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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)

**CHANGE IN SHAREHOLDING
AND
PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION**

The Board has been notified by Shenzhen Jade Bird, a Shareholder, that Shenzhen Jade Bird and Haikou Jade Bird entered into the Share Transfer Agreement on 2 November 2015, pursuant to which Shenzhen Jade Bird agreed to transfer its entire 85 million Promoters Shares, representing approximately 7.17% of the total issued share capital of the Company, to Haikou Jade Bird.

The Board proposes to amend the Articles of Association in order to reflect the change in shareholding structure of the Company resulting from the Share Transfer Agreement. The proposed amendment to the Articles of Association is subject to the approval by the Shareholders at the SGM by way of special resolution. A circular of the Company containing, among other things, detailed information of the proposed amendment to the Articles of Association as well as the notice of the SGM will be dispatched to the Shareholders in due course.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made pursuant to the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.10 of the GEM Listing Rules.

CHANGE IN SHAREHOLDING

The Board has been notified by Shenzhen Jade Bird, a Shareholder, that Shenzhen Jade Bird and Haikou Jade Bird entered into the Share Transfer Agreement on 2 November 2015, pursuant to which Shenzhen Jade Bird agreed to transfer its entire 85 million Promoters Shares, representing approximately 7.17% of the total issued share capital of the Company, to Haikou Jade Bird. As a result of the share transfer, Shenzhen Jade Bird will cease to be a Shareholder and Haikou Jade Bird will become a Shareholder. The share transfer is expected to be completed in about 2 months from the date of the SGM.

Immediately before the share transfer, Beida Jade Bird is a substantial Shareholder as it holds (i) 85 million Promoters Shares (representing approximately 7.17% of the issued share capital of the Company) through Shenzhen Jade Bird, which is 90% owned by Beida Jade Bird; and (ii) 115 million Promoters Shares (representing 9.71% of the total issued share capital of the Company) directly.

Immediately after the share transfer, Beida Jade Bird will only be interested in 115 million Promoters Shares (representing approximately 9.71% of the issued share capital of the Company) and will cease to be a substantial Shareholder.

PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association in order to reflect the change in shareholding structure of the Company resulting from the Share Transfer Agreement, by inserting the following paragraph at the end of the notes in Article 17 of the Articles of Association:

“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.”

The proposed amendment to the Articles of Association is subject to the approval by the Shareholders at the SGM by way of special resolution. A circular of the Company containing, among other things, detailed information of the proposed amendment to the Articles of Association as well as the notice of the SGM will be dispatched to the Shareholders in due course.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the meanings as set out below:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Beida Jade Bird”	北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited [#]), a limited liability company established in the PRC and a substantial Shareholder as at the date of this announcement
“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 joint stock limited company incorporated in the PRC with limited liability with its H Shares listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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
“Haikou Jade Bird”	海口青鳥遠望科技發展有限公司 (Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. [#]), a limited liability company established in the PRC and is 46% indirectly owned by Jade Bird Software
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jade Bird Software”	北京北大青鳥軟件系統有限公司 (Beijing Beida Jade Bird Software System Co., Ltd. [#]), a limited liability company established in the PRC and the holding company of Beida Jade Bird and Haikou Jade Bird

“PRC”	the People’s Republic of China which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Promoters Shares”	the promoters shares of RMB0.1 each in the issued share capital of the Company
“RMB”	renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the proposed amendment to the Articles of Association
“Share Transfer Agreement”	the share transfer agreement entered into between Shenzhen Jade Bird and Haikou Jade Bird on 2 November 2015 in relation to the transfer of 85 million Promoters Shares
“Shareholder(s)”	shareholder(s) of the Company
“Shenzhen Jade Bird”	深圳市北大青鳥科技有限公司 (Shenzhen Beida Jade Bird Technology Co., Ltd. [#]), a limited liability company established in the PRC, a Shareholder and is a subsidiary of Beida Jade Bird
“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
Ni Jinlei
Chairman

Beijing, the PRC, 2 November 2015

As at the date of this announcement, Mr. Zhang Wanzhong, Ms. Zheng Zhong and Mr. Ip Wing Wai are executive Directors, Mr. Ni Jinlei, Ms. Xue Li and Mr. Zhao Xuedong are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua 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”.

Denotes English translation of a Chinese company or entity name and is provided for identification purpose only