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北京北大青鳥環宇科技股份有限公司

BEIJING BEIDA JADE BIRD UNIVERSAL SCI-TECH COMPANY LIMITED

(a joint stock limited company incorporated in the People’s Republic of China with limited liability)

(Stock Code: 08095)

NOTICE OF ANNUAL GENERAL MEETING

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;
 - (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

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;

“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.”

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;

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.

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."

- (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.”

- (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

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.

*As at the date of this notice, Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are the executive directors of the Company (the “**Directors**”), Mr. Liu Ziyi is a non-executive Director, and Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei are the independent non-executive Directors.*

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 announcement 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 announcement misleading.

This notice will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at “www.jbu.com.cn”.