

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 RE-APPOINTMENT OF DIRECTORS
AND PROPOSED APPOINTMENT OF DIRECTORS;
(2) RE-ELECTION AND RE-APPOINTMENT OF SUPERVISOR
AND PROPOSED APPOINTMENT OF SUPERVISORS;
AND
(3) RETIREMENT OF DIRECTORS AND SUPERVISORS**

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

The term of office of all the existing Directors will expire at the conclusion of the AGM. It is proposed that each of Ms. Zheng Zhong, Mr. Liu Ziyi, Mr. Wang Xingye, Ms. Guan Xueming, Mr. Tang Xuan and Mr. Shen Wei, who has offered himself/herself for re-election and re-appointment at the AGM, to be re-appointed as a Director while Mr. Liu Ziyi to be also re-designated from a non-executive Director to an executive Director at the AGM for a term of three years commencing on the date of passing the resolutions approving the re-election and re-appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM.

The Board also proposes to appoint Mr. Cao Jun as a non-executive Director and Ms. Liu Zhangchi as an independent non-executive Director with effect from the passing of the resolutions approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM.

RE-ELECTION AND RE-APPOINTMENT OF SUPERVISOR AND PROPOSED APPOINTMENT OF SUPERVISORS

The term of office of all the existing external Supervisors will expire at the conclusion of the AGM. It is proposed that Mr. Pan Yudong, who has offered himself for re-election and re-appointment at the AGM, to be re-appointed as an external Supervisor at the AGM for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM.

The Board also proposes to appoint each of Ms. Yang Xiaoqing and Mr. Zhu Bingze as an external Supervisor with effect from the passing of the resolution approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM.

RETIREMENT OF DIRECTORS AND SUPERVISORS

Mr. Ni Jinlei, an executive Director, and Mr. Li Chonghua, an independent non-executive Director, who will not offer themselves for re-election and re-appointment as Directors at the AGM, will retire as Directors at the conclusion of the AGM.

Mr. Fan Yimin and Mr. Ouyang Zishi, each an external Supervisor, will not offer themselves for re-election and re-appointment as Supervisors at the AGM, and will retire as Supervisors at the conclusion of the AGM.

AGM

A circular containing, among other things, (1) details of the re-election and re-appointment of Ms. Zheng Zhong, Mr. Liu Ziyi, Mr. Wang Xingye, Ms. Guan Xueming, Mr. Tang Xuan and Mr. Shen Wei as Directors and the proposed appointment of Mr. Cao Jun and Ms. Liu Zhangchi as Directors; and (2) details of the re-election and re-appointment of Mr. Pan Yudong as a Supervisor and the proposed appointment of Ms. Yang Xiaoqing and Mr. Zhu Bingze as Supervisors, as well as a notice of the AGM will be despatched to the Shareholders in due course.

RE-ELECTION AND RE-APPOINTMENT 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 four executive Directors, namely Mr. Ni Jinlei (“**Mr. Ni**”), Ms. Zheng Zhong (“**Ms. Zheng**”), Mr. Wang Xingye (“**Mr. Wang**”) and Ms. Guan Xueming (“**Ms. Guan**”), one non-executive Director, namely Mr. Liu Ziyi (“**Mr. Liu**”) and three independent non-executive Directors, namely Mr. Tang Xuan (“**Mr. Tang**”), Mr. Li Chonghua (“**Mr. Li**”) and Mr. Shen Wei (“**Mr. Shen**”). The term of office of all the existing Directors will expire at the conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”). Mr. Ni and Mr. Li, who will not offer themselves for re-election and re-appointment as Directors at the AGM, will retire as Directors at the conclusion of the AGM. It is proposed that each of Ms. Zheng, Mr. Wang, Ms. Guan, Mr. Liu, Mr. Tang and Mr. Shen, who has offered himself/herself for re-election and re-appointment at the AGM, to be re-appointed as an executive Director (in respect of each of Ms. Zheng, Mr. Wang and Mr. Guan) or an independent non-executive Director (in respect of each of Mr. Tang and Mr. Shen) while Mr. Liu to be re-designated from a non-executive Director to an executive Director at the AGM, for a term of three years commencing on the date of passing the resolutions approving the re-election and re-appointment thereof at the AGM, subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the AGM of the re-election and re-appointment of such Directors.

The Board also proposes to appoint Mr. Cao Jun (“**Mr. Cao**”) as a non-executive Director and Ms. Liu Zhangchi (“**Ms. Liu**”) as an independent non-executive Director, with effect from the passing of the resolutions approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of the appointment of such Directors.

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

(A) Ms. Zheng

Ms. Zheng Zhong, aged 47, is an executive Director, the president of the Company and a member of the nomination committee (the “**Nomination Committee**”) of the Company. Ms. Zheng 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 the chairman of Ningbo Jade Bird Venture Capital Investment Co., Ltd. and Ningbo Jade Bird Zhengyuan Equity Investment Management Co., Ltd. which are subsidiaries of the Company. She is also a director and deputy general manager of SBI-BDJB Investment Consultant Ltd. and a director of Jade Bird Fire Co., Ltd. (an A share company listed on the Shenzhen Stock Exchange (stock code: 002960)).

Save as disclosed herein, as at the date of this announcement, Ms. Zheng 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, Ms. Zheng (i) 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 (ii) 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 Ms. Zheng for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Ms. Zheng as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Ms. Zheng will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB280,000 and HK\$756,000 respectively. 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-election and re-appointment of Ms. Zheng as an executive Director.

(B) Mr. Liu

Mr. Liu Ziyi, aged 30, was appointed as a non-executive Director on 20 May 2022. Mr. Liu 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 a director of Guangdong Xinrui Luming Optoelectronics Co., Ltd., which is a subsidiary of the Company. He is also 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., 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..

As at the date of this announcement, Mr. Liu is interested in 2,311,000 H Shares within the meaning of Part XV of the SFO.

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

As at the date of this announcement, Mr. Liu (i) does not 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; and (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).

The Company proposes to enter into a service contract with Mr. Liu for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Mr. Liu as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Liu will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB680,000. 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 re-election and re-appointment of Mr. Liu as an executive Director.

(C) Mr. Wang

Mr. Wang Xingye, aged 46, was appointed as an executive Director and the vice president of the Company on 21 May 2021. Mr. Wang 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 Liyantai 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., and the chairman of the supervisory committee of Shenyang Public Utility Holdings Company Limited (a company listed on the Stock Exchange (stock code: 747)). 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 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. 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); (ii) does not 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; 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. Wang for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment of Mr. Wang as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Wang will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB580,000. 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 re-election and re-appointment of Mr. Wang as an executive Director.

(D) Ms. Guan

Ms. Guan Xueming, aged 52, was appointed as an executive Director and the vice president of the Company on 21 May 2021. Ms. Guan graduated from North China University of Water Resources and Electric Power with a Master's degree. Ms. Guan is a certified accountant in the People's Republic of China (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., which is a subsidiary of the Company, the director of Jade Bird Semiconductor Technology (Tongling) Co., Ltd., and the director of Shanghai Xianyao Display Technology Co., Ltd..

Save as disclosed herein, as at the date of this announcement, Mr. 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 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 re-election and re-appointment of Ms. Guan as an executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Ms. Guan will receive an annual fee of RMB220,000 and annual salaries and allowances of RMB530,000. 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 re-election and re-appointment of Ms. Guan as an executive Director.

(E) Mr. Tang

Mr. Tang Xuan, aged 51, was appointed as an independent non-executive Director on 15 May 2020. He is the chairman of the audit committee (the “**Audit Committee**”) of the Company and a member of the Nomination Committee. Mr. Tang graduated from Chongqing University with a Bachelor’s degree in engineering, and is a certified accountant in the PRC and a member of the 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 28 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 the loan review department of China Development Bank. He is currently an independent director of Lizhong Sitong Light Alloy Group Co., Ltd. (an A share company listed on the Shenzhen Stock Exchange (stock code: 300428)) and an independent director of Malo Medical Management Co., Ltd..

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 re-appointment of Mr. Tang as an independent non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Mr. Tang will receive an 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-election and re-appointment of Mr. Tang as an independent non-executive Director.

(F) Mr. Shen

Mr. Shen Wei, aged 61, was appointed as an independent non-executive Director on 31 May 2018. He is the chairman of the remuneration committee of the Company and a member of each of the Nomination Committee and the Audit Committee. Mr. Shen 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 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 re-appointment of Mr. Shen as an independent non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Mr. Shen will receive an 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-election and re-appointment of Mr. Shen as an independent non-executive Director.

(G) Mr. Cao

Mr. Cao Jun, aged 50, graduated from Huazhong University of Science and Technology with a bachelor's degree in engineering. Mr. Cao was the sales manager of Beijing Beida Online Network Co., Ltd., the sales manager of Global English Corporation and the sales director of China of Beijing Rui Ali Education Technology Co., Ltd.. Mr. Cao is currently the general manager of China of Ardor Learning Inc..

Save as disclosed herein, as at the date of this announcement, Mr. Cao does not have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Cao (i) does not hold any positions in the Company or any of its subsidiaries; (ii) does not 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; (iii) 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 (iv) 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. Cao for a term of three years commencing on the date of passing the resolution approving the appointment of Mr. Cao as a non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Mr. Cao will receive an annual fee of RMB80,000. The proposed remuneration of Mr. Cao is determined having regard to his duties and responsibilities in the Company.

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

(H) Ms. Liu

Ms. Liu Zhangchi, aged 29, graduated from the Boston College in 2016 with a double bachelor's degree in history and economics. Ms. Liu was a co-founder of Beijing Jieke Technology Co., Ltd. and the chief executive officer of a self-established baking brand in Beijing. Ms. Liu was the acting chief executive officer of Christine International Holdings Limited, where she was responsible for its asset and business restructuring and corporate transformation planning. She is currently the strategic advisor of Shenzhen Heiluo Technology Co., Ltd. and has participated in its business planning, financing, and team building and management.

Save as disclosed herein, as at the date of this announcement, Ms. Liu does not have any other major appointments and professional qualifications.

As at the date of this announcement, Ms. Liu (i) does not hold any positions in the Company or any of its subsidiaries; (ii) does not 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; (iii) 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 (iv) 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 Ms. Liu for a term of three years commencing on the date of passing the resolution approving the appointment of Ms. Liu as an independent non-executive Director at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the letter of appointment, Ms. Liu will receive an annual fee of RMB80,000. The proposed remuneration of Ms. Liu is determined having regard to her duties and responsibilities in the Company.

Ms. Liu confirmed that (i) she met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed herein, there is no other information relating to Ms. 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 Ms. Liu as an independent non-executive Director.

The proposed re-election and re-appointment of Ms. Zheng, Mr. Liu, Mr. Wang, Ms. Guan, Mr. Tang and Mr. Shen as Directors and the proposed appointment of Mr. Cao and Ms. Liu as Directors are subject to the Shareholders' approval by way of ordinary resolutions at the AGM.

RE-ELECTION AND RE-APPOINTMENT OF SUPERVISOR AND PROPOSED APPOINTMENT OF SUPERVISORS

As at the date of this announcement, the supervisory committee of the Company (the “**Supervisory Committee**”) comprises five Supervisors, namely, Mr. Fan Yimin (“**Mr. Fan**”), Mr. Ouyang Zishi (“**Mr. Ouyang**”), Mr. Pan Yudong (“**Mr. Pan**”), Ms. Zhou Min and Ms. Cao Zhenzhen. Each of Mr. Fan, Mr. Ouyang and Mr. Pan is an external Supervisor who shall be re-appointed at the Shareholders’ general meeting. Each of Ms. Zhou Min and Ms. Cao Zhenzhen is an employee representative Supervisor who shall be democratically elected by the Company’s employees. The term of office of all the existing external Supervisors will expire at the conclusion of the AGM. Mr. Fan and Mr. Ouyang, who will not offer themselves for re-election and re-appointment as Supervisors at the AGM, will retire as Supervisors at the conclusion of the AGM. It is proposed that Mr. Pan, who has offered himself for re-election and re-appointment as a Supervisor at the AGM, to be re-appointed as an external Supervisor at the AGM for a term of three years commencing on the date of passing the resolution approving the re-election and re-appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of the re-election and re-appointment of such Supervisor.

The Board also proposes to appoint each of Ms. Yang Xiaoqing (“**Ms. Yang**”) and Mr. Zhu Bingze (“**Mr. Zhu**”) as an external Supervisor with effect from the passing of the resolutions approving the appointment thereof at the AGM, subject to the approval of the Shareholders at the AGM of the appointment of such Supervisors.

The biographical details of each of Mr. Pan, Ms. Yang and Mr. Zhu are set out below:

(A) Mr. Pan

Mr. Pan Yudong, aged 54, was appointed as an external Supervisor on 31 May 2018, Mr. Pan is a senior engineer (professor level), and 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. He was the chief strategy officer of 360 Government & Enterprise Security Group. Mr. Pan is currently the chief strategy officer of Venustech Group Inc. (an A share company listed on the Shenzhen Stock Exchange (stock code: 002439)) and the director of China Computer Federation.

Save as disclosed herein, as at the date of this announcement, Mr. Pan does not have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Pan (i) does not hold any other positions in the Company or any of its subsidiaries; (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); (iii) does not 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; and (iv) 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 re-appointment of Mr. Pan as an external Supervisor at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Pan will receive an 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 re-election and re-appointment of Mr. Pan as an external Supervisor.

(B) Ms. Yang

Ms. Yang Xiaoqing, aged 62, graduated from Peking University in 2004 with a bachelor's degree in law. Ms. Yang has worked for China Hewlett-Packard Co., Ltd., ORACLE in China and Beijing Foreign Enterprise Human Resources Service Co., Ltd.. She is currently the deputy director of the chairman's office of Beijing Beida Jade Bird Limited.

Save as disclosed herein, as at the date of this announcement, Ms. Yang does not have any other major appointments and professional qualifications.

As at the date of this announcement, Ms. Yang (i) does not hold any positions in the Company or any of its subsidiaries; (ii) does not 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; (iii) 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 (iv) 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. Yang for a term of three years commencing from the date of passing the resolution approving the appointment of Ms. Yang as an external Supervisor at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Ms. Yang will receive an annual fee of RMB50,000. The proposed remuneration of Ms. Yang is determined having regard to her duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Ms. Yang 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. Yang as an external Supervisor.

(C) Mr. Zhu

Mr. Zhu Bingze, aged 41, graduated from Beihua University in 2009 with a master's degree in business administration. Mr. Zhu was a training specialist of the Beijing branch of Yingda Taihe Life Insurance Co., Ltd., who had successively served as the secretary of the Youth League Committee and the deputy director of the Office of the Environmental Planning Institute of the Ministry of Ecology and Environment of the PRC, and he was the general manager of the Hainan branch of Beijing Shenzhou Ruilin Environmental Technology Research Institute Co., Ltd.. Mr. Zhu is currently the chairman of Jilin Shizeng Pharmaceutical Group Co., Ltd..

Save as disclosed herein, as at the date of this announcement, Mr. Zhu does not have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. Zhu (i) does not hold any positions in the Company or any of its subsidiaries; (ii) does not 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; (iii) 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 (iv) 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. Zhu for a term of three years commencing from the date of passing the resolution approving the appointment of Mr. Zhu as an external Supervisor at the AGM until the conclusion of the 2026 annual general meeting to be held by the Company in 2027. Pursuant to the service contract, Mr. Zhu will receive an annual fee of RMB50,000. The proposed remuneration of Mr. Zhu is determined having regard to his duties and responsibilities in the Company.

Save as disclosed herein, there is no other information relating to Mr. Zhu 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. Zhu as an external Supervisor.

The proposed re-election and re-appointment of Mr. Pan as an external Supervisor and the proposed appointment of each of Ms. Yang and Mr. Zhu as an external Supervisor are subject to the Shareholders' approval by way of ordinary resolutions at the AGM.

RETIREMENT OF DIRECTORS AND SUPERVISORS

Mr. Ni, an executive Director, and Mr. Li, an independent non-executive Director, who will not offer themselves for re-election and re-appointment as Directors at the AGM, will retire as Directors at the conclusion of the AGM. Each of Mr. Ni and Mr. Li has confirmed that he 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 his retirement as a Director.

Mr. Fan and Mr. Ouyang, each an external Supervisor, will not offer themselves for re-election and re-appointment as Supervisors at the AGM, and will retire as Supervisors at the conclusion of the AGM. Each of Mr. Fan and Mr. Ouyang has confirmed that he 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 his retirement as a Supervisor.

AGM

A circular containing, among other things, (1) details of the re-election and re-appointment of Ms. Zheng, Mr. Liu, Mr. Wang, Ms. Guan, Mr. Tang and Mr. Shen as Directors and the proposed appointment of Mr. Cao and Ms. Liu as Directors; and (2) details of the re-election and re-appointment of Mr. Pan as a Supervisor and the proposed appointment of Ms. Yang and Mr. Zhu as Supervisors, as well as a notice of the AGM will be despatched 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
10 April 2024

As at the date of this announcement, Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are the executive Directors, Mr. Liu Ziyi is a non-executive Director, and Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei are the 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".