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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)

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 10:30 a.m. on Tuesday, 21 July 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 purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (A) the provision of the Financial Assistance (as defined in the circular of the Company dated 30 June 2020 (“**Circular**”), a copy of which is marked “A” and signed by the chairman of the SGM for identification purpose has been tabled at the SGM) after Completion (as defined in the Circular) contemplated under the agreement for sale and purchase (“**SP Agreement**”) dated 15 May 2020 and entered into between the Company as vendor, 西藏凱林企業管理有限公司 (for identification purpose only, Tibet Kailin Enterprise Management Co., Ltd.) as purchaser and 傳奇旅遊投資有限公司 (for identification purpose only, Chuanqi Tourism Investment Co., Ltd.) be and is hereby approved; and

(B) any one of the directors of the Company (“**Director**”) or a duly authorised committee of the board of Directors (“**Board**”) be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Financial Assistance and the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally and materially different from those as provided for in the SP Agreement and/or the Guarantee Agreement (as defined in the Circular)) as are, in the opinion of the Directors or such duly authorised committee, in the interest of the Company and its shareholders as a whole.”

2. “**THAT** conditional upon resolution numbered 1 set out above being passed,

(A) the SP Agreement in relation to the Transaction (as defined in the Circular) be and is hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved; and

(B) any one of the Directors or a duly authorised committee of the Board be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the SP Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally and materially different from those as provided for in the SP Agreement) as are, in the opinion of the Directors or such duly authorised committee, in the interest of the Company and its shareholders as a whole.”

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

Beijing, the PRC
30 June 2020

Notes:

(A) The registers of shareholders of the Company (“**Shareholders**”) will be closed from Thursday, 16 July 2020 to Tuesday, 21 July 2020 (both days inclusive) during which period no transfer of shares of the Company (“**Shares**”) will be registered. Any holder of the H Shares and whose name appearing in the Company’s register of holders of H Shares with Hong Kong Registrars Limited at 4:30 p.m. on Wednesday, 15 July 2020 and have completed the registration process will be entitled to attend the SGM.

- (B) 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.
- (C) 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.
- (D) 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, by 10:30 a.m. on Monday, 20 July 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.

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)

- (E) 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 (C) and (D) 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 by 10:30 a.m. on Monday, 20 July 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.

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)

- (F) 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.
- (G) The SGM is expected to last for one hour. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.
- (H) The resolutions at the SGM will be taken by poll pursuant to the Rules ("GEM Listing Rules") Governing the Listing of Securities on GEM ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the results of the poll will be published on the websites of GEM 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. Tang Xuan, 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".