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北京北大青鸟环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)

DISCLOSEABLE TRANSACTION IN RELATION TO FORMATION OF JOINT VENTURE COMPANY

The Board is pleased to announce that on 25 April 2013, Chuanqi Tourism, a direct non-wholly owned subsidiary of the Company, entered into the Shareholders Agreement in relation to the formation of the Joint Venture Company in the PRC for the purpose of development of travel and leisure business mainly within the Badaling Great Wall Scenic Area located at Yanqing County, Beijing, the PRC.

The Joint Venture Company will be owned as to 70% by Chuanqi Tourism and as to 30% by Badaling Tourism upon establishment. The registered capital of the Joint Venture Company will be RMB50 million which will be contributed as to RMB35 million by Chuanqi Tourism and as to RMB15 million by Badaling Tourism in proportion to their respective equity interests in the Joint Venture Company.

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the formation of the Joint Venture Company exceed 5% but all those applicable percentage ratios are less than 25%, the formation of the Joint Venture Company constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rule.

The Board is pleased to announce that on 25 April 2013, Chuanqi Tourism, a direct non-wholly owned subsidiary of the Company, entered into the Shareholders Agreement in relation to the formation of the Joint Venture Company in the PRC for the purpose of development of travel and leisure business mainly within the Badaling Great Wall Scenic Area located at Yanqing County, Beijing, the PRC.

THE SHAREHOLDERS AGREEMENT

Date

25 April 2013

Parties

1. Chuanqi Tourism, a 60% non-wholly owned subsidiary of the Company
2. Badaling Tourism

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Badaling Tourism and its respective associates are third parties independent of the Company and connected persons of the Company.

Establishment of the Joint Venture Company

Under the terms of the Shareholders Agreement, Chuanqi Tourism and Badaling Tourism have agreed to establish the Joint Venture Company at Badaling Economic Development Zone, Beijing, the PRC for the purpose of development of travel and leisure business mainly within the Badaling Great Wall Scenic Area located at Yanqing County, Beijing, the PRC, including, among others, investment, development, construction, operation and management of entertainment performance(s), passenger shuttle service, tourist attraction(s) and tourist and resort area.

Registered capital of the Joint Venture Company

The Joint Venture Company will be owned as to 70% by Chuanqi Tourism and as to 30% by Badaling Tourism upon establishment. The registered capital of the Joint Venture Company will be RMB50 million which will be contributed as to RMB35 million by Chuanqi Tourism and as to RMB15 million by Badaling Tourism in proportion to their respective equity interests in the Joint Venture Company.

Pursuant to the Shareholders Agreement, each of Chuanqi Tourism and Badaling Tourism is required to contribute 70% and 30% of its share of the registered capital respectively in cash, being RMB35 million and RMB15 million respectively, to the Joint Venture Company within 10 days after obtaining pre-approval of the name of the Joint Venture Company.

The contribution to be paid by Chuangqi Tourism for its 70% interest in the Joint Venture Company was arrived at after arm's length negotiations between the parties to the Shareholders Agreement taking into account the expected funding requirements of the Joint Venture Company.

Board of directors of the Joint Venture Company

The board of directors of the Joint Venture Company will comprise 5 directors, 3 of whom will be appointed by Chuanqi Tourism and 2 of whom will be appointed by Badaling Tourism. The Joint Venture Company will become an indirect non-wholly owned subsidiary of the Company upon its establishment.

REASONS FOR THE FORMATION OF THE JOINT VENTURE COMPANY

The Company, through its subsidiaries, is principally engaged in the research, development, manufacture, marketing and sale of wireless fire alarm systems and related products, development of travel and leisure business and investing holding.

Chuanqi Tourism is principally engaged in exploration and development of travel and leisure business.

Badaling Tourism is principally engaged in provision of integrated travel services with its core businesses located at the Badaling Great Wall Scenic Area.

The Directors are of the view that the formation of the Joint Venture Company will benefit the Company by expanding its revenue base in the tourism development, which is one of the core businesses of the Company.

The terms of the Shareholders Agreement have been agreed after arm's length negotiations between the parties. The Directors are of the view that the terms of the Shareholders Agreement are on normal commercial terms and fair and reasonable and in the interests of the Shareholders as a whole.

IMPLICATION UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the formation of the Joint Venture Company exceed 5% but all those applicable percentage ratios are less than 25%, the formation of the Joint Venture Company constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rule.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meaning:

“Badaling Tourism”	北京市八達嶺旅遊總公司 (Beijing Badaling Tourism Corporation [#]), a company established in the PRC
“Board”	the board of Directors
“Chuanqi Tourism”	傳奇旅遊投資有限公司 (Chuanqi Tourism Investment Co., Ltd. [#]), a 60% non-wholly owned subsidiary of the Company incorporated in the PRC with limited liability
“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 joint stock limited company incorporated in the PRC with limited liabilities with its H Shares listed on GEM
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market 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 shares in the ordinary share capital of the Company, with a nominal value of RMB0.1 and subscribed for and traded in Hong Kong dollars

“Joint Venture Company”	the joint venture company to be established in the PRC pursuant to the Shareholders Agreement with a tentative name of 北京八達嶺傳奇旅遊發展有限責任公司 (Beijing Badaling Chuanqi Tourism Development Company Limited [#])
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region and Taiwan
“RMB”	renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company
“Shareholders Agreement”	the shareholders agreement dated 25 April 2013 entered into between Chuanqi Tourism and Badaling Tourism for the establishment of the Joint Venture Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board
**Beijing Beida Jade Bird Universal
Sci-Tech Company Limited**
Xu Zhendong
Chairman

Beijing, the PRC,
25 April 2013

[#] *English translation of a Chinese company or entity name is provided for identification purpose only*

As at the date of this announcement, Mr. Xu Zhendong, Mr. Xu Zhixiang and Mr. Zhang Wanzhong are executive Directors, Mr. Cai Weimin, Mr. Chen Zongbing and Ms. Zheng Zhong are non-executive Directors and Mr. Cai Chuanbing, Mr. Li Juncai, Mr. Shao Jiulin and Mr. Lin Yan are independent non-executive Directors.

This announcement, 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 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 announcement will remain on the GEM website at “www.hkgem.com” on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at “www.jbu.com.cn”.