



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)**

## **FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2019**

### **CHARACTERISTICS OF THE GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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*This announcement, 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 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 in this announcement misleading.*

## FIRST 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 three months ended 31 March 2019 together with the unaudited comparative figures for the corresponding period in 2018 as follows:

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

*For the three months ended 31 March 2019*

	<i>Note</i>	<b>2019</b> <b>RMB'000</b>	2018 <b>RMB'000</b>
<b>Revenue</b>	3	<b>392,187</b>	274,445
Cost of sales and services		<u>(224,778)</u>	<u>(144,665)</u>
<b>Gross profit</b>		<b>167,409</b>	129,780
Other gains and income	4	<b>3,688</b>	4,161
Impairment loss on trade and other receivables, net		<b>(8,306)</b>	(6,103)
Distribution costs		<b>(34,353)</b>	(26,725)
Administrative expenses		<b>(33,459)</b>	(26,954)
Other expenses		<u>(25,096)</u>	<u>(18,790)</u>
<b>Profit from operations</b>		<b>69,883</b>	55,369
Finance costs	5	<b>(2,993)</b>	(7,904)
Share of losses of associates		<b>(4,720)</b>	(5,323)
Share of losses of joint ventures		<u>(593)</u>	<u>(165)</u>
<b>Profit before tax</b>		<b>61,577</b>	41,977
Income tax expense	6	<b>(14,236)</b>	(11,046)
<b>Profit for the period</b>		<u><b>47,341</b></u>	<u>30,931</u>
<b>Other comprehensive income after tax:</b>			
<i>Items that will not be reclassified to profit or loss :</i>			
Fair value changes of financial assets at fair value through other comprehensive income (“FVTOCI”)		<u><b>2,285</b></u>	<u>(10,634)</u>
		<u><b>2,285</b></u>	<u>(10,634)</u>
<i>Items that may be reclassified to profit or loss :</i>			
Exchange differences on translating foreign operations		<b>(10,369)</b>	(19,042)
Share of other comprehensive income of joint ventures		<u><b>(31)</b></u>	<u>12</u>
		<u><b>(10,400)</b></u>	<u>(19,030)</u>
<b>Other comprehensive income for the period, net of tax</b>		<u><b>(8,115)</b></u>	<u>(29,664)</u>
<b>Total comprehensive income for the period</b>		<u><b>39,226</b></u>	<u>1,267</u>

	<i>Note</i>	<b>2019</b> <b><i>RMB'000</i></b>	2018 <i>RMB'000</i>
<b>Profit for the period attributable to:</b>			
Owners of the Company		<b>22,815</b>	15,110
Non-controlling interests		<b>24,526</b>	15,821
		<u><b>47,341</b></u>	<u>30,931</u>
<b>Total comprehensive income for the period attributable to:</b>			
Owners of the Company		<b>18,461</b>	(13,218)
Non-controlling interests		<b>20,765</b>	14,485
		<u><b>39,226</b></u>	<u>1,267</u>
		<b><i>RMB</i></b>	<b><i>RMB</i></b>
<b>Earnings per share</b>			
Basic and diluted (cents per share)	7	<u><b>1.65</b></u>	<u>1.10</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2019

	Attributable to owners of the Company									
	Share capital	Capital reserve	Reserve funds	Foreign currency translation reserve	Financial assets at FVTOCI	Other reserves	Retained profits	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018	137,872	562,519	149,610	(59,266)	132,592	16,295	828,719	1,768,341	719,907	2,488,248
Total comprehensive income for the period	-	-	-	(17,694)	(10,634)	-	15,110	(13,218)	14,485	1,267
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	876	876
Appropriation of safety production fund	-	-	-	-	-	(217)	217	-	-	-
Changes in equity for the period	-	-	-	(17,694)	(10,634)	(217)	15,327	(13,218)	15,361	2,143
At 31 March 2018	<u>137,872</u>	<u>562,519</u>	<u>149,610</u>	<u>(76,960)</u>	<u>121,958</u>	<u>16,078</u>	<u>844,046</u>	<u>1,755,123</u>	<u>735,268</u>	<u>2,490,391</u>
At 1 January 2019	137,872	562,519	152,577	(44,090)	(45,827)	16,384	970,800	1,750,235	900,180	2,650,415
Total comprehensive income for the period	-	-	-	(6,639)	2,285	-	22,815	18,461	20,765	39,226
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	7,752	7,752
Appropriation of safety production fund	-	-	-	-	-	(256)	256	-	-	-
Transfer of gain on disposal of financial assets at FVTOCI	-	-	-	-	(1,233)	-	1,233	-	-	-
Changes in equity for the period	-	-	-	(6,639)	1,052	(256)	24,304	18,461	28,517	46,978
At 31 March 2019	<u>137,872</u>	<u>562,519</u>	<u>152,577</u>	<u>(50,729)</u>	<u>(44,775)</u>	<u>16,128</u>	<u>995,104</u>	<u>1,768,696</u>	<u>928,697</u>	<u>2,697,393</u>

*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 6th Floor, Bank of China Building, 2A Des Voeux Road Central, 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. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

These condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2019. Except for HKFRS 16 Leases mentioned below, the adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods.

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

The Group has applied the simplified transition approach and did not restate comparative amounts for the year prior to first adoption.

The standard affects primarily the accounting for the Group's operating leases. The Group's office and operating premises leases were previously classified as operating leases and the lease payments (net of any incentives received from the lessor) were recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group recognises and measures a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset are recognised in profit or loss. The Group's assets and liabilities increase and the timing of expense recognition is also be impacted as a result.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 is not material.

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2019. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

The condensed consolidated financial statements are unaudited but have been reviewed by the audit committee of the Company (the "Audit Committee").

The accounting policies adopted in preparing these unaudited first 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 2018, except for the new and revised HKFRSs issued by HKICPA which have become effective in this period. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

### 3. REVENUE

#### Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the period is as follows:

	<b>2019</b> <i>RMB'000</i>	2018 <i>RMB'000</i>
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Disaggregated by major products or service lines		
– Sales and contract works of embedded system products and related products	<b>362,543</b>	241,532
– Rendering of travel and leisure services	<b>27,683</b>	31,091
– Sales of wine and related products	<b>1,961</b>	1,822
	<b><u>392,187</u></b>	<u>274,445</u>

The Group derives all revenue from the transfer of goods and services at a point in time.

### 4. OTHER GAINS AND INCOME

	<b>2019</b> <i>RMB'000</i>	2018 <i>RMB'000</i>
Bank interest income	<b>705</b>	476
Government grants	–	1,280
Others	<b>2,983</b>	2,405
	<b><u>3,688</u></b>	<u>4,161</u>

### 5. FINANCE COSTS

	<b>2019</b> <i>RMB'000</i>	2018 <i>RMB'000</i>
Interest on bank, other loans and lease liabilities	<b>3,475</b>	2,542
Net foreign exchange (gain)/loss	<b>(482)</b>	5,362
	<b><u>2,993</u></b>	<u>7,904</u>

## 6. INCOME TAX EXPENSE

	<b>2019</b>	2018
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Current tax – PRC Enterprise Income Tax Provision for the period	<u><b>14,236</b></u>	<u>11,046</u>

No provision for Hong Kong Profits Tax is required for the three months ended 31 March 2019 and 2018 since the Group had no assessable profit for both periods.

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.

Three 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 three subsidiaries are subject to PRC Enterprise Income Tax (“EIT”) at a rate of 15% effective for three years within 2019.

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% (2018: 25%).

## 7. EARNINGS PER SHARE

### **Basic and diluted earnings per share**

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of RMB22,815,000 (2018: RMB15,110,000) and the weighted average number of ordinary shares of 1,378,720,000 (2018: 1,378,720,000) in issue during the period. No adjustment has been made to the basic profit per share amounts presented for the three months ended 31 March 2019 and 2018. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

## 8. DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2019 (2018: Nil).



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Overall performance**

The Group is principally engaged in manufacture and sale of electronic fire equipment business, tourism development business and investment holding of diversified portfolios.

The Group's manufacture and sale of electronic fire equipment and tourism development segments continued to be the core source of revenue. As a result of continued satisfactory performance of manufacture and sale of electronic fire equipment segment, the Group's revenue for the three months ended 31 March 2019 amounted to approximately RMB392.2 million, representing an increase of 42.9% as compared with approximately RMB274.4 million in 2018. The Group reported a comparatively higher cost of sales, in particular the cost of materials, and the gross profit rose 29.0% year-on-year to approximately RMB167.4 million (2018: RMB129.8 million) with gross profit margin of approximately 43% (2018: 47%). Impairment loss on trade and other receivables increased to approximately RMB8.3 million (2018: RMB6.1 million) as a result of increase in the Group's revenue and trade receivables. The Group's total operating expenses, including distribution costs, administrative expenses and other expenses, were increased by 28.1% to approximately RMB92.9 million (2018: RMB72.5 million), following to the continued growth of the Group's main businesses, in particular, the increase in distribution costs and research and development costs of the manufacture and sale of electronic fire equipment segment to achieve strong sales performance and maintain competitiveness. During the reporting period, profit attributable to owners of the Company increased 51.0% year-on-year to approximately RMB22.8 million (2018: RMB15.1 million), mainly because of the increase in the Group's revenue.

### **Manufacture and sale of electronic fire equipment**

The Group focused on research, development, manufacture, marketing and sale of fire safety products, including fire automatic alarm and control linkage system, electrical fire monitoring system, automatic gas fire extinguishing system and gas detection monitoring system. The Group aims to provide comprehensive fire safety solution that integrates fire protection, security, monitoring and intelligent identification. The Group mainly distributes its fire safety products through dealers across the region in the PRC, and actively explores overseas markets. Its headquarter is located in Beijing with main production facilities in Hebei, Beijing and Sichuan, the PRC.

The Group's fire safety products was highly recognized and favored by customers because of its leading position in the industry and sound marketing system. The Group has been awarded the "National Product and Service Quality Integrity Demonstration Enterprise" by the China Association for Quality Inspection for four consecutive years. With its strong R&D platform, the Group has taken the lead in developing the dedicated chips for fire safety products, and the smoke detectors using self-developed chips were sent for inspection and certification during the period. The Group also co-organized industry promotion campaign in Shijiazhuang, that enabled the Group to better understand the market and obtain valuable front-line information for formulation of sales policies and product development.

Revenue generated from the manufacture and sale of electronic fire equipment business increased from approximately RMB241.5 million in 2018 to approximately RMB362.5 million in 2019, representing a growth of 50.1%. During the period under review, the Group's production of various fire safety products has increased significantly compared with the same period of last year, mainly due to the steady growth of dealers' delivery orders, the launch of new products and the additions of new production lines and advanced equipment. New subsystem products such as electrical fire system products and fire power monitoring system products have enriched the Group's product portfolio and maintained a high growth rate once launched. In addition, the Group has obtained international certifications for its fire safety products, which further stimulated sales growth.

### **Tourism development**

The Group is engaged in provision of environmental shuttle bus service and property management services, and operation of tourist service center and tourist souvenir shops in Hengshan Mountain scenic area, the PRC. The Group also, through investments in associates, participated in several tourism development projects in Hunan Province, including the construction and development of landscape architectures and primary land development of land around the Sonya Lake region at Changsha County, and the development of tourist sight project located at Tianzi Mountain.

Fare revenue of environmental shuttle bus service was the main source of income of the Group's tourism development business, which continued to contribute constant profit and cash flow to the Group. During the period under review, the number of tourists and pilgrims at Hengshan Mountain scenic area taking the environmental bus with full-priced ticket recorded a decrease of 8.8% year-on-year to approximately 0.43 million, while the service utilisation rate of the Group's environmental bus service was 84%.

For the three months ended 31 March 2019, the Group's tourism development business recorded revenue of approximately RMB27.7 million (2018: RMB31.1 million), representing a decrease by 10.9% when compared with the corresponding year of 2018. Such decrease was mainly attributable to the decrease in number of visitors to Hengshan Mountain scenic area and road icing during the Chinese New Year period.

### **Investment holding**

As at 31 March 2019, the Group's investment holding business mainly included investments in a subsidiary, which is a private equity fund with equity investments in private enterprises in the PRC principally engaged in manufacturing and sale of light-emitting diode related products and e-commerce business, the investments in financial assets at fair value through other comprehensive income including listed companies in Hong Kong and a private enterprise in the PRC, investments in associates and joint ventures which were private equity funds with investments in private enterprises in the PRC, and the investment in co-production of films and television dramas in the PRC. During the period, the Group did not effect any material additional new investments.

### **Outlook**

Looking ahead, the Group's manufacture and sale of electronic fire equipment business will actively explore the market and continue to pay attention to marketing and promotion through high-quality industry exhibitions, professional fire protection websites and journals. The Group will focus on the investment in the platform for research and development and establish high calibre pre-sales and after-sales teams to provide guarantee for the improvement of product performance and quality.

It will be the peak season of the Group's tourism development business in the second quarter. The number of tourists and pilgrims visiting Hengshan Mountain scenic area is expected to be increased during the Labour Day Golden Week and the Dragon Boat Festival.

## USE OF PROCEEDS FROM PLACING UNDER GENERAL MANDATE

In respect of the placing completed on 6 February 2017 and following the change of use of proceeds on 29 March 2018, approximately 88% of net proceeds from the placing would be applied to potential acquisitions and/or development of new businesses; and approximately 12% of the net proceeds from the placing would be applied as working capital of the Group. Details of the above were disclosed in the announcements of the Company dated 11 January 2017, 6 February 2017, 1 December 2017 and 29 March 2018. As at 31 March 2019, approximately RMB103.9 million was applied to capital contribution to associates and investment of the Company and payments for investments of the Group; approximately RMB12.5 million was applied as working capital of the Group; and the remaining balance of approximately HK\$1.7 million (equivalent to approximately RMB1.5 million) was deposited in bank.

## DISCLOSURE UNDER RULE 17.24 OF THE GEM LISTING RULES

As at 31 March 2019, the aggregate amount of financial assistance provided by the Group to its affiliated companies, including (i) shareholder's loan provided to an affiliated company; and (ii) guarantees provided by the Group in relation to bank facilities of its affiliated companies is RMB423,400,000 in total, which exceeds 8% in the asset ratio as defined under Rules 19.07(1) of the GEM Listing Rules. Details on the financial assistance and guarantee as at 31 March 2019 are set out below:

<b>Name of affiliated company</b>	<b>Aggregate amount of financial assistance and guarantee RMB'000</b>
Changsha Songya Lake Construction Investment Co., Ltd. ("Songya Lake Construction")	233,400 <i>(note 1)</i>
Chuanqi (Hunan) Enterprise Development Co., Ltd. ("Chuanqi Enterprise")	190,000 <i>(note 2)</i>
	<hr/>
	423,400

*Notes:*

1. The amount includes (i) a guarantee of RMB200,000,000 to Bank A and Bank B by the Company; and (ii) an interest-free and unsecured shareholder's loan of RMB33,400,000 from Chuanqi Tourism Investment Co., Ltd. ("Chuanqi Tourism"), a non-wholly owned subsidiary of the Company to Songya Lake Construction. The total amount of the facilities from Bank A and Bank B to Songya Lake Construction is RMB786,000,000.
2. The amount includes a guarantee of RMB190,000,000 to a bank by Chuanqi Tourism. The total amount of the facilities from the bank to Chuanqi Enterprise is RMB190,000,000.

The unaudited combined statement of financial position of the above affiliated companies and the Group's attributable interests in the above affiliated companies based on its unaudited consolidated financial statements for the period ended 31 March 2019 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

	<b>Combined statement of financial position RMB'000</b>	<b>Group's attributable interests RMB'000</b>
Assets	3,904,279	1,098,402
Liabilities	<u>(3,553,443)</u>	<u>(996,984)</u>
Net assets	<u>350,836</u>	<u>101,418</u>

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

As at 31 March 2019, 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:

### Long positions in ordinary shares and underlying shares of the Company

Name	Capacity	Number of ordinary Shares			Approximate percentage of the Company's total number of issued promoters Shares	Approximate percentage of the Company's total number of issued H Shares	Approximate percentage of the Company's total issued share capital
		Interests in promoters Shares (Note)	Interests in H Shares	Total			
Director							
Mr. Zhang Wanzhong	Beneficial owner and beneficiary of trust	205,414,000	–	205,414,000	29.34%	–	14.90%
Supervisor							
Ms. Zhou Min	Beneficiary of trust	205,414,000	–	205,414,000	29.34%	–	14.90%

*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. (“Jade Bird 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 31 March 2019.

## **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.

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

At 31 March 2019, 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:

## Long positions in ordinary shares and underlying shares of the Company

Name of shareholder	Note	Capacity	Number of promoters Shares held	Approximate percentage of the Company's total number of issued promoters Shares	Approximate percentage of the Company's total issued share capital
1. Peking University	(a)	Through controlled corporations	200,000,000	28.57%	14.50%
2. Beida Asset Management Co., Ltd.	(a)	Through controlled corporations	200,000,000	28.57%	14.50%
3. Beijing Beida Jade Bird Software System Co., Ltd.	(a)	Through controlled corporations	200,000,000	28.57%	14.50%
4. Beijing Beida Jade Bird Limited	(a)	Directly beneficially owned	115,000,000	16.43%	8.34%
5. Beida Microelectronics Investment Limited	(a)	Through controlled corporations	85,000,000	12.14%	6.16%
6. Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd	(a)	Through a controlled corporation	85,000,000	12.14%	6.16%
7. Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd	(a)	Directly beneficially owned	85,000,000	12.14%	6.16%
8. Grand East (H.K.) Limited		Directly beneficially owned	110,000,000	15.71%	7.98%



<b>Name of shareholder</b>	<i>Note</i>	<b>Capacity</b>	<b>Number of promoters Shares held</b>	<b>Approximate percentage of the Company's total number of issued promoters Shares</b>	<b>Approximate percentage of the Company's total issued share capital</b>
9. Heng Huat Investments Limited	(b)	Through a controlled corporation	205,414,000	29.34%	14.90%
10. Dynamic Win Assets Limited	(b)	Directly beneficially owned	205,414,000	29.34%	14.90%
11. Mongolia Energy Corporation Limited	(c)	Through a controlled corporation	84,586,000	12.08%	6.13%
12. New View Venture Limited	(c)	Directly beneficially owned	84,586,000	12.08%	6.13%
13. Asian Technology Investment Company Limited		Directly beneficially owned	50,000,000	7.14%	3.63%

*Notes:*

- (a) Peking University is taken to be interested in 14.50% of the total issued share capital of the Company through the following companies:
- (i) 115 million promoters Shares (representing approximately 8.34% of the Company's total issued share capital) held by Beida Jade Bird, which is 46% beneficially owned by Jade Bird Software. Jade Bird Software is 48% beneficially owned by Beida Asset Management Co., Ltd., a wholly owned subsidiary of Peking University; and
  - (ii) 85 million promoters Shares (representing approximately 6.16% of the Company's total issued share capital) in which Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. ("Haikou Jade Bird") is interested. Jade Bird Software owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd which in turn owns 100% equity interest in Haikou Jade Bird.

- (b) The promoters Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat. Please refer to the note to the section “Directors’, Supervisors’ and chief executives’ interests and short positions in shares and underlying shares” above for further details of Heng Huat.
- (c) The promoters Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.

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 31 March 2019.

### **COMPETING INTERESTS**

As at 31 March 2019, 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.

### **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 three months ended 31 March 2019.

### **AUDIT COMMITTEE**

The Company has established the Audit Committee with terms of reference in compliance with the requirements as set out in the GEM Listing Rules. The Audit Committee is accountable to the Board. Its primary duties include monitoring the financial reporting system and risk management and internal control systems of the Group, reviewing financial information, and advising the Board on the engagement and independence of external auditor.

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Shao Jiulin, Mr. Li Juncai, Mr. Li Chonghua and Mr. Shen Wei. Mr. Shao Jiulin is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's first quarterly results report for the three months ended 31 March 2019 and concluded the meeting with agreement to the contents of the first quarterly results report.

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

Beijing, the PRC, 7 May 2019

*As at the date of this announcement, Mr. Ni Jinlei, Mr. Zhang Wanzhong and Ms. Zheng Zhong are executive Directors, Ms. Xue Li, Mr. Xiang Lei and Mr. Ip Wing Wai are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Li Chonghua and Mr. Shen Wei are independent non-executive Directors.*

*This announcement will remain on the GEM website at “www.hkgem.com” on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at “www.jbu.com.cn”.*