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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)

DISCLOSEABLE TRANSACTION
IN RELATION TO
PROVISION OF GUARANTEE TO AFFILIATED COMPANY

GUARANTEE CONTRACT

On 17 April 2023, 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 17 April 2023, 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 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 notification and announcement requirements.

BACKGROUND

On 17 April 2023, 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 17 April 2023, 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 : 17 April 2023

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 three 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. Following the expiry of the term of the 2019 First Loan Agreement, Jade Bird Fire and the Bank entered into the 2020 First Loan Agreement to renew the 2019 First Loan Agreement; and the Company entered into the 2020 First Guarantee Contract in favour of the Bank to secure the loan renewed under the 2020 First Loan Agreement as set out in the Company's announcement dated 9 April 2020. Following the expiry of the term of the 2020 First Loan Agreement, Jade Bird Fire and the Bank entered into the 2021 First Loan Agreement to renew the 2020 First Loan Agreement; and the Company entered into the 2021 First Guarantee Contract in favour of the Bank to secure the loan renewed under the 2021 First Loan Agreement as set out in the Company's announcement dated 14 April 2021. Following the expiry of the term of the 2021 First Loan Agreement, Jade Bird Fire and the Bank entered into the 2022 First Loan Agreement to renew the 2021 First Loan Agreement; and the Company entered into the 2022 First Guarantee Contract in favour of the Bank to secure the loan renewed under the 2022 First Loan Agreement as set out in the Company's announcement dated 13 April 2022. As the term of the 2022 First Loan Agreement will expire on 27 April 2023, Jade Bird Fire and the Bank entered into the Loan Agreement to renew the 2022 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. Following the expiry of the 2019 Second Loan Agreement, Jade Bird Fire and the Bank entered into the 2020 Second Loan Agreement to renew the 2019 Second Loan Agreement; and the Company entered into the 2020 Second Guarantee Contract in favour of the Bank to secure the loan renewed under the 2020 Second Loan Agreement as set out in the Company's announcement dated 13 May 2020. Following the expiry of the 2020 Second Loan Agreement, Jade Bird Fire and the Bank entered into the 2021 Second Loan Agreement to renew the 2020 Second Loan Agreement; and the Company entered into the 2021 Second Guarantee Contract in favour of the Bank to secure the loan renewed under the 2021 Second Loan Agreement as set out in the Company's announcement dated 10 May 2021. Following the expiry of the 2021 Second Loan Agreement, Jade Bird Fire and the Bank entered into the 2022 Second Loan Agreement to renew the 2021 Second Loan Agreement; and the Company entered into the 2022 Second Guarantee Contract in favour of the Bank to secure the loan renewed under the 2022 Second Loan Agreement as set out in the Company's announcement dated 11 May 2022. It is currently expected that Jade Bird Fire and the Bank will enter into another loan agreement to renew such loan and the Company will enter into another 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. As at the date of this announcement, the Company owns 31.84% of the equity interest of Jade Bird Fire.

Having considered that (i) the Company owns 31.84% of the equity interest of Jade Bird Fire, (ii) the Company previously executed the 2022 First Guarantee Contract and the 2022 Second Guarantee Contract in favor of the Bank to secure the obligations of Jade Bird Fire under the 2022 First Loan Agreement and the 2022 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, trading of metallic products and sales and production of LED devices.

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 branch of Bank of Communications Co., Ltd., a licensed bank in the PRC. The shares of Bank of Communications Co. Ltd. are listed on various stock exchanges as follows:

Classes	Stock exchange	Stock code
A share	The Shanghai Stock Exchange	601328
H share	The Hong Kong Stock Exchange	3328
Domestic preference share	The Shanghai Stock Exchange	360021

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 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 notification and announcement requirements.

DEFINITIONS

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

“2019 First Guarantee Contract”	the guarantee contract dated 9 April 2019 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 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 Second Guarantee Contract”	the guarantee contract dated 13 May 2019 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
“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
“2020 First 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 2020 First Loan Agreement
“2020 First 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 a loan in the principal amount of RMB50,000,000 by the Bank to Jade Bird Fire

“2020 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 2020 Second Loan Agreement
“2020 Second Loan Agreement”	the loan agreement dated 13 May 2020 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
“2021 First Guarantee Contract”	the guarantee contract dated 14 April 2021 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 2021 First Loan Agreement
“2021 First Loan Agreement”	the loan agreement dated 14 April 2021 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
“2021 Second Guarantee Contract”	the guarantee contract dated 10 May 2021 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 2021 Second Loan Agreement
“2021 Second Loan Agreement”	the loan agreement dated 10 May 2021 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
“2022 First Guarantee Contract”	the guarantee contract dated 13 April 2022 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 2022 First Loan Agreement
“2022 First Loan Agreement”	the loan agreement dated 13 April 2022 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
“2022 Second Guarantee Contract”	the guarantee contract dated 11 May 2022 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 2022 Second Loan Agreement

“2022 Second Loan Agreement”	the loan agreement dated 11 May 2022 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
“Bank”	Bank of Communications Co., Ltd. Zhangjiakou Branch, a licensed bank in the PRC
“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 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”	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 17 April 2023 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”	青鳥消防股份有限公司 (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 17 April 2023 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Beijing, the PRC
17 April 2023

As at the date of this announcement, Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are executive Directors, Mr. Liu Ziyi is non-executive Director and Mr. Tang Xuan, 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 Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at “www.jbu.com.cn”.