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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)

**DISCLOSABLE TRANSACTION
IN RELATION TO
PROVISION OF GUARANTEE TO AFFILIATED COMPANY**

On 9 April 2020, Jade Bird Fire, an associate of the Company, and the Bank entered into the Loan Agreement for a term of one year in relation to the grant of the Loan in the principal amount of RMB50,000,000 by the Bank to Jade Bird Fire. The Loan will be utilised by Jade Bird Fire for procurement of raw materials.

On 9 April 2020, the Company entered into the Guarantee Contract with the Bank to guarantee the obligations of Jade Bird Fire under the Loan Agreement.

GEM LISTING RULES IMPLICATIONS

As one or more of the size test ratios in relation to the provision of guarantee under the Guarantee Contract is more than 5% but less than 25%, the transaction contemplated under the Guarantee Contract constitutes a discloseable transaction of the Company under Rule 19.08 of the GEM Listing Rules. In accordance with Rule 19.33 of the GEM Listing Rules, the transaction contemplated under the Guarantee Contract is subject to the reporting and announcement requirements.

In view of the relationship between Jade Bird Fire (being an affiliated company of the Company) and the Company and as the aggregate amount of financial assistance and guarantee provided by the Group to its affiliated companies exceeds 8% in the asset ratio, the provision of the guarantee under the Guarantee Contract also constitutes information discloseable under Rule 17.18 of the GEM Listing Rules.

BACKGROUND

On 9 April 2020, Jade Bird Fire and the Bank entered into the Loan Agreement for a term of one year in relation to the grant of the Loan in the principal amount of RMB50,000,000 by the Bank to Jade Bird Fire. The Loan will be utilised by Jade Bird Fire for procurement of raw materials.

On 9 April 2020, the Company entered into the Guarantee Contract with the Bank to guarantee the obligations of Jade Bird Fire under the Loan Agreement.

GUARANTEE CONTRACT

The major terms of the Guarantee Contract are set out below:

Date : 9 April 2020

Parties

Lender : the Bank; and

Guarantor : the Company.

Scope and amount of the guarantee

The scope of guarantee under the Guarantee Contract includes the principal amount of the Loan of RMB50,000,000 and the interest, compound interests, default interests, default payment, liquidated damages and the expenses from realization of debt rights. The expenses from realization of debt rights include but are not limited to chaser fees, litigation costs (or arbitration costs), property security fees, announcement fees, execution fees, legal fees, travel expenses and other fees. The guarantee under the Guarantee Contract is a joint liability guarantee.

Term of the guarantee

The obligations of the Company under the Guarantee Contract will commence from the date of drawdown of the Loan and will expire on the date which is two years after the due date for fulfilment of all obligations under the Loan Agreement by Jade Bird Fire.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE GUARANTEE

In April 2019, Jade Bird Fire, a then non-wholly owned subsidiary of the Company, and the Bank entered into the 2019 First Loan Agreement in respect of the grant of a loan in the principal amount of RMB50,000,000 by the Bank to Jade Bird Fire. The obligations of Jade Bird Fire under the 2019 First Loan Agreement was guaranteed by the 2019 First Guarantee Contract executed by the Company in favour of the Bank. As the term of the 2019 First Loan Agreement expired on 10 April 2020, Jade Bird Fire and the Bank intended to enter into the Loan Agreement to renew the 2019 First Loan Agreement.

In May 2019, Jade Bird Fire, a then non-wholly owned subsidiary of the Company, and the Bank entered into the 2019 Second Loan Agreement in respect of the grant of a loan in the principal amount of RMB50,000,000 by the Bank to Jade Bird Fire. The obligations of Jade Bird Fire under the 2019 Second Loan Agreement was guaranteed by the 2019 Second Guarantee Contract executed by the Company in favour of the Bank. As the term of the 2019 Second Loan Agreement will expire on 13 May 2020, it is currently expected that Jade Bird Fire and the Bank will enter into another loan agreement to renew the 2019 Second Loan Agreement; and the Company will enter into a guarantee in favour of the Bank to secure such renewed loan. The Company will make announcement in accordance with the GEM Listing Rules when it enters into such guarantee.

On 9 August 2019, the shares of Jade Bird Fire were listed on the SME Board of the Shenzhen Stock Exchange. Following the completion of such listing, the equity interest of the Company in Jade Bird Fire was diluted from 51.02% to 38.27% and Jade Bird Fire ceased to be a non-wholly owned subsidiary of the Company and became an associate of the Company.

Having considered that (i) the Company owns 38.27% of the equity interest of Jade Bird Fire, (ii) the Company previously executed the 2019 First Guarantee Contract and the 2019 Second Guarantee Contract in favor of the Bank to secure the obligations of Jade Bird Fire under the 2019 First Loan Agreement and the 2019 Second Loan Agreement respectively; (iii) the provision of the guarantee under the Guarantee Contract can facilitate Jade Bird Fire meeting its financial needs and hereby benefiting the business operation of Jade Bird Fire; and (iv) the terms of the Guarantee Contract were determined by the parties after arm's length negotiation, the Directors are of the view that the terms of the Guarantee Contract are on normal commercial terms and are fair and reasonable and in the interest of the Company and its shareholders as a whole.

INFORMATION ON THE COMPANY, THE BORROWER AND THE LENDER

The Company

The Company, through its subsidiaries, is principally engaged in the development of travel and leisure business, investment holding and production and sales of wine and related products.

The Borrower

Jade Bird Fire is a company established in the PRC with limited liability whose shares were listed on the SME Board of the Shenzhen Stock Exchange. Jade Bird Fire is engaged in the research, development, manufacture, marketing and sale of wireless fire alarms and interactive control systems and the provision of related after-sales services.

The Lender

The Bank is a licensed bank in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Bank and its ultimate beneficial owner are Independent Third Parties.

GEM LISTING RULES IMPLICATIONS

As one or more of the size test ratios in relation to the provision of guarantee under the Guarantee Contract is more than 5% but less than 25%, the transaction contemplated under the Guarantee Contract constitutes a discloseable transaction of the Company under Rule 19.08 of the GEM Listing Rules. In accordance with Rule 19.33 of the GEM Listing Rules, the transaction contemplated under the Guarantee Contract is subject to the reporting and announcement requirements.

DISCLOSURE UNDER RULE 17.18 OF THE GEM LISTING RULES

In view of the relationship between Jade Bird Fire (being an affiliated company of the Company) and the Company and as the aggregate amount of financial assistance and guarantee provided by the Group to its affiliated companies exceeds 8% in the asset ratio, the provision of the guarantee under the Guarantee Contract also constitutes information discloseable under Rule 17.18 of the GEM Listing Rules.

As at the date of this announcement, the aggregate amount of financial assistance provided by the Group to its affiliated companies, including (i) shareholder's loan to an affiliated company; and (ii) guarantees provided by the Group in relation to bank facilities of its affiliated companies, which include the guarantee under the Guarantee Contract, is RMB523,400,000 in total, which exceeds 8% in the asset ratio as defined under Rule 19.07(1) of the GEM Listing Rules. In accordance with the requirements under Rule 17.18 of the GEM Listing Rules, details on such financial assistance and guarantee as at the date of this announcement are set out below:

Name of Affiliated Company	<i>Note</i>	Aggregate Amount of Financial Assistance and Guarantee RMB'000
Songya Lake Construction	1	233,400
Chuanqi Enterprise	2	190,000
Jade Bird Fire	3	100,000
		<u>523,400</u>

Notes:

1. The amount includes (i) a guarantee of RMB200,000,000 to two banks by the Company; and (ii) an interest-free unsecured shareholder's loan of RMB33,400,000 with no fixed repayment terms from Chuanqi Tourism, a non-wholly owned subsidiary of the Company to Songya Lake Construction. The total amount of the facilities from the two banks to Songya Lake Construction is RMB786,000,000, of which RMB351,000,000 has been utilised.
2. The amount includes a guarantee of RMB190,000,000 to a bank by Chuanqi Tourism. The total amount of the facilities from the bank to Chuanqi Enterprise is RMB190,000,000, of which RMB163,830,000 has been utilised.
3. The amount represents the guarantee under the Guarantee Contract and the 2019 Second Guarantee Contract. The total amount of the facilities under the Loan Agreement is RMB50,000,000. The total amount of the facilities under the 2019 Second Loan Agreement is RMB50,000,000, of which RMB50,000,000 has been utilised.

DEFINITIONS

The following expressions have the following meanings in this announcement unless the content requires otherwise:

“2019 First Loan Agreement”	the loan agreement dated 9 April 2019 entered into between Jade Bird Fire as the borrower and the Bank as the lender in respect of the grant of a loan in the principal amount of RMB50,000,000 by the Bank to Jade Bird Fire
“2019 First Guarantee Contract”	the guarantee contract dated 9 April 2020 entered into between the Company and the Bank, pursuant to which the Company agreed to guarantee the repayment obligations of Jade Bird Fire under the 2019 First Loan Agreement
“2019 Second Loan Agreement”	the loan agreement dated 13 May 2019 entered into between Jade Bird Fire as the borrower and the Bank as the lender in respect of the grant of a loan in the principal amount of RMB50,000,000 by the Bank to Jade Bird Fire
“2019 Second Guarantee Contract”	the guarantee contract dated 13 May 2020 entered into between the Company and the Bank, pursuant to which the Company agrees to guarantee the repayment obligations of Jade Bird Fire under the 2019 Second Loan Agreement
“Bank”	Bank of Communications Co., Ltd. Zhangjiakou Branch, a licensed bank in the PRC
“Board”	the board of Directors
“Chuanqi Enterprise”	傳奇(湖南)實業發展有限公司 (Chuanqi (Hunan) Enterprise Development Co., Ltd.#), an associate of the Company which is held as to 49% of its registered capital by Chuanqi Tourism, a non-wholly owned subsidiary of the Company as at the date of this announcement
“Chuanqi Tourism”	傳奇旅遊投資有限公司 (Chuanqi Tourism Investment Co., Ltd.#), a direct non-wholly owned subsidiary of the Company which is held as to 60% of its registered capital by the Company as at the date of this announcement
“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
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company

“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
“Guarantee Contract”	the guarantee contract dated 9 April 2020 entered into between the Company and the Bank, pursuant to which the Company agrees to guarantee the repayment obligations of Jade Bird Fire under the Loan Agreement
“H Share(s)”	overseas-listed foreign invested share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.1 each
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	the third party(ies) which is/are independent of the Company and its connected persons
“Jade Bird Fire”	青島消防股份有限公司 (Jade Bird Fire Co., Ltd.), a company incorporated in the PRC with limited liability whose shares were listed on the SME Board of the Shenzhen Stock Exchange
“Loan”	the loan facility in the principal amount of RMB50,000,000 granted by the Bank to Jade Bird Fire under the Loan Agreement
“Loan Agreement”	the loan agreement dated 9 April 2020 entered into between Jade Bird Fire as the borrower and the Bank as the lender in respect of the grant of the Loan by the Bank to Jade Bird Fire
“PRC”	the People’s Republic of China which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Songya Lake Construction”	長沙松雅湖建設投資有限公司 (Changsha Songya Lake Construction Investment Co., Ltd.#), a company established in the PRC with its registered capital owned as to 46.6% by Chuanqi Tourism, a non-wholly owned subsidiary of the 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
Ni Jinlei
Chairman

Beijing, the PRC
9 April 2020

As at the date of this announcement, Mr. Ni Jinlei, Mr. Zhang Wanzhong and Ms. Zheng Zhong are executive Directors, Ms. Xue Li, Mr. Xiang Lei and Mr. Ip Wing Wai are non-executive Directors and Mr. Li Juncai, Mr. Li Chonghua and Mr. Shen Wei 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