



青鸟环宇
JADE BIRD UNIVERSAL

**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

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

2018

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

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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」)GEM(「GEM」)的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了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。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告包括的資料乃遵照GEM證券上市規則(「GEM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 2018 together with the unaudited comparative figures for the corresponding period in 2017 as follows:

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

For the nine months ended 30 September 2018

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」)截至二零一八年九月三十日止九個月之未經審核綜合業績，連同二零一七年同期之未經審核比較數字如下：

簡明綜合損益及其他全面收益表(未經審核)

截至二零一八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	
			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
			Turnover	營業額	3	576,483
Cost of sales and services	銷售及服務成本		(315,889)	(261,463)	(735,791)	(603,561)
Gross profit	毛利		260,594	244,532	613,543	546,313
Other gains and income	其他收益及收入	4	7,496	21,728	17,015	25,291
Distribution costs	分銷成本		(33,584)	(27,378)	(92,961)	(76,111)
Administrative expenses	行政開支		(32,077)	(28,581)	(90,462)	(91,078)
Other expenses	其他開支		(36,805)	(24,479)	(98,330)	(63,638)
Profit from operations	經營溢利		165,624	185,822	348,805	340,777
Finance costs	融資成本	5	791	(4,394)	(6,948)	(10,821)
Share of (losses)/profits of associates	應佔聯營公司(虧損)/溢利		(3,845)	(3,448)	41,852	3,020
Share of losses of joint ventures	應佔合營企業虧損		(374)	(140)	(672)	(520)
Profit before tax	除稅前溢利		162,196	177,840	383,037	332,456
Income tax expense	所得稅開支	6	(29,267)	(30,472)	(63,080)	(59,576)
Profit for the period	本期間溢利		132,929	147,368	319,957	272,880

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

簡明綜合損益及其他全面收益表(未經審核)(續)

	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	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Other comprehensive income after tax:					
<i>Items that may be reclassified to profit or loss:</i>					
Changes in fair value of available-for-sale financial assets	可供出售財務資產之公平值變動	(5,991)	(301)	(17,558)	(11,521)
Exchange differences on translating foreign operations	換算海外業務之匯兌差異	25,548	(6,031)	28,168	(16,081)
Recognition of other reserves	確認其他儲備	–	597	–	852
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收入	(2,026)	(11)	(2,014)	(10)
Other comprehensive income for the period, net of tax	本期間其他全面收益(除稅後)	17,531	(5,746)	8,596	(26,760)
Total comprehensive income for the period	本期間全面收益總額	150,460	141,622	328,553	246,120
Profit for the period attributable to:	應佔本期間溢利:				
Owners of the Company	本公司擁有人	67,391	73,131	186,665	137,619
Non-controlling interests	非控股權益	65,538	74,237	133,292	135,261
		132,929	147,368	319,957	272,880
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	81,239	66,618	192,299	109,396
Non-controlling interests	非控股權益	69,221	75,004	136,254	136,724
		150,460	141,622	328,553	246,120
		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 (cents per share)	基本及攤薄(每股分)	4.89	5.30	13.54	10.08

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 2018

截至二零一八年九月三十日止九個月

		Attributable to owners of the Company									
		本公司擁有人應佔							Non-controlling interests		Total equity
		Share capital	Capital reserve	Reserve funds	Foreign currency translation reserve	Investment revaluation reserve	Other reserves	Retained profits	Total	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 2017	於二零一七年一月一日之結餘	128,176	449,966	133,630	(33,178)	105,717	12,552	677,774	1,474,637	548,174	2,022,811
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(17,213)	(11,521)	511	137,619	109,396	136,724	246,120
Issue of shares	發行股份	9,696	112,553	-	-	-	-	-	122,249	-	122,249
Reclassification	重新分配	-	-	-	-	-	3,157	-	3,157	2,104	5,261
Changes in equity for the period	本期間權益變動	9,696	112,553	-	(17,213)	(11,521)	3,668	137,619	234,802	138,828	373,630
Balance at 30 September 2017	於二零一七年九月三十日之結餘	137,872	562,519	133,630	(50,391)	94,196	16,220	815,393	1,709,439	687,002	2,396,441
Balance at 1 January 2018	於二零一八年一月一日之結餘	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	本期間全面收益總額	-	-	-	25,207	(19,573)	-	186,665	192,299	136,254	328,553
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	1,221	1,221
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(81)	81	-	-	-
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	5,065	5,065
Share of transfer of reserves of joint ventures	分佔合營企業的儲備轉撥	-	-	-	-	3,152	-	(3,152)	-	-	-
Transfer of gain on disposal of available-for-sale financial assets at fair value through other comprehensive income to retained profits	轉撥出售以公平值計入其他全面收益之可供出售財務資產所得收益至保留溢利	-	-	-	-	(1,287)	-	1,287	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	25,207	(17,708)	(81)	184,881	192,299	142,540	334,839
Balance at 30 September 2018	於二零一八年九月三十日之結餘	137,872	562,519	149,610	(34,059)	114,884	16,214	1,013,600	1,960,640	862,447	2,823,087

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. 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 2018. 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.

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有限公司。本公司之H股於GEM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. 編製基準及重大會計政策

該等簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用的香港財務報告準則（「香港財務報告準則」）所編制。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。該等綜合財務報表亦符合GEM上市規則之適用披露條文。

本集團於本期間已採納香港會計師公會所頒佈並於二零一八年一月一日開始之會計年度生效的所有與其營運有關之新訂及經修訂之香港財務報告準則。採納該等新訂及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。

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 2018. 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").

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 2017. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

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:

2. 編製基準及重大會計政策(續)

本集團並無提早應用已頒佈但尚未於二零一八年一月一日開始之財政年度生效之新訂及經修訂之香港財務報告準則。董事預期本集團將於有關新訂及經修訂之香港財務報告準則生效後，在綜合財務報表中應用有關準則。本集團現正評估(倘適用)所有將於未來期間生效之新訂及經修訂之香港財務報告準則之潛在影響，惟目前未能確定此等新訂及經修訂之香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

簡明綜合財務報表未經審核，惟已經本公司審核委員會(「審核委員會」)審閱。

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會計政策，與編製本公司截至二零一七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. 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：

	Three months ended 30 September		Nine months ended 30 September	
	截至九月三十日止三個月	截至九月三十日止三個月	截至九月三十日止九個月	截至九月三十日止九個月
	2018	2017	2018	2017
	二零一八年	二零一七年	二零一八年	二零一七年
	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
Sales and contract works of embedded system products and related products	523,334	451,578	1,227,953	1,036,474
Rendering of travel and leisure services	46,642	50,879	110,418	104,741
Sales of wine and related products	2,889	3,538	7,345	8,659
Management fee income	3,618	-	3,618	-
	<u>576,483</u>	<u>505,995</u>	<u>1,349,334</u>	<u>1,149,874</u>

嵌入式系統產品及相關產品之銷售及合約工程
提供旅遊及休閒服務
銷售酒類及相關產品
管理費用收入

4. OTHER GAINS AND INCOME

4. 其他收益及收入

	Three months ended 30 September		Nine months ended 30 September		
	2018	2017	2018	2017	
	二零一八年	二零一七年	二零一八年	二零一七年	
	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	
Bank interest income	銀行利息收入	600	324	1,459	1,024
Government grants	政府補貼	2,294	18,615	4,228	19,117
Reversal of allowance for doubtful other receivables	撥回其他應收款項呆賬撥備	(62)	-	506	-
Others	其他	4,664	2,789	10,822	5,150
		<u>7,496</u>	<u>21,728</u>	<u>17,015</u>	<u>25,291</u>

5. FINANCE COSTS

5. 融資成本

	Three months ended 30 September		Nine months ended 30 September		
	2018	2017	2018	2017	
	二零一八年	二零一七年	二零一八年	二零一七年	
	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	
Interest on bank and other loans	銀行及其他貸款利息	2,962	3,013	8,330	8,677
Net foreign exchange (gain)/loss	外幣匯兌(收益)/虧損淨額	(3,753)	1,381	(1,382)	2,144
		<u>(791)</u>	<u>4,394</u>	<u>6,948</u>	<u>10,821</u>

6. INCOME TAX EXPENSE

6. 所得稅開支

	Three months ended 30 September		Nine months ended 30 September		
	2018	2017	2018	2017	
	二零一八年	二零一七年	二零一八年	二零一七年	
	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	即期稅項				
Provision for the period	本期間撥備				
PRC	中國	31,234	31,816	68,391	62,779
The United States	美國	1	-	9	-
		<u>31,235</u>	<u>31,816</u>	<u>68,400</u>	<u>62,779</u>
Deferred tax	遞延稅項	(1,968)	(1,344)	(5,320)	(3,203)
		<u>29,267</u>	<u>30,472</u>	<u>63,080</u>	<u>59,579</u>

6. INCOME TAX EXPENSE (Continued)

No provision for Hong Kong Profits Tax is required for the nine months ended 30 September 2018 and 2017 since the Group has no assessable profit for the 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.

These 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 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% (2017: 25%).

7. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company for the three months ended 30 September 2018 is based on the profit for the period attributable to owners of the Company of RMB67,391,000 (2017: RMB73,131,000) and the weighted average number of ordinary shares of 1,378,720,000 (2017: 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 30 September 2018 and 2017. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

The calculation of basic earnings per share attributable to owners of the Company for the nine months ended 30 September 2018 is based on the profit for the period attributable to owners of the Company of RMB186,665,000 (2017: RMB137,619,000) and the weighted average number of ordinary shares of 1,378,720,000 (2017: 1,365,934,066) 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 2018 and 2017. 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 nine months ended 30 September 2018 (2017: Nil).

6. 所得稅開支(續)

概無於截至二零一八年及二零一七年九月三十日止九個月計提香港利得稅撥備，因為本集團於該期間並無應課稅溢利。

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。

本公司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，該三間附屬公司須按15%之稅率繳交中國企業所得稅，於二零一九年前三個年度生效。

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% (二零一七年：25%) 繳納所得稅。

7. 每股盈利

每股基本及攤薄盈利

截至二零一八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67,391,000元 (二零一七年：人民幣73,131,000元) 及期內已發行普通股加權平均數1,378,720,000 (二零一七年：1,378,720,000) 股計算。概無就截至二零一八年及二零一七年九月三十日止三個月之每股基本溢利作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

截至二零一八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186,665,000元 (二零一七年：人民幣137,619,000元) 及期內已發行普通股加權平均數1,378,720,000 (二零一七年：1,365,934,066) 股計算。概無就截至二零一八年及二零一七年九月三十日止九個月之每股基本溢利作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

8. 股息

董事會不建議就截至二零一八年九月三十日止九個月派付中期股息 (二零一七年：零)。

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

The Company, through its subsidiaries, is principally engaged in research, development, manufacture, marketing, contract work and sale of electronic fire equipment, development of travel and leisure businesses as well as investment holding.

During the period under review, the Group continued to strengthen the performance of its manufacture and sale of electronic fire equipment and tourism development segments, while maintaining a diversified investment portfolio for its investment holding segment, and the Group recorded a turnover of approximately RMB1,349.3 million, representing an increase of 17.3% as compared with approximately RMB1,149.9 million in the same period last year. Gross profit rose 12.3% year-on-year to approximately RMB613.5 million (2017: RMB546.3 million), as a result of the increase in turnover and maintaining a stable gross profit ratio of 45% (2017: 48%). During the period under review, the Group reported a comparatively higher cost of sales, in particular the cost of materials, and a lower gross profit ratio comparing with the same period last year. The Group's total operating expenses, including distribution costs, administrative expenses and other expenses, were increased by 22.1% to approximately RMB281.8 million (2017: RMB230.8 million), following to the continued growth of the Group's main businesses, in particular the increase in distribution costs in line with better sales performance and the increase in research and development costs to maintain the Group's competitiveness and advantages. During the reporting period, the Group's associate recognized income from its property development project in the PRC, which led to the increase in the Group's share of profits of associates to approximately RMB41.9 million (2017: RMB3.0 million). Together with continuing satisfactory performance of the Group's core businesses and increase in share of profits of associates, profit attributable to owners of the Company increased 35.7% year-on-year to approximately RMB186.7 million (2017: RMB137.6 million).

Manufacture and sale of electronic fire equipment

The Group focused on research, development, manufacture, marketing and sale of comprehensive and integrated fire safety solution, including fire automatic alarm and control linkage system, electrical fire monitoring system, automatic gas fire extinguishing system and gas detection monitoring system. The Group mainly distributes its fire safety products through dealers across the region in the PRC. Its headquarter is located in Beijing with main production facilities in Hebei, Beijing and Sichuan, the PRC.

管理層討論及分析

整體表現

本公司透過其附屬公司，主要從事研究、開發、製造、營銷、合約工程及銷售電子消防設備、發展旅遊及休閒業務以及投資控股。

於回顧期間，本集團繼續強化其製造及銷售電子消防設備及旅遊發展分部的表現，同時於其投資控股分部維持多元化的投資組合，而本集團錄得營業額約人民幣13.493億元，較去年同期的約人民幣11.499億元增加17.3%。毛利按年增加12.3%至約人民幣6.135億元（二零一七年：人民幣5.463億元），為營業額有所增長及維持穩定毛利率45%（二零一七年：48%）所致。於回顧期間，本集團錄得相對較高的銷售成本（尤其是物料成本）及比去年同期有所下降的毛利率。本集團總經營開支（包括分銷成本、行政開支及其他開支）增加22.1%至約人民幣2.818億元（二零一七年：人民幣2.308億元），原因為本集團的主要業務持續增長，尤其是分銷成本隨著銷售表現改善而有所增加及研發成本有所增加，以維持本集團的競爭力與優勢。報告期間內，本集團聯營公司自其於中國的物業發展項目確認收入，導致本集團分佔聯營公司的溢利增加至約人民幣4,190萬元（二零一七年：人民幣300萬元）。鑒於本集團核心業務表現持續令人滿意及分佔聯營公司的溢利增加，本公司擁有人應佔溢利按年增加35.7%至約人民幣1.867億元（二零一七年：人民幣1.376億元）。

製造及銷售電子消防設備

本集團專門研究、開發、製造、營銷及銷售全面及綜合消防安全解決方案，包括消防自動報警及聯動控制系統、電子消防監控系統、自動氣體滅火系統及氣體檢測監控系統。本集團主要以中國各地的經銷商分銷其消防安全產品。其總部設於北京，主要生產設施在中國河北、北京及四川。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Manufacture and sale of electronic fire equipment (Continued)

During the period, the Group was honored with several industry-recognised awards, including “Top 10 Alarm Brand in the Fire Protection Industry in 2018”, and the Group’s R&D center in Hebei obtained the certificate of provincial technology center issued by Hebei Province Technology Center. The Group’s new series of fire safety products, including wireless product, explosion-proof smoke detector and stand-alone smoke detector, were officially sent for inspection and certification, which would further enrich the Group’s product portfolio.

Turnover from manufacture and sale of electronic fire equipment of approximately RMB1,228.0 million was recorded for the nine months ended 30 September 2018 (2017: RMB1,036.5 million), which was increased by 18.5% year-on-year. The continuous growth in the manufacture and sale of electronic fire equipment business was mainly due to brand loyalty and advantages and industry recognition of the Group’s fire safety solutions with excellent quality and after-sales services, and additions of new production lines and advanced equipment enabling the Group’s production capacity. The production output and sales volume of the electrical fire products and monitoring system products have been increased as a result of great improvement in the function of the products and the upward trend of market demand.

Tourism development

The Group is the environmental shuttle bus operator in Hengshan Mountain scenic area, the PRC. The Group is also engaged in provision of property management services and operation of tourist service center and tourist souvenir shops in the scenic area. The Group’s associates took part 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 from tourists and pilgrims was the main source of income of the Group’s tourism development business, and the Group’s performance continued to be benefited from stable arrivals visiting Hengshan Mountain scenic area. During the period under review, the number of visitors at Hengshan Mountain scenic area taking the environmental bus with full-priced ticket recorded stable growth of 11.2% year-on-year to approximately 1.6 million, while the service utilisation rate of the Group’s environmental bus service achieved at higher level of 92%.

管理層討論及分析(續)

製造及銷售電子消防設備(續)

於本期間內，本集團獲授多個業界認同的獎項，包括「二零一八年防火行業十大報警產品」，而本集團位於河北省的研發中心獲得河北省技術中心頒發的省會技術中心證書。本集團的新消防安全產品系列包括無線產品、防爆感煙探測器及獨立感煙探測器，已正式送呈以作檢測及認證，將進一步豐富本集團的產品組合。

截至二零一八年九月三十日止九個月，製造及銷售電子消防設備錄得營業額約人民幣12.28億元(二零一七年：人民幣10.365億元)，按年增長18.5%。製造及銷售電子消防設備業務的持續增長乃主要由於品牌忠誠度與優勢，以及行內對本集團消防安全解決方案品質及售後服務俱佳予以肯定，加上增添新的生產線及先進設備，讓本集團的產能得以提升所致。由於產品功能大幅改進，且市場需求有上升趨勢，電子消防產品及監察系統產品的產量及銷量持續向上。

旅遊業發展

本集團為中國衡山風景區的環保穿梭巴士的營運商。本集團亦於風景區從事提供物業管理服務以及營運旅客服務中心及旅遊紀念品店。本集團之聯營公司參與了數個湖南省的旅遊發展項目，包括建設及開發園景建築及長沙縣松雅湖區周圍土地的一級土地開發，以及位於天子山旅遊景點的項目發展。

來自遊客及香客之車費收入為本集團旅遊發展業務之主要收入來源，而本集團的業績因到訪衡山風景區客流穩定而持續受惠。於回顧期內，到訪衡山風景區按全票計算乘坐環保巴士的遊客按年11.2%穩步增長至達約160萬人次，同時，本集團環保巴士服務的服務使用率達致更高水平，錄得92%。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Tourism development (Continued)

The Group's tourism development business recorded steady turnover of RMB110.4 million during the nine months ended 30 September 2018 (2017: RMB104.7 million), representing an increase of 5.4% year-on-year. Such increase was mainly attributable to the increase in number of passengers during the period.

Investment holding

As at 30 September 2018, 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, manufacturing and sale of light-emitting diode related products, property development, IT development and solution business, air transport agency, provision of technical consultancy services and semiconductor industry chain projects etc.), the equity interests in listed companies in Hong Kong, the equity interest in a private enterprise in the PRC which is principally engaged in manufacture and sale of light-emitting diode related products, and co-production of films and television dramas in the PRC. During the period, the Group did not effect any material additional investments.

Outlook

Looking ahead, the Group's manufacture and sale of electronic fire equipment business will primarily focus on increasing support to the dealers through active visits and cooperation and strengthening marketing and promotion. The Group will also give priority to technical innovation and training for R&D talents and invest in production equipment with high technology in order to meet the repaid development of R&D needs and development of new generation of fire alarm controller system. Having obtained international certifications for fire safety products, the Group will expand our market in the North America and will start planning to explore the European market.

The number of tourists and pilgrims is expected to stable during the major religious festival and the National Day Golden Week in the fourth quarter. The Group's tourism development business will continue to be benefited from the booming tourism industry of the PRC.

The Group targets to diversify its business and investment portfolio in order to achieve continuous business growth. The Group will continue to seek new promising investment opportunities in the market to broaden its income sources and increase profitability.

管理層討論及分析(續)

旅遊業發展(續)

截至二零一八年九月三十日止九個月，本集團的旅遊發展業務錄得穩定營業額人民幣1.104億元(二零一七年：人民幣1.047億元)，按年增長5.4%。有關升幅乃主要由於期內乘客數目增加。

投資控股

於二零一八年九月三十日，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、製造及銷售發光二極體相關產品、物業發展、開發資訊科技及解決方案業務、航空運輸代理、提供技術顧問服務及半導體產業鏈項目等)、於香港上市公司的股權於一間中國私營企業(主要從事製造及銷售發光二極體相關產品)的股權，以及中國電影及電視劇集共同製作。於本期間，本集團並無作出任何重大新增投資。

前景

展望將來，本集團製造及銷售電子消防設備業務將主要著重透過積極拜訪與合作，加強對經銷商的支援及加強宣傳及推廣。本集團亦將注重技術創新及研發專才的培訓，於高科技生產設備投入資源，達成研發需要的急速發展及開發新一代防火報警控制系統。就消防安全產品取得國際認證後，本集團將會擴充北美市場，並會開始計劃拓展歐洲市場。

遊客及香客數目預計將於大型宗教節日及在第四季的國慶黃金周平穩。本集團之旅遊發展業務將因中國旅遊業一片暢旺而持續受惠。

本集團旨在多元化發展其業務及投資組合，以達致業務持續增長。本集團將繼續於市場尋找新投資機遇，以拓闊其收入來源及提高盈利能力。

USE OF PROCEEDS FROM PLACINGS UNDER GENERAL MANDATE

In respect of the placing completed on 11 July 2016, approximately 90% of the net proceeds from the placing would be applied to explore acquisition opportunities and development of new businesses; and approximately 10% of the net proceeds from the placing would be used to repay existing indebtedness and supplement working capital of the Group. Details of the above was disclosed in the announcements of the Company dated 17 June 2016, 11 July 2016 and 1 December 2017. As at 30 September 2018, approximately RMB74.5 million was used for acquisition of equity interests in associate and subsidiary, capital contribution to associate and payments for investments; approximately RMB8.2 million was applied as working capital of the Group. All the net proceeds from the placing have been fully utilised.

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 30 September 2018, approximately RMB96.0 million was applied to capital contribution to associates and investment of the Company and payments for investments of the Group; approximately RMB8.7 million was applied as working capital of the Group; and the remaining balance of approximately HK\$15.1 million (equivalent to approximately RMB13.3 million) was deposited in bank.

根據一般授權進行配售事項所得款項用途

就於二零一六年七月十一日完成的配售事項而言，所得款項淨額約90%將用於尋求收購機會及發展新業務，而所得款項淨額約10%將用於償還本集團現有債務及補充營運資金。上述事宜詳情於本公司日期為二零一六年六月十七日、二零一六年七月十一日及二零一七年十二月一日之公佈披露。於二零一八年九月三十日，約人民幣7,450萬元用作收購聯營公司及附屬公司股權、向聯營公司注資以及投資之款項；而約人民幣820萬元應用於本集團之營運資金。全部配售所得款項已全數動用。

就於二零一七年二月六日完成的配售事項而言，以及隨著二零一八年三月二十九日變更所得款項用途後，配售所得款項淨額約88%將用於潛在收購及／或發展新業務，而配售所得款項淨額約12%將用作本集團之營運資金。上述事項之詳情已於本公司日期為二零一七年一月十一日、二零一七年二月六日、二零一七年十二月一日及二零一八年三月二十九日之公佈披露。於二零一八年九月三十日，約人民幣9,600萬元應用於向本公司聯營公司及投資之注資及支付本集團投資款項；約人民幣870萬元用作本集團之營運資金，而結餘約1,510萬港元(相當於約人民幣1,330萬元)則存入銀行。

DISCLOSURE UNDER RULE 17.24 OF THE GEM LISTING RULES

As at 30 September 2018, 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 RMB536,400,000 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 30 September 2018 are set out below:

根據GEM上市規則第17.24條的披露資料

於二零一八年九月三十日，本集團提供予聯屬公司的財務資助，包括(i)提供予聯屬公司之股東貸款；及(ii)本集團為聯屬公司之銀行融資所作出之擔保合共總金額為人民幣536,400,000元，超逾GEM上市規則第19.07(1)條所界定的資產比率之8%。於二零一八年九月三十日的財務資助及擔保之詳情如下：

Name of affiliated company 聯屬公司名稱		Aggregate amount of financial assistance and guarantee 財務資助及擔保金額之總額 RMB'000 人民幣千元
Changsha Songya Lake Construction Investment Co., Ltd. ("Songya Lake Construction")	長沙松雅湖建設投資有限公司 (「松雅湖建設」)	346,400 (note 1) (附註1)
Chuanqi (Hunan) Enterprise Development Co., Ltd. ("Chuanqi Enterprise")	傳奇(湖南)實業發展有限公司 (「傳奇實業」)	190,000 (note 2) (附註2)
		536,400

Notes:

- The amount includes (i) a guarantee of RMB200,000,000 to Bank A and Bank B by the Company; (ii) a guarantee of RMB113,000,000 to Bank C by Chuanqi Tourism Investment Co., Ltd. ("Chuanqi Tourism"), a non-wholly owned subsidiary of the Company; and (iii) an interest-free and unsecured shareholder's loan of RMB33,400,000 from Chuanqi Tourism to Songya Lake Construction. The total amount of the facilities from Bank A and Bank B to Songya Lake Construction is RMB786,000,000 and the total amount of the facilities from Bank C to Songya Lake Construction is RMB800,000,000.
- 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.

附註：

- 其中包括：(i)本公司向銀行甲及銀行乙提供人民幣2億元擔保；(ii)本公司非全資附屬公司傳奇旅遊投資有限公司(「傳奇旅遊」)向銀行丙提供人民幣1.13億元擔保；及(iii)傳奇旅遊向松雅湖建設提供的人民幣3,340萬元的不計息無擔保股東貸款。銀行甲及銀行乙給予松雅湖建設的融資總額為人民幣7.86億元；而銀行丙給予松雅湖建設的融資總額為人民幣8億元。
- 金額包括傳奇旅遊向一間銀行提供人民幣1.9億元擔保。該銀行向傳奇實業授出的融資總額為人民幣1.9億元。

DISCLOSURE UNDER RULE 17.24 OF THE GEM LISTING RULES (Continued)

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 30 September 2018 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

		Combined statement of financial position 合併 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	3,136,502	882,907
Liabilities	負債	(2,760,084)	(774,293)
Net assets	淨資產	376,418	108,614

根據GEM上市規則第17.24條的披露資料(續)

根據上述聯屬公司截至二零一八年九月三十日止期間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),上述聯屬公司之未經審核合併財務狀況表及本集團應佔上述聯屬公司之權益呈列如下:

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

As at 30 September 2018, 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

於二零一八年九月三十日,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GEM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:

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

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)

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 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 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 (Note) 於發起人 股份之權益 (附註)	Interests in H Shares 於H股之權益					
Director								
董事								
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%	-	14.90%	
Supervisor								
監事								
Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	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.

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，彼等以受託人身分，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)以受託人身分，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。

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)

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 2018.

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)

除上文披露者外，於二零一八年九月三十日，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GEM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 2018, 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:

於二零一八年九月三十日，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 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%	14.50%
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%	14.50%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青島軟件系統有限公司	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	14.50%
4. Beijing Beida Jade Bird Limited 北京北大青島有限責任公司	(a)	Directly beneficially owned 直接實益擁有	115,000,000	16.43%	8.34%
5. Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Through controlled corporations 透過受控制公司	85,000,000	12.14%	6.16%
6. Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd 三亞青島油服基地建設服務有限公司	(a)	Through a controlled corporation 透過一家受控制公司	85,000,000	12.14%	6.16%
7. Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd 海口青島遠望科技發展有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	6.16%

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
8. 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%	7.98%
9. Heng Huat Investments Limited	(b)	Through a controlled corporation 透過一家受控制公司	205,414,000	29.34%	14.90%
10. Dynamic Win Assets Limited 致勝資產有限公司	(b)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	14.90%
11. Mongolia Energy Corporation Limited 蒙古能源有限公司	(c)	Through a controlled corporation 透過一家受控制公司	84,586,000	12.08%	6.13%
12. New View Venture Limited	(c)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	6.13%
13. 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%	3.63%

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 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;
- (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; and
- (iii) Mr. Zhang Wanzhong is a supervisor of Beida 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 30 September 2018.

COMPETING INTERESTS

As at 30 September 2018, 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，擁有本公司已發行股本總數14.50%權益：
- (i) 1.15億股發行人股份(佔本公司已發行股本總數約8.34%)由北大青島持有，而北大青島由青島軟件實益擁有46%，青島軟件由北京大學全資附屬公司北大資產經營有限公司實益擁有48%；
- (ii) 8,500萬股發行人股份(佔本公司已發行股本總數約6.16%)，海口青島遠望科技發展有限公司(「海口青島」)於當中擁有權益。青島軟件擁有北京微電子投資有限公司100%股權，而北京微電子投資有限公司擁有三亞青島油服基地建設服務有限公司46%股權，而三亞青島油服基地建設服務有限公司則擁有海口青島100%股權；及
- (iii) 張萬中先生為北大青島之監事。
- (b) 該等發行人股份由致勝持有，而致勝由Heng Huat全資實益擁有。有關Heng Huat的更多詳情，請參閱上文「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」一節內附註。
- (c) 該等發行人股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。

除上文披露者外，於二零一八年九月三十日，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

於二零一八年九月三十日，概無董事及監事以及彼等各自之聯繫人士(定義見GEM上市規則)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GEM上市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 2018.

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 auditors.

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 third quarterly results report for the nine months ended 30 September 2018 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, 7 November 2018

As at the date of this report, 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.

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二零一八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，並根據GEM上市規則所載之規定制訂其職權範圍。審核委員會對董事會負責，其主要職責包括監察本集團之財務匯報系統及風險管理及內部監控系統、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、李崇華先生及沈維先生。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二零一八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，北京，二零一八年十一月七日

於本報告日期，倪金磊先生、張萬中先生及鄭重女士為執行董事，薛麗女士、項雷先生及葉永威先生則為非執行董事，而邵九林先生、李俊才先生、李崇華先生及沈維先生為獨立非執行董事。



青鸟环宇
JADE BIRD UNIVERSAL

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