
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 to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer 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)

- (I) GENERAL MANDATE TO ISSUE SHARES;**
(II) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
(III) REMUNERATION FOR DIRECTORS AND SUPERVISORS;
AND
(VI) 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 Friday, 20 May 2022 at 10:30 a.m. is set out on pages 8 to 11 of this circular. 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. For holders of non-listed 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 non-listed Shares, you are required to return the form of proxy by 10:30 a.m. on Thursday, 19 May 2022 or not less than 24 hours before the time appointed for holding 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.

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 Friday, 20 May 2022 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 sino-foreign joint stock company incorporated in the PRC with limited liability with its H Shares listed on GEM
“Director(s)”	the directors of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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”	8 April 2022, 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 Non-listed Shares and H Shares in issue as at the date of the resolution
“Non-listed Share(s)”	non-listed share(s) in the ordinary share capital of the Company with a nominal value of RMB0.1, which is (are) subscribed for or credited as fully paid up in RMB
“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”	Securities and Future 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
“%”	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. Ni Jinlei
Ms. Zheng Zhong
Mr. Wang Xingye
Ms. Guan Xueming

Non-executive Director:

Mr. Xiang Lei

Independent non-executive Directors:

Mr. Tang Xuan
Mr. Li Chonghua
Mr. Shen Wei

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:*

17th Floor
V Heun Building
138 Queen's Road Central
Hong Kong

14 April 2022

To the Shareholders

Dear Sir or Madam

**(I) GENERAL MANDATE TO ISSUE SHARES;
(II) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
(III) REMUNERATION FOR DIRECTORS AND SUPERVISORS;
AND
(VI) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 30 March 2022, in which the Company announced the proposed appointment of the non-executive Director. 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) the proposed appointment of the non-executive Director; and (c) the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2022; and seek your approval of these resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

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 Non-listed Shares or H Shares, not exceeding 20% of the aggregate number of Non-listed 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.

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Company proposes to appoint Mr. Liu Ziyi (“**Mr. Liu**”) as the non-executive Director with effect from the date of the AGM, subject to the passing of the ordinary resolution approving the appointment thereof at the AGM.

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 Gait Semiconductor Technology (Shanghai) Co., Ltd., Gait 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 Latest Practicable Date, 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 Latest Practicable Date, 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 commencing from the date of 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.

LETTER FROM THE BOARD

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.

APPROVAL OF REMUNERATION PROPOSAL FOR DIRECTORS AND SUPERVISORS

The remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2022 is set out in Appendix I of this circular.

AGM

The notice convening the AGM is set out on pages 8 to 11 of this circular, to consider and, if appropriate, approve, among others, the resolutions relating to the granting to the Directors the New General Mandate, the proposed appointment of the non-executive Director and the remuneration proposal for the Directors and the Supervisors for the year ending 31 December 2022.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of poll at the AGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholders will be required to abstain from voting on any resolutions to be proposed at the AGM.

Form of proxy for use at the AGM is 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 a notarized copy of the power of attorney or other authorisation documents at the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) or 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 (for holders of Non-listed Shares) by 10:30 a.m. on Thursday, 19 May 2022 or not less than 24 hours before the time appointed for holding 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.

LETTER FROM THE BOARD

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

On behalf of the Board

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Ni Jinlei

Chairman

The remuneration proposal is as follows:

	Fees	Salaries and allowances	
	RMB'000	RMB'000	HK\$'000
<i>Executive Directors</i>			
Mr. Ni Jinlei	800	–	1,200
Ms. Zheng Zhong	220	400	–
Mr. Wang Xingye	220	420	–
Ms. Guan Xueming	220	480	–
<i>Non-executive Director</i>			
Mr. Liu Ziyi	80	–	–
<i>Independent non-executive Directors</i>			
Mr. Tang Xuan	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. Cao Zhenzhen	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 2021 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 Friday, 20 May 2022 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 2021 be approved;
2. The report of the supervisory committee of the Company for the year ended 31 December 2021 be approved;
3. The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 be approved;
4. The proposal of nil final dividend payment for the year ended 31 December 2021 be approved;
5. Appointment of Mr. Liu Ziyi as the non-executive director of the Company and authorisation to the board of directors of the Company to enter into a letter of appointment and deal with related matters with him, including but not limited to, signing of the letter of appointment and any supplementary contracts be approved;
6. The remuneration proposal for the directors and the supervisors of the Company for the year ending 31 December 2022 be approved;
7. The proposal for re-appointment of BDO Limited as independent auditor of the Company for the year ending 31 December 2022 and authorisation to the board of directors of the Company to fix its remuneration be approved; and

NOTICE OF AGM

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 Non-listed 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 Non-listed 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 GEM 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.

For the purposes of this resolution:

“Non-listed Shares” means the non-listed share(s) in the ordinary share capital of the Company with a nominal value of RMB0.1, which is (are) subscribed for or credited as fully paid up in RMB;

“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;

NOTICE OF AGM

- “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);
 - (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.”

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

Beijing, the PRC
14 April 2022

NOTICE OF AGM

Notes:

- (A) The registers of shareholders of the Company will be closed from Monday, 16 May 2022 to Friday, 20 May 2022 (both days inclusive) during which period no transfer of shares of the Company (“**Shares**”) will be registered. Any holder of the H Shares whose name appearing in the Company’s register of holders of H Shares with Hong Kong Registrars Limited at 4:30 p.m. on Friday, 13 May 2022 and have completed the registration process will be entitled to attend the AGM.
- (B) 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.
- (C) 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.
- (D) 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, by 10:30 a.m. on Thursday, 19 May 2022 or not less than 24 hours before the time for holding any adjournment of the AGM in order for such documents to be valid.

The address of Hong Kong Registrars Limited is as follows:

17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Fax no: 852-2865-0990)

- (E) Each holder of Non-listed 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 (C) and (D) above also apply to holders of Non-listed 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, by 10:30 a.m. on Thursday, 19 May 2022 or not less than 24 hours before the time for holding any adjournment of the AGM in order for such documents to be valid.

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)

- (F) 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.
- (G) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.