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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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

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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) RE-ELECTION AND RE-APPOINTMENT OF DIRECTORS AND PROPOSED APPOINTMENT OF DIRECTORS;**  
**(III) RE-ELECTION AND RE-APPOINTMENT OF SUPERVISOR AND PROPOSED APPOINTMENT OF SUPERVISORS;**  
**(IV) REMUNERATION PROPOSAL FOR DIRECTORS AND SUPERVISORS;**  
**(V) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;**  
**AND**  
**(VI) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM 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 Friday, 31 May 2024 at 10:30 a.m. is set out on pages 30 to 39 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 Thursday, 30 May 2024 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.

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## CHARACTERISTICS OF GEM

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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

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*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 Friday, 31 May 2024 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
“Audit Committee”	the audit committee 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
“Group”	the Company and its subsidiaries
“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”	15 April 2024, being the latest practicable date before printing of the circular for the purpose of ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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“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
“Nomination Committee”	the nomination committee of the Company
“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
“RMB”	renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures 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
“Supervisory Committee”	the Supervisory Committee of the Company
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*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

19 April 2024

*To the Shareholders*

Dear Sir or Madam

- (I) GENERAL MANDATE TO ISSUE SHARES;  
(II) RE-ELECTION AND RE-APPOINTMENT OF DIRECTORS AND  
PROPOSED APPOINTMENT OF DIRECTORS;  
(III) RE-ELECTION AND RE-APPOINTMENT OF SUPERVISOR AND  
PROPOSED APPOINTMENT OF SUPERVISORS;  
(IV) REMUNERATION PROPOSAL FOR DIRECTORS AND SUPERVISORS;  
AND  
(V) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

### INTRODUCTION

Reference is made to the announcements of the Company dated 10 April 2024, in which the Company announced the re-election and re-appointment of the Directors and the proposed appointment of the Directors; the re-election and the re-appointment of the Supervisor and the proposed appointment of the Supervisors; and the proposed amendments to the Articles.

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## LETTER FROM THE BOARD

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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 re-election and re-appointment of the Directors and the proposed appointment of the Directors; (c) the re-election and the re-appointment of the Supervisor and the proposed appointment of the Supervisors; (d) the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2024; (e) the proposed amendments to the Articles, and seek your approval of these resolutions relating to these matters at the AGM.

### 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.

### RE-ELECTION AND RE-APPOINTMENT OF DIRECTORS AND PROPOSED APPOINTMENT OF DIRECTORS

As at the date of this circular, the Board comprises four executive Directors, namely Mr. Ni Jinlei (“**Mr. Ni**”), Ms. Zheng Zhong (“**Ms. Zheng**”), Mr. Wang Xingye (“**Mr. Wang**”) and Ms. Guan Xueming (“**Ms. Guan**”), one non-executive Director, namely Mr. Liu Ziyi (“**Mr. Liu**”) and three independent non-executive Directors, namely Mr. Tang Xuan (“**Mr. Tang**”), Mr. Li Chonghua (“**Mr. Li**”) and Mr. Shen Wei (“**Mr. Shen**”). The term of office of all the existing Directors will expire at the conclusion of the AGM. Mr. Ni and Mr. Li, who will not offer themselves for re-election and re-appointment as Directors at the AGM, will retire as Directors at the conclusion of the AGM. It is proposed that each of Ms. Zheng, Mr. Wang, Ms. Guan, Mr. Liu, Mr. Tang and Mr. Shen, who has offered himself/herself for re-election and re-appointment at the AGM, to be re-appointed as an executive Director (in respect of each of Ms. Zheng, Mr. Wang and Mr. Guan) or an independent non-executive Director (in respect of each of Mr. Tang and Mr. Shen) while Mr. Liu to be re-designated from a non-executive Director to an executive Director at the AGM, for a term of three years commencing on the date of passing the resolutions approving the re-election and re-appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of the re-election and re-appointment of such Directors. Each of Mr. Ni and Mr. Li has confirmed that he has no disagreement with the Board and that there is no other matter that shall be brought to the attention of the Shareholders and the Stock Exchange in relation to his retirement as a Director.

The Board also proposes to appoint Mr. Cao Jun (“**Mr. Cao**”) as a non-executive Director and Ms. Liu Zhangchi (“**Ms. Liu**”) as an independent non-executive Director, with effect from the passing of the resolutions approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of the appointment of such Directors.

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## LETTER FROM THE BOARD

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As a result, the proposed ninth session of the Board will be as follows:

### **Ninth session of the Board**

#### *Executive Directors*

Ms. Zheng Zhong	offer for re-election
Mr. Liu Ziyi	offer for re-election
Mr. Wang Xingye	offer for re-election
Ms. Guan Xueming	offer for re-election

#### *Non-executive Director*

Mr. Cao Jun	propose to be appointed
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#### *Independent non-executive Directors*

Mr. Tang Xuan	offer for re-election
Mr. Shen Wei	offer for re-election
Ms. Liu Zhangchi	propose to be appointed

Profiles of the Directors offering themselves for re-election and re-appointment are set out in Appendix I of this circular. Profiles of the Directors proposed for appointment are set out in Appendix II of this circular.

### **RE-ELECTION AND RE-APPOINTMENT OF SUPERVISOR AND PROPOSED APPOINTMENT OF SUPERVISORS**

As at the date of this circular, the Supervisory Committee comprises five Supervisors, namely, Mr. Fan Yimin (“**Mr. Fan**”), Mr. Ouyang Zishi (“**Mr. Ouyang**”), Mr. Pan Yudong (“**Mr. Pan**”), Ms. Zhou Min and Ms. Cao Zhenzhen. Each of Mr. Fan, Mr. Ouyang and Mr. Pan is an external Supervisor who shall be re-appointed at the Shareholders’ general meeting. Each of Ms. Zhou Min and Ms. Cao Zhenzhen is an employee representative Supervisor who shall be democratically elected by the Company’s employees. The term of office of all the existing external Supervisors will expire at the conclusion of the AGM. Mr. Fan and Mr. Ouyang, who will not offer themselves for re-election and re-appointment as Supervisors at the AGM, will retire as Supervisors at the conclusion of the AGM. It is proposed that Mr. Pan, who has offered himself for re-election and re-appointment as a Supervisor at the AGM, to be re-appointed as an external Supervisor at the AGM for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of the re-election and re-appointment of such Supervisor. Each of Mr. Fan and Mr. Ouyang has confirmed that he has no disagreement with the Board and that there is no other matter that shall be brought to the attention of the Shareholders and the Stock Exchange in relation to his retirement as a Supervisor.

The Board also proposes to appoint each of Ms. Yang Xiaoqing (“**Ms. Yang**”) and Mr. Zhu Bingze (“**Mr. Zhu**”) as an external Supervisor with effect from the passing of the resolutions approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of the appointment of such Supervisors.



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## LETTER FROM THE BOARD

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As a result, the proposed ninth session of the Supervisory Committee will be as follows:

### **Ninth session of the Supervisory Committee**

Ms. Yang Xiaoqing	propose to be appointed as external Supervisor
Mr. Pan Yudong	offer for re-election as external Supervisor
Mr. Zhu Bingze	propose to be appointed as external Supervisor
Ms. Zhou Min	offer for re-election as employee representative Supervisor
Ms. Cao Zhenzhen	offer for re-election as employee representative Supervisor

Profile of the external Supervisor offering himself for re-election and re-appointment is set out in Appendix III of this circular. Profiles of the external representative Supervisors proposed for appointment are set out in Appendix IV of this circular.

### **APPROVAL OF REMUNERATION PROPOSAL FOR DIRECTORS AND SUPERVISORS**

The remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2024 is set out in Appendix V of this circular.

### **PROPOSED AMENDMENTS TO ARTICLES**

Reference is made to the announcement of the Company dated 10 April 2024.

Pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the GEM Listing Rules have been amended with effect from 31 December 2023 to the effect that, among others, any requirement in the GEM Listing Rules for a listed issuer to send, mail, despatch, issue, publish or otherwise make available any “corporate communication” (as defined under the GEM Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website. In light of the above, the Board proposes to make certain amendments (“**Proposed Amendments**”) to the Articles to allow the Company to disseminate corporate communications electronically and make certain house-keeping amendments to the Articles.

## LETTER FROM THE BOARD

The Proposed Amendments are set out below:

No.	Existing Articles of Association	Proposed Amendments
1.	<p><b>Article 17</b></p> <p>Upon the approval of the company examination and approval authorities that are authorized by the State Council, the total number of ordinary shares issued by the Company was 1,514,464,000 shares, among which, the number of ordinary shares issued by the Company to promoters was 700,000,000 and were subscribed as follows:</p> <p>220,000,000 shares subscribed by Dynamic Win Assets Limited, representing 31.429% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>110,000,000 shares subscribed by Beijing Beida Jade Bird Software System Co., Ltd., representing 15.714% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>85,000,000 shares subscribed by Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd., representing 12.143% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>75,000,000 shares subscribed by Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited, representing 10.714% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>40,000,000 shares subscribed by Beijing Beida Jade Bird Limited representing, 5.714% of the total number of issuable ordinary shares of the Company upon its incorporation;</p>	<p><b>Article 17</b></p> <p>Upon the approval of the company examination and approval authorities that are authorized by the State Council, the total number of ordinary shares issued by the Company was 1,514,464,000 shares, among which, the number of ordinary shares issued by the Company to promoters was 700,000,000 and were subscribed as follows:</p> <p>220,000,000 shares subscribed by Dynamic Win Assets Limited, representing 31.429% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>110,000,000 shares subscribed by Beijing Beida Jade Bird Software System Co., Ltd., representing 15.714% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>85,000,000 shares subscribed by Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd., representing 12.143% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>75,000,000 shares subscribed by Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited, representing 10.714% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>40,000,000 shares subscribed by Beijing Beida Jade Bird Limited representing, 5.714% of the total number of issuable ordinary shares of the Company upon its incorporation;</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed Amendments
	<p>50,000,000 shares subscribed by Asian Technology Investment Company Limited, representing 7.142% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>30,000,000 shares subscribed by Dragon Air Investments Limited, representing 4.286% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>20,000,000 shares subscribed by Hinet Company Limited, representing 2.857% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>70,000,000 shares subscribed by New View Venture Limited, representing 10% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p><b>Mandatory Provisions Article 15</b></p> <p><i>Note:</i></p> <p>1. Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited transferred 75,000,000 promoters shares held by it to Beijing Beida Jade Bird Limited as agreed on 15 March 2004. The promoters shares of the Company held by Beijing Beida Jade Bird Limited increased from the initial amount of 40,000,000 shares to 115,000,000 shares, representing 16.429% of the issuable ordinary shares of the Company upon its incorporation.</p> <p>2. Dynamic Win Assets Limited transferred 14,586,000 promoters shares held by it to New View Venture Limited as agreed on 11 March 2004. The promoters shares of the Company held by Dynamic Win Assets Limited changed from the initial amount of 220,000,000 shares to 205,414,000 shares, representing 29% of the issuable ordinary shares of the Company upon its incorporation, whereas the promoters shares of the Company held by New View Venture Limited changed from the initial amount of 70,000,000 shares to 84,586,000 shares, representing 12.084% of the issuable ordinary shares of the Company upon its incorporation;</p>	<p>50,000,000 shares subscribed by Asian Technology Investment Company Limited, representing 7.142% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>30,000,000 shares subscribed by Dragon Air Investments Limited, representing 4.286% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>20,000,000 shares subscribed by Hinet Company Limited, representing 2.857% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p>70,000,000 shares subscribed by New View Venture Limited, representing 10% of the total number of issuable ordinary shares of the Company upon its incorporation;</p> <p><b>Mandatory Provisions Article 15</b></p> <p><i>Note:</i></p> <p><del>1. Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited transferred 75,000,000 promoters shares held by it to Beijing Beida Jade Bird Limited as agreed on 15 March 2004. The promoters shares of the Company held by Beijing Beida Jade Bird Limited increased from the initial amount of 40,000,000 shares to 115,000,000 shares, representing 16.429% of the issuable ordinary shares of the Company upon its incorporation.</del></p> <p><del>2. Dynamic Win Assets Limited transferred 14,586,000 promoters shares held by it to New View Venture Limited as agreed on 11 March 2004. The promoters shares of the Company held by Dynamic Win Assets Limited changed from the initial amount of 220,000,000 shares to 205,414,000 shares, representing 29% of the issuable ordinary shares of the Company upon its incorporation, whereas the promoters shares of the Company held by New View Venture Limited changed from the initial amount of 70,000,000 shares to 84,586,000 shares, representing 12.084% of the issuable ordinary shares of the Company upon its incorporation;</del></p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Proposed Amendments
3.	Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. transferred 85,000,000 promoters shares held by it to Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. as agreed on 18 January 2008, representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.	<del>3. Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. transferred 85,000,000 promoters shares held by it to Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. as agreed on 18 January 2008, representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.</del>
4.	Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. transferred 85,000,000 promoters shares held by it to Beijing Beida High Technology Investment Co., Ltd. as agreed on 3 November 2009, representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.	<del>4. Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. transferred 85,000,000 promoters shares held by it to Beijing Beida High Technology Investment Co., Ltd. as agreed on 3 November 2009, representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.</del>
5.	Beijing Beida High Technology Investment Co., Ltd. transferred 85,000,000 promoters shares held by it to Shenzhen Beida Jade Bird Technology Co., Ltd. as agreed on 15 April 2011, representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.	<del>5. Beijing Beida High Technology Investment Co., Ltd. transferred 85,000,000 promoters shares held by it to Shenzhen Beida Jade Bird Technology Co., Ltd. as agreed on 15 April 2011, representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.</del>
6.	Beijing Beida Jade Bird Software System Co., Ltd. transferred 110,000,000 promoters shares held by it to Grant East (H.K.) Limited as agreed on 15 April 2011, representing 15.714% of the issuable ordinary shares of the Company upon its incorporation.	<del>6. Beijing Beida Jade Bird Software System Co., Ltd. transferred 110,000,000 promoters shares held by it to Grant East (H.K.) Limited as agreed on 15 April 2011, representing 15.714% of the issuable ordinary shares of the Company upon its incorporation.</del>
7.	On 2 November 2015, Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. agreed to transfer 85,000,000 promoters shares held by it to Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd., representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.	<del>7. On 2 November 2015, Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. agreed to transfer 85,000,000 promoters shares held by it to Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd., representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.</del>
8.	On 6 April 2020, Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. agreed to transfer 85,000,000 promoters shares held by it to Beijing Rainbow Mountain Sci-Tech Development Co., Ltd., representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.	<del>8. On 6 April 2020, Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. agreed to transfer 85,000,000 promoters shares held by it to Beijing Rainbow Mountain Sci-Tech Development Co., Ltd., representing 12.143% of the issuable ordinary shares of the Company upon its incorporation.</del>
9.	On 6 April 2020, Beijing Beida Jade Bird Limited agreed to transfer 115,000,000 promoters shares held by it to Beijing Rainbow Mountain Sci-Tech Development Co., Ltd., representing 16.429% of the issuable ordinary shares of the Company upon its incorporation.	<del>9. On 6 April 2020, Beijing Beida Jade Bird Limited agreed to transfer 115,000,000 promoters shares held by it to Beijing Rainbow Mountain Sci-Tech Development Co., Ltd., representing 16.429% of the issuable ordinary shares of the Company upon its incorporation.</del>

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## LETTER FROM THE BOARD

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No.	Existing Articles of Association	Proposed Amendments
2.	<p><b>Article 65</b></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><b>Article 65</b></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 <b>or subject to compliance with the relevant procedures in the applicable laws, rules and listing rules in the place where the shares of the Company are listed, by way of publication on the Company's website and the website of the stock exchange in the place where the shares of the Company are listed.</b> <del>to the</del> <b>The</b> address of the shareholder <b>shall be the address</b> 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>

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## LETTER FROM THE BOARD

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No.	Existing Articles of Association	Proposed Amendments
	<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>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><del>Mandatory Provisions Article 57 Company Law 102</del></p>
3.	<p><b>Article 117</b></p> <p>The Supervisory Committee shall comprise three (3) shareholder representatives and two (2) employee representatives. The representatives of the shareholders shall be elected and dismissed in the shareholders' general meeting, whereas the representatives of the employees shall be democratically elected and dismissed by the Company's employees.</p> <p>The Supervisory Committee shall consist of external supervisors (that is, supervisors who do not hold an internal office in the Company) who account for one half of the Supervisory Committee members. External supervisors shall include at least two (2) independent supervisors (that is, supervisors who are independent from the shareholders of the Company and who do not hold an internal office in the Company). External supervisors are entitled to report independently to the shareholders' general meeting the performance of the management members of the Company in relation to their fiduciary performance and diligence.</p> <p>Mandatory Provisions Article 105 Company Law 118</p>	<p><b>Article 117</b></p> <p>The Supervisory Committee shall comprise three (3) <del>shareholder representatives</del> <b>external supervisors</b> and two (2) employee representatives. The <del>representatives of the shareholders</del> <b>external supervisors</b> shall be elected and dismissed in the shareholders' general meeting, whereas the representatives of the employees shall be democratically elected and dismissed by the Company's employees.</p> <p>The Supervisory Committee shall consist of external supervisors (that is, supervisors who do not hold an internal office in the Company) who account for one half of the Supervisory Committee members. External supervisors shall include at least two (2) independent supervisors (that is, supervisors who are independent from the shareholders of the Company and who do not hold an internal office in the Company). External supervisors are entitled to report independently to the shareholders' general meeting the performance of the management members of the Company in relation to their fiduciary performance and diligence.</p> <p><del>Mandatory Provisions Article 105 Company Law 118</del></p>

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**LETTER FROM THE BOARD**

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No.	Existing Articles of Association	Proposed Amendments
4.	<p><b>Article 145</b></p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall at least deliver or send to each shareholder of overseas listed foreign-invested shares by prepaid mail the abovementioned reports (including the printed copy of the report of the Directors) no later than twenty-one (21) days before the date of every annual general meeting. The address of the recipient shall be the address registered in the share register.</p> <p>Mandatory Provisions Article 133</p>	<p><b>Article 145</b></p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall at least deliver or send to each shareholder of overseas listed foreign-invested shares <del>by prepaid mail</del> the abovementioned reports (including the printed copy of the report of the Directors) no later than twenty-one (21) days before the date of every annual general meeting <b>by prepaid mail or subject to compliance with the relevant procedures in the applicable laws, rules and listing rules in the place where the shares of the Company are listed, by way of publication on the Company’s website and the website of the stock exchange in the place where the shares of the Company are listed.</b> The address of the recipient shall be the address registered in the share register.</p> <p><del>Mandatory Provisions Article 133</del></p>

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**LETTER FROM THE BOARD**

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<b>No.</b>	<b>Existing Articles of Association</b>	<b>Proposed Amendments</b>
5.	<p><b>Article 189</b></p> <p>Unless otherwise stated in the Articles of Association, the notices, information or written statements issued by the Company to the shareholders of the overseas listed foreign invested shares listed on Hong Kong Stock Exchange shall be despatched to such shareholders by hand or by post to the registered addresses of the overseas listed foreign shareholders. Notices given to the shareholders of the overseas listed foreign invested shares listed on Hong Kong Stock Exchange shall, to the practicable extent, be sent in Hong Kong.</p> <p>As to the notices to be issued by the Company to the holder of domestic Shares, the Company shall publish an announcement on one or more newspaper designated by the securities regulatory authority of the State Council; once the announcement is published, the holder of domestic Shares shall be deemed to have received the relevant notice.</p>	<p><b>Article 189</b></p> <p>Unless otherwise stated in the Articles of Association, the notices, <b>documents</b>, information or written statements issued by the Company to the shareholders <del>of the overseas listed foreign invested shares listed on Hong Kong Stock Exchange</del> shall be <del>despatched</del> <b>sent</b> to such shareholders <b>(1)</b> by hand <b>to the registered address of the shareholders</b>; <del>or (2)</del> by post to the registered addresses of the <del>overseas listed foreign</del> shareholders. Notices given to the shareholders of the overseas listed foreign invested shares listed on Hong Kong Stock Exchange shall, to the practicable extent, be sent in Hong Kong; <b>(3) subject to compliance with the laws, administrative regulations and the relevant regulations of the securities regulatory authorities and stock exchange in the place where the shares of the Company are listed, by email or, by way of publication on the Company's website and the website of the stock exchange in the place where the shares of the Company are listed; or (4) by other forms stipulated in the Articles of Association.</b></p> <p><del>As to the notices to be issued by the Company to the holder of domestic Shares, the Company shall publish an announcement on one or more newspaper designated by the securities regulatory authority of the State Council; once the announcement is published, the holder of domestic Shares shall be deemed to have received the relevant notice.</del></p>



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## LETTER FROM THE BOARD

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No.	Existing Articles of Association	Proposed Amendments
6.	<p><b>Article 190</b></p> <p>Where a notice is to be sent by post, it shall be placed in an envelope properly addressed with postage prepaid, and any such notice is deemed to be served to shareholders five (5) days after the date of dispatch.</p>	<p><b>Article 190</b></p> <p>Where a notice, <b>document, information or written statement</b> is to be sent by post, it shall be placed in an envelope properly addressed with postage prepaid, and any such notice, <b>document, information or written statement</b> is deemed to be served to shareholders five (5) days after the date of dispatch; <b>where a notice, document, information or written statement is to be disseminated by way of announcement, once the announcement is published, such notice, document, information or written statement is deemed to be served to shareholders on the day on which the announcement is published; where a notice, document, information or statement is to be sent by email, once the email has been sent, such notice, document, information or written statement is deemed to be served to shareholders on the day on which the Company sent the email.</b></p>

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and the legal advisers to the Company as to the PRC laws have confirmed that the Proposed Amendments comply with the applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

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

### AGM

The notice convening the AGM is set out on pages 30 to 39 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 re-election and reappointment of the Directors and the proposed appointment of the Directors, the re-election and the reappointment of the Supervisor, the proposed appointment of the Supervisors, the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2024 and the Proposed Amendments.

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## LETTER FROM THE BOARD

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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 Thursday, 30 May 2024 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 at the AGM.

Yours faithfully

On behalf of the Board

**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**

**Ni Jinlei**

*Chairman*

**EXECUTIVE DIRECTORS**

**Ms. Zheng Zhong**, aged 47, is an executive Director, the president of the Company and a member of the Nomination Committee. Ms. Zheng graduated from the Molecular Biology Department of the School of Life Sciences at Peking University in July 1997 and subsequently obtained an MBA degree from the China Centre for Economic Research at Peking University in July 2007. Ms. Zheng worked for the Biological Engineering Centre under the Institute of Chemical Metallurgy (now Institute of Process Engineering) at Chinese Academy of Sciences, Department of Biology at Shenzhen University and Shenzhen Kexing Bioproducts Co., Ltd.. She was also an assistant to the president of SINOGEN (China) Investment Company, assistant to the head of Genetics Research Institute of the School of Life Sciences at Tsinghua University, president of Beijing Beida-Online Network Co., Ltd., vice president of Beida Culture Group, and assistant to president of Beijing Beida Jade Bird Limited and the general manager overseeing major projects. She is currently the chairman of Ningbo Jade Biard Venture Capital Investment Co., Ltd. and Ningbo Jade Bird Zhengyuan Equity Investment Management Co., Ltd. which are subsidiaries of the Company. She is also a director and deputy general manager of SBI-BDJB Investment Consultant Ltd. and a director of Jade Bird Fire Co., Ltd. (an A share company listed on the Shenzhen Stock Exchange (stock code: 002960)).

Save as disclosed herein, as at the Latest Practicable Date, Ms. Zheng did not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other positions in the Company or any of its subsidiaries; and (iii) have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Ms. Zheng (i) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Ms. Zheng for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Ms. Zheng as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Ms. Zheng will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB280,000 and HK\$756,000 respectively. The proposed remuneration of Ms. Zheng is determined having regard to her duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Ms. Zheng that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed re-election and re-appointment of Ms. Zheng as an executive Director.

**Mr. Liu Ziyi**, aged 31, was appointed as a non-executive Director on 20 May 2022. Mr. Liu graduated from the Johns Hopkins University in 2016 with a double bachelor's degree in applied mathematics and statistics and economics. Mr. Liu has worked in the investment banking department of UBS Investment Bank, and was responsible for the listing of financial institutions, debt issuance, mergers and acquisitions consulting and other services. He is currently a director of Guangdong Xinrui Luming Optoelectronics Co., Ltd., which is a subsidiary of the Company. He is also the director of Gait Semiconductor Technology (Shanghai) Co., Ltd., Gait Semiconductor Technology (Tongling) Co., Ltd., Shanghai Xianyao Display Technology Co., Ltd., Hefei Xianyao Integrated Circuit Technology Co., Ltd., Jade Bird Semiconductor Technology (Tongling) Co., Ltd., Beida Jade Bird Culture and Education Investment Group Co., Ltd., Zhuhai Beida Education Science Park Co., Ltd., Beijing Jade Bird Hongdao Education Consulting Co., Ltd., and Beijing Jade Bird Education Technology Development Co., Ltd..

As at the Latest Practicable Date, Mr. Liu was interested in 2,311,000 H Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Liu (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not have any other major appointments and professional qualifications; and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Liu (i) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (ii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules).

The Company proposes to enter into a service contract with Mr. Liu for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Mr. Liu as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Liu will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB680,000. The proposed remuneration of Mr. Liu is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Liu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed re-election and re-appointment of Mr. Liu as an executive Director.

**Mr. Wang Xingye**, aged 46, was appointed as an executive Director and the vice president of the Company on 21 May 2021. Mr. Wang attended master post-graduation level. Mr. Wang has worked in Beijing Beida Jade Bird Limited. He is currently a director of Chuanqi Tourism Investment (Hunan) Co., Ltd., Beijing Jade Bird Hengsheng Investment Management Co., Ltd., Ningbo Jade Bird Zhengyuan Equity Investment Management Co., Ltd., Ningbo Jade Bird Venture Capital Investment Co., Ltd., Ningbo Jade Bird Liyuantai Venture Capital Management Co., Ltd., Beida Jade Bird Universal Investments (HK) Limited, Beida Jade Bird Universal (Cayman) Development Company Limited, Beida Jade Bird Universal (Cayman) Investment Company Limited and Beida Jade Bird Universal Investment (BVI) Limited, which are subsidiaries of the Company. He is also currently an executive director and the general manager of Beijing Jade Bird Dingsheng Investment Management Co., Ltd., and the chairman of the supervisory committee of Shenyang Public Utility Holdings Company Limited (a company listed on the Stock Exchange (stock code: 747)). Mr. Wang joined the Company in March 2000 and is the secretary to the Board, the director of Human Resources of the Company and the chairman of the labor union of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Wang did not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Wang (i) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); (ii) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Mr. Wang for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Mr. Wang as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Wang will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB580,000. The proposed remuneration of Mr. Wang is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed re-election and re-appointment of Mr. Wang as an executive Director.

**Ms. Guan Xueming**, aged 52, was appointed as an executive Director and the vice president of the Company on 21 May 2021. Ms. Guan graduated from North China University of Water Resources and Electric Power with a Master's degree. Ms. Guan is a certified accountant in the PRC, a certified tax agent in the PRC, a certified internal auditor and a certified accountant with securities qualification. She has extensive experience in financial management, and was the engineer of Nanning City Water Supply Company, the deputy director of Zhonglei Certified Public Accountants Co., Ltd. and the financial controller of Jinjilie International Study Service Co., Ltd.. She is currently the director of Guangdong Xinrui Luming Optoelectronics Co., Ltd., which is a subsidiary of the Company, the director of Jade Bird Semiconductor Technology (Tongling) Co., Ltd., and the director of Shanghai Xianyao Display Technology Co., Ltd..

Save as disclosed herein, as at the Latest Practicable Date, Mr. Guan did not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Ms. Guan (i) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Ms. Guan for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Ms. Guan as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Ms. Guan will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB530,000. The proposed remuneration of Ms. Guan is determined having regard to her duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Ms. Guan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed re-election and re-appointment of Ms. Guan as an executive Director.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Tang Xuan**, aged 51, was appointed as an independent non-executive Director on 15 May 2020. He is the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Tang graduated from Chongqing University with a Bachelor's degree in engineering, and is a certified accountant in the PRC and a member of the Institute of Public Accountants in Australia. He worked in Zhongxin Coopers Certified Public Accountants in the PRC and is currently an audit partner of ShineWing Certified Public Accountants in the PRC, and has 28 years of professional experience in investment, finance and auditing. He has been responsible for the audit assurance, special services, corporate asset reorganization, restructuring and listing of some large enterprise groups. He was an external independent director of Zhongji Investment Co., Ltd. and an external expert committee member of the loan review department of China Development Bank. He is currently an independent director of Lizhong Sitong Light Alloy Group Co., Ltd. (an A share company listed on the Shenzhen Stock Exchange (stock code: 300428)) and an independent director of Malo Medical Management Co., Ltd..

Save as disclosed herein, as at the Latest Practicable Date, Mr. Tang did not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other positions in the Company or any of its subsidiaries; and (iii) have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Tang (i) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

The recommendation of Mr. Tang was made by the Board after taking into account various factors including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge of Mr. Tang in accordance with the nomination policy and the board diversity policy of the Company. The Board has taken into account of the gender, age, cultural and educational background, qualifications and professional experience of Mr. Tang, which can bring further contribution to the Board and its diversity. The Board, taking into account of the extensive experience in investment, finance and auditing of Mr. Tang, which can bring objective and independent judgement to the Board and contribute to the diversity of the Board, is satisfied that Mr. Tang has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board considers that the re-election and re-appointment of Mr. Tang as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Tang's written confirmation of independence and was satisfied with the independence of Mr. Tang having regard to the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

The Company proposes to enter into a letter of appointment with Mr. Tang for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Mr. Tang as an independent non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Mr. Tang will receive an annual fee of RMB80,000. The proposed remuneration of Mr. Tang is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Tang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed re-election and re-appointment of Mr. Tang as an independent non-executive Director.

**Mr. Shen Wei**, aged 61, was appointed as an independent non-executive Director on 31 May 2018. He is the chairman of the remuneration committee of the Company and a member of each of the Nomination Committee and the Audit Committee. Mr. Shen graduated from the department of precision instruments of the Tsinghua University with a Bachelor's degree in engineering in 1985. Mr. Shen co-founded "CIWEEK" and served as the first chief editor in 1998, who has made contribution to the enlightenment and development of internet in the PRC. He then co-founded the website, namely "eNet" and Yinhe Liandong Information Technology Company, and has extensive experience in internet strategy, products and operations. Mr. Shen has dozens of patented inventions in the field of two-dimensional code technology. In 2015, Mr. Shen established Beijing Dama Technology Co., Ltd. to focus on the application of innovative QR code technology, especially the basic technology and application in the field of secure QR code and multi-screen interaction. Mr. Shen has worked for Beijing Institute of Optoelectronics Technology, Beijing office of East Asiatic Company, Beijing Changwei Technology Development Co., Ltd., CIWEEKLY, Yinhe Liandong Information Technology Company, Beijing Huayu Xinma Technology Co., Ltd., etc.. He is currently the founder and chief executive officer of Beijing Dama Technology Co., Ltd..

Save as disclosed herein, as at the Latest Practicable Date, Mr. Shen did not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Shen (i) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) was not interested in any Shares within the meaning of Part XV of the SFO.



The recommendation of Mr. Shen was made by the Board after taking into account various factors including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge of Mr. Shen in accordance with the nomination policy and the board diversity policy of the Company. The Board has taken into account of the gender, age, cultural and educational background, qualifications and professional experience of Mr. Shen, which can bring further contribution to the Board and its diversity. The Board, taking into account of the extensive experience in internet strategy, products and operations of Mr. Shen, which can bring objective and independent judgement to the Board and contribute to the diversity of the Board, is satisfied that Mr. Shen has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board considers that the re-election and re-appointment of Mr. Shen as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Shen's written confirmation of independence and was satisfied with the independence of Mr. Shen having regard to the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

The Company proposes to enter into a letter of appointment with Mr. Shen for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Mr. Shen as an independent non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Mr. Shen will receive an annual fee of RMB80,000. The proposed remuneration of Mr. Shen is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Shen that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed re-election and re-appointment of Mr. Shen as an independent non-executive Director.

**NON-EXECUTIVE DIRECTOR**

**Mr. Cao Jun**, aged 50, graduated from Huazhong University of Science and Technology with a bachelor's degree in engineering. Mr. Cao was the sales manager of Beijing Beida Online Network Co., Ltd., the sales manager of Global English Corporation and the sales director of China of Beijing Rui Ali Education Technology Co., Ltd.. Mr. Cao is currently the general manager of China of Ardor Learning Inc..

Save as disclosed herein, as at the Latest Practicable Date, Mr. Cao did not have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Cao (i) did not hold any positions in the Company or any of its subsidiaries; (ii) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iv) was not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a letter of appointment with Mr. Cao for a term of three years commencing on the date of passing the resolution approving the appointment of Mr. Cao as a non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Mr. Cao will receive an annual fee of RMB80,000. The proposed remuneration of Mr. Cao is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Cao that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Cao as a non-executive Director.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Ms. Liu Zhangchi**, aged 29, graduated from the Boston College in 2016 with a double bachelor's degree in history and economics. Ms. Liu was a co-founder of Beijing Jieke Technology Co., Ltd. and the chief executive officer of a self-established baking brand in Beijing. Ms. Liu was the acting chief executive officer of Christine International Holdings Limited, where she was responsible for its asset and business restructuring and corporate transformation planning. She is currently the strategic advisor of Shenzhen Heiluo Technology Co., Ltd. and has participated in its business planning, financing, and team building and management.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Liu does not have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Ms. Liu (i) did not hold any positions in the Company or any of its subsidiaries; (ii) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iv) was not interested in any Shares within the meaning of Part XV of the SFO.

Ms. Liu confirmed that (i) she met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

The recommendation of Ms. Liu was made by the Board after taking into account various factors including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge of Ms. Liu in accordance with the nomination policy and the board diversity policy of the Company. The Board has taken into account of the gender, age, cultural and educational background, qualifications and professional experience of Ms. Liu, which can bring further contribution to the Board and its diversity. The Board, taking into account of the extensive experience in business planning, financing and management of Ms. Liu, which can bring objective and independent judgement to the Board and contribute to the diversity of the Board, is satisfied that Ms. Liu has the required character, integrity, perspectives, skills and experience to continuously fulfill her role as an independent non-executive Director effectively. The Board considers that the appointment of Ms. Liu as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole. The Board has reviewed Ms. Liu's written confirmation of independence and was satisfied with the independence of Ms. Liu having regard to the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

The Company proposes to enter into a letter of appointment with Ms. Liu for a term of three years commencing on the date of passing the resolution approving the appointment of Ms. Liu as an independent non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Ms. Liu will receive an annual fee of RMB80,000. The proposed remuneration of Ms. Liu is determined having regard to her duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Ms. Liu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed appointment of Ms. Liu as an independent non-executive Director.

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## APPENDIX III      PROFILE OF SUPERVISOR OFFERING HIMSELF FOR RE-ELECTION AND RE-APPOINTMENT

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**Mr. Pan Yudong**, aged 54, was appointed as an external Supervisor on 31 May 2018, Mr. Pan is a senior engineer (professor level), and graduated from department of computer science and technology of Tsinghua University with a Bachelor's degree in engineering in July 1990. He has worked for Taiji Computer Company, Shenzhen Taiji Software Company, Taiji-DEC Software Center, Beijing Tiankeyi Technology Co., Ltd., Taiji United Laboratories of Ministry of Information Industry, Beijing Hengdefang Company, Anshi Internet Security (China) Co., Ltd., Beijing Qiming Xingchen Information Security Technology Co., Ltd., Beijing Yongxin Zhicheng Technology Co., Ltd., Harbin Antiy Technology Group Co., Ltd., etc. He was the chief strategy officer of 360 Government & Enterprise Security Group. Mr. Pan is currently the chief strategy officer of Venustech Group Inc. (an A share company listed on the Shenzhen Stock Exchange (stock code: 002439)) and the director of China Computer Federation.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Pan did not have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Pan (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); (iii) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) was not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Mr. Pan for a term of three years commencing from the date of passing the resolution approving the re-election and re-appointment of Mr. Pan as an external Supervisor at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Pan will receive an annual fee of RMB50,000. The proposed remuneration of Mr. Pan is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Pan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed re-election and re-appointment of Mr. Pan as an external Supervisor.

**Ms. Yang Xiaoqing**, aged 62, graduated from Peking University in 2004 with a bachelor's degree in law. Ms. Yang has worked for China Hewlett-Packard Co., Ltd., ORACLE in China and Beijing Foreign Enterprise Human Resources Service Co., Ltd.. She is currently the deputy director of the chairman's office of Beijing Beida Jade Bird Limited.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Yang did not have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Ms. Yang (i) did not hold any positions in the Company or any of its subsidiaries; (ii) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iv) was not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Ms. Yang for a term of three years commencing from the date of passing the resolution approving the appointment of Ms. Yang as an external Supervisor at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Ms. Yang will receive an annual fee of RMB50,000. The proposed remuneration of Ms. Yang is determined having regard to her duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Ms. Yang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed appointment of Ms. Yang as an external Supervisor.

**Mr. Zhu Bingze**, aged 41, graduated from Beihua University in 2009 with a master's degree in business administration. Mr. Zhu was a training specialist of the Beijing branch of Yingda Taihe Life Insurance Co., Ltd., who had successively served as the secretary of the Youth League Committee and the deputy director of the Office of the Environmental Planning Institute of the Ministry of Ecology and Environment of the PRC, and he was the general manager of the Hainan branch of Beijing Shenzhou Ruilin Environmental Technology Research Institute Co., Ltd.. Mr. Zhu is currently the chairman of Jilin Shizeng Pharmaceutical Group Co., Ltd..

Save as disclosed herein, as at the Latest Practicable Date, Mr. Zhu did not have any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Zhu (i) did not hold any positions in the Company or any of its subsidiaries; (ii) did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) did not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iv) was not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Mr. Zhu for a term of three years commencing from the date of passing the resolution approving the appointment of Mr. Zhu as an external Supervisor at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Zhu will receive an annual fee of RMB50,000. The proposed remuneration of Mr. Zhu is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Zhu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Zhu as an external Supervisor.

The remuneration proposal is as follows:

	<b>Fees</b>	<b>Salaries and allowances</b>	
	<i>RMB</i>	<i>RMB</i>	<i>HK\$</i>
<i>Executive Directors</i>			
Ms. Zheng Zhong	220,000	280,000	756,000
Mr. Liu Ziyi	220,000	680,000	–
Mr. Wang Xingye	220,000	580,000	–
Ms. Guan Xueming	220,000	530,000	–
<i>Non-executive Director</i>			
Mr. Cao Jun	80,000	–	–
<i>Independent non-executive Directors</i>			
Mr. Tang Xuan	80,000	–	–
Mr. Shen Wei	80,000	–	–
Ms. Liu Zhangchi	80,000	–	–
<i>Supervisors</i>			
Ms. Yang Xiaoqing	50,000	–	–
Mr. Pan Yudong	50,000	–	–
Mr. Zhu Bingze	50,000	–	–
Ms. Zhou Min	50,000	–	–
Ms. Cao Zhenzhen	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.



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## NOTICE OF AGM

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北京北大青鳥環宇科技股份有限公司  
**BEIJING BEIDA JADE BIRD UNIVERSAL SCI-TECH COMPANY LIMITED**  
*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 08095)**

**NOTICE IS HEREBY GIVEN THAT** the 2023 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 Friday, 31 May 2024 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 2023 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2023 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2023 be approved;
5. Re-election and re-appointment and appointment of directors of the Company to form the ninth session of the board of directors of the Company and authorisation to the board of directors of the Company to enter into service contract or letter of appointment and deal with relative matters with each director, including but not limited to, signing of service contracts, letters of appointment and supplementary contracts or letters be approved:
  - (a) Re-election and re-appointment of Ms. Zheng Zhong as an executive director of the Company be approved;
  - (b) Re-election and re-appointment of Mr. Liu Ziyi as an executive director of the Company be approved;
  - (c) Re-election and re-appointment of Mr. Wang Xingye as an executive director of the Company be approved;

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## NOTICE OF AGM

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- (d) Re-election and re-appointment of Ms. Guan Xueming as an executive director of the Company be approved;
  - (e) Appointment of Mr. Cao Jun as a non-executive director of the Company be approved;
  - (f) Re-election and re-appointment of Mr. Tang Xuan as an independent non-executive director of the Company be approved;
  - (g) Re-election and re-appointment of Mr. Shen Wei as an independent non-executive director of the Company be approved;
  - (h) Appointment of Ms. Liu Zhangchi as an independent non-executive director of the Company be approved;
6. Re-election and re-appointment and appointment of supervisors of the Company to form the ninth session of the supervisory committee of the Company and authorisation to the board of directors of the Company to enter into service contract and deal with relative matters with each supervisor, including but not limited to, signing of service contracts and supplementary contracts be approved:
- (a) Appointment of Ms. Yang Xiaoqing as a supervisor of the Company be approved;
  - (b) Re-election and re-appointment of Mr. Pan Yudong as a supervisor of the Company be approved;
  - (c) Appointment of Mr. Zhu Bingze as a supervisor of the Company be approved;
7. The remuneration proposal for the directors and the supervisors of the Company for the year ending 31 December 2024 be approved;
8. The proposal for re-appointment of BDO Limited as independent auditor of the Company for the year ending 31 December 2024 and authorisation to the board of directors of the Company to fix its remuneration be approved; and

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### 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 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;

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## NOTICE OF AGM

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- “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;
- “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.”

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## NOTICE OF AGM

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2. **“THAT**

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

(a) Article 17 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 17            Upon the approval of the company examination and approval authorities that are authorized by the State Council, the total number of ordinary shares issued by the Company was 1,514,464,000 shares, among which, the number of ordinary shares issued by the Company to promoters was 700,000,000 and were subscribed as follows:

220,000,000 shares subscribed by Dynamic Win Assets Limited, representing 31.429% of the total number of issuable ordinary shares of the Company upon its incorporation;

110,000,000 shares subscribed by Beijing Beida Jade Bird Software System Co., Ltd., representing 15.714% of the total number of issuable ordinary shares of the Company upon its incorporation;

85,000,000 shares subscribed by Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd., representing 12.143% of the total number of issuable ordinary shares of the Company upon its incorporation;

75,000,000 shares subscribed by Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited, representing 10.714% of the total number of issuable ordinary shares of the Company upon its incorporation;

40,000,000 shares subscribed by Beijing Beida Jade Bird Limited representing, 5.714% of the total number of issuable ordinary shares of the Company upon its incorporation;

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## NOTICE OF AGM

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50,000,000 shares subscribed by Asian Technology Investment Company Limited, representing 7.142% of the total number of issuable ordinary shares of the Company upon its incorporation;

30,000,000 shares subscribed by Dragon Air Investments Limited, representing 4.286% of the total number of issuable ordinary shares of the Company upon its incorporation;

20,000,000 shares subscribed by Hinet Company Limited, representing 2.857% of the total number of issuable ordinary shares of the Company upon its incorporation;

70,000,000 shares subscribed by New View Venture Limited, representing 10% of the total number of issuable ordinary shares of the Company upon its incorporation.”

- (b) 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 or subject to compliance with the relevant procedures in the applicable laws, rules and listing rules in the place where the shares of the Company are listed, by way of publication on the Company’s website and the website of the stock exchange in the place where the shares of the Company are listed. The address of the shareholder shall be the address 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.

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## NOTICE OF AGM

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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.

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."

- (c) Article 117 of the Articles shall be deleted in its entirety and be replaced by the following:

"Article 117      The Supervisory Committee shall comprise three (3) external supervisors and two (2) employee representatives. The external supervisors shall be elected and dismissed in the shareholders' general meeting, whereas the representatives of the employees shall be democratically elected and dismissed by the Company's employees.

The Supervisory Committee shall consist of external supervisors (that is, supervisors who do not hold an internal office in the Company) who account for one half of the Supervisory Committee members. External supervisors shall include at least two (2) independent supervisors (that is, supervisors who are independent from the shareholders of the Company and who do not hold an internal office in the Company). External supervisors are entitled to report independently to the shareholders' general meeting the performance of the management members of the Company in relation to their fiduciary performance and diligence."

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## NOTICE OF AGM

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- (d) Article 145 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 145           The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

The Company shall at least deliver or send to each shareholder of overseas listed foreign-invested shares the abovementioned reports (including the printed copy of the report of the Directors) no later than twenty-one (21) days before the date of every annual general meeting by prepaid mail or subject to compliance with the relevant procedures in the applicable laws, rules and listing rules in the place where the shares of the Company are listed, by way of publication on the Company’s website and the website of the stock exchange in the place where the shares of the Company are listed. The address of the recipient shall be the address registered in the share register.”

- (e) Article 189 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 189           Unless otherwise stated in the Articles of Association, the notices, documents, information or written statements issued by the Company to the shareholders shall be sent to such shareholders (1) by hand to the registered address of the shareholders; (2) by post to the registered address of the shareholders. Notices given to the shareholders of the overseas listed foreign invested shares listed on Hong Kong Stock Exchange shall, to the practicable extent, be sent in Hong Kong; (3) subject to compliance with the laws, administrative regulations and the relevant regulations of the securities regulatory authorities and stock exchange in the place where the shares of the Company are listed, by email or, by way of publication on the Company’s website and the website of the stock exchange in the place where the shares of the Company are listed; or (4) by other forms stipulated in the Articles of Association.”



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## NOTICE OF AGM

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- (f) Article 190 of the Articles shall be deleted in its entirety and be replaced by the following:

“Article 190           Where a notice, document, information or written statement is to be sent by post, it shall be placed in an envelope properly addressed with postage prepaid, and any such notice, document, information or written statement is deemed to be served to shareholders five (5) days after the date of dispatch; where a notice, document, information or written statement is to be disseminated by way of announcement, once the announcement is published, such notice, document, information or written statement is deemed to be served to shareholders on the day on which the announcement is published; where a notice, document, information or statement is to be sent by email, once the email has been sent, such notice, document, information or written statement is deemed to be served to shareholders on the day on which the Company sent the email.”

- (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  
19 April 2024

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## NOTICE OF AGM

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*Notes:*

- (A) The registers of shareholders of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (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 Monday, 27 May 2024 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 Thursday, 30 May 2024 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)

- (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 Thursday, 30 May 2024 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.