

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and reply slip to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

PROPOSALS FOR
(I) GENERAL MANDATE TO ISSUE SHARES,
(II) RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,
(III) APPOINTMENT OF NEW DIRECTOR AND SUPERVISORS,
(IV) REMUNERATION FOR DIRECTORS AND SUPERVISOR
AND
NOTICE OF ANNUAL GENERAL MEETING

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 Thursday, 31 May 2018 at 10:30 a.m. is set out on pages 14 to 19 of this circular. Reply slip and 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 Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. For holders of promoters 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 promoters Shares, you are required to return the form of proxy as soon as possible but in any event not less than 24 hours before the time appointed for holding of the meeting or 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.

13 April 2018

CHARACTERISTICS OF GEM

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

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 Thursday, 31 May 2018 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 |
| “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 company incorporated in the PRC with limited liability with its H Shares listed on GEM |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) of RMB0.1 each issued by the Company, which is (are) subscribed for or credited as fully paid up in RMB, and all of such shares are not listed on the Stock Exchange |
| “GEM” | the 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” | 9 April 2018, being the latest practicable date before printing of the circular for the purpose of ascertaining certain information for inclusion in this circular |

DEFINITIONS

| | |
|-----------------------|--|
| “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 Domestic Shares and H Shares in issue as at the date of the resolution |
| “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 |
| “USD” | United States dollars |
| “%” | per cent. |

LETTER FROM THE BOARD



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. Zhang Wanzhong
Ms. Zheng Zhong
Mr. Ip Wing Wai

Non-executive Directors:

Mr. Ni Jinlei
Ms. Xue Li
Mr. Xiang Lei

Independent non-executive Directors:

Mr. Shao Jiulin
Mr. Li Juncai
Mr. Lin Yan
Mr. Li Chonghua

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:*

Unit 7605, 76/F
The Center
99 Queen's Road Central
Hong Kong

13 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(I) GENERAL MANDATE TO ISSUE SHARES,
(II) RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS,
(III) APPOINTMENT OF NEW DIRECTOR AND SUPERVISORS,
(IV) REMUNERATION FOR DIRECTORS AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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) re-election of the retiring Directors and Supervisors; (c)

LETTER FROM THE BOARD

appointment of new Director and Supervisors; (d) the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2018, 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 Domestic Shares or H Shares, not exceeding 20% of the aggregate number of Domestic 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 OF DIRECTORS AND ELECTION OF NEW DIRECTOR

As at the Latest Practicable Date, the Board comprises three executive Directors, namely Mr. Zhang Wanzhong, Ms. Zheng Zhong and Mr. Ip Wing Wai, three non-executive Directors, namely Mr. Ni Jinlei, Ms. Xue Li and Mr. Xiang Lei and four independent non-executive Directors, namely Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua.

Pursuant to the Articles, all Directors are eligible for re-election. Nine retiring Directors offer themselves for re-election while the other one Director retires. The Company proposes to elect one new Director to fill the vacancy. As a result, the proposed seventh session of the Board will be as follows:

Seventh session of the Board

Executive Directors

| | |
|--------------------|---|
| Mr. Ni Jinlei | offer for re-election and propose to re-designate from non-executive Director |
| Mr. Zhang Wanzhong | offer for re-election |
| Ms. Zheng Zhong | offer for re-election |

Non-executive Directors

| | |
|-----------------|---|
| Ms. Xue Li | offer for re-election |
| Mr. Xiang Lei | offer for re-election |
| Mr. Ip Wing Wai | offer for re-election and propose to re-designate from executive Director |

Independent non-executive Directors

| | |
|-----------------|-----------------------|
| Mr. Shao Jiulin | offer for re-election |
| Mr. Li Juncai | offer for re-election |
| Mr. Li Chonghua | offer for re-election |
| Mr. Shen Wei | propose to elect |

LETTER FROM THE BOARD

Profiles of retiring Directors offering themselves for re-election are set out in Appendix I of this circular. Profiles of proposed new Director elected by the Company are set out in Appendix II of this circular.

RE-ELECTION OF SUPERVISORS AND ELECTION OF NEW SUPERVISORS

As at the Latest Practicable Date, the Supervisory Committee comprises five Supervisors, namely, Mr. Fan Yimin, Professor Yang Jinguan, Mr. Ouyang Zishi, Mr. Lu Qingfeng and Ms. Zhou Min.

The Supervisory Committee shall comprise three shareholder representatives and two employee representatives. The shareholder representative Supervisors shall be appointed at the Shareholders' general meeting, whereas the employee representative Supervisors shall be democratically elected by the Company's employees. Pursuant to the Articles, all Supervisors are eligible for re-election. Three retiring Supervisors offer themselves for re-election while the other two retire. The Company proposes to elect one new shareholder representative Supervisor and one new employee representative Supervisor to fill the vacancy. As a result, the proposed seventh session of the Supervisory Committee will be as follows:

Seventh session of the Supervisory Committee

| | |
|-------------------|--|
| Mr. Fan Yimin | offer for re-election as shareholder representative Supervisor |
| Mr. Ouyang Zishi | offer for re-election as shareholder representative Supervisor |
| Mr. Pan Yudong | propose to elect as shareholder representative Supervisor |
| Ms. Dong Xiaoqing | propose to elect as employee representative Supervisor |
| Ms. Zhou Min | offer for re-election as employee representative Supervisor |

Profiles of retiring shareholder representative Supervisors offering themselves for re-election are set out in Appendix I of this circular. Profiles of proposed new shareholder representative Supervisor elected by the Company are set out in Appendix II 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 2018 is set out in Appendix III of this circular.

LETTER FROM THE BOARD

AGM

The notice convening the AGM is set out on pages 14 to 19 of this circular. Resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, among other matters, the proposals in this circular by way of poll pursuant to the GEM Listing Rules. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM.

Reply slip of the meeting is enclosed with this circular. For holders of H Share(s), the completed and signed reply slip should be delivered to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before Friday, 11 May 2018. The reply slip may be delivered by hand, by post or by fax to the number: (852) 2865-0990. For holders of promoters Share(s), the completed and signed reply slip should be delivered 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 on or before Friday, 11 May 2018. The reply slip may be delivered by hand, by post or by fax to the number (86) 10 6275-8434.

Form of proxy for use at the AGM is also 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 the power of attorney or other authority at the Company's share registrar in Hong Kong (for holders of H Shares) or the principal place of business of the Company in Beijing (for holders of promoters Shares) as soon as possible but in any event not less than 24 hours before the time appointed for holding the AGM or 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 in the AGM.

Yours faithfully
By order of the Board
Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Ni Jinlei
Chairman

EXECUTIVE DIRECTORS

Mr. Ni Jinlei, aged 50, is a non-executive Director and the chairman of the Company at the date of the Latest Practicable Date. Mr. Ni was graduated from the Peking University with a Bachelor's degree in computer software in 1987. Mr. Ni was the computer software engineer of Shenzhen Taiji Software Engineering Company, manager of computer department of the securities exchange center in Hainan, general manager of Guangzhou Nanfang Jade Bird Information System Co., Ltd., senior manager of Integrated Software and Device Corporation (USA), software architect of ABB Energy Information System (USA), chief executive officer of Beijing Beida-Online Network Co., Ltd., China regional director (Young Learners' English) of Global English Corporation, founder and chief executive officer of Beijing Jinwenlang Information Technology Co., Ltd.. Mr. Ni is currently the director of Beida Jade Bird Universal Investments (HK) Limited, a subsidiary of the Company and the chairman of Beijing Xizhi Education Technology Co., Ltd..

Mr. Zhang Wanzhong, aged 56, is an executive Director and the president of the Company at the date of the Latest Practicable Date. Mr. Zhang is primarily responsible for overall development strategies and the fund and investment management business of the Group. He was graduated from Peking University with a Master's degree in science. He worked in several administrative departments of Peking University including the vice president of the Remote Sensing and Geographic Information System Department of Peking University which was responsible for the State's focal science and technological project. Mr. Zhang is a director of Beida Jade Bird Universal Sci-Tech (Cayman) Development Company Limited, Beida Jade Bird Universal Investments (USA) Limited, Beida Jade Bird Universal Fire Alarm Device Company Limited, Chuanqi Tourism Investment Co., Ltd. and Beida Jade Bird Universal Investments (HK) Limited which are subsidiaries of the Company. Mr. Zhang is also a supervisor of Beijing Beida Jade Bird Limited ("**Beida Jade Bird**"). Mr. Zhang is taken to be interested in 205,414,000 promoters Shares through his interests as beneficiary of trust.

Ms. Zheng Zhong, aged 42, is an executive Director at the date of the Latest Practicable Date. Ms. Zheng was 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 Beida Jade Bird and the general manager overseeing major projects. She is currently a director of Beijing Jade Bird Yuda Information Technology Co., Ltd. which is a wholly-owned subsidiary of the Company. She is also a director of Shenzhen Beida Jade Bird Sci-Tech Co., Ltd., and a director and deputy general manager of SBI-BDJB Investment Consultant Ltd..

NON-EXECUTIVE DIRECTORS

Ms. Xue Li, aged 59, is a non-executive Director at the date of the Latest Practicable Date. Ms. Xue attended post-graduation level and is a certified public accountant and a certified auditor in the PRC. Ms. Xue is a member of the Chinese Communist Party. She was the finance manager of finance department of Lenovo Group Limited, the deputy general manager (finance) of Digital China (China) Limited, the chief accountant and deputy general manager of Xinda Real Estate Co., Ltd. (an A share listed company in the PRC), and the supervisor of Xishui Strong Year Co., Ltd., Inner Mongolia (an A share listed company in the PRC). Ms. Xue is currently the acting chief executive officer, the executive vice president and the financial controller of Beijing Aptech Beida Jade Bird Information Technology Co., Ltd..

Mr. Xiang Lei, aged 66, is a non-executive Director at the date of the Latest Practicable Date. Mr. Xiang was graduated from the Stony Brook College of the State University of New York with a Master's degree in systems management. Mr. Xiang is a council member of the China Foundation for Poverty Alleviation and a council member of the Gonghe Foundation. Mr. Xiang was the manager of China National Machinery Import and Export Corporation, senior manager of East West Bank, chief representative of Giti Group's Beijing representative office, investment consultant of Donaldson, Lufkin & Jenrette Securities Corporation, vice president of Beida Jade Bird Group, director of Beijing Beihu Golf Club, and director of Giti Group. Mr. Xiang is currently the director of Beijing Jiuzhou Yahua Cultural Agency Company Limited and president of Beida Jade Bird Group.

Mr. Ip Wing Wai, aged 39, is an executive Director and the compliance officer of the Company at the date of the Latest Practicable Date. Mr. Ip holds a Bachelor degree in Business Administration in Accounting from the The Hong Kong University of Science and Technology. He is a member of The Hong Kong Institute of Certified Public Accountants since 2004. Mr. Ip possesses 17 years of experience in accounting, auditing and corporate field. Mr. Ip worked in an international accounting firm for auditing and Beijing Enterprises Holdings Limited (a listed company in Hong Kong) as an accounting manager. During September 2006 to August 2008, Mr. Ip served as a finance manager and company secretary in a Chinese coal investment company. He was in charge of financial reporting, corporate finance, merger and acquisition and company secretarial matters and he also coordinated the audit work and due diligence work of a transaction in selling the company's interest in three coal mines in Shanxi to Shougang Fushan Resources Group Limited ("**Shougang Fushan**") (a listed company in Hong Kong). He then worked with Shougang Fushan as a senior finance manager from September 2008 to March 2010. During the tenure, he was mainly responsible for the group's financial reporting, project evaluation, regulatory compliance and investors relationship. Mr. Ip is currently the company secretary of Huili Resources (Group) Limited (a listed company in Hong Kong) and the vice president of King Stone Energy Group Limited (a listed company in Hong Kong) mainly responsible for merger and acquisition.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shao Jiulin, aged 55, is an independent non-executive Director at the date of the Latest Practicable Date. Mr. Shao is a graduate of Zhongnan University of Finance and Economics and a member of the Chinese Communist Party. Mr. Shao is a senior accountant, certified accountant and certified tax agent in the PRC. He was the head of the finance division and chief accountant of Wuhan Light Industry Fire Retardant Materials Manufacturing Company, general manager of Hubei Daxin CPA Co., Ltd. and independent director of Weifang Beida Jade Bird Huaguang Technology Co., Ltd. (an A share listed company in the PRC) and SINOPEC Wuhan Petroleum Group Co., Ltd.. He is currently the vice president of China Qinlu Industrial Development Co., Ltd..

Mr. Li Juncai, aged 56, is an independent non-executive Director at the date of the Latest Practicable Date. Mr. Li was graduated from the Geology Department of Peking University in July 1983. Mr. Li is a member of the China Democratic League. He is a senior engineer of geological and mineral resources, certified appraiser of mining concession and certified valuer of real estate. He was an assistant to the head of the Fourth Geological Survey Department under the Jilin Bureau of Geology, deputy general manager of Tonghua Dongbao Import & Export Co., Ltd., general manager of Tonghua Asia Shopping Centre under the Fourth Geological Survey Department under the Jilin Bureau of Geology, manager of the mining concession appraisal division of Jilin Dadi CPA Co., Ltd., and the deputy general manager and principal mining concession appraiser of Wuhan Tiandiyuan Consultant and Appraisal Ltd.. He is currently the chairman of Heilongjiang Province Huan Cheng Mineral Resources Appraisal and Consultant Ltd..

Mr. Li Chonghua, aged 62, is an independent non-executive Director at the date of the Latest Practicable Date. Mr. Li is a member of the Chinese Communist Party. He is a post-graduate, qualified as economist, and holds a practicing certificate of securities practitioner. He was the deputy chief economist, the director of the integrated plan unit and the director of reformation of Beijing Chemical Second Plant. He was the board secretary and the director of securities department of Beijing Chemical Second Plant Co., Ltd.. He was seconded to listed company regulatory department of China Securities Regulatory Commission.

SUPERVISORS

Mr. Fan Yimin, aged 60, is the chairman of the Supervisory Committee at the date of the Latest Practicable Date. Mr. Fan was graduated from Zhejiang University with a bachelor's degree in Chinese language in 1981. Mr. Fan worked in the liaison office of the people's government of Zhejiang Province, Zhejiang Foreign Trade Company and Zhejiang Qujiang Industrial Company. He is currently a member of the management committee of Lingyin Temple in Hangzhou, president of Hangzhou Branch of the School of Chinese Culture and an executive president of Beida Jade Bird.

Mr. Ouyang Zishi, aged 62, is an independent Supervisor at the date of the Latest Practicable Date. Mr. Ouyang worked for Beijing Pastry Factory, the Association of Culture and Arts in Beijing, the Audiovisual Press of the Bureau of Culture in Beijing and the Beijing Television. Mr. Ouyang was the director and producer of “大路方圓”, a TV series, and the column director and producer of “w”, a TV program. Mr. Ouyang is currently the chairman and the general manager of Beijing Evercare Shichiku Medical Beauty Clinic Company Limited.

GENERAL

Save as disclosed herein, each of the retiring Directors and Supervisors offering for re-election mentioned above (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not hold any other directorship in listed public companies in the past three years prior to the Latest Practicable Date; (iii) has no relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; (iv) has no other interest in the Shares within the meaning of Part XV of the SFO as at the date of the Latest Practicable Date.

The Company will enter into a service contract with each of the retiring Directors and Supervisors offering for re-election mentioned above for a term of three years commencing from the date of the passing the resolutions in the AGM until the conclusion date of the 2020 annual general meeting to be held by the Company in 2021. The proposed remunerations of them, which are determined having regard to their duties and responsibilities in the Company, are set out in appendix III of this circular.

Save as disclosed herein, there is no other information relating to each of the retiring Directors and Supervisors offering for re-election mentioned above 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 each of the retiring Directors and Supervisors offering for re-election mentioned above.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Shen Wei, aged 55, was 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..

SUPERVISOR

Mr. Pan Yudong, aged 48, is a senior engineer (professor level), and was 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., etc.. Mr. Pan is currently the senior vice president and chief strategy officer of Beijing Yongxin Zhicheng Technology Co., Ltd., and the executive director of China Computer Federation.

GENERAL

Save as disclosed herein, each of the new Director and Supervisor proposed for appointment mentioned above (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not hold any other directorship in listed public companies in the past three years prior to the Latest Practicable Date; (iii) has no relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; (iv) has no other interest in the Shares within the meaning of Part XV of the SFO as at the date of the Latest Practicable Date.

The Company will enter into a service contract with each of the new Director and Supervisor proposed for appointment mentioned above for a term of three years commencing from the date of the passing the resolutions in the AGM until the conclusion date of the 2020 annual general meeting to be held by the Company in 2021. The proposed remunerations of them, which are determined having regard to their duties and responsibilities in the Company, are set out in appendix III of this circular.

Save as disclosed herein, there is no other information relating to the new Director and Supervisor proposed for appointment mentioned above 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 the new Director and Supervisor proposed for appointment mentioned above.

The remuneration proposal is as follows:

| | Fees | | Salaries and allowances | | |
|--|---------|----------|-------------------------|----------|---------|
| | RMB'000 | HK\$'000 | RMB'000 | HK\$'000 | USD'000 |
| <i>Executive Directors</i> | | | | | |
| Mr. Ni Jinlei | 80 | – | – | 1,033 | – |
| Mr. Zhang Wanzhong | 120 | 180 | – | – | 84 |
| Ms. Zheng Zhong | 220 | – | 400 | – | – |
| <i>Non-executive Directors</i> | | | | | |
| Ms. Xue Li | 80 | – | – | – | – |
| Mr. Xiang Lei | – | – | – | – | – |
| Mr. Ip Wing Wai | 80 | – | – | – | – |
| <i>Independent non-executive Directors</i> | | | | | |
| Mr. Shao Jiulin | 80 | – | – | – | – |
| Mr. Li Juncai | 80 | – | – | – | – |
| Mr. Li Chonghua | 80 | – | – | – | – |
| Mr. Shen Wei | 80 | – | – | – | – |
| <i>Supervisors</i> | | | | | |
| Mr. Fan Yimin | 50 | – | – | – | – |
| Mr. Ouyang Zishi | 50 | – | – | – | – |
| Mr. Pan Yudong | 50 | – | – | – | – |
| Ms. Dong Xiaoqing | 50 | – | – | – | – |
| Ms. Zhou Min | 50 | – | – | – | – |

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.

NOTICE OF AGM



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 2017 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 Thursday, 31 May 2018 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 2017 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2017 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2017 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2017 be approved;
5. The appropriation to statutory surplus reserve for the year ended 31 December 2017 be approved;
6. Election of directors of the Company to form the seventh session of the board of directors 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 director, including but not limited to, signing of service contracts and supplementary contracts be approved:
 - (a) Election of Mr. Ni Jinlei as executive director of the Company be approved;
 - (b) Election of Mr. Zhang Wanzhong as executive director of the Company be approved;
 - (c) Election of Ms. Zheng Zhong as executive director of the Company be approved;

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- (d) Election of Ms. Xue Li as non-executive director of the Company be approved;
 - (e) Election of Mr. Xiang Lei as non-executive director of the Company be approved;
 - (f) Election of Mr. Ip Wing Wai as non-executive director of the Company be approved;
 - (g) Election of Mr. Shao Jiulin as independent non-executive director of the Company be approved;
 - (h) Election of Mr. Li Juncai as independent non-executive director of the Company be approved;
 - (i) Election of Mr. Li Chonghua as independent non-executive director of the Company be approved;
 - (j) Election of Mr. Shen Wei as independent non-executive director of the Company be approved;
7. Election of supervisors of the Company to form the seventh 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) Election of Mr. Fan Yimin as supervisor of the Company be approved;
 - (b) Election of Mr. Ouyang Zishi as supervisor of the Company be approved;
 - (c) Election of Mr. Pan Yudong as supervisor of the Company be approved;
8. The remuneration proposal for the directors and the supervisors of the Company for the year ending 31 December 2018 be approved;
9. The proposal for re-appointment of RSM Hong Kong as independent auditor of the Company for the year ending 31 December 2018 and authorisation to the board of directors of the Company to fix its remuneration be approved"; and

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II. As special resolution:

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 Domestic 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 Domestic 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 the Growth Enterprise Market 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.

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For the purposes of this resolution:

“Domestic Shares” means the domestic invested shares in the share capital of the Company with a par value of RMB0.1 each, which are held in Renminbi by PRC investors and certain promoters of the Company;

“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);

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- (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.”

By order of the board of directors
Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Ni Jinlei
Chairman

Beijing, the PRC
13 April 2018

Notes:

(A) The registers of shareholders of the Company will be closed from Tuesday, 1 May 2018 to Thursday, 31 May 2018 (both days inclusive) during which period no transfer of shares of the Company (“Shares”) will be registered. Any holder of the H Shares and 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, 30 April 2018 and have completed the registration process will be entitled to attend the AGM.

(B) Holders of H Shares who intend to attend the AGM must complete the reply slip for attending the AGM and return them to the Company’s H share registrar in Hong Kong, Hong Kong Registrars Limited on or before Friday, 11 May 2018.

The address of Hong Kong Registrars Limited is as follows:

Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Fax no: 852-2865-0990)

(C) Holders of promoters Shares who intend to attend the AGM must complete the reply slip for attending the AGM and return them to the principal place of business of the Company in Beijing on or before Friday, 11 May 2018.

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)

(D) 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.

(E) 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.

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- (F) 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, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (G) Each holder of promoters 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 (E) and (F) above also apply to holders of promoters 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, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (H) 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.
- (I) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.