 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”.

NOTICE OF NON-LISTED SHARES CLASS MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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)

NOTICE OF NON-LISTED SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of holders of the non-listed shares ("**Non-listed Shares Class Meeting**") of Beijing Beida Jade Bird Universal Sci-Tech Company Limited ("**Company**") will be held at 10:30 a.m. on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the People's Republic of China ("**PRC**"), for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT

- (1) the following amendments to the articles of association ("**Articles of Association**") of the Company be and are hereby approved:
- (a) Article 16 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

"Article 16 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign invested shares. Foreign invested shares which are listed outside the PRC shall be referred to as overseas listed foreign invested shares.

The foreign currency referred to in the preceding paragraph is a legal tender (other than Renminbi) of other countries or regions which is recognized by the competent foreign exchange department of the State and can be used for payment of the Company's shares.

NOTICE OF NON-LISTED SHARES CLASS MEETING

Upon completion of overseas offering and listing of the shares of the Company and upon approvals of the State Council or its securities regulatory authorities, the Company's shareholders may transfer all or part of their Unlisted Shares (as defined below) to foreign investors and have such shares listed and traded overseas, or the transfer of all or part of the Unlisted Shares into overseas listed foreign invested shares and the listing and trading of such shares shall not be considered as the Company's intention to vary or abrogate the rights of class shareholders. The said shares listed on or traded in an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the relevant overseas securities market.

Listing and trading of the said shares on an overseas stock exchange or the transfer from domestic shares to foreign invested shares and the listing and trading of such shares does not need resolution through voting at a class shareholders' general meeting. The class of domestic shares and unlisted foreign invested shares (collective "Unlisted Shares") held by the Company's shareholders will be converted into overseas listed shares after obtaining the approval for overseas listing and trading, the class of which shall be the same as the overseas listed foreign shares.

Mandatory Provisions Article 14"

- (b) Article 46 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

"Article 46 Laws and regulations of the PRC and the provisions in the relevant rules governing the listing of securities of The Stock Exchange of Hong Kong Limited regulating the arrangement of close of register of shareholders before shareholders' general meeting being convened or the record date being set by the Company for the purpose of distribution of dividends shall prevail."

- (c) Article 61 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

"Article 61 When the Company convenes a shareholders' general meeting, notice stating the date and place of and matters to be examined at the meeting shall be given to all shareholders twenty (20) days before the meeting. Notice of shareholders' special general meetings shall be given to all shareholders fifteen (15) days prior to the meeting.

Company Law 102"

NOTICE OF NON-LISTED SHARES CLASS MEETING

- (d) Article 62 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 62 When the Company convenes a general meeting, shareholder(s) individually or in aggregate holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such general meeting if they are matters falling within the functions and powers of the general meetings.

Mandatory Provisions Article 54
Company Law 103”

- (e) Article 63 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 63 A shareholders’ general meeting may not resolve on any matters in respect of those not set out in the notice or supplemental notice issued for the meeting.

Company Law 102”

- (f) Article 65 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 65 Notice of general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid post to the address of the shareholder as shown in the register of shareholders. For the holders of domestic shares, notice of the general meetings may also be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the competent securities regulatory authority of the State Council within the interval of twenty (20) days to twenty-five (25) days before the date of the shareholders’ annual general meeting, or within the interval of fifteen (15) days to twenty (20) days before the date of the shareholders’ special general meeting. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.

NOTICE OF NON-LISTED SHARES CLASS MEETING

Sufficient notice shall be given by the Company to ensure that the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.

Mandatory Provisions Article 57
Company Law 102”

- (g) Article 89 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 89 Except for the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association, any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a shareholders’ general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 91 and 95 of the Articles of Association.

Mandatory Provisions Article 79”

- (h) Article 93 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 93 Written notice period of a class meeting convened by the Company shall be the same as the written notice period of a non-class meeting proposed to be convened on the same date of the class meeting. Written notice shall be dispatched to shareholders of such class whose names appear on the register of shareholders, specifying the matters to be examined and the date and place of the meeting. The notice period shall exclude the date of the notice and the date of the meeting.

The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.

Mandatory Provisions Article 83
Company Law 102”

NOTICE OF NON-LISTED SHARES CLASS MEETING

- (i) Article 95 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 95 Save for shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign invested shares are deemed to be different classes of shareholders.

The special procedures for approval by class shareholders shall not apply to the following circumstances:

- (i) where the Company issues, upon approval by special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares of the Company;
 - (ii) where the Company’s plan to issue domestic shares and overseas listed foreign invested shares upon its establishment is implemented within 15 months from the date of approval by China Securities Regulatory Commission or other securities authority under the State Council; or
 - (iii) the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association.”
- (j) Article 98 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 98 The Board shall report to the shareholders’ general meeting and exercises the following powers:

- (1) to convene shareholders’ general meetings and report its work to the shareholders’ general meeting;
- (2) to implement the resolutions of shareholders’ general meetings;
- (3) to decide on the Company’s business plans and investment proposals;
- (4) to formulate the Company’s plans on annual financial budgets and final accounts;
- (5) to formulate the Company’s profit distribution plans and plans on making up losses;

NOTICE OF NON-LISTED SHARES CLASS MEETING

- (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issuance of bonds of the Company;
- (7) to formulate plans for substantial acquisition or disposal and merger, division and dissolution of the Company;
- (8) to determine the establishment of the Company's internal management structure;
- (9) to appoint or remove the general manager of the Company and to appoint or remove the deputy general manager and the financial officer of the Company based on the nomination by the general manager and to decide on their remunerations; to appoint or replace the members of the Board of Directors and the Supervisory Committee of the Company's wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors and supervisors of its subsidiaries which are controlled or invested by the Company;
- (10) to formulate the basic management system of the Company;
- (11) to formulate proposals for amendment to the Articles of Association;
- (12) under the premise of observing relevant laws and regulations and the Articles of Association, to exercise the Company's rights of financing and borrowing and to determine pledge, hypothecation, contracting or transfer of the Company's important assets; and to authorize the general manager and deputy general manager, to a certain extent authorized, to exercise the rights mentioned herein;
- (13) other duties according to the provisions of the Articles of Association or conferred by the shareholders' general meeting.

Except for the Board resolutions in respect of the matters specified in clauses (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.

Mandatory Provisions Article 88"

NOTICE OF NON-LISTED SHARES CLASS MEETING

- (k) Article 158 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 158 The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares and holders of overseas listed foreign invested shares on Stock Connect in Renminbi within 3 months after the date on which the dividend is declared. The Company shall calculate and declare dividends and other payments which are payable to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in Renminbi, and shall pay such amounts in foreign currency within 3 months after the date on which the dividend is declared.

According to the exchange rate calculated based on the average closing price of the exchange rate of relevant foreign currency to Renminbi in the preceding 5 business days as announced by the People’s Bank of China, the Company shall pay dividends and other amounts to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in accordance with the relevant foreign exchange control regulations of the State.”

- (2) any one director of the Company be and is hereby authorized to carry out the related registration and filing procedures in accordance with the applicable laws and regulations of the PRC and Hong Kong and the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.”

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

Beijing, the PRC
18 December 2019

NOTICE OF NON-LISTED SHARES CLASS MEETING

Notes:

- (A) The registers of shareholders of the Company (“**Shareholders**”) will be closed from Tuesday, 7 January 2020 to Thursday, 6 February 2020 (both days inclusive) during which period no transfer of shares of the Company (“**Shares**”) will be registered.
- (B) Holders of non-listed Shares who intend to attend the Non-listed Shares Class Meeting must complete the reply slip for attending the Non-listed Shares Class Meeting and return them to the principal place of business of the Company in Beijing on or before Friday, 17 January 2020.

The principal place of business of the Company in Beijing is as follows:

3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC

(Fax no: 86-10-6275-8434)

- (C) Each holder of Non-listed Shares entitled to attend and vote at the Non-listed Shares Class Meeting shall have the right to appoint in writing one or several persons (who may not be holders of Non-listed Shares) to act as his/her proxy to attend and vote at the Non-listed Shares Class Meeting on his/her behalf.
- (D) The instrument appointing a proxy must be in writing under the hand of the principal or his/her attorney duly authorised in writing; for a legal person, the form of proxy must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If that instrument is signed by a person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized.
- (E) The instrument of proxy, and if the instrument of proxy is signed by a person authorized by the principal, a notarized copy of that power of attorney or other authorization documents, must be deposited at the principal place of business of the Company in Beijing, the address of which is set out in Note (B) above, by 10:30 a.m. on Wednesday, 5 February 2020 or not less than 24 hours before the time for holding any adjournment of the Non-listed Shares Class Meeting in order for such documents to be valid.
- (F) If a Shareholder appoints others to attend the Non-listed Shares Class Meeting, the proxy shall produce his/her own identification document and the instrument of proxy signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a proxy to attend the Non-listed Shares Class Meeting, such proxy should produce his/her identification documents and a notarized copy of the resolution of the board of directors of the legal person appointing such proxy.
- (G) The Non-listed Shares Class Meeting is expected to last for 30 minutes. Shareholders attending the Non-listed Shares Class Meeting are responsible for their own transportation and accommodation expenses.
- (H) The resolution at the Non-listed Shares Class Meeting will be taken by poll pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the results of the poll will be published on the websites of GEM of the Stock Exchange and the Company in accordance with the GEM Listing Rules.

NOTICE OF NON-LISTED SHARES CLASS MEETING

As at the date of this notice, Mr. Ni Jinlei, Mr. Zhang Wanzhong and Ms. Zheng Zhong are executive Directors, Ms. Xue Li, Mr. Xiang Lei and Mr. Ip Wing Wai are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Li Chonghua and Mr. Shen Wei are independent non-executive Directors.

This notice, 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 notice 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 notice misleading.

This notice will remain on the website of GEM of the Stock Exchange 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”.

NOTICE OF H SHARES CLASS MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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)

NOTICE OF H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of holder of the H shares (“**H Shares Class Meeting**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (“**Company**”) will be held at 11:00 a.m. on Thursday, 6 February 2020 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the People’s Republic of China (“**PRC**”), for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT

- (1) the following amendments to the articles of association (“**Articles of Association**”) of the Company be and are hereby approved:
- (a) Article 16 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 16 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign invested shares. Foreign invested shares which are listed outside the PRC shall be referred to as overseas listed foreign invested shares.

The foreign currency referred to in the preceding paragraph is a legal tender (other than Renminbi) of other countries or regions which is recognized by the competent foreign exchange department of the State and can be used for payment of the Company’s shares.

NOTICE OF H SHARES CLASS MEETING

Upon completion of overseas offering and listing of the shares of the Company and upon approvals of the State Council or its securities regulatory authorities, the Company's shareholders may transfer all or part of their Unlisted Shares (as defined below) to foreign investors and have such shares listed and traded overseas, or the transfer of all or part of the Unlisted Shares into overseas listed foreign invested shares and the listing and trading of such shares shall not be considered as the Company's intention to vary or abrogate the rights of class shareholders. The said shares listed on or traded in an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the relevant overseas securities market.

Listing and trading of the said shares on an overseas stock exchange or the transfer from domestic shares to foreign invested shares and the listing and trading of such shares does not need resolution through voting at a class shareholders' general meeting. The class of domestic shares and unlisted foreign invested shares (collective "Unlisted Shares") held by the Company's shareholders will be converted into overseas listed shares after obtaining the approval for overseas listing and trading, the class of which shall be the same as the overseas listed foreign shares.

Mandatory Provisions Article 14"

- (b) Article 46 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

"Article 46 Laws and regulations of the PRC and the provisions in the relevant rules governing the listing of securities of The Stock Exchange of Hong Kong Limited regulating the arrangement of close of register of shareholders before shareholders' general meeting being convened or the record date being set by the Company for the purpose of distribution of dividends shall prevail."

- (c) Article 61 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

"Article 61 When the Company convenes a shareholders' general meeting, notice stating the date and place of and matters to be examined at the meeting shall be given to all shareholders twenty (20) days before the meeting. Notice of shareholders' special general meetings shall be given to all shareholders fifteen (15) days prior to the meeting.

Company Law 102"

NOTICE OF H SHARES CLASS MEETING

- (d) Article 62 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 62 When the Company convenes a general meeting, shareholder(s) individually or in aggregate holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such general meeting if they are matters falling within the functions and powers of the general meetings.

Mandatory Provisions Article 54
Company Law 103”

- (e) Article 63 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 63 A shareholders’ general meeting may not resolve on any matters in respect of those not set out in the notice or supplemental notice issued for the meeting.

Company Law 102”

- (f) Article 65 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 65 Notice of general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid post to the address of the shareholder as shown in the register of shareholders. For the holders of domestic shares, notice of the general meetings may also be issued by way of public announcement.

The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the competent securities regulatory authority of the State Council within the interval of twenty (20) days to twenty-five (25) days before the date of the shareholders’ annual general meeting, or within the interval of fifteen (15) days to twenty (20) days before the date of the shareholders’ special general meeting. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.

NOTICE OF H SHARES CLASS MEETING

Sufficient notice shall be given by the Company to ensure that the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.

Mandatory Provisions Article 57
Company Law 102”

- (g) Article 89 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 89 Except for the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association, any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a shareholders’ general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 91 and 95 of the Articles of Association.

Mandatory Provisions Article 79”

- (h) Article 93 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 93 Written notice period of a class meeting convened by the Company shall be the same as the written notice period of a non-class meeting proposed to be convened on the same date of the class meeting. Written notice shall be dispatched to shareholders of such class whose names appear on the register of shareholders, specifying the matters to be examined and the date and place of the meeting. The notice period shall exclude the date of the notice and the date of the meeting.

The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.

Mandatory Provisions Article 83
Company Law 102”

NOTICE OF H SHARES CLASS MEETING

- (i) Article 95 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 95 Save for shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign invested shares are deemed to be different classes of shareholders.

The special procedures for approval by class shareholders shall not apply to the following circumstances:

- (i) where the Company issues, upon approval by special resolution of the shareholders in a general meeting, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares of the Company;
 - (ii) where the Company’s plan to issue domestic shares and overseas listed foreign invested shares upon its establishment is implemented within 15 months from the date of approval by China Securities Regulatory Commission or other securities authority under the State Council; or
 - (iii) the listing and trading of shares on an overseas stock exchange and the transfer of Unlisted Shares into overseas listed foreign invested shares as prescribed in the third and fourth circumstances under Article 16 of the Articles of Association.”
- (j) Article 98 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 98 The Board shall report to the shareholders’ general meeting and exercises the following powers:

- (1) to convene shareholders’ general meetings and report its work to the shareholders’ general meeting;
- (2) to implement the resolutions of shareholders’ general meetings;
- (3) to decide on the Company’s business plans and investment proposals;
- (4) to formulate the Company’s plans on annual financial budgets and final accounts;
- (5) to formulate the Company’s profit distribution plans and plans on making up losses;

NOTICE OF H SHARES CLASS MEETING

- (6) to formulate the proposals for increase or decrease of the registered capital of the Company and issuance of bonds of the Company;
- (7) to formulate plans for substantial acquisition or disposal and merger, division and dissolution of the Company;
- (8) to determine the establishment of the Company's internal management structure;
- (9) to appoint or remove the general manager of the Company and to appoint or remove the deputy general manager and the financial officer of the Company based on the nomination by the general manager and to decide on their remunerations; to appoint or replace the members of the Board of Directors and the Supervisory Committee of the Company's wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors and supervisors of its subsidiaries which are controlled or invested by the Company;
- (10) to formulate the basic management system of the Company;
- (11) to formulate proposals for amendment to the Articles of Association;
- (12) under the premise of observing relevant laws and regulations and the Articles of Association, to exercise the Company's rights of financing and borrowing and to determine pledge, hypothecation, contracting or transfer of the Company's important assets; and to authorize the general manager and deputy general manager, to a certain extent authorized, to exercise the rights mentioned herein;
- (13) other duties according to the provisions of the Articles of Association or conferred by the shareholders' general meeting.

Except for the Board resolutions in respect of the matters specified in clauses (6), (7) and (11) of this Article which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.

Mandatory Provisions Article 88"

NOTICE OF H SHARES CLASS MEETING

- (k) Article 158 of the Articles of Association shall be deleted in its entirety and be replaced by the following:

“Article 158 The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares and holders of overseas listed foreign invested shares on Stock Connect in Renminbi within 3 months after the date on which the dividend is declared. The Company shall calculate and declare dividends and other payments which are payable to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in Renminbi, and shall pay such amounts in foreign currency within 3 months after the date on which the dividend is declared.

According to the exchange rate calculated based on the average closing price of the exchange rate of relevant foreign currency to Renminbi in the preceding 5 business days as announced by the People’s Bank of China, the Company shall pay dividends and other amounts to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in accordance with the relevant foreign exchange control regulations of the State.”

- (2) any one director of the Company be and is hereby authorized to carry out the related registration and filing procedures in accordance with the applicable laws and regulations of the PRC and Hong Kong and the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.”

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

Beijing, the PRC
18 December 2019

NOTICE OF H SHARES CLASS MEETING

Notes:

(A) The registers of shareholders of the Company (“**Shareholders**”) will be closed from Tuesday, 7 January 2020 to Thursday, 6 February 2020 (both days inclusive) during which period no transfer of shares of the Company (“**Shares**”) will be registered. In order to qualify for the entitlement to attend and vote at the H Shares Class Meeting, all transfer of H Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, by 4:30 p.m. on Monday, 6 January 2020.

(B) Holders of H Shares who intend to attend the H Shares Class Meeting must complete the reply slip for attending the H Shares Class Meeting and return them to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited on or before Friday, 17 January 2020.

The address of Hong Kong Registrars Limited is as follows:

17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong

(Fax no: 852-2865-0990)

(C) Each holder of H Shares entitled to attend and vote at the H Shares Class Meeting shall have the right to appoint one or several persons who may not be holders of H Shares to act as his/her proxy to attend and vote at the H Shares Class Meeting on his/her behalf.

(D) The instrument appointing a proxy must be in writing under the hand of the principal or his/her attorney duly authorised in writing; for a legal person, the form of proxy must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If that instrument is signed by a person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized.

(E) The instrument of proxy, and if the instrument of proxy is signed by a person authorized by the principal, a notarized copy of that power of attorney or other authorization documents, must be deposited at the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited, the address of which is set out in Note (B) above, by 11:00 a.m. on Wednesday, 5 February 2020 or not less than 24 hours before the time for holding any adjournment of the H Shares Class Meeting in order for such documents to be valid.

(F) If a Shareholder appoints others to attend the H Shares Class Meeting, the proxy shall produce his/her own identification document and the instrument of proxy signed by the proxy or his/her legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a proxy to attend the H Shares Class Meeting, such proxy should produce his/her identification documents and a notarized copy of the resolution of the board of directors of the legal person appointing such proxy.

(G) The H Shares Class Meeting is expected to last for 30 minutes. Shareholders attending the H Shares Class Meeting are responsible for their own transportation and accommodation expenses.

(H) The resolution at the H Shares Class Meeting will be taken by poll pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the results of the poll will be published on the websites of GEM of the Stock Exchange and the Company in accordance with the GEM Listing Rules.

NOTICE OF H SHARES CLASS MEETING

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