
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, 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 accompanying form of proxy to the purchaser or 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) GENERAL MANDATE TO ISSUE SHARES;
(II) REMUNERATION FOR DIRECTORS AND SUPERVISORS;
(III) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC on Tuesday, 30 May 2023 at 10:30 a.m. is set out on pages 31 to 52 of this circular. Form of proxy for use at the meeting are also enclosed with this circular.

Whether or not you are able to attend the meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form of proxy 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. For holders of non-listed Shares, you are required to return the form 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 of proxy by 10:30 a.m. on Monday, 29 May 2023 or not less than 24 hours before the time appointed for holding any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

25 April 2023

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.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:30 a.m. on Tuesday, 30 May 2023 at Conference Room A, Block B, 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	北京北大青鳥環宇科技股份有限公司 (Beijing Beida Jade Bird Universal Sci-Tech Company Limited), a sino-foreign joint stock company incorporated in the PRC with limited liability with its H Shares listed on GEM
“Director(s)”	the directors of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Share(s)”	overseas-listed foreign invested share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1 and subscribed for and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 April 2023, being the latest practicable date before printing of the circular for the purpose of ascertaining certain information for inclusion in this circular
“New General Mandate”	the mandate proposed to be sought at the AGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregate number of Non-listed Shares and H Shares in issue as at the date of the resolution
“Non-listed Share(s)”	non-listed share(s) in the ordinary share capital of the Company with a nominal value of RMB0.1, which is (are) subscribed for or credited as fully paid up in RMB
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“RMB”	renminbi, the lawful currency of the PRC
“SFO”	Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent.

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
Ms. Zheng Zhong
Mr. Wang Xingye
Ms. Guan Xueming

Non-executive Director:

Mr. Liu Ziyi

Independent non-executive Directors:

Mr. Tang Xuan
Mr. Li Chonghua
Mr. Shen Wei

Legal address:

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
Hong Kong

25 April 2023

To the Shareholders

Dear Sir or Madam

**(I) GENERAL MANDATE TO ISSUE SHARES;
(II) REMUNERATION FOR DIRECTORS AND SUPERVISORS;
(III) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 18 April 2023, in which the Company announced the proposed amendments to the Articles. The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for approval of (a) granting to the Directors the New General Mandate; (b) the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2023; and (c) the proposed amendments to the Articles and seek your approval of these resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed by the Company to give the Directors a general mandate to issue, allot and deal with additional Shares, whether Non-listed Shares or H Shares, not exceeding 20% of the aggregate number of Non-listed Shares in issue and 20% of the aggregate number of H Shares in issue, in each case as at the date of approval of the New General Mandate resolution.

The New General Mandate will, if granted, remain effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the twelve-month period following the passing of the New General Mandate resolution; and (iii) its revocation or variation by a special resolution of the Shareholders in general meeting.

APPROVAL OF REMUNERATION PROPOSAL FOR DIRECTORS AND SUPERVISORS

The remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2023 is set out in Appendix I of this circular.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 18 April 2023, pursuant to which the Board announced that, to align with the core shareholder protection standards (“**Core Shareholder Protection Standards**”) set out in Appendix 3 of the GEM Listing Rules, the Board proposes to make certain amendments (“**Proposed Amendments**”) to the Articles, to (1) bring the Articles in line with the Core Shareholder Protection Standards which took effect on 1 January 2022; and (2) make other consequential and house-keeping amendments.

LETTER FROM THE BOARD

The proposed amendments to the Articles are set out below:

No	Existing Articles	Proposed Amendments
1.	<p>Article 1</p> <p>The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulation of the PRC.</p> <p>The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi no. [2000] 0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Industry and Commerce on 29 March 2000 for incorporation. The registration number of the business license of the Company is 110000410145505.</p> <p>The promoters of the Company are as follows:</p> <p>Promoter 1: Dynamic Win Assets Limited Legal representative: Xu Zhendong</p>	<p>Article 1</p> <p>The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulation of the PRC.</p> <p>The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi no. [2000] 0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Market Regulations on 29 March 2000 for incorporation. The registration number of the business license of the Company is 110000410145505.</p> <p>The promoters of the Company are as follows:</p> <p>Promoter 1: Dynamic Win Assets Limited Legal representative: Xu Zhendong</p>

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No	Existing Articles	Proposed Amendments
	<p>Legal address: Unit 02, 7th Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong</p> <p>Promoter 2: Beijing Beida Jade Bird Software System Co., Ltd. Legal representative: Yang Fuqing Legal address: Area 8, Peking University, No.5 Haidian Road, Haidian District, Beijing</p> <p>Promoter 3: Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited Legal representative: Xu Zhixiang Legal address: No. 1 Yongdingmennei Dajie, Chongwen District, Beijing</p> <p>Promoter 4: Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. Legal representative: Hao Yilong Legal address: Department of Microelectronics of Peking University, Haidian District, Beijing</p> <p>Promoter 5: Beijing Beida Jade Bird Limited Legal representative: Yang Fuqing Legal address: No.5 Haidian Road, Haidian District, Beijing (No.3 Building, Area 9, Beijing University)</p> <p>Promoter 6: Hinet Company Limited Legal representative: Zhao Zhong Legal address: Tropic Isle Building, P.O. Box 438, Road Town, Tortola, British Virgin Islands</p>	<p>Legal address: Unit 02, 7th Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong</p> <p>Promoter 2: Beijing Beida Jade Bird Software System Co., Ltd. Legal representative: Yang Fuqing Legal address: Area 8, Peking University, No.5 Haidian Road, Haidian District, Beijing</p> <p>Promoter 3: Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited Legal representative: Xu Zhixiang Legal address: No. 1 Yongdingmennei Dajie, Chongwen District, Beijing</p> <p>Promoter 4: Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. Legal representative: Hao Yilong Legal address: Department of Microelectronics of Peking University, Haidian District, Beijing</p> <p>Promoter 5: Beijing Beida Jade Bird Limited Legal representative: Yang Fuqing Legal address: No.5 Haidian Road, Haidian District, Beijing (No.3 Building, Area 9, Beijing University)</p> <p>Promoter 6: Hinet Company Limited Legal representative: Zhao Zhong Legal address: Tropic Isle Building, P.O. Box 438, Road Town, Tortola, British Virgin Islands</p>

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No	Existing Articles	Proposed Amendments
	<p>Promoter 7: Asian Technology Investment Company Limited Legal representative: Anthony S W Yeung Legal address: P.O. Box 659, Road Town, Tortola, British Virgin Islands</p> <p>Promoter 8: Dragon Air Investments Limited Legal representative: Wang Jianhua Legal address: No. 2 Commercial Center Square P.O. Box No. 71 Alofi, Niue</p> <p>Promoter 9: New View Venture Limited Legal representative: Lo Lin Shing Legal address: Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands</p> <p>Mandatory Provisions Article 1</p>	<p>Promoter 7: Asian Technology Investment Company Limited Legal representative: Anthony S W Yeung Legal address: P.O. Box 659, Road Town, Tortola, British Virgin Islands</p> <p>Promoter 8: Dragon Air Investments Limited Legal representative: Wang Jianhua Legal address: No. 2 Commercial Center Square P.O. Box No. 71 Alofi, Niue</p> <p>Promoter 9: New View Venture Limited Legal representative: Lo Lin Shing Legal address: Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands</p> <p>Mandatory Provisions Article 1</p>

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No	Existing Articles	Proposed Amendments
2.	<p>Article 42</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign invested shares in Hong Kong and appoint overseas agents to manage such register. The Company shall maintain a duplicate of the register of holders of overseas listed foreign invested shares at the Company's domicile; the appointed overseas agents shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares, the original version shall prevail.</p> <p>Mandatory Provisions Article 35</p>	<p>Article 42</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign invested shares in Hong Kong which shall be open for inspection by shareholders and appoint overseas agents to manage such register. The Company shall maintain a duplicate of the register of holders of overseas listed foreign invested shares at the Company's domicile; the appointed overseas agents shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares, the original version shall prevail.</p> <p>Mandatory Provisions Article 35</p>

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No	Existing Articles	Proposed Amendments
3.	<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>	<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 Hong Kong Stock Exchange 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. The duration of the above-mentioned arrangement of closure of register of shareholders shall not exceed 30 days in total within one year, but may be further extended for a maximum of 30 days after consideration and approval by a shareholder's general meeting. Upon receipt of an application for inquiry of register of shareholders during the arrangement of closure of register of shareholders, the Company shall issue to the applicant a certificate signed by the company secretary specifying the approval authority and the duration of closure of register of shareholders.</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
4.	<p>Article 53</p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to dividends and other forms of profit distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend shareholders’ general meetings and to exercise the voting right thereat;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p>	<p>Article 53</p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to dividends and other forms of profit distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend shareholders’ general meetings, to speak and to exercise the voting right at shareholders’ general meetings, except where a shareholder is required by the Rules Governing the Listing of Securities on the GEM of the Hong Kong Stock Exchange (“GEM Listing Rules of the Hong Kong Stock Exchange”), to abstain from voting to approve the matter under consideration;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, give as a gift or pledge the shares in accordance with the laws, administrative regulations, the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed and provisions of the Articles of Association;</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
	<p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2. to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (i) all parts of the register of shareholders; (ii) personal particulars of each of the Company's Directors, supervisors, general manager, deputy general manager and other senior management members, including: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal address (domicile); (c) nationality; (d) primary and all other part-time occupations; 	<p>(5) the right to obtain relevant information in accordance with the laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2. to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (i) all parts of the register of shareholders; (ii) personal particulars of each of the Company's Directors, supervisors, general manager, deputy general manager and other senior management members, including: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal address (domicile); (c) nationality; (d) primary and all other part-time occupations;

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No	Existing Articles	Proposed Amendments
	<p style="text-align: center;">(e) identification document and its number;</p> <p>(iii) report on the state of the Company's share capital;</p> <p>(iv) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;</p> <p>(v) minutes of shareholders' general meetings.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>Mandatory Provisions Article 45</p>	<p style="text-align: center;">(e) identification document and its number;</p> <p>(iii) report on the state of the Company's share capital;</p> <p>(iv) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;</p> <p>(v) minutes of shareholders' general meetings.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p>(7) other rights conferred by laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.</p> <p>Mandatory Provisions Article 45</p>

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No	Existing Articles	Proposed Amendments
5.	<p>Article 60</p> <p>General meetings of shareholders shall be annual general meetings and special general meetings. A general meeting of shareholders shall be convened by the Board. Annual general meeting shall be held once every year within six months after the end of the previous accounting year.</p> <p>The Board shall hold a special general meeting within two months upon the occurrence of one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association; (2) the uncovered losses reach of one third of the Company's total share capital; (3) shareholders individually or in aggregate holding not less than ten percentage (10%) (inclusive) of the Company's issued shares with voting rights request in writing to hold a special general meeting; (4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting; (5) two or more Independent Directors propose to hold such a meeting. <p>Mandatory Provisions Article 52 Company Law 101</p>	<p>Article 60</p> <p>General meetings of shareholders shall be annual general meetings and special general meetings. A general meeting of shareholders shall be convened by the Board. Annual general meeting shall be held once every financial year within six months after the end of the previous accounting year.</p> <p>The Board shall hold a special general meeting within two months upon the occurrence of one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association; (2) the uncovered losses reach of one third of the Company's total share capital; (3) shareholders individually or in aggregate holding not less than ten percentage (10%) (inclusive) of the Company's issued shares with voting rights request in writing to hold a special general meeting; (4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting; (5) two or more Independent Directors propose to hold such a meeting. <p>Mandatory Provisions Article 52 Company Law 101</p>

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No	Existing Articles	Proposed Amendments
6.	<p>Article 64</p> <p>A notice of the general meeting shall meet the following requirements:</p> <p>(1) be in writing;</p> <p>(2) specify the place, date and time of the meeting;</p> <p>(3) state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;</p>	<p>Article 64</p> <p>A notice of the shareholders' general meeting shall meet the following requirements:</p> <p>(1) be in writing;</p> <p>(2) specify the place, date and time of the meeting;</p> <p>(3)_ state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
	<p>(5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, supervisor, general manager, deputy managers and other senior management members in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;</p> <p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy needs not be a shareholder;</p> <p>(8) specify the time and place for lodging the instrument of proxys for the relevant meeting.</p> <p>Mandatory Provisions Article 56</p>	<p>(5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, supervisor, general manager, deputy managers and other senior management members in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;</p> <p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy needs not be a shareholder;</p> <p>(8) specify the time and place for lodging the instrument of proxys for the relevant meeting.</p> <p>Mandatory Provisions Article 56</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
7.	<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>	<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. If there is any other requirements under the laws, regulations and as required by the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed, such requirements shall apply.</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	Proposed Amendments
8.	<p>Article 67</p> <p>Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one (1) or several persons (who may not be shareholders) to act as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <ol style="list-style-type: none"> (1) the right which the shareholder has to speak at the general meeting; (2) the right to demand a poll alone or jointly with others; (3) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll. <p>If the said shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Hong Kong Law Chapter 420), the shareholder may authorize one (1) or more suitable persons to act as its representative at any shareholders' general meeting or at any class meeting; however, if more than one (1) person are authorized, the power of attorney shall clearly indicate the number and class of the share certificates involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its nominee) to exercise the rights, as if they were the individual shareholders of the Company.</p> <p>Mandatory Provisions Article 59</p>	<p>Article 67</p> <p>Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one (1) or several persons (who may not be shareholders) to act as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <ol style="list-style-type: none"> (1) the right which the shareholder has to speak at the general meeting; (2) the right to demand a poll alone or jointly with others; (3) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll. <p>If the said shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Hong Kong Law Chapter 420), the shareholder may authorize one (1) or more suitable persons to act as its representative at any shareholders' general meeting or at any class meeting or at any creditors' meeting of the Company; however, if more than one (1) person are authorized, the power of attorney shall clearly indicate the number and class of the share certificates involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its nominee) to exercise the rights (including but not limited to right to speak and vote), as if they were the individual shareholders of the Company.</p> <p>Mandatory Provisions Article 59</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
9.	<p>Article 73</p> <p>There shall be two (2) types of resolutions of shareholders' general meetings, namely ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing not less than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>To adopt a special resolution, votes representing not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting; if such shareholder or his proxy abstains from voting, any vote by such shareholder or his proxy shall not be treated as having a voting right in counting the voting results.'</p> <p>Where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be treated as having a voting right.</p> <p>Mandatory Provisions Article 64</p>	<p>Article 73</p> <p>There shall be two (2) types of resolutions of shareholders' general meetings, namely ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing not less than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>To adopt a special resolution, votes representing not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting; if such shareholder or his proxy abstains from voting, any vote by such shareholder or his proxy shall not be treated as having a voting right in counting the voting results.</p> <p>Where any shareholder is, under the GEM Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be treated as having a voting right.</p> <p>Mandatory Provisions Article 64</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
10.	<p>Article 75</p> <p>A resolution shall be decided by a show of hands at any general meeting unless required by the laws and administrative regulations applicable to the Company, the relevant regulatory authorities and the stock exchange of the place where the Company is listed or a poll is demanded by the following persons before or after any vote by a show of hands:</p> <p>(1) the Chairman of the meeting;</p> <p>(2) at least two (2) shareholders entitled to vote or their proxies;</p> <p>(3) one (1) or more shareholders (including proxies) individually or jointly holding more than ten percent (10%) (inclusive) of the voting shares represented by all shareholders present at the meeting.</p> <p>Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour or against such resolution at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p> <p>Mandatory Provisions Article 66</p>	<p>Article 75</p> <p>A resolution shall be decided by a show of hands at any general meeting unless required by the laws and administrative regulations applicable to the Company, the relevant regulatory authorities and the stock exchange in the place where the shares of the Company are listed or a poll is demanded by the following persons before or after any vote by a show of hands:</p> <p>(1) the Chairman of the meeting;</p> <p>(2) at least two (2) shareholders entitled to vote or their proxies;</p> <p>(3) one (1) or more shareholders (including proxies) individually or jointly holding more than ten percent (10%) (inclusive) of the voting shares represented by all shareholders present at the meeting.</p> <p>Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour or against such resolution at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p> <p>Mandatory Provisions Article 66</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
11.	<p>Article 92</p> <p>A resolution of the class meeting shall be passed in accordance with Article 89 of the Articles of Association by shareholders present in the meeting representing not less than two-thirds of voting rights.</p> <p>Where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution of the class meeting or restricted to voting only for or only against any particular resolution of the class meeting, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be treated as having a voting right.</p> <p>Mandatory Provisions Article 82</p>	<p>Article 92</p> <p>A resolution of the class meeting shall be passed in accordance with Article 89 of the Articles of Association by shareholders present in the meeting representing not less than two-thirds of voting rights.</p> <p>Where any shareholder is, under the GEM Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular resolution of the class meeting or restricted to voting only for or only against any particular resolution of the class meeting, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be treated as having a voting right.</p> <p>Mandatory Provisions Article 82</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
12.	<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>	<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. If there is any other requirements under the laws, regulations and as required by the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed, such requirements shall apply.</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	Proposed Amendments
13.	<p>Article 97</p> <p>Directors shall be elected at shareholders' general meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.</p> <p>The written notice of an intention to nominate a candidate of Director and that of a willingness to accept the nomination by the candidate shall be delivered to the Company seven (7) days prior to the date of the convening of the shareholders' general meeting. The delivery of such written notice shall be made no earlier than the day after the dispatch of the notice of the meeting for election of the relevant Director and no later than seven (7) days prior to the date of such meeting.</p> <p>The Chairman and executive Directors of the Board shall be elected and removed by more than one-half of all Directors. The term of office of the Chairman and executive Directors shall be three (3) years. They shall be eligible to offer themselves for re-election and reappointment.</p>	<p>Article 97</p> <p>Directors shall be elected at shareholders' general meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.</p> <p>The written notice of an intention to nominate a candidate of Director and that of a willingness to accept the nomination by the candidate shall be delivered to the Company seven (7) days prior to the date of the convening of the shareholders' general meeting. The delivery of such written notice shall be made no earlier than the day after the dispatch of the notice of the meeting for election of the relevant Director and no later than seven (7) days prior to the date of such meeting.</p> <p>The Chairman and executive Directors of the Board shall be elected and removed by more than one-half of all Directors. The term of office of the Chairman and executive Directors shall be three (3) years. They shall be eligible to offer themselves for re-election and reappointment.</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
	<p>The shareholders' general meeting may by ordinary resolution remove any Director before the expiration of his term of office (but without prejudice to such Director's right to claim damages based on any contract), subject to full compliance with relevant laws and administrative regulations.</p> <p>The Chairman and executive Directors may concurrently serve as the general manager, deputy general manager or other senior management members (except for supervisor) of the Company. Directors are not required to hold any shares of the Company.</p> <p>Mandatory Provisions Article 87</p>	<p>The shareholders' general meeting may by ordinary resolution remove any Director (including a managing Director or other executive Director) before the expiration of his term of office (but without prejudice to such Director's right to claim the damages or compensation based on any contract), subject to full compliance with relevant laws and administrative regulations.</p> <p>The Chairman and executive Directors may concurrently serve as the general manager, deputy general manager or other senior management members (except for supervisor) of the Company. Directors are not required to hold any shares of the Company.</p> <p>Mandatory Provisions Article 87</p>

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No	Existing Articles	Proposed Amendments
14.	<p>Article 132</p> <p>Where a Director, supervisor, general manager, deputy general manager and other senior management member of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board.</p> <p>A Director shall not vote on any contract or arrangement or on any other proposed board resolution in which he/she or through any of his/her associates (as defined in the GEM Listing Rules of Hong Kong Stock Exchange) has material interests; nor shall he/she be counted in the quorum of the corresponding Board meeting.</p>	<p>Article 132</p> <p>Where a Director, supervisor, general manager, deputy general manager and other senior management member of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board.</p> <p>A Director shall not vote on any contract or arrangement or on any other proposed board resolution in which he/she or through any of his/her associates (as defined in the GEM Listing Rules of the Hong Kong Stock Exchange) has material interests; nor shall he/she be counted in the quorum of the corresponding Board meeting.</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
	<p>Unless the interested Director, supervisor, general manager, deputy general manager and other senior management member discloses his/her interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, supervisor, general manager, deputy general manager and other senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that Director, supervisor, general manager, deputy general manager and other senior management member is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested Director, general manager, deputy general manager and other senior management member.</p> <p>A Director, supervisor, general manager, deputy general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him/her is interested.</p> <p>Mandatory Provisions Article 120</p>	<p>Unless the interested Director, supervisor, general manager, deputy general manager and other senior management member discloses his/her interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, supervisor, general manager, deputy general manager and other senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that Director, supervisor, general manager, deputy general manager and other senior management member is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested Director, general manager, deputy general manager and other senior management member.</p> <p>A Director, supervisor, general manager, deputy general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him/her is interested.</p> <p>Mandatory Provisions Article 120</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
15	<p>Article 166</p> <p>The remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting. The remuneration of a certified public accountants' firm appointed by the Board shall be determined by the Board.</p> <p>Mandatory Provisions Article 146</p>	<p>Article 166</p> <p>The remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting by ordinary resolution. The remuneration of a certified public accountants' firm appointed by the Board shall be determined by the Board.</p> <p>Mandatory Provisions Article 146</p>
16	<p>Article 167</p> <p>The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm shall be resolved by shareholders in general meeting. The resolution of the shareholders' general meeting shall be filed with the competent securities regulatory authority of the State Council.</p> <p>Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of a certified public accountants' firm, which is not an incumbent firm, to replace an existing accountant's firm or to fill a casual vacancy in the office of the certified public accountants' firm, or to reappoint a retiring certified public accountants' firm which was appointed by the Board to fill a casual vacancy, or to remove the certified public accountants' firm before the expiration of its term of office, the following provisions shall apply:</p>	<p>Article 167</p> <p>The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm shall be resolved by shareholders in general meeting by ordinary resolution. The resolution of the shareholders' general meeting shall be filed with the competent securities regulatory authority of the State Council.</p> <p>Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of a certified public accountants' firm, which is not an incumbent firm, to replace an existing accountant's firm or to fill a casual vacancy in the office of the certified public accountants' firm, or to reappoint a retiring certified public accountants' firm which was appointed by the Board to fill a casual vacancy, or to remove the certified public accountants' firm before the expiration of its term of office, the following provisions shall apply:</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
	<p>(1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant accounting year before notice of meeting is given to the shareholders. Leaving includes leaving by removal, resignation and retirement.</p> <p>(2) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice given to shareholders about a resolution to be made, state the representations that has been made by the accountants' firm which is about to leave; 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association. <p>(3) If the firm's representations are not sent in accordance with clause (2) above, the relevant firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints.</p>	<p>(1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant accounting year before notice of meeting is given to the shareholders. Leaving includes leaving by removal, resignation and retirement.</p> <p>(2) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice given to shareholders about a resolution to be made, state the representations that has been made by the accountants' firm which is about to leave; 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association. <p>(3) If the firm's representations are not sent in accordance with clause (2) above, the relevant firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints.</p>

LETTER FROM THE BOARD

No	Existing Articles	Proposed Amendments
	<p>(4) A certified public accountants' firm which is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting relating to the expiry of its term of office; 2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; 3. any shareholders' general meeting convened on its resignation; <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.</p> <p>Mandatory Provisions Article 147</p>	<p>(4) A certified public accountants' firm which is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting relating to the expiry of its term of office; 2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; 3. any shareholders' general meeting convened on its resignation; <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.</p> <p>Mandatory Provisions Article 147</p>

The Proposed Amendments are subject to the approval by the Shareholders at the AGM, by way of special resolution, and will become effective upon filing with the industrial and commercial registration departments in the PRC.

LETTER FROM THE BOARD

AGM

The notice convening the AGM is set out on pages 31 to 52 of this circular, to consider and, if appropriate, approve, among others, the resolutions relating to the granting to the Directors the New General Mandate, the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2023 and the Proposed Amendments.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of poll at the AGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholders will be required to abstain from voting on any resolutions to be proposed at the AGM.

Form of proxy for use at the AGM is enclosed with this circular. To be valid, the form 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 authorisation documents at the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) or 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 (for holders of Non-listed Shares) by 10:30 a.m. on Monday, 29 May 2023 or not less than 24 hours before the time appointed for holding any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting 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 or this circular misleading.

RECOMMENDATION

The Directors consider the all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all resolutions to be proposed in the AGM.

Yours faithfully

On behalf of the Board

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Ni Jinlei

Chairman

The remuneration proposal is as follows:

	Fees	Salaries and allowances	
	<i>RMB</i>	<i>RMB</i>	<i>HK\$</i>
<i>Executive Directors</i>			
Mr. Ni Jinlei	800,000	–	1,200,000
Ms. Zheng Zhong	220,000	200,000	457,200
Mr. Wang Xingye	220,000	420,000	–
Ms. Guan Xueming	220,000	480,000	–
<i>Non-executive Director</i>			
Mr. Liu Ziyi	80,000	–	–
<i>Independent non-executive Directors</i>			
Mr. Tang Xuan	80,000	–	–
Mr. Li Chonghua	80,000	–	–
Mr. Shen Wei	80,000	–	–
<i>Supervisors</i>			
Mr. Fan Yimin	50,000	–	–
Mr. Ouyang Zishi	50,000	–	–
Mr. Pan Yudong	50,000	–	–
Ms. Cao Zhenzhen	50,000	–	–
Ms. Zhou Min	50,000	–	–

Note: Remuneration for any Director or Supervisor with service period less than one year will be paid pro-rata according to the actual period of holding office.

NOTICE OF AGM



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 IS HEREBY GIVEN THAT the 2022 annual general meeting (the “AGM”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) will be held 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 (the “PRC”) on Tuesday, 30 May 2023 at 10:30 a.m. for the purpose of considering and if thought fit, passing:

I. As ordinary resolutions:

“THAT

1. The report of the directors of the Company for the year ended 31 December 2022 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2022 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2022 be approved;
5. The remuneration proposal for the directors and the supervisors of the Company for the year ending 31 December 2023 be approved;
6. The proposal for re-appointment of BDO Limited as independent auditor of the Company for the year ending 31 December 2023 and authorisation to the board of directors of the Company to fix its remuneration be approved;” and

NOTICE OF AGM

II. As special resolutions:

1. “THAT

- (1) there be granted to the board of directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, whether Non-listed Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the board of directors of the Company may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Company shall not exceed:
 - (i) 20 per cent of the aggregate number of Non-listed Shares in issue; and
 - (ii) 20 per cent of the aggregate number of H Shares in issue,in each case as at the date of this resolution; and
 - (c) the board of directors of the Company will only exercise its power under such mandate in accordance with the Company Law of the PRC and Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this resolution:

“Non-listed Shares” means the non-listed share(s) in the ordinary share capital of the Company with a nominal value of RMB0.1, which is (are) subscribed for or credited as fully paid up in RMB;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB0.1 each, which are subscribed for and traded in Hong Kong dollars;

NOTICE OF AGM

- “Relevant Period” means the period from the passing of this resolution until the earliest of:
- (i) the conclusion of the next AGM of the Company following the passing of this resolution; or
 - (ii) the expiration of the twelve month period following the passing of this resolution; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) contingent on the board of directors of the Company resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the board of directors of the Company be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time and place of the issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement);
 - (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and others; and
 - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company.”

NOTICE OF AGM

2. **“THAT**

(1) the following amendments to the articles of association (“Articles”) of the Company be and are hereby approved:

(a) Article 1 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 1 The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulation of the PRC.

The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi no. [2000] 0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Market Regulations on 29 March 2000 for incorporation. The registration number of the business license of the Company is 110000410145505.

The promoters of the Company are as follows:

Promoter 1:

Dynamic Win Assets Limited

Legal representative: Xu Zhendong

Legal address: Unit 02, 7th Floor, Asia Pacific Centre, 8 Wyndham Street, Central, Hong Kong

NOTICE OF AGM

Promoter 2:

Beijing Beida Jade Bird Software System Co., Ltd.
Legal representative: Yang Fuqing
Legal address: Area 8, Peking University, No.5
Haidian Road, Haidian District, Beijing

Promoter 3:

Beijing Tianqiao Beida Jade Bird Sci-Tech Company
Limited
Legal representative: Xu Zhixiang
Legal address: No. 1 Yongdingmennei Dajie,
Chongwen District, Beijing

Promoter 4:

Beijing Beida Yu Huan Microelectronics System
Engineering Co., Ltd.
Legal representative: Hao Yilong
Legal address: Department of Microelectronics of
Peking University, Haidian District, Beijing

Promoter 5:

Beijing Beida Jade Bird Limited
Legal representative: Yang Fuqing
Legal address: No.5 Haidian Road, Haidian District,
Beijing (No.3 Building, Area 9, Beijing University)

Promoter 6:

Hinet Company Limited
Legal representative: Zhao Zhong
Legal address: Tropic Isle Building, P.O. Box 438,
Road Town, Tortola, British Virgin Islands

Promoter 7:

Asian Technology Investment Company Limited
Legal representative: Anthony S W Yeung
Legal address: P.O. Box 659, Road Town, Tortola,
British Virgin Islands

Promoter 8:

Dragon Air Investments Limited
Legal representative: Wang Jianhua
Legal address: No. 2 Commercial Center Square
P.O. Box No. 71 Alofi, Niue

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Promoter 9:

New View Venture Limited

Legal representative: Lo Lin Shing

Legal address: Trident Chambers, P.O. Box 146,
Road Town, Tortola, British Virgin Islands

Mandatory Provisions Article 1”

- (b) Article 42 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 42

The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign invested shares in Hong Kong which shall be open for inspection by shareholders and appoint overseas agents to manage such register. The Company shall maintain a duplicate of the register of holders of overseas listed foreign invested shares at the Company’s domicile; the appointed overseas agents shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares at all times.

If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares, the original version shall prevail.

Mandatory Provisions Article 35”

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- (c) Article 46 of the Articles 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 Hong Kong Stock Exchange 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. The duration of the above-mentioned arrangement of closure of register of shareholders shall not exceed 30 days in total within one year, but may be further extended for a maximum of 30 days after consideration and approval by a shareholder’s general meeting. Upon receipt of an application for inquiry of register of shareholders during the arrangement of closure of register of shareholders, the Company shall issue to the applicant a certificate signed by the company secretary specifying the approval authority and the duration of closure of register of shareholders.”

- (d) Article 53 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 53 The ordinary shareholders of the Company shall be entitled to the following rights:

- (1) the right to dividends and other forms of profit distributions in proportion to the number of shares held;
- (2) the right to attend or appoint a proxy to attend shareholders’ general meetings, to speak and to exercise the voting right at the shareholders’ general meetings, except where a shareholder is required by the Rules Governing the Listing of Securities on the GEM of the Hong Kong Stock Exchange (“GEM Listing Rules of the Hong Kong Stock Exchange”), to abstain from voting to approve the matter under consideration;

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- (3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;
- (4) the right to transfer, give as a gift or pledge the shares in accordance with the laws, administrative regulations, the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed and provisions of the Articles of Association;
- (5) the right to obtain relevant information in accordance with the laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the provisions of the Articles of Association, including:
 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;
 2. to inspect and copy, subject to payment of a reasonable charge:
 - (i) all parts of the register of shareholders;
 - (ii) personal particulars of each of the Company's Directors, supervisors, general manager, deputy general manager and other senior management members, including:
 - (a) present name and alias and any former name and alias;
 - (b) principal address (domicile);
 - (c) nationality;

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- (d) primary and all other part-time occupations;
 - (e) identification document and its number;
 - (iii) report on the state of the Company's share capital;
 - (iv) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;
 - (v) minutes of shareholders' general meetings.
- (6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;
- (7) other rights conferred by laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.

Mandatory Provisions Article 45"

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- (e) Article 60 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 60 General meetings of shareholders shall be annual general meetings and special general meetings. A general meeting of shareholders shall be convened by the Board. Annual general meeting shall be held once every financial year within six months after the end of the previous accounting year.

The Board shall hold a special general meeting within two months upon the occurrence of one of the following circumstances:

- (1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;
- (2) the uncovered losses reach of one third of the Company’s total share capital;
- (3) shareholders individually or in aggregate holding not less than ten percentage (10%) (inclusive) of the Company’s issued shares with voting rights request in writing to hold a special general meeting;
- (4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting;
- (5) two or more Independent Directors propose to hold such a meeting.

Mandatory Provisions Article 52
Company Law 101”

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- (f) Article 64 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 64 A notice of the shareholders’ general meeting shall meet the following requirements:

- (1) be in writing;
- (2) specify the place, date and time of the meeting;
- (3) state the matters to be discussed at the meeting;
- (4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;
- (5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, supervisor, general manager, deputy managers and other senior management members in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;
- (6) contain the full text of any special resolution to be proposed at the meeting;

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- (7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy needs not be a shareholder;
- (8) specify the time and place for lodging the instrument of proxies for the relevant meeting.

Mandatory Provisions Article 56”

- (g) Article 65 of the Articles 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. If there is any other requirements under the laws, regulations and as required by the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed, such requirements shall apply.

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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”

- (h) Article 67 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 67 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one (1) or several persons (who may not be shareholders) to act as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:

- (1) the right which the shareholder has to speak at the general meeting;
- (2) the right to demand a poll alone or jointly with others;
- (3) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.

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If the said shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Hong Kong Law Chapter 420), the shareholder may authorize one (1) or more suitable persons to act as its representative at any shareholders' general meeting or at any class meeting or at any creditors' meeting of the Company; however, if more than one (1) person are authorized, the power of attorney shall clearly indicate the number and class of the share certificates involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its nominee) to exercise the rights (including but not limited to right to speak and vote), as if they were the individual shareholders of the Company.

Mandatory Provisions Article 59"

- (i) Article 73 of the Articles shall be deleted in its entirety and be replaced by the following:

"Article 73 There shall be two (2) types of resolutions of shareholders' general meetings, namely ordinary resolutions and special resolutions.

To adopt an ordinary resolution, votes representing not less than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.

To adopt a special resolution, votes representing not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.

A shareholder (including his proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting; if such shareholder or his proxy abstains from voting, any vote by such shareholder or his proxy shall not be treated as having a voting right in counting the voting results.

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Where any shareholder is, under the GEM Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be treated as having a voting right.

Mandatory Provisions Article 64”

- (j) Article 75 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 75

A resolution shall be decided by a show of hands at any general meeting unless required by the laws and administrative regulations applicable to the Company, the relevant regulatory authorities and the stock exchange in the place where the shares of the Company are listed or a poll is demanded by the following persons before or after any vote by a show of hands:

- (1) the Chairman of the meeting;
- (2) at least two (2) shareholders entitled to vote or their proxies;
- (3) one (1) or more shareholders (including proxies) individually or jointly holding more than ten percent (10%) (inclusive) of the voting shares represented by all shareholders present at the meeting.

Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour or against such resolution at the meeting.

The demand for a poll may be withdrawn by the person who makes such demand.

Mandatory Provisions Article 66”

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- (k) Article 92 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 92 A resolution of the class meeting shall be passed in accordance with Article 89 of the Articles of Association by shareholders present in the meeting representing not less than two-thirds of voting rights.

Where any shareholder is, under the GEM Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular resolution of the class meeting or restricted to voting only for or only against any particular resolution of the class meeting, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be treated as having a voting right.

Mandatory Provisions Article 82”

- (l) Article 93 of the Articles 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. If there is any other requirements under the laws, regulations and as required by the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed, such requirements shall apply.

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”

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- (m) Article 97 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 97 Directors shall be elected at shareholders’ general meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.

The written notice of an intention to nominate a candidate of Director and that of a willingness to accept the nomination by the candidate shall be delivered to the Company seven (7) days prior to the date of the convening of the shareholders’ general meeting. The delivery of such written notice shall be made no earlier than the day after the dispatch of the notice of the meeting for election of the relevant Director and no later than seven (7) days prior to the date of such meeting.

The Chairman and executive Directors of the Board shall be elected and removed by more than one-half of all Directors. The term of office of the Chairman and executive Directors shall be three (3) years. They shall be eligible to offer themselves for re-election and reappointment.

The shareholders’ general meeting may by ordinary resolution remove any Director (including a managing Director or other executive Director) before the expiration of his term of office (but without prejudice to such Director’s right to claim the damages or compensation based on any contract), subject to full compliance with relevant laws and administrative regulations.

The Chairman and executive Directors may concurrently serve as the general manager, deputy general manager or other senior management members (except for supervisor) of the Company. Directors are not required to hold any shares of the Company.

Mandatory Provisions Article 87”

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- (n) Article 132 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 132 Where a Director, supervisor, general manager, deputy general manager and other senior management member of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board.

A Director shall not vote on any contract or arrangement or on any other proposed board resolution in which he/she or through any of his/her associates (as defined in the GEM Listing Rules of the Hong Kong Stock Exchange) has material interests; nor shall he/she be counted in the quorum of the corresponding Board meeting.

Unless the interested Director, supervisor, general manager, deputy general manager and other senior management member discloses his/her interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, supervisor, general manager, deputy general manager and other senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that Director, supervisor, general manager, deputy general manager and other senior management member is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested Director, general manager, deputy general manager and other senior management member.

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A Director, supervisor, general manager, deputy general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him/her is interested.

Mandatory Provisions Article 120”

- (o) Article 166 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 166 The remuneration of a certified public accountants’ firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting by ordinary resolution. The remuneration of a certified public accountants’ firm appointed by the Board shall be determined by the Board.

Mandatory Provisions Article 146”

- (p) Article 167 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 167 The Company’s appointment of, removal of and non-reappointment of a certified public accountants’ firm shall be resolved by shareholders in general meeting by ordinary resolution. The resolution of the shareholders’ general meeting shall be filed with the competent securities regulatory authority of the State Council.

Where it is proposed that any resolution be passed at a shareholders’ general meeting concerning the appointment of a certified public accountants’ firm, which is not an incumbent firm, to replace an existing accountant’s firm or to fill a casual vacancy in the office of the certified public accountants’ firm, or to reappoint a retiring certified public accountants’ firm which was appointed by the Board to fill a casual vacancy, or to remove the certified public accountants’ firm before the expiration of its term of office, the following provisions shall apply:

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- (1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant accounting year before notice of meeting is given to the shareholders. Leaving includes leaving by removal, resignation and retirement.

- (2) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):
 1. in any notice given to shareholders about a resolution to be made, state the representations that has been made by the accountants' firm which is about to leave;
 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association.

- (3) If the firm's representations are not sent in accordance with clause (2) above, the relevant firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints.

- (4) A certified public accountants' firm which is leaving its post shall be entitled to attend:
 1. the shareholders' general meeting relating to the expiry of its term of office;
 2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;
 3. any shareholders' general meeting convened on its resignation;

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and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.

Mandatory Provisions Article 147”

- (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 of directors

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Ni Jinlei

Chairman

Beijing, the PRC

25 April 2023

Notes:

- (A) The registers of shareholders of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive) during which period no transfer of shares of the Company (“**Shares**”) will be registered. Any holder of the H Shares whose name appearing in the Company’s register of holders of H Shares with Hong Kong Registrars Limited at 4:30 p.m. on Tuesday, 23 May 2023 and have completed the registration process will be entitled to attend the AGM.
- (B) Each holder of H Shares entitled to attend and vote at the AGM shall have the right to appoint one or several persons (who may not be shareholders of the Company (“**Shareholders**”)) to act as his/her proxy to attend and vote at the AGM 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, 29 May 2023 or not less than 24 hours before the time for holding any adjournment of the AGM 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)

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- (E) Each holder of Non-listed Shares entitled to attend and vote at the AGM 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 AGM 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, 29 May 2023 or not less than 24 hours before the time for holding any adjournment of the AGM 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 AGM, 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 AGM, 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 AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.