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This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



# 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)

# **RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcement of the Company dated 15 May 2007 regarding the CCT with Shanghai Jade Bird Fire pursuant to the Former Supply Agreement. The Former Supply Agreement will expire on 31 December 2008. Hebei Fire Alarm and Shanghai Jade Bird Fire have entered into the Renewal Agreement on 19 December 2008 pursuant to which Hebei Fire Alarm will continue to supply fire alarm products to Shanghai Jade Bird Fire. The Renewal Agreement will expire on 31 December 2011. The Directors estimate that Annual Cap Amounts of the CCT pursuant to the Renewal Agreement will be RMB6.9 million, RMB7.6 million and RMB8.5 million for three years ending 31 December 2011 respectively.

All the percentage ratios (other than the profits ratio) prescribed by Rule 19.07 of the GEM Listing Rules on an annual basis are less than 25% and each of the Annual Cap Amounts is less than HK\$10 million. The CCT pursuant to the Renewal Agreement is therefore only subject to reporting and announcement requirements but is exempted from independent shareholders' approval requirement under Rule 20.34 of the GEM Listing Rules.

### INTRODUCTION

Reference is made to the announcement of the Company dated 15 May 2007 regarding the CCT with Shanghai Jade Bird Fire pursuant to the Former Supply Agreement. The Former Supply Agreement will expire on 31 December 2008. Hebei Fire Alarm and Shanghai Jade Bird Fire have entered into the Renewal Agreement on 19 December 2008 pursuant to which Hebei Fire Alarm will continue to supply fire alarm products to Shanghai Jade Bird Fire in the coming three years ending 31 December 2011.

#### THE RENEWAL AGREEMENT

Date:	19 December 2008
Parties:	Shanghai Beida Jade Bird Fire Equipment Marketing Company Limited (as Buyer)
	Hebei Beida Jade Bird Fire Alarm Device Co., Ltd. (as Seller)
Duration:	3 years starting from 1 January 2009 and ending on 31 December 2011
Nature of transaction:	supply of fire alarm system products by Hebei Fire Alarm to Shanghai Jade Bird Fire

### ANNUAL CAP AMOUNTS

The Directors estimate that the Annual Cap Amounts of the CCT pursuant to the Renewal Agreement will be RMB6.9 million for the year ending 31 December 2009; RMB7.6 million for the year ending 31 December 2010 and RMB8.5 million for the year ending 31 December 2011 respectively.

The Annual Cap Amounts of the CCT pursuant to the Former Supply Agreement were RMB6.6 million for each of the two years ended 31 December 2007 and 31 December 2008. The actual sales recorded by Hebei Fire Alarm under the CCT were approximately RMB5.8 million for the year ended 31 December 2007 and approximately RMB5.7 million for the eleven months ended 30 November 2008. The Annual Cap Amounts pursuant to the Renewal Agreement are estimated with reference to the expected corresponding sales amount to Shanghai Jade Bird Fire for the year ending 31 December 2008 and the internal forecasts of the forthcoming demand in the coming 3 years. The CCT pursuant to the Renewal Agreement will be conducted in the ordinary and usual course of business of Hebei Fire Alarm and the selling price will be determined in normal commercial terms with reference to similar sales transactions to independent third party.

### **REASON FOR THE CCT**

The Group is principally engaged in the research, development, manufacture, marketing and sale of embedded system products including network security products, wireless fire alarm systems and related products. Shanghai Jade Bird Fire is principally engaged in the sale of fire extinguishing equipments and facilities. The Directors considers that the supply of fire alarm products to Shanghai Jade Bird Fire is in consistence with the business objective of the Group.

## **RELATIONSHIP WITH SHANGHAI JADE BIRD FIRE**

Beida Jade Bird is one of the promoters and substantial shareholders of the Company. Shanghai Jade Bird Fire is a non-wholly owned subsidiary of 北京北大青鳥安全系統工程 技術有限公司 (Beijing Beida Jade Bird Security System Engineering Technology Co., Ltd.) which is in turn a non-wholly owned subsidiary of Beida Jade Bird. Shanghai Jade Bird Fire is therefore considered as an associate of Beida Jade Bird under Rule 25.04 of the GEM Listing Rules and thus a connected person of the Company under Rule 20.11(4) of the GEM Listing Rules.

## IMPLICATIONS ON THE GEM LISTING RULES

The supply of fire alarm products to Shanghai Jade Bird Fire is on a continuing basis and extends over a period of time. All the percentage ratios (other than the profits ratio) prescribed by Rule 19.07 of the GEM Listing Rules on an annual basis are less than 25% and each of the Annual Cap Amounts is less than HK\$10 million. The CCT pursuant to the Renewal Agreement is therefore only subject to reporting and announcement requirements but is exempted from independent shareholders' approval requirement will be subject to annual review by independent non-exeuctive Directors and confirmation from the Company's auditor.

## VIEW OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Directors (including the independent non-executive Directors) consider the terms of the Renewal Agreement to be fair and reasonable and in the best interests of the Company and its shareholders as a whole. They consider that the transactions are made in the ordinary and usual course of business of the Group and on normal commercial terms.

### DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

"Annual Cap Amount(s)"	the estimated annual cap amount(s) of the CCT pursuant to the Former Supply Agreement or the Renewal Agreement
"Beida Jade Bird"	北京北大青鳥有限責任公司(Beijing Beida Jade Bird Limited), one of the promoters and substantial shareholders of the Company
"CCT"	continuing connected transactions in relation to the supply of fire alarm products by Hebei Fire Alarm to Shanghai Jade Bird Fire

"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 sino-foreign 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
"Directors"	directors of the Company
"Former Supply Agreement"	Supply agreement entered into between Hebei Fire Alarm as seller and Shanghai Jade Bird Fire as buyer on 15 May 2007 which governs the supply of fire alarm products
"GEM"	The Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	The Company and its subsidiaries
"Hebei Fire Alarm"	河北北大青鳥消防設備有限公司 (Hebei Beida Jade Bird Fire Alarm Device Co., Ltd.), a non-wholly owned subsidiary of the Company
"PRC"	People's Republic of China
"Renewal Agreement"	Renewal agreement entered into between Hebei Fire Alarm as seller and Shanghai Jade Bird Fire as buyer on 19 December 2008 which governs the supply of fire alarm products
"RMB"	Renminbi, the lawful currency of the PRC
"Shanghai Jade Bird Fire"	上海北大青鳥消防設備銷售有限公司 (Shanghai Beida Jade Bird Fire Equipment Marketing Company Limited), a connected person of the Company
"Share(s)"	ordinary share(s) issued by the Company with a nominal value of RMB0.10 each
"%"	per cent

Unless otherwise specified in this announcement and for the purpose of illustration only, translation rates have been used as follows:

#### HK\$1 = RMB0.88413

No representation is made that any amounts in RMB or HK\$ have been or could be converted at the above rates or any other rates at all.

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

Beijing, the PRC, 19 December 2008

As at the date of this announcement, Mr. Xu Zhen Dong, Mr. Xu Zhi Xiang and Mr. Zhang Wan Zhong are executive Directors, Mr. Liu Yong Jin and Mr. Hao Yi Long are non-executive Directors and Professor Nan Xiang Hao, Professor Chin Man Chung, Ambrose and Mr. Cai Chun Bing are independent non-executive Directors.

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