

*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.

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”

- (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.

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”

- (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;
- (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”

- (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



*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.

*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”.*