



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)



2014 THIRD QUARTERLY RESULTS REPORT 第三季度業績報告

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014
截至二零一四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”)

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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」)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 2014 together with the unaudited comparative figures for the corresponding period in 2013 as follows:

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

For the nine months ended 30 September 2014

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」)截至二零一四年九月三十日止九個月之未經審核綜合業績，連同二零一三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)

截至二零一四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 | |
|--|-------------------------------------|------------|---|-----------------------------------|--|-----------------------------------|
| | | | 2014 二零一四年 RMB'000 人民幣千元 | 2013 二零一三年 RMB'000 人民幣千元 | 2014 二零一四年 RMB'000 人民幣千元 | 2013 二零一三年 RMB'000 人民幣千元 |
| Turnover | 營業額 | 3 | 271,631 | 215,090 | 612,653 | 481,249 |
| Cost of sales and services | 銷售及服務成本 | | (142,246) | (111,304) | (338,503) | (274,768) |
| Gross profit | 毛利 | | 129,385 | 103,786 | 274,150 | 206,481 |
| Other gains and income | 其他收益及收入 | 4 | 55,961 | 2,171 | 65,762 | 15,780 |
| Distribution costs | 分銷成本 | | (11,926) | (10,247) | (34,766) | (24,415) |
| Administrative expenses | 行政開支 | | (30,355) | (32,451) | (81,816) | (74,319) |
| Other expenses | 其他開支 | | (6,798) | (7,917) | (29,924) | (18,898) |
| Profit from operations | 經營溢利 | | 136,267 | 55,342 | 193,406 | 104,629 |
| Finance costs | 融資成本 | 5 | (5,710) | (2,567) | (9,684) | (9,671) |
| Share of losses of associates | 應佔聯營公司虧損 | | (1,273) | (933) | (4,197) | (188) |
| Share of losses of joint ventures | 應佔合營企業虧損 | | (1,096) | (1,142) | (2,775) | (3,482) |
| Profit before tax | 除稅前溢利 | | 128,188 | 50,700 | 176,750 | 91,288 |
| Income tax expense | 所得稅開支 | 6 | (11,067) | (11,595) | (22,530) | (20,073) |
| Profit for the period | 本期間溢利 | | 117,121 | 39,105 | 154,220 | 71,215 |
| Other comprehensive income/(loss) for the period: (after tax and reclassification adjustments) | 本期間其他全面收益/(虧損)：(除稅及經重新分類調整後) | | | | | |
| 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 | | | | | |
| Investment revaluation reserve reclassified to profit or loss on disposal of available-for-sale financial assets | 出售可供銷售財務資產時重新分類至溢利或虧損之投資重估儲備 | | (47,705) | - | (47,705) | (5,149) |
| Change in fair value of available-for-sale financial assets | 可供銷售財務資產之公平值變動 | | 6,909 | (8,059) | 16,556 | 25,292 |
| Exchange differences on translating foreign operations | 換算海外業務之匯兌差異 | | (147) | (733) | 1,627 | (4,116) |
| Share of other comprehensive income of joint ventures | 應佔合營企業其他全面收益 | | 1 | - | - | 128 |
| Other comprehensive loss for the period | 本期間其他全面虧損 | | (40,942) | (8,792) | (29,522) | 16,155 |
| Total comprehensive income for the period | 本期間全面收益總額 | | 76,179 | 30,313 | 124,698 | 87,370 |

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

For the nine months ended 30 September 2014

簡明綜合損益及其他全面收益表
(未經審核)(續)

截至二零一四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 | |
|---|---------------------|---|---------------------------|--|---------------------------|
| | | 2014 | 2013 | 2014 | 2013 |
| | | 二零一四年 RMB'000 人民幣千元 | 二零一三年 RMB'000 人民幣千元 | 二零一四年 RMB'000 人民幣千元 | 二零一三年 RMB'000 人民幣千元 |
| Profit for the period attributable to: | | | | | |
| Owners of the Company | 應佔本期間溢利： | 86,510 | 18,074 | 101,589 | 31,838 |
| Non-controlling interests | 本公司擁有人 非控股權益 | 30,611 | 21,031 | 52,631 | 39,377 |
| | | 117,121 | 39,105 | 154,220 | 71,215 |
| 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 | 45,550 | 9,287 | 72,053 | 47,975 |
| Non-controlling interests | 非控股權益 | 30,629 | 21,026 | 52,645 | 39,395 |
| | | 76,179 | 30,313 | 124,698 | 87,370 |
| | | 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 | 7.30 cents分 | 1.53 cents分 | 8.57 cents分 | 2.69 cents分 |
| | 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 2014

截至二零一四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 currency translation reserve | Investment revaluation reserve | Other reserve | Retained profits | Total | Non-controlling interests | Total equity |
| | | 股本 | 資本儲備 | 儲備基金 | 匯兌儲備 | 投資重估儲備 | 其他儲備 | 留存盈利 | 合計 | 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 2013 | 於二零一三年一月一日之結餘 | 118,480 | 377,720 | 89,840 | (69,018) | 83,969 | 10,969 | 362,418 | 974,378 | 162,268 | 1,136,646 |
| Total comprehensive income for the period | 本期間全面收益總額 | - | - | - | (4,006) | 20,143 | - | 31,838 | 47,975 | 39,395 | 87,370 |
| Transfer | 轉撥 | - | - | 1,172 | - | - | - | (1,172) | - | - | - |
| Acquisition of a subsidiary | 收購一家附屬公司 | - | - | - | - | - | - | - | - | 698 | 698 |
| Capital contribution from non-controlling interests | 非控股權益注資 | - | - | - | - | - | - | - | - | 19,900 | 19,900 |
| Change in ownership interest in a subsidiary that do not result in change in control | 不會導致控制權變動之附屬公司擁有權益變動 | - | - | - | - | - | 1,595 | - | 1,595 | (4,618) | (3,023) |
| Changes in equity for the period | 本期間權益變動 | - | - | 1,172 | (4,006) | 20,143 | 1,595 | 30,666 | 49,570 | 55,375 | 104,945 |
| Balance at 30 September 2013 | 於二零一三年九月三十日之結餘 | 118,480 | 377,720 | 91,012 | (73,024) | 104,112 | 12,564 | 393,084 | 1,023,948 | 217,643 | 1,241,591 |
| 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 | 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 |

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 and sale of wireless 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 2014 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、市場推廣及銷售無線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

截至二零一四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; 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 2014. 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 2013. 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，該等準則於二零一四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，與編製本公司截至二零一三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 | |
|---|----------------|---|------------------|--|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2014 二零一四年 | 2013 二零一三年 |
| | | 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 |
| Sale of embedded system products and related products | 銷售嵌入式系統產品及相關產品 | 217,773 | 167,385 | 516,138 | 395,071 |
| Rendering of travel and leisure services | 提供旅遊及休閒服務 | 50,536 | 44,561 | 87,686 | 79,312 |
| Sales of wine and related products | 銷售酒類及相關產品 | 3,322 | 3,144 | 8,829 | 6,866 |
| | | 271,631 | 215,090 | 612,653 | 481,249 |

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 GAINS AND 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 | |
|---|----------------|---|------------------|--|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2014 二零一四年 | 2013 二零一三年 |
| | | 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 |
| Bank interest income | 銀行利息收入 | 225 | 168 | 671 | 569 |
| Gain on disposal of available-for-sale financial assets | 出售可供銷售財務資產收益 | 52,659 | – | 52,659 | 8,246 |
| Gain in disposal of a subsidiary | 出售一家附屬公司收益 | – | – | 344 | – |
| Government grant | 政府補貼 | 2,371 | 50 | 8,253 | 1,263 |
| Interest income from convertible bonds | 可換股債券之利息收入 | – | 616 | – | 2,031 |
| Interest income from loans to others | 向其他人士提供貸款之利息收入 | – | 1,028 | – | 2,522 |
| Rental income | 租金收入 | 261 | 312 | 870 | 954 |
| Others | 其他 | 445 | (3) | 2,965 | 195 |
| | | 55,961 | 2,171 | 65,762 | 15,780 |

4. 其他收益及收入

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 | |
|---------------------------------------|-------------------|---|------------------|--|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2014 二零一四年 | 2013 二零一三年 |
| | | 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 |
| Interests on | 利息 | | | | |
| – bank loans | – 銀行貸款 | 4,181 | 1,700 | 10,807 | 5,073 |
| – other loans | – 其他貸款 | 86 | 132 | 343 | 382 |
| Net foreign exchange losses/(gain) | 外幣匯兌虧損/(收益) 淨額 | 1,443 | 735 | (1,466) | 4,216 |
| | | 5,710 | 2,567 | 9,684 | 9,671 |

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 | |
|--|--------------------|---|------------------|--|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2014 二零一四年 | 2013 二零一三年 |
| | | 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 |
| Current tax – PRC Enterprise Income Tax | 即期稅項 – 中國企業 所得稅 | 15,138 | 11,562 | 27,041 | 19,961 |
| Provision for the period | 本期間撥備 | | | | |
| Current tax – Hong Kong Profits Tax | 即期稅項 – 香港 利得稅 | – | 33 | – | 112 |
| Provision for the period | 本期間撥備 | | | | |
| Over-provision in prior years | 過往年度超額撥備 | (4,014) | – | (4,014) | – |
| | | (4,014) | 33 | (4,014) | 112 |
| Deferred tax | 遞延稅項 | (57) | – | (497) | – |
| | | 11,067 | 11,595 | 22,530 | 20,073 |

Hong Kong Profits Tax has been provided at a rate of 16.5% (2013: 16.5%) on the estimated assessable profit of the Group for the nine months ended 30 September 2014.

香港利得稅按本集團於截至二零一四年九月三十日止九個月之估計應課稅溢利按稅率16.5%(二零一三年: 16.5%)撥備。

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, the 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.

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% (2013: 25%).

In 2011, a subsidiary of the Company received an assessment demanding final tax for the year of assessment 2004/2005 from The Hong Kong Inland Revenue Department (the "IRD"). The amount of this assessment was HK\$47,582,000 (equivalent to RMB37,923,000) in which HK\$47,748,000 (equivalent to RMB37,840,000) relating to a claim for gain on disposal of long term investment recognised during the year ended 31 December 2004. On 25 February 2013, the IRD issued a notice to the subsidiary informing that the case has been forwarded to the Appeals Section of the IRD for further processing. No provision was made as at 30 September 2014 as the directors opine that the subsidiary has strong grounds and sufficient evidence to defend the capital nature of the gain. Moreover, the IRD regarded the assessment as protective action and allowed those part of tax relating to the contended capital gain to be held over unconditionally pending the outcome of objection. The directors opine that the action of the IRD highly correlates with timing factor because the year of assessment 2004/2005 became statutorily time-barred by the end of March 2011.

Should the assessment regarding claim for the gain be finally judged against the subsidiary, the Group will have a cash outflow of HK\$47,748,000 (equivalent to RMB37,840,000), representing approximately 19% of cash and cash equivalents as at 30 September 2014. There will be no effect on the profit before tax.

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，本公司兩家附屬公司獲中國有關當局認可為高新技術企業。根據中國之所得稅法，該兩家附屬公司須按稅率15%繳納中國企業所得稅，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其認證，並繼續須按稅率15%繳納所得稅，於截至二零一五年十二月三十一日止三個年度生效。

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% (二零一三年：25%)繳納所得稅。

於二零一一年，本公司一家附屬公司收到香港稅務局(「稅務局」)的二零零四／二零零五年度評稅及繳納稅款通知書。評稅的金額為47,582,000港元(相當於人民幣37,923,000元)，其中47,748,000港元(相當於人民幣37,840,000元)與截至二零零四年十二月三十一日止年度已確認的出售長期投資之收益之申索有關。於二零一三年二月二十五日，稅務局向該附屬公司發出通知，知會有關案件已提交稅務局上訴組作進一步處理。由於董事認為該附屬公司具備足夠理據及證據就收益之資本性質辯護，故並無於二零一四年九月三十日作出撥備。此外，稅務局視評稅為保護行動，容許該等有關受爭議資本收益之部分稅項，在得出反對評稅結果前無條件暫緩。董事認為稅務局之行動主要在於時間因素，此乃由於二零零四／二零零五課稅年度於二零一一年三月底已屆法定時限。

倘有關申索收益的評稅最終判決對該附屬公司不利，本集團之現金流出將為47,748,000港元(相當於人民幣37,840,000元)，佔二零一四年九月三十日之現金及現金等價物約19%。除稅前溢利將不會受到任何影響。

7. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share attributable to owners of the Company for the three months ended 30 September 2014 and 2013 are based on profit for the period attributable to owners of the Company of approximately RMB86,510,000 (2013: RMB18,074,000) and the weighted average number of ordinary shares of 1,184,800,000 (2013: 1,184,800,000) in issue during the period.

The calculation of basic and diluted earnings per share attributable to owners of the Company for the nine months ended 30 September 2014 and 2013 are based on profit for the period attributable to owners of the Company of approximately RMB101,589,000 (2013: RMB31,838,000) and the weighted average number of ordinary shares of 1,184,800,000 (2013: 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 2014 (2013: Nil).

7. 每股盈利

每股基本及攤薄盈利

於截至二零一四年及二零一三年九月三十日止三個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣86,510,000元(二零一三年：人民幣18,074,000元)及本期間已發行普通股加權平均數1,184,800,000股(二零一三年：1,184,800,000股)計算。

於截至二零一四年及二零一三年九月三十日止九個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣101,589,000元(二零一三年：人民幣31,838,000元)及本期間已發行普通股加權平均數1,184,800,000股(二零一三年：1,184,800,000股)計算。

8. 股息

董事會不建議就截至二零一四年九月三十日止九個月派付中期股息(二零一三年：零)。

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

Benefited from the steady growth of economy in the PRC and the satisfactory performance of the Group's main core businesses, the Group recorded the turnover of approximately RMB612.6 million (2013: RMB481.2 million) for the nine months ended 30 September 2014, increased by approximately RMB131.4 million or 27.3% year-on-year. Gross profit reached approximately RMB274.2 million (2013: RMB206.5 million), increased by approximately RMB67.7 million or 32.8% year-on-year. Because of the continuous expansion of the Group's operations and the consolidation of subsidiaries newly acquired in 2013, the Group's total expenses, including distribution costs, administrative expenses and other expenses was increased by 24.5% to approximately RMB146.5 million (2013: RMB117.6 million). Increase in the interests on bank and other loans included in the finance costs to approximately RMB11.2 million (2013: RMB5.5 million) was mainly due to increase in borrowings used for business expansion. During the reporting period, the Group recorded the profit attributable to owners of the Company of approximately RMB101.6 million (2013: RMB31.8 million) for the nine months ended 30 September 2014. Apart from the increase in profits generated from main core businesses, the Group disposed of certain equity interest in a listed company in Hong Kong, which is classified as an available-for-sale financial asset of the Group, and such disposals accrued a gain before tax of approximately RMB52.7 million for the nine months ended 30 September 2014.

Manufacture and sale of electronic fire equipment

During the nine months ended 30 September 2014, turnover from manufacture and sale of electronic fire equipment business reached approximately RMB515.9 million (2013: RMB394.9 million), representing an increase of 30.6% year-on-year and 84.2% 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, the Group's emphasis on staff training, continuous brand buildings by conducting promotional campaigns, as well as effective sales strategies including having localised sales policies and dealer incentive plan, broadening product portfolio by launching new products continuously and extending sales network across the country.

管理層討論及分析

整體表現

受惠於中國經濟穩定增長，以及本集團主要核心業務的表現理想，截至二零一四年九月三十日止九個月，本集團錄得營業額約人民幣6.126億元(二零一三年：人民幣4.812億元)，按年增加約人民幣1.314億元或27.3%。毛利約為人民幣2.742億元(二零一三年：人民幣2.065億元)，按年增加約人民幣6,770萬元或32.8%。由於本集團持續擴展業務，以及整合於二零一三年新收購之附屬公司，本集團的總開支(包括分銷成本、行政開支及其他開支)增加24.5%，至約人民幣1.465億元(二零一三年：人民幣1.176億元)。包括於融資成本的銀行及其他貸款利息增加至約人民幣1,120萬元(二零一三年：人民幣550萬元)，主要由於業務擴展使用之借款增加。於報告期間，本集團錄得本公司擁有人應佔溢利於截至二零一四年九月三十日止之九個月約為人民幣1.016億元(二零一三年：人民幣3,180萬元)。除主要核心業務帶動溢利增長之外，本集團在公開市場出售於香港一間上市公司之若干股權，該等股權分類為本集團之可供銷售財務資產。有關出售於截至二零一四年九月三十日止九個月累積除稅前收益約人民幣5,270萬元。

製造及銷售電子消防設備

截至二零一四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5.159億元(二零一三年：人民幣3.949億元)，按年增加30.6%，佔本集團總營業額84.2%。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，重視員工培訓，及不斷透過推廣活動提升品牌知名度，加上有效銷售策略(包括制定本地化的銷售政策及經銷商鼓勵計劃、不斷推出新產品以拓闊產品類別以及擴大全國的銷售網絡等)所致。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Tourism development

Turnover from tourism development business of approximately RMB87.7 million was recorded for the nine months ended 30 September 2014 (2013: RMB79.3 million), which was increased by 10.6% year-on-year and accounted for 14.3% 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 remained steady. Passengers riding on the environmental bus (on a full fare basis) numbered to approximately 1.29 million, representing an increase of approximately 2% year-on-year. As compared with the total mountain visitors of approximately 1.36 million, the proportion of bus-travelers remained at a high level of over 90%.

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 Sonya 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 2014. The unaudited consolidated statement of financial position of Songya Lake Construction and the Group's attributable interests in Sonya Lake Construction based on its unaudited consolidated financial statements for the nine months ended 30 September 2014 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

管理層討論及分析(續)

旅遊業發展

截至二零一四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8,770萬元(二零一三年：人民幣7,930萬元)，按年增加10.6%，佔本集團總營業額14.3%。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保持穩定。按全票計算乘坐環保巴士的遊客約為129萬人次，按年增加約2%，進山總人數約為136萬人次，乘車比例維持在90%以上的高水平。

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，其超出本集團於二零一四年九月三十日之資產總值8%。根據松雅湖建設截至二零一四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 | 1,729,937 | 483,690 |
| Liabilities | 負債 | (1,594,696) | (445,877) |
| Net assets | 淨資產 | 135,241 | 37,813 |

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Investment holding

As at 30 September 2014, the Group's investment holding business mainly included investments in two 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 interest in a listed company 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.

On 9 January 2014, the Company entered into the investment agreement in relation to the establishment of a joint venture in the PRC which will be engaged in provision of life insurance products and services in the PRC. Pursuant to the investment agreement, the Company has conditionally agreed to subscribe for an aggregate of 200,000,000 joint venture share by a total capital contribution of RMB200,000,000 which is equivalent to 20% of the total registered capital of the joint venture. An ordinary resolution has been passed by the shareholders of the Company on the special general meeting of the Company held on 10 March 2014 to approve the establishment of the joint venture.

Subsequent to the reporting period, the Group acquired equity interests in companies principally engaged in venture capital investment and asset management, in order to further develop the Company's existing private equity fund investment business portfolio. On 24 October 2014, the Company entered into the equity interest transfer agreements to acquire a total of 31% equity interest in Ningbo Jade Bird Venture Capital Investment Co., Ltd. ("Ningbo Jade Bird VC"). The total consideration payable for the equity transfers is RMB26.6 million together with capital contribution commitments of RMB35 million. Ningbo Jade Bird VC is principally engaged in venture capital investment in companies with innovative and high technology in emerging industries, such as culture, health care, new energy and environmental protection, in Ningbo. On 5 November 2014, the Company entered into the equity transfer agreements to acquire (i) 40% equity interest Beijing Shengxin Runcheng Investment Management Co., Ltd. ("Beijing Shengxin Runcheng") at a consideration of RMB400,000; and (ii) 40% equity interest in Beijing Shengxin Kaiyuan Investment Management Co., Ltd. ("Beijing Shengxin Kaiyuan") at a consideration of RMB1,200,000 together with taking up the capital contribution of RMB800,000. Each of Beijing Shengxin Runcheng and Beijing Shengxin Kaiyuan managed a venture capital company in the PRC.

管理層討論及分析(續)

投資控股

於二零一四年九月三十日，本集團之投資控股業務主要包括投資於兩個私募基金(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。

於二零一四年一月九日，本公司就於中國成立合營企業訂立投資協議，有關合營公司將於中國從事提供人壽保險產品及服務。根據投資協議，本公司已有條件同意透過注資總額人民幣2億元(相當於合營公司全部註冊資本的20%)認購合共2億股合營企業股份。於二零一四年三月十日舉行之本公司臨時股東大會上，本公司股東已通過一項普通決議案，批准成立合營企業。

於報告期後，本集團收購主要從事創業資本投資及資產管理的公司的股權，藉以進一步拓展本公司現有私募基金投資業務組合。於二零一四年十月二十四日，本公司訂立股權轉讓協議，以收購寧波青鳥創業投資有限公司(「寧波青鳥創業」)合共31%股權。就股權轉讓應付之總代價為人民幣26,600,000元，加上注資承擔人民幣35,000,000元。寧波青鳥創業主要於寧波從事文化、醫療、新能源及環保等新興產業內高新技術公司之創業投資。於二零一四年十一月五日，本公司訂立股權轉讓協議，以收購(i)北京盛信潤誠投資管理有限公司(「北京盛信潤誠」)的40%股權，代價為人民幣400,000元；及(ii)北京盛信開元投資管理有限公司(「北京盛信開元」)的40%股權，代價為人民幣1,200,000元，連同接受注資人民幣800,000元。北京盛信潤誠及北京盛信開元各自於中國管理一間創業資本公司。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook

Looking ahead, the Group will further strengthen the performance of its manufacture and sale of electronic fire equipment business by developing reasonable marketing and sale incentive plan, expanding dealer coverage to solidify market share, producing fire alarm system products that could meet the commonly recognised international standards, launching certain marketable new products and enhancing R&D capabilities. The Group will continue to put efforts on enhancing brand development, with an aim of becoming a professional developer and manufacturer of fire alarm system products.

The Group's tourism development business will focus on facilitating planning and coordination of tourism project development. By moving on diversification through participating in various tourism projects, the Group will be positioned to be benefited from continuous booming of and abundant opportunities generated from the tourism industry in the PRC.

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

As at 30 September 2014, 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:

管理層討論及分析(續)

展望

展望將來，本集團將繼續透過發展合理的市場推廣及銷售鼓勵計劃，擴大經銷商之覆蓋範圍以鞏固市場佔有率，生產能達到一般認可國際標準的消防報警設備產品，並推出若干可銷售新產品和提高研發能力，從而進一步加強製造及銷售電子消防設備業務的表現。本集團將繼續大力提升品牌建設，藉以成為消防報警設備產品的專業開發商及製造商。

本集團旅遊業發展業務將著重推進各旅遊項目開發的規劃和協調工作，藉著參與多個旅遊項目，促進業務多樣化，本集團將能受惠於中國旅遊行業的持續繁盛及接踵而至的機遇。

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

於二零一四年九月三十日，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：

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

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 於發起人股份之權益 (Note) (附註) | Interests in H Shares 於H股之權益 | | | | | |
| Director 董事 | | | | | | | | |
| Mr. Xu Zhendong 許振東先生 | Beneficial owner and beneficiary of trust 實益擁有人及信託受益人 | 205,414,000 | 12,070,000 | 217,484,000 | 29.34% | 2.49% | 18.36% | |
| Mr. Xu Zhixiang 徐祗祥先生 | Beneficial owner and beneficiary of trust 實益擁有人及信託受益人 | 205,414,000 | 11,527,000 | 216,941,000 | 29.34% | 2.38% | 18.31% | |
| 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 | 12,070,000 | 217,484,000 | 29.34% | 2.49% | 18.36% | |
| Mr. Zhang Yongli 張永利先生 | Beneficial owner and beneficiary of trust 實益擁有人及信託受益人 | 205,414,000 | 13,200,000 | 218,614,000 | 29.34% | 2.72% | 18.45% | |
| Mr. Chen Zongbing 陳宗冰先生 | Beneficial owner 實益擁有人 | - | 16,209,000 | 16,209,000 | - | 3.34% | 1.37% | |
| Supervisor 監事 | | | | | | | | |
| Mr. Chen Shuxin 陳樹新先生 | Beneficial owner 實益擁有人 | - | 15,480,000 | 15,480,000 | - | 3.19% | 1.31% | |
| 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.

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 2014.

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)

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。

除上文披露者外，於二零一四年九月三十日，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

At 30 September 2014, 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:

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一四年九月三十日，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% |
| 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% |

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)

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)

| 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 |
|---|------------|---------------------------------------|---|---|--|
| 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% |

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. Xu Zhendong is a director of JB Software. Mr. Xu Zhixiang is a director of JB Software, a director and the executive president of Beida Jade Bird. Mr. Zhang Wanzhong is the vice president and supervisor of Beida Jade Bird. Each of Mr. Chen Zongbing and Ms. Zheng Zhong is a vice president of Beida Jade Bird. Mr. Zhang Yongli is the vice president and chief financial officer of Beida Jade Bird.

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) 許振東先生為青鳥軟件董事。徐祇祥先生為青鳥軟件董事、北大青鳥董事及執行總裁，而張萬中先生為北大青鳥副總裁及監事。陳宗冰先生及鄭重女士則為北大青鳥副總裁。張永利先生為北大青鳥副總裁及財務總監。

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)

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 2014.

COMPETING INTERESTS

As at 30 September 2014, 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 nine months ended 30 September 2014.

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.

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)

除上文披露者外，於二零一四年九月三十日，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

於二零一四年九月三十日，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，或根據創業板上市規則與本集團有任何利益衝突。

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二零一四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。

AUDIT COMMITTEE (Continued)

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Shao Jiulin, Mr. Cai Chuanbing, Mr. Lin Yan and Mr. Li Juncai. 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 2014 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**
Xu Zhendong
Chairman

Beijing, the PRC, 14 November 2014

As at the date of this report, Mr. Xu Zhendong, Mr. Xu Zhixiang and Mr. Zhang Wanzhong are executive Directors, Mr. Zhang Yongli and Ms. Zheng Zhong are non-executive Directors and Mr. Cai Chuanbing, Mr. Li Juncai, Mr. Shao Jiulin and Mr. Lin Yan are independent non-executive Directors.

審核委員會(續)

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、蔡傳炳先生、林岩先生及李俊才先生，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二零一四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
許振東

中國，北京，二零一四年十一月十四日

於本報告日期，許振東先生、徐祇祥先生及張萬中先生為執行董事，張永利先生及鄭重女士則為非執行董事，而蔡傳炳先生、李俊才先生、邵九林先生及林岩先生為獨立非執行董事。

