



**BEIJING BEIDA  
JADE BIRD UNIVERSAL  
SCI-TECH COMPANY LIMITED**

北京北大青鳥環宇科技股份有限公司

(STOCK CODE 股份代號: 08095)

**2015  
THIRD QUARTERLY  
RESULTS REPORT**  
第三季度業績報告

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2015  
截至二零一五年九月三十日止九個月

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.

This report, for which the directors (the “Directors”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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 report 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 in this report misleading.

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位乃為較聯交所其他上市公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市的公司屬新興性質，在創業板買賣的證券可能會較在聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告包括的資料乃遵照創業板證券上市規則(「創業板上市規則」)的規定而提供有關北京北大青鳥環宇科技股份有限公司(「本公司」)的資料。本公司各董事(「董事」)願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確完整，且無誤導或欺詐成分，亦無遺漏其他事項致使本報告所載任何聲明產生誤導。

### THIRD QUARTERLY RESULTS (UNAUDITED)

The board of the Directors (the “Board”) announced the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months ended 30 September 2015 together with the unaudited comparative figures for the corresponding period in 2014 as follows:

### 第三季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零一五年九月三十日止九個月之未經審核綜合業績，連同二零一四年同期之未經審核比較數字如下：

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the nine months ended 30 September 2015

### 簡明綜合損益及其他全面收益表 (未經審核)

截至二零一五年九月三十日止九個月

		Note 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<b>Turnover</b>	<b>營業額</b>	3	285,382	271,631	701,588	612,653
Cost of sales and services	銷售及服務成本		(146,281)	(142,246)	(379,074)	(338,503)
<b>Gross profit</b>	<b>毛利</b>		139,101	129,385	322,514	274,150
Other revenue and net income	其他收益及收入淨額	4	7,669	55,961	54,611	65,762
Distribution costs	分銷成本		(17,876)	(11,926)	(44,548)	(34,766)
Administrative expenses	行政開支		(23,839)	(30,355)	(70,804)	(81,816)
Other operating expenses	其他經營開支		(8,671)	(6,798)	(34,271)	(29,924)
<b>Profit from operations</b>	<b>經營溢利</b>		96,384	136,267	227,502	193,406
Finance costs	融資成本	5	(4,567)	(5,710)	(15,767)	(9,684)
Share of losses of associates	應佔聯營公司虧損		(3,060)	(1,273)	(6,051)	(4,197)
Share of losses of joint ventures	應佔合營企業虧損		(651)	(1,096)	(2,117)	(2,775)
<b>Profit before tax</b>	<b>除稅前溢利</b>		88,106	128,188	203,567	176,750
Income tax expense	所得稅開支	6	(11,989)	(11,067)	(29,745)	(22,530)
<b>Profit for the period</b>	<b>本期間溢利</b>		76,117	117,121	173,822	154,220
<b>Other comprehensive income/(loss) for the period: (after nil tax)</b>	<b>本期間其他全面收益/(虧損)：(除零稅後)</b>					
Items that may be reclassified subsequently to profit or loss	其後可能重新分類至溢利或虧損之項目					
Exchange differences on translating foreign operations	換算海外業務之匯兌差異		13,746	(147)	14,022	1,627
Net (loss)/gain arising on revaluation of available-for-sale financial assets during the period	期內可供銷售財務資產之重估所產生之(虧損)/收益淨額		(6,741)	6,909	570	16,556
Reclassification adjustments relating to available-for-sale financial assets disposed of during the period	關於期內出售之可供出售財務資產之重新分類調整		-	(47,705)	-	(47,705)
Share of other comprehensive (loss)/income of joint ventures	應佔合營企業其他全面(虧損)/收益		(2)	1	(2)	-

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		Note 附註			
Other comprehensive income for the period	本期間其他全面收益	7,003	(40,942)	14,590	(29,522)
Total comprehensive income for the period	本期間全面收益總額	83,120	76,179	188,412	124,698
Profit for the period attributable to:	應佔本期間溢利：				
Owners of the Company	本公司擁有人	35,938	86,510	78,419	101,589
Non-controlling interests	非控股權益	40,179	30,611	95,403	52,631
		76,117	117,121	173,822	154,220
Total comprehensive income for the period attributable to:	應佔本期間全面收益總額：				
Owners of the Company	本公司擁有人	42,917	45,550	92,951	72,053
Non-controlling interests	非控股權益	40,203	30,629	95,461	52,645
		83,120	76,179	188,412	124,698
		RMB (人民幣)	RMB (人民幣)	RMB (人民幣)	RMB (人民幣)
Earnings per share	每股盈利				
Basic and diluted	基本及攤薄	3.03 cents(仙)	7.30 cents(仙)	6.62 cents(仙)	8.57 cents(仙)
		7			

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表(未經審核)

For the nine months ended 30 September 2015

截至二零一五年九月三十日止九個月

		Attributable to owners of the Company									
		本公司擁有人應佔									
		Share capital	Capital reserve	Reserve funds	Foreign	Investment	Other reserve	Retained profits	Non-controlling interests	Total	Total equity
					translation reserve	revaluation reserve					
		股本	資本儲備	儲備基金	匯兌儲備	儲備	其他儲備	留存盈利	合計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2014	於二零一四年一月一日之結餘	118,480	377,720	93,954	(77,707)	91,881	12,552	411,453	1,028,333	250,283	1,278,616
Total comprehensive income for the period	本期間全面收益總額	-	-	-	1,613	(31,149)	-	101,589	72,053	52,645	124,698
Transfer	轉撥	-	-	5,124	-	-	-	(5,124)	-	-	-
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	15,000	15,000
Change in equity interests in a subsidiary without change in control	附屬公司股權變動而沒有改變控制權	-	-	-	27	-	-	(203)	(176)	176	-
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	(227)	(227)
Dividends to non-controlling interests	給予非控股權益之股息	-	-	-	-	-	-	-	-	(19,712)	(19,712)
Changes in equity for the period	本期間權益變動	-	-	5,124	1,640	(31,149)	-	96,262	71,877	47,882	119,759
Balance at 30 September 2014	於二零一四年九月三十日之結餘	118,480	377,720	99,078	(76,067)	60,732	12,552	507,715	1,100,210	298,165	1,398,375
Balance at 1 January 2015	於二零一五年一月一日之結餘	118,480	377,720	108,954	(76,323)	49,051	12,552	497,095	1,087,529	312,213	1,399,742
Total comprehensive income for the period	本期間全面收益總額	-	-	-	13,962	570	-	78,419	92,951	95,461	188,412
Disposals of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	(11,557)	(11,557)
Dividends to non-controlling interests	給予非控股權益之股息	-	-	-	-	-	-	-	-	(22,092)	(22,092)
Changes in equity for the period	本期間權益變動	-	-	-	13,962	570	-	78,419	92,951	61,812	154,763
Balance at 30 September 2015	於二零一五年九月三十日之結餘	118,480	377,720	108,954	(62,361)	49,621	12,552	575,514	1,180,480	374,025	1,554,505

Note:

## 1. GENERAL INFORMATION

The Company was incorporated in the People's Republic of China (the "PRC") as a sino-foreign joint stock limited liability company. The Company's H shares are listed on GEM. The address of its registered office is 3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3, No. 5 Haidian Road, Haidian District, Beijing 100080, the PRC. The addresses of its principal place of business in the PRC and Hong Kong are 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC and Unit 7605, 76th Floor, The Center, 99 Queen's Road Central, Hong Kong respectively.

The Company is engaged in the marketing and sale of embedded system products and related products. The principal activities of its subsidiaries are the research, development, manufacture, marketing, contract work and sale of electronic fire alarm systems and related products, the development of travel and leisure business, investment holding and production and sales of wine and related products.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principle generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the nine months ended 30 September 2015 comprise the Company and its subsidiaries and the Group's interest in associates and joint ventures.

附註：

## 1. 一般資料

本公司乃於中華人民共和國(「中國」)註冊成立之中外合資股份制有限責任公司。本公司之H股於創業板上市。本公司之註冊辦事處地址為中國北京市海澱區海澱路5號燕園三區北大青鳥樓三層(郵編100080)，其在中國及香港之主要營業地點分別為中國北京市海澱區成府路207號北大青鳥樓3樓(郵編100871)及香港皇后大道中99號中環中心76樓7605室。

本公司從事嵌入式系統產品及相關產品之市場推廣及銷售。其附屬公司主要業務為研究、開發、製造、市場推廣、合約工程及銷售電子消防報警系統及相關產品、發展旅遊及休閒業務、投資控股，以及生產及銷售酒類及有關產品。

## 2. 重大會計政策

### (a) 合規聲明

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」，所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港公認會計原則及香港公司條例之披露規定編製。該等財務報表亦符合創業板上市規則之適用披露條文。

### (b) 財務報表編製基準

截至二零一五年九月三十日止九個月之綜合財務報表包括本公司及其附屬公司及本集團於聯營公司及合營企業之權益。

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (b) Basis of preparation of the financial statements

(Continued)

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the Company's functional and the Group's presentation currency, and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value:

- certain financial instruments classified as available-for-sale investments; and
- biological assets.

### (c) Change in accounting policies

In the current period, the Group has adopted all new/revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for accounting period beginning on 1 January 2015. The adoption of these new/revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods.

The Group has not applied the new/revised HKFRSs that have been issued but are not yet effective.

The Group has already commenced an assessment of the impact of these new/revised HKFRSs but is not yet in a position to state whether these new/revised HKFRSs would have a material impact on its results of operations and financial position.

Save as aforesaid or as otherwise mentioned in this report, the accounting policies adopted in preparing these unaudited third quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2014. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

## 2. 重大會計政策(續)

### (b) 財務報表編製基準(續)

本集團旗下各實體之財務報表所包括之項目，均以該實體主要營運經濟環境之貨幣(「功能貨幣」)計算。本綜合財務報表乃以人民幣(「人民幣」)呈報，人民幣為本公司之功能貨幣及本集團之呈報貨幣，而除另有指明外，全部價值已取至最接近千位(人民幣千元)。

編製財務報表所用之計量基準乃歷史成本基準，惟下列資產及負債按其公平值列賬：

- 分類為可供出售投資之若干金融工具；及
- 生物資產。

### (c) 會計政策變動

於本期間，本集團已採納所有由香港會計師公會頒佈且與本集團業務有關之新訂／經修訂香港財務報告準則，該等準則於二零一五年一月一日開始之會計期間生效。採納該等新訂／經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大變動。

本集團並未應用已頒佈但尚未生效之新訂／經修訂香港財務報告準則。

本集團已著手評估該等新訂／經修訂香港財務報告準則之影響，惟尚未能確定該等新訂／經修訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

除上述或本報告其他部分所述者外，編製本未經審核第三季度簡明綜合財務報表所採納之會計政策，與編製本公司截至二零一四年十二月三十一日止年度之年度經審核綜合財務報表所用者貫徹一致。本簡明綜合財務報表應與上述經審核財務報表一併閱讀。

### 3. TURNOVER

The Group's turnover which represents the net invoiced value of goods sold and services rendered to customers, after allowances for returns and trade discounts and net of sales tax are as follows:

	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Sales and contract works of embedded system products and related products	235,302	217,773	599,889	516,138
Rendering of travel and leisure services	46,720	50,536	93,157	87,686
Sales of wine and related products	3,360	3,322	8,542	8,829
	<b>285,382</b>	<b>271,631</b>	<b>701,588</b>	<b>612,653</b>

### 3. 營業額

本集團之營業額指已售予客戶之貨品及已提供予客戶之服務扣除退貨、貿易折扣及銷售稅後之發票淨值，載列如下：

### 4. OTHER REVENUE AND NET INCOME

	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Bank interest income	243	225	761	671
Gain on disposal of available-for-sale financial assets	–	52,659	–	52,659
Gain on disposals of subsidiaries	–	–	26,050	344
Government grant	2,285	2,371	22,338	8,253
Rental income	243	261	665	870
Others	4,898	445	4,797	2,965
	<b>7,669</b>	<b>55,961</b>	<b>54,611</b>	<b>65,762</b>

### 4. 其他收益及收入淨額



## 5. FINANCE COSTS

## 5. 融資成本

	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
	2015	2014	2015	2014
	二零一五年	二零一四年	二零一五年	二零一四年
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interests on	利息			
– bank loans	– 銀行貸款		3,552	4,181
– other loans	– 其他貸款		–	86
Net foreign exchange losses/(gain)	外幣匯兌虧損/ (收益)淨額		1,015	1,443
	4,567	5,710	15,767	9,684

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
	2015	2014	2015	2014
	二零一五年	二零一四年	二零一五年	二零一四年
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current tax – PRC Enterprise Income Tax	即期稅項 – 中國企業 所得稅		11,987	15,138
Provision for the period	本期間撥備		–	–
Current tax – Hong Kong Profits Tax	即期稅項 – 香港 利得稅		–	–
Over-provision in prior years	過往年度超額撥備		–	(4,014)
Deferred tax	遞延稅項		2	(57)
	11,989	11,067	29,745	22,530

No provision for Hong Kong Profits Tax had been made in the consolidated financial statements as the Group has no assessable profit in Hong Kong for the nine months ended 30 September 2015 and 2014.

概無於綜合財務報表內計提香港利得稅撥備，因為本集團於截至二零一五年及二零一四年九月三十日止九個月在香港並無應課稅溢利。

## 6. INCOME TAX EXPENSE (Continued)

Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the country in which the Group operates, based on existing legislation, interpretations, and practices in respect thereof.

During the year ended 31 December 2009, two subsidiaries of the Company had been certified by the relevant PRC authorities as high technology enterprises. Pursuant to the Income Tax Law in the PRC, the two subsidiaries are subject to PRC Enterprise Income Tax at a rate of 15% effective for three years ended 31 December 2012. During the year 2012, two subsidiaries of the Company renewed the certificates and are continuously subject to the rate of 15% effective for another three years ending 31 December 2015.

Pursuant to the relevant laws and regulations in the PRC, one of the Group's PRC subsidiaries is exempted from PRC income tax for two years starting from their first profit-making year, followed by a 50% reduction for the next three years.

Other subsidiaries of the Company established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2014: 25%).

## 7. EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company for the three months ended 30 September 2015 and 2014 is based on the profit for the period attributable to owners of the Company of RMB35,938,000 (2014: RMB86,510,000) and the weighted average number of ordinary shares of 1,184,800,000 (2014: 1,184,800,000) in issue during the period.

The calculation of basic earnings per share attributable to owners of the Company for the nine months ended 30 September 2015 and 2014 is based on the profit for the period attributable to owners of the Company of RMB78,419,000 (2014: RMB101,589,000) and the weighted average number of ordinary shares of 1,184,800,000 (2014: 1,184,800,000) in issue during the period.

## 6. 所得稅開支(續)

其他地方應課稅溢利之稅項乃根據本集團經營業務所在國家之現行法例、詮釋及慣例按該國之現行稅率計算。

截至二零零九年十二月三十一日止年度，本公司兩間附屬公司獲中國有關機關認證為高新科技企業。根據中國所得稅法，該兩間附屬公司須按15%之稅率繳交中國企業所得稅，於截至二零一二年十二月三十一日止三個年度生效。於二零一二年，本公司兩間附屬公司重續證書，繼續享有15%的稅率，於截至二零一五年十二月三十一日止的另外三個年度生效。

根據中國相關法律及法規，本集團其中一間中國附屬公司由首個獲利年度起計兩年內獲豁免繳納中國所得稅，而其後三年則享有50%稅項減免。

本公司於中國成立之其他附屬公司通常須就應課稅收入按稅率25% (二零一四年：25%)繳納所得稅。

## 7. 每股盈利

### (a) 每股基本盈利

截至二零一五年及二零一四年九月三十日止三個月本公司擁有人應佔每股基本盈利乃根據本公司擁有人應佔本期間溢利人民幣35,938,000元(二零一四年：人民幣86,510,000元)及期內已發行普通股加權平均數1,184,800,000(二零一四年：1,184,800,000)股計算。

截至二零一五年及二零一四年九月三十日止九個月本公司擁有人應佔每股基本盈利乃根據本公司擁有人應佔本期間溢利人民幣78,419,000元(二零一四年：人民幣101,589,000元)及期內已發行普通股加權平均數1,184,800,000(二零一四年：1,184,800,000)股計算。

## 7. EARNINGS PER SHARE (Continued)

### (b) Diluted earnings per share

No adjustment has been made to the basic profit per share amounts presented for the three months ended 30 September 2015 and 2014. Therefore, the calculation of the diluted earnings per share is based on the profit for the period attributable to owners of the Company for the three months ended 30 September 2015 and 2014 of RMB35,938,000 (2014: RMB86,510,000) and the weighted average number of ordinary shares of 1,184,800,000 (2014: 1,184,800,000) in issue during the period.

No adjustment has been made to the basic profit per share amounts presented for the nine months ended 30 September 2015 and 2014. Therefore, the calculation of the diluted earnings per share is based on the profit for the period attributable to owners of the Company for the nine months ended 30 September 2015 and 2014 of RMB78,419,000 (2014: RMB101,589,000) and the weighted average number of ordinary shares of 1,184,800,000 (2014: 1,184,800,000) in issue during the period.

## 8. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2015 (2014: Nil).

## 7. 每股盈利(續)

### (b) 每股攤薄盈利

概無就截至二零一五年及二零一四年九月三十日止三個月之每股基本溢利作出調整。故此，計算每股攤薄盈利乃根據截至二零一五年及二零一四年九月三十日止三個月本公司擁有人應佔期內溢利人民幣35,938,000元(二零一四年：人民幣86,510,000元)及期內已發行普通股加權平均數1,184,800,000股(二零一四年：1,184,800,000股)計算。

概無就截至二零一五年及二零一四年九月三十日止九個月之每股基本溢利作出調整。故此，計算每股攤薄盈利乃根據截至二零一五年及二零一四年九月三十日止九個月本公司擁有人應佔期內溢利人民幣78,419,000元(二零一四年：人民幣101,589,000元)及期內已發行普通股加權平均數1,184,800,000股(二零一四年：1,184,800,000股)計算。

## 8. 股息

董事會不建議就截至二零一五年九月三十日止九個月派付中期股息(二零一四年：零)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

#### Overall performance

Benefited from the continued satisfactory performance of the Group's main core businesses including manufacture and sale of electronic fire equipment and tourism development, the Group recorded the turnover of approximately RMB701.6 million (2014: RMB612.7 million) for the nine months ended 30 September 2015, increased by approximately RMB88.9 million or 14.5% year-on-year. During the period, the Group maintained a stable gross profit margin and cost structure. Gross profit reached approximately RMB322.5 million (2014: RMB274.2 million), increased by approximately RMB48.3 million or 17.6% year-on-year, as a result of the record high turnover for the period. Gross profit margin was approximately 46.0% (2014: 44.7%) which remained steady. The Group's total expenses, including distribution costs, administrative expenses and other expenses, were increased slightly by 2.1% to approximately RMB149.6 million (2014: RMB146.5 million). Increase in the interests on bank and other loans included in the finance costs to approximately RMB12.5 million (2014: RMB11.2 million) was mainly due to increase in borrowings used for business expansion and operation. In December 2014, the Group entered into equity interest transfer agreements with independent third parties for the disposal of its indirect non-wholly owned subsidiaries at an aggregate consideration of approximately RMB80.3 million. Such disposals were completed and accrued an aggregated gain before tax of approximately RMB26.1 million for the nine months ended 30 September 2015. Compared to a gain of approximately RMB52.7 million arising from disposal of available-for-sale financial assets recognized during the corresponding period in 2014, the Group's profit attributable to owners of the Company was decreased by 22.8% to approximately RMB78.4 million for the nine months ended 30 September 2015 (2014: RMB101.6 million).

#### Manufacture and sale of electronic fire equipment

During the nine months ended 30 September 2015, turnover from manufacture and sale of electronic fire equipment business reached approximately RMB599.9 million (2014: RMB516.1 million), representing an increase of 16.2% year-on-year and 85.5% of the Group's total turnover. The continuous and robust growth in the aggregate amount of the contracts and orders was mainly attributable to the concerted effort of the Group and its dealers in expanding the market, continuous brand buildings by conducting promotional campaigns, broadening product portfolio by strengthening the capacity of research and development and increase in competitiveness by launching products with advanced technology and provision of trainings in accordance with newly implemented fire safety standards.

## 管理層討論及分析

### 業務回顧

#### 整體表現

受惠於本集團主要核心業務(包括製造及銷售電子消防設備及旅遊業發展)的表現持續理想，截至二零一五年九月三十日止九個月，本集團錄得營業額約人民幣7.016億元(二零一四年：人民幣6.127億元)，按年增加約人民幣8,890萬元或14.5%。於本期間，本集團維持穩定的毛利率及成本架構。由於本期間錄得高營業額，毛利約為人民幣3.225億元(二零一四年：人民幣2.742億元)，按年增加約人民幣4,830萬元或17.6%。毛利率維持穩定，約為46.0%(二零一四年：44.7%)。本集團的總開支(包括分銷成本、行政開支及其他開支)輕微增加2.1%，至約人民幣1.496億元(二零一四年：人民幣1.465億元)。計入融資成本的銀行及其他貸款利息增加至約人民幣1,250萬元(二零一四年：人民幣1,120萬元)，主要由於業務擴展及營運使用之借款增加。於二零一四年十二月，本集團與獨立第三方訂立股權轉讓協議，出售旗下間接非全資附屬公司，總代價約為人民幣8,030萬元。該等出售事項已完成，而於截至二零一五年九月三十日止九個月，累計除稅前總收益約為人民幣2,610萬元。對比二零一四年同期出售已確認可供出售金融資產所得收益約人民幣5,270萬元，於截至二零一五年九月三十日止九個月，本集團之本公司擁有人應佔溢利減少22.8%至約人民幣7,840萬元(二零一四年：人民幣1.016億元)。

#### 製造及銷售電子消防設備

截至二零一五年九月三十日止九個月，製造及銷售電子消防設備業務的營業額約為人民幣5.999億元(二零一四年：人民幣5.161億元)，按年增加16.2%，佔本集團總營業額85.5%。合同及訂單總額持續強勁增長，主要源於本集團與經銷商共同努力開拓市場，不斷透過推廣活動提升品牌知名度，加強研發力度以拓闊產品類別，以及推出符合新實施消防安全準則之高科技產品並提供培訓以提高競爭力所致。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 管理層討論及分析(續)

### BUSINESS REVIEW (Continued)

#### Tourism development

Turnover from tourism development business of approximately RMB93.2 million was recorded for the nine months ended 30 September 2015 (2014: RMB87.7 million), which was increased by 6.3% year-on-year and accounted for 13.3% of the Group's total turnover. The performance of the environmental bus service and the property management service operated by the Group in Hengshan Mountain scenic area as well as the number of visitors to Hengshan during the period remained steady.

The Group's associate, Changsha Songya Lake Construction Investment Co., Ltd. ("Songya Lake Construction") continued to take part in the construction and land development project of landscape architectures centered on Songya Lake. On 31 January 2013, the Company, as a guarantor, executed a guarantee in favour of two banks (the "Banks"), in relation to the provision of guarantee by the Company in favour of the Banks to secure obligations of Songya Lake Construction, under the facility agreement in respect of the aggregate principal amount of RMB986,000,000 (the "Guarantee"). The amount of the Guarantee provided by the Company is RMB200,000,000 in respect of the principal amount and the related interest, default interest, compound interest, compensation, default fine, compensation for damages and expenses incurred in enforcing the claims, which exceeded 8% of the Group's total assets value as at 30 September 2015. The unaudited consolidated statement of financial position of Songya Lake Construction and the Group's attributable interests in Songya Lake Construction based on its unaudited consolidated financial statements for the nine months ended 30 September 2015 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

### 業務回顧(續)

#### 旅遊業發展

截至二零一五年九月三十日止九個月，旅遊業發展業務營業額約為人民幣9,320萬元(二零一四年：人民幣8,770萬元)，按年增加6.3%，佔本集團總營業額13.3%。本集團於衡山風景區提供的環保巴士服務及物業管理服務的表現以及期內到衡山之遊客人數保持穩定。

本集團之聯營公司長沙松雅湖建設投資有限公司(「松雅湖建設」)繼續參與位於松雅湖之林景建築工程及土地開發項目。於二零一三年一月三十一日，本公司(作為擔保人)向兩家銀行(「銀行」)簽立擔保，內容有關本公司向銀行作出擔保，以確保松雅湖建設履行根據融資協議有關本金總額人民幣9.86億元之責任(「擔保」)。本公司作出之擔保金額為人民幣2億元，涉及本金及相關利息、違約利息、複息、賠償金、違約金、損失賠償金及執行索償產生之開支，其超出本集團於二零一五年九月三十日之資產總值8%。根據松雅湖建設截至二零一五年九月三十日止九個月之未經審核綜合財務報表(遵照中國公認會計原則編製，並已就會計政策差異作出調整)，松雅湖建設之未經審核綜合財務狀況表及本集團應佔松雅湖建設之權益呈列如下：

		Consolidated statement of financial position 綜合財務 狀況表 RMB'000 人民幣千元	Group's attributable interests 本集團 應佔權益 RMB'000 人民幣千元
Assets	資產	2,038,142	569,864
Liabilities	負債	(1,900,916)	(531,496)
Net assets	淨資產	137,226	38,368

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### BUSINESS REVIEW (Continued)

#### Investment holding

As at 30 September 2015, the Group's investment holding business mainly included investments in private equity funds (the investment areas of which included private enterprises in the PRC with businesses ranging from the provision of information technology vocational education, insurance business, baby products retailing business, manufacturing and sale of light-emitting diode related products and property development), the equity interests in listed companies in Hong Kong, and the equity interest in a private enterprise in the PRC which is principally engaged in manufacture and sale of light-emitting diode related products.

The Group continued to keep on seeking potential investment opportunities in order to further expand its investment portfolio and broaden its source of income. On 13 February 2015, a subsidiary of the Company and a connected person of the Company entered into the equity interest transfer agreement, pursuant to which the subsidiary of the Company acquired 20% equity interest in Beijing Xinzhongrui Venture Capital Co., Ltd. ("Xinzhongrui VC") at a consideration of RMB50,000,000. Xinzhongrui VC is a company incorporated in Beijing, the PRC with a registered capital of RMB250 million and its scope of business is venture capital investment, entrusted agency services for venture capital investment business on behalf of other venture capital institutional or individual investors, venture capital investment consultancy, and provision of venture management services for startup companies.

On 10 August 2015, the Company entered into the equity interest transfer agreement (the "Agreement") with a connected person of the Company to acquire 39% equity interest in Ningbo Jade Bird Venture Capital Investment Co., Ltd. ("Ningbo Jade Bird VC") at a consideration of RMB23,400,000 in cash together with capital contribution commitment of RMB54,600,000. Ningbo Jade Bird VC is a limited liability company established in the PRC and is principally engaged in venture capital investment in companies with innovative and high technology in emerging industries, such as culture, healthcare, new energy and environmental protection. The Agreement and the transactions contemplated thereunder are subject to the approval of the independent shareholders of the Company through a special general meeting to be convened by the Company.

## 管理層討論及分析(續)

### 業務回顧(續)

#### 投資控股

於二零一五年九月三十日，本集團之投資控股業務主要包括投資於私募基金(投資範圍包括中國私營企業，而該等企業從事提供職業性資訊科技教育業務、保險業務、嬰兒產品零售業務、製造及銷售發光二極體相關產品及物業發展)、於香港上市公司的股權，以及中國私營企業(主要從事製造及銷售發光二極體相關產品)的股權。

本集團繼續尋求潛在投資機會，以進一步擴展投資組合及開拓收入來源。於二零一五年二月十三日，本公司一間附屬公司與本公司之關連人士訂立股權轉讓協議，據此，本公司之附屬公司收購北京信中瑞創業投資有限公司(「信中瑞創投」)之20%股權，代價為人民幣50,000,000元。信中瑞創投為於中國北京註冊成立之公司，註冊資本為人民幣2.5億元，其業務範圍包括創業資本投資、代表其他創投機構或個人投資者就創業資本投資業務提供信託代理服務、創業資本投資諮詢以及向新公司提供創業管理服務。

於二零一五年八月十日，本公司與本公司之一名關連人士訂立股權轉讓協議(「該協議」)，以收購寧波青鳥創業投資有限公司(「寧波青鳥創投」)之39%股權，代價為現金人民幣23,400,000元，連同作出注資承諾人民幣54,600,000元。寧波青鳥創投為一間於中國成立之有限責任公司，主要從事對文化、醫療、新能源及環保等新興產業的創新高科技的創業投資。該協議及據此擬進行之交易須待本公司獨立股東於本公司將召開之臨時股東大會上批准後，方可作實。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### BUSINESS REVIEW (Continued)

#### Outlook

Looking forward, the Group will step up efforts on the exploration of fire safety market by increase in the support to the dealers, conducting promotional campaigns across the region and establishing internet promoting platform. The Group will also continue to make further investment to research and development and concentrate on building team of high calibre people so as to strengthen our core competitiveness. Meanwhile, the Group will actively work out an international strategic development plan which will help the Group to enter the international market by obtaining further international certifications for our fire safety products.

In the PRC, the mass tourism has become the mainstream. Tourism has evolved from an extravagant lifestyle for only few people to an activity affordable by mass consumers. As tourism becomes an integral part of daily life, development of tourism industry has been high in agenda for many regions, benefiting tourism industry in the PRC with forthcoming opportunities. In December 2014, the Group established a joint venture in the PRC for the purpose of investment and development of travel and leisure business mainly located of Tianzi Mountain, the PRC. The Group expects to diversify the tourism business through participation of tourism development projects.

## 管理層討論及分析(續)

### 業務回顧(續)

#### 展望

展望未來，本集團將加大對消防市場的開拓力度，增加對經銷商的支持、於地區各地進行宣傳活動及創建互聯網宣傳平台，並繼續加大對研發的投資及關注高素質人才隊伍的建設，增強核心競爭力。同時，本集團積極作出國際化的戰略發展規劃，讓更多消防產品取得國際認證，以進入國際市場。

於國內，大眾化旅遊已成趨勢，旅遊已從少數人的奢侈品發展為大眾化的消費，成為日常生活的重要環節，旅遊業發展受到各地區高度重視，從而帶來中國旅遊行業接踵而至的機遇。於二零一四年十二月，本集團在中國成立一間合營公司，以投資及開發主要位於中國天子山之旅遊及休閒業務。本集團期望藉著參與旅遊發展項目，促進旅遊發展業務更加多樣化。

## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2015, the interests (including interests in shares and short positions) of Directors, supervisors (the "Supervisors"), and chief executives of the Company in the shares (the "Shares") and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

## 董事、監事及最高行政人員於股份及相關股份之權益及淡倉

於二零一五年九月三十日，董事、監事（「監事」）及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據創業板上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

## LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY

## 於本公司普通股及相關股份之好倉

Name 姓名	Capacity 身分	Number of ordinary Shares 普通股數目			Total 總計	Approximate percentage of the Company's total number of issued Shares 佔本公司已發行發起人股份總數 概約百分比	Approximate percentage of the Company's total number of issued H Shares 佔本公司已發行H股總數 概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司已發行股本總數 概約百分比
		Interests in promoters Shares 於發起人股份之權益 (Note) (附註)	Interests in H Shares 於H股之權益					
<b>Director</b>								
<b>董事</b>								
Mr. Zhang Wanzhong 張萬中先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	205,414,000	-	205,414,000	29.34%	-	17.34%	
<b>Supervisor</b>								
<b>監事</b>								
Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	205,414,000	29.34%	-	17.34%	



## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

### LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Note:

The above Directors and Supervisors are taken to be interested in the issued share capital of the Company through their respective interests as beneficiaries, among other beneficiaries, of Heng Huat trust ("Heng Huat Trust"). By a declaration of Heng Huat Trust made as a deed on 19 July 2000, Mr. Xu Zhendong, Mr. Zhang Wanzhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhixiang since 9 May 2003 as a trustee) declared that they held the shares of Heng Huat Investments Limited ("Heng Huat") as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd. ("JB Software"), Beijing Beida Jade Bird Limited ("Beida Jade Bird") and Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win Assets Limited ("Dynamic Win"), and is taken to be interested in 205,414,000 shares of the Company which Dynamic Win is interested. Mr. Xu Zhendong, Mr. Zhang Wanzhong and Mr. Xu Zhixiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu Yue's resignation as a trustee on the same date) are trustees holding 60, 20 and 20 shares out of 100 shares in the issued share capital of Heng Huat. Each of Mr. Xu Zhendong and Mr. Xu Zhixiang was former Director who resigned on 5 May 2015.

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 30 September 2015.

### DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES

At no time during the period were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Director and Supervisor or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors and Supervisors to acquire such rights in any other body corporate.

## 董事、監事及最高行政人員於股份及相關股份之權益及淡倉(續)

### 於本公司普通股及相關股份之好倉(續)

附註：

上述董事及監事因彼等各自身為Heng Huat信託(「Heng Huat信託」)其中受益人之權益，被視作於本公司已發行股本中擁有權益。根據於二零零零年七月十九日以契據形式作出之Heng Huat信託聲明書，許振東先生、張萬中先生及劉越女士(徐祇祥先生自二零零三年五月九日起擔任彼之接任受託人)宣佈，彼等以受託人身份，為北京北大青鳥軟件系統有限公司(「青鳥軟件」)、北京北大青鳥有限責任公司(「北大青鳥」)及北京北大宇環微電子系統有限公司以及彼等各自之附屬公司及聯營公司以及本公司超過300名僱員之利益，持有Heng Huat Investments Limited(「Heng Huat」)之股份。Heng Huat實益擁有致勝資產有限公司(「致勝」)全部已發行股本權益，因而視作於致勝擁有權益之205,414,000股本公司股份中擁有權益。許振東先生、張萬中先生及徐祇祥先生(徐祇祥先生在劉越女士於二零零三年五月九日辭任受託人後於同日接任成為受託人)以受託人身份，於Heng Huat已發行股本之100股股份中，分別持有60股、20股及20股。前董事許振東先生及徐祇祥先生分別於二零一五年五月五日辭任。

除上文披露者外，於二零一五年九月三十日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據創業板上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

### 董事及監事購入股份之權利

於本期間任何時間，董事及監事或彼等各自之配偶或未成年子女並無獲授任何可藉收購本公司股份而取得利益之權利，亦無行使任何該等權利。本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事及監事獲得於任何其他法人團體之該等權利。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

## 主要股東及其他人士於股份及相關股份之權益及淡倉

At 30 September 2015, the following interests and short positions of the issued share capital of the Company were recorded in the register of interests required to be maintained by the Company pursuant to Section 336 of the SFO:

於二零一五年九月三十日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

## LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY

## 本公司普通股及相關股份之好倉

Name of shareholder 股東名稱	Note 附註	Capacity 身分	Number of promoters Shares held 持有發起人 股份數目	Approximate percentage of the Company's total number of issued promoters Shares 佔本公司 已發行發起人 股份總數 概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司 全部已發行 股本概約 百分比
1. Peking University 北京大學	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	16.88%
2. Beida Asset Management Co., Ltd. 北大資產經營有限公司	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	16.88%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥 軟件系統有限公司	(a), (b)	Through a controlled corporation 透過一家受控制公司	200,000,000	28.57%	16.88%
4. Beijing Beida Jade Bird Limited 北京北大青鳥有限 責任公司	(a), (c)	Directly beneficially owned and through a controlled corporation 直接實益擁有及透過一家受 控制公司	200,000,000	28.57%	16.88%
5. Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. 深圳市北大青鳥科技 有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	7.17%

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES** (Continued)

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

**LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY** (Continued)

本公司普通股及相關股份之好倉(續)

Name of shareholder 股東名稱	Note 附註	Capacity 身分	Number of promoters Shares held 持有發起人 股份數目	Approximate percentage of the Company's total number of issued promoters Shares 佔本公司 已發行發起人 股份總數 概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司 全部已發行 股本概約 百分比
6. Grand East (H.K.) Limited 怡興(香港)有限公司		Directly beneficially owned 直接實益擁有	110,000,000	15.71%	9.28%
7. Heng Huat Investments Limited	(d)	Through a controlled corporation 透過一家受控制公司	205,414,000	29.34%	17.34%
8. Dynamic Win Assets Limited 致勝資產有限公司	(d)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	17.34%
9. Mongolia Energy Corporation Limited 蒙古能源有限公司	(e)	Through a controlled corporation 透過一家受控制公司	84,586,000	12.08%	7.14%
10. New View Venture Limited	(e)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	7.14%
11. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Directly beneficially owned 直接實益擁有	50,000,000	7.14%	4.22%

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

### LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Notes:

- (a) Peking University is taken to be interested in 16.88% of the total issued share capital of the Company through the following companies:
- (i) 85 million Shares (representing approximately 7.17% of the Company's total issued share capital) held by Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. ("SZ Jade Bird"), which is 90% beneficially owned by Beida Jade Bird;
  - (ii) 115 million Shares (representing approximately 9.71% of the Company's total issued share capital) held by Beida Jade Bird itself, which is 46% beneficially owned by JB Software.
- Beida Asset Management Co., Ltd. is wholly owned by Peking University.
- (b) The interests of JB Software comprise 200 million Shares held by Beida Jade Bird.
- (c) The interests of Beida Jade Bird comprise 115 million Shares held by it and 85 million Shares held by SZ Jade Bird.
- (d) The Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat.
- (e) The Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (f) Mr. Zhang Wanzhong is the vice president and supervisor of Beida Jade Bird and Ms. Zheng Zhong is a vice president of Beida Jade Bird.

Save as disclosed above, no person, other than the Directors and Supervisors, whose interests are set out in the section "Directors', Supervisors' and chief executives' interests and short positions in shares and underlying shares" above, had registered interests or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO as at 30 September 2015.

## COMPETING INTERESTS

As at 30 September 2015, none of the Directors and Supervisors and their respective associates (as defined in the GEM Listing Rules) had interests in a business which competes or may compete with the businesses of the Group, or may have any conflicts of interest with the Group pursuant to the GEM Listing Rules.

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

### 本公司普通股及相關股份之好倉(續)

附註：

- (a) 北京大學被視為透過下列公司，擁有本公司全部已發行股本16.88%權益：
- (i) 由深圳市北大青鳥科技有限公司(「深圳青鳥」)持有之8,500萬股股份(佔本公司全部已發行股本約7.17%)，而深圳青鳥則由北大青鳥實益擁有90%；
  - (ii) 由北大青鳥本身持有之1.15億股股份(佔本公司全部已發行股本約9.71%)，而北大青鳥由青鳥軟件實益擁有46%。
- 北大資產經營有限公司由北京大學全資擁有。
- (b) 青鳥軟件之權益包括由北大青鳥持有之2億股股份。
- (c) 北大青鳥之權益包括本身持有之1.15億股股份及由深圳青鳥持有之8,500萬股股份。
- (d) 股份由致勝持有，而致勝由Heng Huat全資實益擁有。
- (e) 股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (f) 張萬中先生為北大青鳥副總裁及監事，鄭重女士則為北大青鳥副總裁。

除上文披露者外，於二零一五年九月三十日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

## 競爭權益

於二零一五年九月三十日，概無董事及監事以及彼等各自之聯繫人士(定義見創業板上規規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據創業板上規規則與本集團有任何利益衝突。

## PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the nine months ended 30 September 2015.

## AUDIT COMMITTEE

The Company has established the audit committee of the Company (the "Audit Committee") with terms of reference in compliance with the requirements as set out in the GEM Listing Rules. The primary duties of the Audit Committee include monitoring the financial reporting system and internal control procedure of the Group, reviewing financial information and advising the Board on the engagement and independence of external auditors.

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua. Mr. Shao Jiulin is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's third quarterly results report for the nine months ended 30 September 2015 and concluded the meeting with agreement to the contents of the third quarterly results report.

By order of the Board  
**Beijing Beida Jade Bird Universal  
Sci-Tech Company Limited**  
**Ni Jinlei**  
*Chairman*

Beijing, the PRC, 9 November 2015

*As at the date of this report, Mr. Zhang Wanzhong, Ms. Zheng Zhong and Mr. Ip Wing Wai are executive Directors, Mr. Ni Jinlei, Ms. Xue Li and Mr. Zhao Xuedong are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua are independent non-executive Directors.*

## 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一五年九月三十日止九個月內，概無購買、贖回或出售本公司任何上市證券。

## 審核委員會

本公司已成立審核委員會（「審核委員會」），並根據創業板上市規則所載之規定制訂其職權範圍。審核委員會的主要職責包括監察本集團之財務匯報系統及內部監控程序、審閱財務資料以及就委聘外部核數師及其獨立性向董事會提供意見。

審核委員會目前由四名獨立非執行董事組成，成員為邵九林先生、李俊才先生、林岩先生及李崇華先生，邵九林先生為審核委員會主席。審核委員會已召開會議以審閱本集團截至二零一五年九月三十日止九個月之第三季度業績報告，並於會上議定落實第三季度業績報告之內容。

承董事會命  
**北京北大青鳥環宇  
科技股份有限公司**  
主席  
**倪金磊**

中國，北京，二零一五年十一月九日

於本報告日期，張萬中先生、鄭重女士及葉永威先生為執行董事，倪金磊先生、薛麗女士及趙學東先生則為非執行董事，而邵九林先生、李俊才先生、林岩先生及李崇華先生為獨立非執行董事。

