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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)

**COOPERATION FRAMEWORK AGREEMENT
IN RELATION TO
THE TIANZI MOUNTAIN PROJECT**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that on 19 November 2013, Chuanqi Tourism, a direct non-wholly owned subsidiary of the Company, and the Nanyue Government entered into the Cooperation Framework Agreement in relation to the Tianzi Mountain Project.

As the Tianzi Mountain Project considered under the Cooperation Framework Agreement may or may not proceed, the Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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COOPERATION FRAMEWORK AGREEMENT

Date

19 November 2013

Parties

1. Chuanqi Tourism
2. the Nanyue Government

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

Principal terms

1. Chuanqi Tourism proposed to invest in the development and construction of Hengyang of the new tourist attractions located at Tianzi Mountain, Nanyue District, Hengyang City, Hunan Province, the PRC with total site area of approximately 961 mu and including, among others, a theme park, entertainment performance(s), tourist and hotel facilities and office building(s) for the Group's own use;
2. The Tianzi Mountain Project considered under the Cooperation Framework Agreement shall be subject to further negotiation and finalization in the Formal Agreement(s);
3. The Deposit in the amount of RMB19,000,000 shall be payable by Chuanqi Tourism to the Nanyue Government in cash within 5 working days after execution of the Cooperation Framework Agreement. In the event the Formal Agreement(s) is entered into by respective parties, the Deposit shall be applied as a partial payment of the consideration in accordance with the terms of the Formal Agreement(s);
4. The Nanyue Government and Chuanqi Tourism shall further negotiate on the relevant terms and conditions of the Tianzi Mountain Project with the aim of entering into the Formal Agreement(s) within 50 workings days after execution of the Cooperation Framework Agreement;
5. The Nanyue Government will not discuss, negotiate or enter into any binding commitments with any other parties in relation to the Tianzi Mountain Project; and

6. The Cooperation Framework Agreement shall take effect from the date of the parties signed, and shall be terminated if the Formal Agreement(s) is not entered into within 50 working days after execution of the Cooperation Framework Agreement. The Nanyue Government shall return the Deposit to Chuanqi Tourism within 5 working days upon the termination of the Cooperation Framework Agreement.

REASONS FOR ENTERING INTO THE COOPERATION FRAMEWORK AGREEMENT

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 the exploration and development of travel and leisure business.

Tianzi Mountain is a famous scenic area located at Hunan Province, the PRC, and the Nanyue Government plans to build new tourist attractions to promote the tourism industry within the region. The Directors are of the view that the participation in the Tianzi Mountain Project 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 Cooperation Framework Agreement have been agreed after arm's length negotiations between the parties. The Directors are of the view that the terms of the Cooperation Framework Agreement are fair and reasonable and in the interests of the Shareholders as a whole.

GENERAL

If the Tianzi Mountain Project considered under the Cooperation Framework Agreement materializes and constitutes a notifiable transaction under the GEM Listing Rules, the Company will make further announcement in compliance with the requirements of the GEM Listing Rules.

As the Tianzi Mountain Project considered under the Cooperation Framework Agreement may or may not proceed, the Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Board”	the board of Directors
“Chuanqi Tourism”	傳奇旅遊投資有限公司 (Chuanqi Tourism Investment Co., Limited [#]), a 60% direct 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
“Cooperation Framework Agreement”	the cooperation framework agreement entered into between Chuanqi Tourism and the Nanyue Government on 19 November 2013 in relation to the Tianzi Mountain Project
“Deposit”	a refundable deposit in the amount of RMB19,000,000 payable to the Nanyue Government by Chuanqi Tourism pursuant to the Cooperation Framework Agreement
“Directors”	the directors of the Company
“Formal Agreement(s)”	the formal agreement(s) to be entered into between Chuanqi Tourism and the Nanyue Government in relation to the Tianzi Mountain Project
“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

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Nanyue Government”	衡陽市南岳區人民政府 (the People’s Government of the Nanyue District of Hengyang City [#])
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianzi Mountain Project”	the development and construction of the new tourist attractions located at Tianzi Mountain, Nanyue District, Hengyang City, Hunan Province, the PRC with a tentative name of 天子山火文化主題公園 (Tianzi Mountain Fire Cultural Theme Park [#]) to be invested by Chuanqi Tourism
“%”	per cent.

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

Beijing, the PRC,
19 November 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. Zhang Yongli, 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”.