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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)

- (1) RE-ELECTION AND REAPPOINTMENT OF DIRECTORS AND
PROPOSED APPOINTMENT OF DIRECTORS;**
(2) RE-ELECTION AND REAPPOINTMENT OF SUPERVISORS;
AND
(3) PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

**RE-ELECTION AND REAPPOINTMENT OF DIRECTORS AND PROPOSED
APPOINTMENT OF DIRECTORS**

The term of office of all existing Directors will expire at the conclusion of the forthcoming AGM. It is proposed that each of Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei, who has offered himself/herself for re-election and reappointment at the AGM, to be reappointed as a Director at the AGM for a term of three years commencing on the date of passing the resolutions approving the re-election and reappointment of such Directors in the AGM, subject to the approval of the Shareholders at the AGM of (i) the re-election and reappointment of such Directors; and (ii) the Amendment to Articles.

The Board also proposes to appoint each of Mr. Wang Xingye and Ms. Guan Xueming as an executive Director, and Mr. Liu Ziyi as a non-executive Director with effect from the passing of the ordinary resolutions approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of (i) the appointment of such Directors; and (ii) the Amendment to Articles.

RE-ELECTION AND REAPPOINTMENT OF SUPERVISORS

The term of office of all existing shareholder representative Supervisors will expire at the conclusion of the AGM. It is proposed that each of Mr. Fan Yimin, Mr. Ouyang Zishi and Mr. Pan Yudong, who has offered himself for re-election and reappointment at the AGM, to be reappointed as a shareholder representative Supervisor at the AGM for a term of three years commencing on the date of passing the resolutions approving the re-election and reappointment in the AGM, subject to the approval of the Shareholders at the AGM of the re-election and reappointment of such Supervisor.

PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

Taking into account that the structure of the Board will change, the Board proposes to amend the existing articles of association of the Company accordingly. The proposed Amendment to Articles is subject to the approval by the Shareholders at the AGM by way of special resolution.

AGM

A circular containing, among other things, (1) details of the re-election and reappointment of Mr. Ni, Ms. Zheng, Mr. Tang, Mr. Li and Mr. Shen as Directors and the proposed appointment of Mr. Wang, Ms. Guan and Mr. Liu as Directors; (2) details of the re-election and reappointment of Mr. Fan, Mr. Ouyang and Mr. Pan as Supervisors; and (3) details of the proposed Amendment to Articles, as well as a notice of the AGM will be dispatched to the Shareholders in due course.

RE-ELECTION AND REAPPOINTMENT OF DIRECTORS AND PROPOSED APPOINTMENT OF DIRECTORS

As at the date of this announcement, the board (the “**Board**”) of directors (the “**Directors**”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “**Company**”) comprises three executive Directors, namely Mr. Ni Jinlei (“**Mr. Ni**”), Mr. Zhang Wanzhong and Ms. Zheng Zhong (“**Ms. Zheng**”), three non-executive Directors, namely Ms. Xue Li, Mr. Xiang Lei and Mr. Ip Wing Wai and four independent non-executive Directors, namely Mr. Tang Xuan (“**Mr. Tang**”), Mr. Li Juncai, Mr. Li Chonghua (“**Mr. Li**”) and Mr. Shen Wei (“**Mr. Shen**”). The term of office of all existing Directors will expire at the conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”). Mr. Zhang Wanzhong, Ms. Xue Li, Mr. Xiang Lei, Mr. Ip Wing Wai and Mr. Li Juncai will retire and will not offer themselves for re-election and reappointment at the AGM. It is proposed that each of Mr. Ni, Ms. Zheng, Mr. Tang, Mr. Li and Mr. Shen, who has offered himself/herself for re-election and reappointment at the AGM, to be reappointed as a Director at the AGM for a term of three years commencing on the date of passing the resolutions approving the re-election and reappointment in the AGM, subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the AGM of (i) the re-election and reappointment of such Directors; and (ii) the Amendment to Articles (as defined below).

The Board also proposes to appoint each of Mr. Wang Xingye (“**Mr. Wang**”) and Ms. Guan Xueming (“**Ms. Guan**”) as an executive Director, and Mr. Liu Ziyi (“**Mr. Liu**”) as a non-executive Director with effect from the passing of the ordinary resolutions approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of (i) the appointment of such Directors; and (ii) the Amendment to Articles.

The biographical details of each of Mr. Ni, Ms. Zheng, Mr. Tang, Mr. Li, Mr. Shen, Mr. Wang, Ms. Guan and Mr. Liu are set out below:

(A) **Mr. Ni**

Mr. Ni Jinlei, aged 53, is an executive Director, the chairman of the Company and the chairman of the nomination committee of the Board. 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 a director of Chuanqi Tourism Investment (Hunan) Co., Ltd., Beida Jade Bird Universal Investments (HK) Limited, Beida Jade Bird Universal Sci-Tech (Cayman) Development Company Limited, Beida Jade Bird Universal (Cayman) Investment Company Limited and Beida Jade Bird Universal Investment (BVI) Limited which are the subsidiaries of the Company, and the chairman of Beijing Xizhi Education Technology Co., Ltd.

Save as disclosed herein, as at the date of this announcement, Mr. Ni does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Ni (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, supervisors of the Company (the "**Supervisors**"), senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any shares of the Company (the "**Shares**") within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

The Company proposes to enter into a service contract with Mr. Ni for a term of three years commencing on the date of passing the resolution approving the re-election and reappointment of Mr. Ni in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the service contract, Mr. Ni will receive annual fee of RMB800,000 and annual salaries and allowances of HK\$1,200,000. The proposed remuneration of Mr. Ni is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Ni 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 reappointment of Mr. Ni as an executive Director.

(B) Ms. Zheng

Ms. Zheng Zhong, aged 45, is an executive Director and the compliance officer of the Company. 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 Beijing Beida Jade Bird Limited and the general manager overseeing major projects. She is currently an executive director and general manager of Beijing Jade Bird Yuda Information Technology Co., Ltd. which is a wholly-owned subsidiary of the Company. She is also a director and deputy general manager of SBI-BDJB Investment Consultant Ltd..

Save as disclosed herein, as at the date of this announcement, Ms. Zheng does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Ms. Zheng (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Ms. Zheng for a term of three years commencing on the date of passing the resolution approving the re-election and reappointment of Ms. Zheng in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the service contract, Ms. Zheng will receive annual fee of RMB220,000 and annual salaries and allowances of RMB400,000. The proposed remuneration of Ms. Zheng is determined having regard to her duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Ms. Zheng 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 re-appointment of Ms. Zheng as an executive Director.

(C) Mr. Tang

Mr. Tang Xuan, aged 48, is an independent non-executive Director and the chairman of the audit committee of the Board. Mr. Tang was graduated from Chongqing University with a Bachelor's degree in engineering, and is a certified accountant in the People's Republic of China (the "PRC") and a member of Institute of Public Accountants in Australia. He worked in Zhongxin Coopers Certified Public Accountants in the PRC and is currently an audit partner of ShineWing Certified Public Accountants in the PRC, and has 24 years of professional experience in investment, finance and auditing. He has been responsible for the audit assurance, special services, corporate asset reorganization, restructuring and listing of some large enterprise groups. He was an external independent director of Zhongji Investment Co., Ltd. and an external expert committee member of loan review department of China Development Bank. He is currently an external independent director of Shouyi Medical Health Investment Management Co., Ltd. and an independent director of Hebei Sitong New Metal Material Co., Ltd. (an A share company listed on the Shenzhen Stock Exchange (Stock code: 300428)).

Save as disclosed herein, as at the date of this announcement, Mr. Tang does not (i) hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other positions in the Company or any of its subsidiaries; and (iii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Tang (i) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a letter of appointment with Mr. Tang for a term of three years commencing on the date of passing the resolution approving the re-election and reappointment of Mr. Tang in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the letter of appointment, Mr. Tang will receive annual fee of RMB80,000. The proposed remuneration of Mr. Tang is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Tang 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 re-appointment of Mr. Tang as an independent non-executive Director.

(D) Mr. Li

Mr. Li Chonghua, aged 65, is an independent non-executive Director and a member of each of the audit committee and the nomination committee of the Board. 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.

Save as disclosed herein, as at the date of this announcement, Mr. Li does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Li (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a letter of appointment with Mr. Li for a term of three years commencing on the date of passing the resolution approving the re-election and reappointment of Mr. Li in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the letter of appointment, Mr. Li will receive annual fee of RMB80,000. The proposed remuneration of Mr. Li is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Li 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 re-appointment of Mr. Li as an independent non-executive Director.

(E) Mr. Shen

Mr. Shen Wei, aged 58, is an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Board. Mr. Shen 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..

Save as disclosed herein, as at the date of this announcement, Mr. Shen does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Shen (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a letter of appointment with Mr. Shen for a term of three years commencing on the date of passing the resolution approving the re-election and reappointment of Mr. Shen in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the letter of appointment, Mr. Shen will receive annual fee of RMB80,000. The proposed remuneration of Mr. Shen is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Shen 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 re-appointment of Mr. Shen as an independent non-executive Director.

(F) Mr. Wang

Mr. Wang Xingye, aged 44, attended master post-graduation level. Mr. Wang has worked in Beijing Beida Jade Bird Limited. He is currently a director of Chuanqi Tourism Investment (Hunan) Co., Ltd., Beijing Jade Bird Hengsheng Investment Management Co., Ltd., Ningbo Jade Bird Zhengyuan Equity Investment Management Co., Ltd., Ningbo Jade Bird Venture Capital Investment Co., Ltd., Ningbo Jade Bird Liyuntai Venture Capital Management Co., Ltd., Beida Jade Bird Universal Investments (HK) Limited, Beida Jade Bird Universal (Cayman) Development Company Limited, Beida Jade Bird Universal (Cayman) Investment Company Limited and Beida Jade Bird Universal Investment (BVI) Limited, which are subsidiaries of the Company. He is also currently an executive director and the general manager of Beijing Jade Bird Dingsheng Investment Management Co., Ltd., the chairman of the supervisory committee of Shenyang Public Utility Holdings Company Limited (a company listed on the Stock Exchange (stock code: 747)) and a director of Jade Bird Fire Co., Ltd. (an A share company listed on the Shenzhen Stock Exchange (Stock code: 002960)). Mr. Wang joined the Company in March 2000 and is the secretary to the Board, the director of Human Resources of the Company and the chairman of the labor union of the Company.

Save as disclosed herein, as at the date of this announcement, Mr. Wang does not (i) hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other positions in the Company or any of its subsidiaries; and (iii) have any other major appointments and professional qualifications:

As at the date of this announcement, Mr. Wang (i) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Mr. Wang for a term of three years commencing on the date of passing the resolution approving the appointment of Mr. Wang in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the service contract, Mr. Wang will receive annual fee of RMB220,000 and annual salaries and allowances of RMB420,000. The proposed remuneration of Mr. Wang is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Wang 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 Mr. Wang as an executive Director.

(G) Ms. Guan

Ms. Guan Xueming, aged 50, was graduated from North China University of Water Resources and Electric Power with a Master's degree. Ms. Guan is a certified accountant in the PRC, a certified tax agent in the PRC, a certified internal auditor and a certified accountant with securities qualification. She has extensive experience in financial management, and was the engineer of Nanning City Water Supply Company, the deputy director of Zhonglei Certified Public Accountants Co., Ltd. and the financial controller of Jinjilie International Study Service Co., Ltd.. She is currently the director of Guangdong Xinrui Luming Optoelectronics Co., Ltd., the director of Jade Bird Semiconductor Technology (Tongling) Co., Ltd., and the deputy general manager of the corporate management and strategic research department and the financial controller (East China Region) of Beijing Beida Jade Bird Limited.

Save as disclosed herein, as at the date of this announcement, Ms. Guan does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Ms. Guan (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Ms. Guan for a term of three years commencing on the date of passing the resolution approving the appointment of Ms. Guan in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the service contract, Ms. Guan will receive annual fee of RMB220,000 and annual salaries and allowances of RMB480,000. The proposed remuneration of Ms. Guan is determined having regard to her duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Ms. Guan 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 Ms. Guan as an executive Director.

(H) Mr. Liu

Mr. Liu Ziyi, aged 28, was graduated from the Johns Hopkins University in 2016 with a double Bachelor's degree in applied mathematics and statistics and economics. Mr. Liu has worked in the investment banking department of UBS Investment Bank, and was responsible for the listing of financial institutions, debt issuance, mergers and acquisitions consulting and other services. He is currently the director of Team Collection Limited, Gaite Semiconductor Technology (Shanghai) Co., Ltd., Gaite Semiconductor Technology (Tongling) Co., Ltd., Shanghai Xianyao Display Technology Co., Ltd., Hefei Xianyao Integrated Circuit Technology Co., Ltd., Saichuang Electric (Tongling) Co., Ltd., Guangdong Xinrui Luming Optoelectronics Co., Ltd., Jade Bird Semiconductor Technology (Tongling) Co., Ltd., Beida Jade Bird Culture and Education Investment Group Co., Ltd., Zhuhai Beida Education Science Park Co., Ltd., Beijing Jade Bird Hongdao Education Consulting Co., Ltd., and Beijing Jade Bird Education Technology Development Co., Ltd..

Save as disclosed herein, as at the date of this announcement, Mr. Liu does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Liu (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a letter of appointment with Mr. Liu for a term of three years commencing from the date of passing the resolution approving the appointment of Mr. Liu in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the letter of appointment, Mr. Liu will receive annual fee of RMB80,000. The proposed remuneration of Mr. Liu is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Liu 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 Mr. Liu as a non-executive Director.

The proposed re-election and reappointment of Mr. Ni, Ms. Zheng, Mr. Tang, Mr. Li and Mr. Shen as Directors and the proposed appointment of Mr. Wang, Ms. Guan and Mr. Liu as Directors are subject to (1) the Shareholders' approval by way of ordinary resolutions in the AGM; and (2) the passing of the special resolution at the AGM in relation to the Amendment to Articles.

Each of Mr. Zhang Wanzhong, Ms. Xue Li, Mr. Xiang Lei, Mr. Ip Wing Wai and Mr. Li Juncai has confirmed that he/she has no disagreement with the Board and that there is no other matter that shall be brought to the attention of the Shareholders and the Stock Exchange in relation to their retirement.

RE-ELECTION AND REAPPOINTMENT OF SUPERVISORS

As at the date of this announcement, the Supervisory Committee comprises five Supervisors, namely, Mr. Fan Yimin (“**Mr. Fan**”), Mr. Ouyang Zishi (“**Mr. Ouyang**”), Mr. Pan Yudong (“**Mr. Pan**”), Ms. Dong Xiaoqing and Ms. Zhou Min. Each of Mr. Fan, Mr. Ouyang and Mr. Pan is a shareholder representative Supervisors who shall be appointed at the Shareholders' general meeting. Ms. Dong Xiaoqing and Ms. Zhou Min is an employee representative Supervisor shall be democratically elected by the Company's employees. The term of office of all existing shareholder representative Supervisors will expire at the conclusion of the AGM. It is proposed that each of Mr. Fan, Mr. Ouyang and Mr. Pan, who has offered himself for re-election and reappointment at the AGM, to be reappointed as a shareholder representative Supervisor at the AGM for a term of three years commencing on the date of passing the resolutions approving the re-election and reappointment in the AGM, subject to the approval of the Shareholders at the AGM of the re-election and reappointment of such Supervisor.

The biographical details of each of Mr. Fan, Mr. Ouyang and Mr. Pan are set out below:

(A) Mr. Fan

Mr. Fan Yimin, aged 63, is the chairman of the Supervisory Committee. 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, the chairman and general manager of Beijing Beida Educational Investment Co., Ltd., the director of Beijing Beida Jade Bird Software System Co., Ltd., and the chairman and general manager of Beijing Beida Online Network Co., Ltd..

Save as disclosed herein, as at the date of this announcement, Mr. Fan does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Fan (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Mr. Fan for a term of three years commencing from the date of passing the resolution approving the re-election and reappointment of Mr. Fan in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the service contract, Mr. Fan will receive annual fee of RMB50,000. The proposed remuneration of Mr. Fan is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Fan 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 reappointment of Mr. Fan as a Supervisor.

(B) Mr. Ouyang

Mr. Ouyang Zishi, aged 65, is an independent Supervisor. 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 “京城不夜天”, a TV program. Mr. Ouyang is currently the executive director and the legal representative of Beijing Evercare Shichiku Medical Beauty Clinic Company Limited.

Save as disclosed herein, as at the date of this announcement, Mr. Ouyang does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Ouyang (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Mr. Ouyang for a term of three years commencing from the date of passing the resolution approving the re-election and reappointment of Mr. Ouyang in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the service contract, Mr. Ouyang will receive annual fee of RMB50,000. The proposed remuneration of Mr. Fan is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Ouyang 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 reappointment of Mr. Ouyang as a Supervisor.

(C) Mr. Pan

Mr. Pan Yudong, aged 51, is a Supervisor, Mr. Pan 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., Beijing Yongxin Zhicheng Technology Co., Ltd., Harbin Antiy Technology Group Co., Ltd., etc.. Mr. Pan is currently the chief strategy officer of 360 Government & Enterprise Security Group and the executive director of China Computer Federation.

Save as disclosed herein, as at the date of this announcement, Mr. Pan does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Pan (i) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, Supervisors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

The Company proposes to enter into a service contract with Mr. Pan for a term of three years commencing from the date of passing the resolution approving the re-election and reappointment of Mr. Pan in the AGM until the conclusion date of the 2023 annual general meeting to be held by the Company in 2024. Pursuant to the service contract, Mr. Pan will receive annual fee of RMB50,000. The proposed remuneration of Mr. Pan is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Pan 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 reappointment of Mr. Pan as a Supervisor.

The proposed re-election and reappointment of Mr. Fan, Mr. Ouyang and Mr. Pan as Supervisors is subject to the Shareholders' approval by way of ordinary resolutions in the AGM.

PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

Taking into account that the structure of the Board will change, the Board proposes to amend the existing articles of association of the Company (the “**Amendment to Articles**”) accordingly.

The proposed Amendment to Articles is set out below:

**Existing article
Article 96**

The Company sets a Board, which shall comprise ten (10) Directors of which one (1) is the Chairman and one (1) is the vice Chairman, including three (3) executive Directors, seven (7) external Directors (herein meaning those Directors who do not hold office in the Company, including independent Directors. Among the external Directors, four (4) of them are independent Directors (herein meaning those Directors who are independent from the shareholders and do not hold office in the Company).

Mandatory Provisions Article 86

**Proposed amendment
Article 96**

The Company sets a Board, which shall comprise ~~ten (10)~~ **eight (8)** Directors of which one (1) is the Chairman ~~and one (1) is the vice Chairman~~, including ~~three (3)~~ **four (4)** executive Directors, ~~seven (7)~~ **four (4)** external Directors (herein meaning those Directors who do not hold office in the Company, including independent Directors. Among the external Directors, ~~four (4)~~ **three (3)** of them are independent Directors (herein meaning those Directors who are independent from the shareholders and do not hold office in the Company).

Mandatory Provisions Article 86

The proposed Amendment to Articles is subject to the approval by the Shareholders at the AGM by way of special resolution.

AGM

A circular containing, among other things, (1) details of the re-election and reappointment of Mr. Ni, Ms. Zheng, Mr. Tang, Mr. Li and Mr. Shen as Directors and the proposed appointment of Mr. Wang, Ms. Guan and Mr. Liu as Directors; (2) details of the re-election and reappointment of Mr. Fan, Mr. Ouyang and Mr. Pan as Supervisors; and (3) details of the proposed Amendment to Articles, as well as a notice of the AGM will be dispatched to the Shareholders in due course.

On behalf of the Board
Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Ni Jinlei
Chairman

Beijing, the PRC
26 March 2021

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. Tang Xuan, 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”.