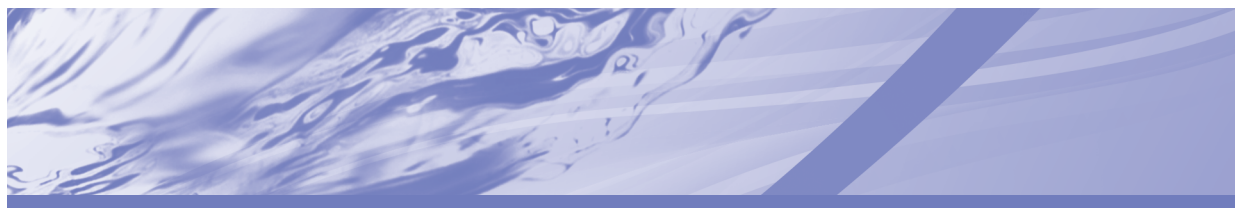




# BEIJING BEIDA JADE BIRD UNIVERSAL SCI-TECH COMPANY LIMITED

北京北大青鳥環宇科技股份有限公司

(STOCK CODE 股份代號: 08095)



## 2014 SECOND QUARTERLY RESULTS REPORT 第二季度業績報告

FOR THE SIX MONTHS ENDED 30 JUNE 2014  
截至二零一四年六月三十日止六個月

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

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

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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。

## SECOND 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 six months ended 30 June 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 six months ended 30 June 2014

## 第二季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零一四年六月三十日止六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)

截至二零一四年六月三十日止六個月

			Three months ended 30 June		Six months ended 30 June	
			截至六月三十日止三個月		截至六月三十日止六個月	
			2014	2013	2014	2013
			二零一四年	二零一三年	二零一四年	二零一三年
			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
			Note			
			附註			
Turnover	營業額	3	212,934	155,054	341,022	266,159
Cost of sales and services	銷售及服務成本		(118,913)	(95,542)	(196,257)	(163,464)
Gross profit	毛利		94,021	59,512	144,765	102,695
Other gains and income	其他收益及收入	4	8,834	11,288	9,801	13,609
Distribution costs	分銷成本		(13,131)	(9,070)	(22,840)	(14,168)
Administrative expenses	行政開支		(28,708)	(22,220)	(51,461)	(41,868)
Other expenses	其他開支		(14,997)	(6,686)	(23,126)	(10,981)
Profit from operations	經營溢利		46,019	32,824	57,139	49,287
Finance costs	融資成本	6	(2,596)	(4,768)	(3,974)	(7,104)
Share of (losses)/profits of associates	應佔聯營公司(虧損)/溢利		(1,403)	1,161	(2,924)	745
Share of losses of joint ventures	應佔合營企業虧損		(796)	(1,078)	(1,679)	(2,340)
Profit before tax	除稅前溢利		41,224	28,139	48,562	40,588
Income tax expense	所得稅開支	7	(8,262)	(4,858)	(11,463)	(8,478)
Profit for the period	本期間溢利	8	32,962	23,281	37,099	32,110
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		-	(5,149)	-	(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		14,452	18,586	9,647	33,351
Exchange differences on translating foreign operations	換算海外業務之匯兌差異		99	(2,881)	1,774	(3,383)
Share of other comprehensive (loss)/income of joint ventures	應佔合營企業其他全面(虧損)/收益		(1)	128	(1)	128
Other comprehensive income for the period	本期間其他全面收益		14,550	10,684	11,420	24,947
Total comprehensive income for the period	本期間全面收益總額		47,512	33,965	48,519	57,057

For the six months ended 30 June 2014

截至二零一四年六月三十日止六個月

北京北大青鳥環宇科技股份有限公司



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

At 30 June 2014

於二零一四年六月三十日

			30 June 2014 二零一四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
	Note 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Fixed assets	11	固定資產	133,658	129,582
Goodwill		商譽	20,265	20,242
Other intangible assets		其他無形資產	12,805	10,711
Biological assets		生物資產	7,790	7,719
Interests in associates		於聯營公司之權益	467,842	397,743
Interests in joint ventures		於合營企業之權益	231,852	216,633
Available-for-sale financial assets		可供銷售財務資產	178,459	167,841
Deposits paid for potential investments		就潛在投資支付之按金	50,000	49,000
Deferred tax assets		遞延稅項資產	2,577	2,176
			<b>1,105,248</b>	<b>1,001,647</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	124,596	79,612
Trade receivables	12	應收貿易賬款	257,476	168,682
Due from associates		應收聯營公司款項	33,498	33,750
Due from related parties		應收關連人士款項	77	77
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	146,821	87,753
Time deposits with original maturity of more than three months when acquired		取得時原到期日超過三個月之定期存款	1,082	1,069
Cash and cash equivalents		現金及現金等價物	181,173	285,086
			<b>744,723</b>	<b>656,029</b>
<b>Total assets</b>		<b>總資產</b>	<b>1,849,971</b>	<b>1,657,676</b>

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

At 30 June 2014

簡明綜合財務狀況表(續)  
於二零一四年六月三十日

			30 June 2014 二零一四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Note 附註		
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	13	263,653	166,620
Bank loans	銀行貸款		225,378	166,549
Other loans	其他貸款		23,364	17,960
Finance lease payables	應付融資租賃		96	94
Current tax liabilities	即期稅項負債		15,268	27,772
			527,759	378,995
<b>Net current assets</b>	<b>流動資產淨值</b>		216,964	277,034
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		1,322,212	1,278,681
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Finance lease payables	應付融資租賃		16	65
			16	65
<b>NET ASSETS</b>	<b>資產淨值</b>		1,322,196	1,278,616
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	14	118,480	118,480
Reserves	儲備		936,180	909,853
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,054,660	1,028,333
Non-controlling interests	非控股權益		267,536	250,283
<b>TOTAL EQUITY</b>	<b>總權益</b>		1,322,196	1,278,616

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表(未經審核)

For the six months ended 30 June 2014

截至二零一四年六月三十日止六個月

		Attributable to owners of the Company											
		本公司擁有人應佔											
									Non-		Total equity 總權益		
		Share capital 股本 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Reserve funds 儲備基金 RMB'000 人民幣千元	Foreign currency translation reserve 匯兌儲備 RMB'000 人民幣千元	Investment revaluation reserve 投資重估儲備 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Retained profits 留存盈利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元	Non- controlling interests 非控股權益 RMB'000 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		-	-	-	(3,278)	28,202	-	13,764	38,688	18,369	57,057
Transfer		轉撥		-	-	1,172	-	-	-	(1,172)	-	-	-
Capital contribution from non-controlling interests		非控股權益注資		-	-	-	-	-	-	-	-	19,900	19,900
Changes in equity for the period		本期間權益變動		-	-	1,172	(3,278)	28,202	-	12,592	38,688	38,269	76,957
Balance at 30 June 2013		於二零一三年六月三十日之結餘		118,480	377,720	91,012	(72,296)	112,171	10,969	375,010	1,013,066	200,537	1,213,603
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		-	-	-	1,777	9,647	-	15,079	26,503	22,016	48,519
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	1,804	9,647	-	9,752	26,327	17,253	43,580
Balance at 30 June 2014		於二零一四年六月三十日之結餘		118,480	377,720	99,078	(75,903)	101,528	12,552	421,205	1,054,660	267,536	1,322,196

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) 簡明綜合現金流量表(未經審核)

For the six months ended 30 June 2014

截至二零一四年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		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
Net cash used in operating activities	用於經營活動之現金淨額	(92,207)	(56,219)
Net cash used in investing activities	用於投資活動之現金淨額	(136,869)	(39,470)
Net cash generated from financing activities	產生自融資活動之現金淨額	126,660	69
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物減少淨額</b>	<b>(102,416)</b>	<b>(95,620)</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響	(1,497)	3,291
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>期初之現金及現金等價物</b>	<b>285,086</b>	<b>221,710</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末之現金及現金等價物</b>	<b>181,173</b>	<b>129,381</b>
<b>Analysis of the balances of cash and cash equivalents:</b>	<b>現金及現金等價物結餘分析：</b>		
Cash and bank balances	現金及銀行結餘	181,173	129,381
Time deposits	定期存款	1,082	1,080
		<b>182,255</b>	<b>130,461</b>
Less: Non-pledged time deposits with original maturity of more than three months when acquired	減：取得時原到期日超過三個月之無抵押定期存款	(1,082)	(1,080)
Cash and cash equivalents	現金及現金等價物	<b>181,173</b>	<b>129,381</b>

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 Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), 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 six months ended 30 June 2014 comprise the Company and its subsidiaries and the Group's interest in associates and joint ventures.

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.

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淀區海淀路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淀區成府路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」)頒佈之香港會計準則第34號「中期財務報告」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

截至二零一四年六月三十日止六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。

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)。



## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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 Hong Kong Financial Reporting Standards (“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 second 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)

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（「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，編製本未經審核第二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 June		Six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2014	2013	2014	2013
		二零一四年	二零一三年	二零一四年	二零一三年
		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
Sale of embedded system products and related products	銷售嵌入式系統產品及相關產品	187,897	131,165	298,365	227,686
Rendering of travel and leisure services	提供旅遊及休閒服務	21,650	21,347	37,150	34,751
Sales of wine and related products	銷售酒類及相關產品	3,387	2,542	5,507	3,722
		212,934	155,054	341,022	266,159

### 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 June		Six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2014	2013	2014	2013
		二零一四年	二零一三年	二零一四年	二零一三年
		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	149	169	446	401
Gain on disposal of available-for-sale financial assets	出售可供銷售財務資產收益	—	8,246	—	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	5,809	1,210	5,882	1,213
Interest income from convertible bonds	可換股債券之利息收入	—	706	—	1,415
Interest income from loans to others	向其他人士提供貸款之利息收入	—	509	—	1,494
Rental income	租金收入	306	325	609	642
Others	其他	2,570	123	2,520	198
		8,834	11,288	9,801	13,609

### 4. 其他收益及收入

## 5. SEGMENT INFORMATION

The Group determines its operating segments based on its strategic business units, which are organized by business lines (products and services), that are managed separately by the chief operating decision-maker, the executive directors of the Group. Each strategic unit requires different technology, development and marketing strategies.

The Group has presented the following three reportable segments, which were managed separately based on their business nature:

Manufacture and sale of electronic fire equipment	- research, development, manufacture, marketing and sale of electronic fire alarm systems and related products
Tourism development	- development of travel and leisure business
Investment holding	- holding of fund, debt and equity investment

All other segments represent business activities and operating segments not separately reported, including provision of network security services and production and sales of wine and related products.

The accounting policies of the operating segments are the same as those applied by the Group in the financial statements. Segment assets include all tangible, intangible assets, interests in joint ventures, interests in associates and current assets, with exception of unallocated corporate assets. The measure used for reporting segment profit is "adjusted EBIT", i.e. adjusted earnings before interests and taxes. Segment profits or losses do not include bank interest income, interest income from loans to others, unallocated other gains and income, finance costs and unallocated corporate expenses.

## 5. 分部資料

本集團根據主要營運決策人(本集團執行董事)獨立管理的策略業務單位(根據業務範疇(產品及服務)組成)而釐訂經營分部。各策略業務單位需要不同技術、發展及市場策略。

本集團呈報以下三個可報告分部，並根據彼等的業務性質獨立管理：

製造及銷售電子消防設備	- 研究、開發、製造、市場推廣及銷售電子消防報警系統及相關產品
旅遊業發展	- 發展旅遊及休閒業務
控股投資	- 持有基金、債務及權益投資

所有其他分部指並無獨立呈報之業務活動及經營分部，包括提供網絡安全服務及產品及銷售葡萄酒及相關產品。

經營分部之會計政策與本集團於財務報表所採用者一致。分部資產包括所有有形、無形資產、於合營企業之權益、於聯營公司之權益及流動資產，惟不包括未分配公司資產。就報告分部溢利使用之計量為「經調整EBIT」，即經調整除息稅前盈利。分部溢利或虧損不包括銀行利息收入、向其他人士提供貸款之利息收入、未分配其他收益及收入、融資成本及未分配企業開支。

## 5. SEGMENT INFORMATION (Continued)

Information about reportable segment profit or loss:

## 5. 分部資料(續)

可報告分部溢利或虧損之資料：

		Manufacture and sale of electronic fire equipment 製造及 銷售電子 消防設備 RMB'000 人民幣千元	Tourism development 旅遊業 發展 RMB'000 人民幣千元	Investment holding 投資控股 RMB'000 人民幣千元	Reportable segment total 可報告 分部總計 RMB'000 人民幣千元	All other segments 所有 其他分部 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Six months ended 30 June 2014</b>	<b>截至二零一四年六月三十日 止六個月</b>						
Revenue from external customers	來自外界客戶之收入	298,169	37,150	–	335,319	5,703	341,022
Segment profit/(loss)	分部溢利/(虧損)	61,093	(3,206)	(6,489)	51,398	3,766	55,164
Bank interest income	銀行利息收入						446
Unallocated other gains and income	未分配其他收益及收入						9,011
Finance costs	融資成本						(3,974)
Unallocated corporate expenses	未分配企業開支						(12,085)
Profit before tax	除稅前溢利						48,562
<b>Other segment information:</b>	<b>其他分部資料：</b>						
Depreciation and amortisation expenses	折舊及攤銷開支	4,301	6,384	4	10,689	785	11,474
Share of losses of associates	應佔聯營公司虧損	–	(1,468)	(1,456)	(2,924)	–	(2,924)
Share of losses of joint ventures	應佔合營企業虧損	–	–	(1,679)	(1,679)	–	(1,679)
<b>Six months ended 30 June 2013</b>	<b>截至二零一三年六月三十日 止六個月</b>						
Revenue from external customers	來自外界客戶之收入	227,686	34,751	–	262,437	3,722	266,159
Segment profit	分部溢利	46,195	3,874	3,301	53,370	243	53,613
Bank interest income	銀行利息收入						401
Unallocated other gains and income	未分配其他收益及收入						3,548
Finance costs	融資成本						(7,104)
Unallocated corporate expenses	未分配企業開支						(9,870)
Profit before tax	除稅前溢利						40,588
<b>Other segment information:</b>	<b>其他分部資料：</b>						
Depreciation and amortisation expenses	折舊及攤銷開支	2,736	6,750	12	9,498	749	10,247
Share of profits/(losses) of associates	應佔聯營公司溢利/(虧損) of associates	–	1,268	(523)	745	–	745
Share of losses of joint ventures	應佔合營企業虧損	–	–	(2,340)	(2,340)	–	(2,340)

## 5. SEGMENT INFORMATION (Continued)

Information about reportable total assets:

## 5. 分部資料(續)

可報告總資產之資料：

		Manufacture and sale of electronic fire equipment 製造及 銷售電子 消防設備 RMB'000 人民幣千元	Tourism development 旅遊業 發展 RMB'000 人民幣千元	Investment holding 投資控股 RMB'000 人民幣千元	Reportable segment total 可報告 分部總計 RMB'000 人民幣千元	All other segments 其他分部 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 30 June 2014	於二零一四年六月三十日						
Segment assets	分部資產	577,784	372,913	814,966	1,765,663	36,696	1,802,359
Unallocated corporate assets	未分配企業資產						47,612
Total assets	總資產						1,849,971
<b>Segment assets including:</b>	<b>分部資產包括：</b>						
Interests in associates	於聯營公司之權益	-	73,349	394,493	467,842	-	467,842
Interests in joint ventures	於合營企業之權益	-	-	231,852	231,852	-	231,852
Additions to non-current segment assets	添置非流動分部資產	7,608	11,020	88,971	107,599	94	107,693
At 31 December 2013	於二零一三年十二月三十一日						
Segment assets	分部資產	551,561	315,253	720,133	1,586,947	32,287	1,619,234
Unallocated corporate assets	未分配企業資產						38,442
Total assets	總資產						1,657,676
<b>Segment assets including:</b>	<b>分部資產包括：</b>						
Interests in associates	於聯營公司之權益	-	74,817	322,926	397,743	-	397,743
Interests in joint ventures	於合營企業之權益	-	-	216,633	216,633	-	216,633
Additions to non-current segment assets	添置非流動分部資產	26,164	65,148	10,017	101,329	992	102,321



## 5. SEGMENT INFORMATION (Continued)

### Geographical information:

The following table sets out information about the geographical location of the Group's revenue from external customers and the Group's fixed assets, other intangible assets, biological assets, deposits paid for potential investments, goodwill and interests in associates and joint ventures ("non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets is based on the physical location of the asset, in the case of fixed assets and biological assets, the location of the operation to which they are allocated, in the case of intangible assets and goodwill, and the location of operations, in the case of deposits paid for potential investments and interests in associates and joint ventures.

## 5. 分部資料(續)

### 地域資料：

下表載列本集團來自外界客戶收入及本集團固定資產、其他無形資產、生物資產、已付潛在投資按金、商譽及於聯營公司及合營企業之權益(「非流動資產」)之地區資料。客戶的地區資料乃按提供服務及交付貨品之地點列示。非流動資產之地區資料乃按資產的所在位置(就固定資產及生物資產而言)、業務獲分配的地點(就無形資產及商譽而言)及業務的地點(就已付潛在投資按金及於聯營公司及合營企業之權益而言)列示。

		Revenue 收入		Non-current assets 非流動資產	
		Six months ended 截至以下日期止六個月			
		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	30 June 2013 二零一三年 六月三十日 RMB'000 人民幣千元	30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
PRC except Hong Kong (country of domicile)	中國(香港除外)(經營所在地)	335,515	262,437	886,446	793,743
Hong Kong	香港	–	–	1,917	2,780
The United States	美國	5,507	3,722	27,270	27,388
Canada	加拿大	–	–	8,579	7,719
		341,022	266,159	924,212	831,630

**5. SEGMENT INFORMATION (Continued)**  
Revenue from major products and services

**5. 分部資料(續)**  
主要產品及服務之收益

		Six months ended 截至六個月止	
		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	30 June 2013 二零一三年 六月三十日 RMB'000 人民幣千元
Sales of embedded system products and related products	銷售嵌入式系統產品及相關產品	298,365	227,686
Rendering of travel and leisure services	提供旅遊及休閒服務	37,150	34,751
Sales of wine and related products	銷售葡萄酒及相關產品	5,507	3,722
		<b>341,022</b>	<b>266,159</b>

For the six months ended 30 June 2014 and 2013, revenue from any single external customer does not amount to 10% or more of the Group revenue.

於截至二零一四年及二零一三年六月三十日止六個月，從單一外部客戶取得之收益不超過本集團收益之10%或以上。

**6. FINANCE COSTS**

**6. 融資成本**

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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
Interests on	利息				
– bank loans	– 銀行貸款	3,661	1,676	6,626	3,373
– other loans	– 其他貸款	107	107	257	250
Net foreign exchange (gain)/ losses	外幣匯兌(收益)/虧損淨額	(1,172)	2,985	(2,909)	3,481
		<b>2,596</b>	<b>4,768</b>	<b>3,974</b>	<b>7,104</b>

## 7. INCOME TAX EXPENSE

## 7. 所得稅開支

		Three months ended 30 June 截至六月三十日 止三個月		Six months ended 30 June 截至六月三十日 止六個月	
		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
Current tax – PRC Enterprise Income Tax	即期稅項－中國企業所得稅				
Provision for the period	本期間撥備	8,702	4,858	11,903	8,399
Current tax – Hong Kong Profits Tax	即期稅項－香港利得稅				
Provision for the period	本期間撥備	–	–	–	79
Deferred tax	遞延稅項	(440)	–	(440)	–
		8,262	4,858	11,463	8,478

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 six months ended 30 June 2014.

香港利得稅按本集團於截至二零一四年六月三十日止六個月之估計應課稅溢利按稅率16.5%(二零一三年: 16.5%)撥備。

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.

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。

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.

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。

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%).

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。

## 7. INCOME TAX EXPENSE (Continued)

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\$47,852,000 (equivalent to RMB37,985,000) in which HK\$47,748,000 (equivalent to RMB37,902,000) 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 June 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 RMB37,902,000), representing approximately 21% of cash and cash equivalents as at 30 June 2014. There will be no effect on the profit before tax.

## 7. 所得稅開支(續)

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47,852,000港元(相當於人民幣37,985,000元)，其中47,748,000港元(相當於人民幣37,902,000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六月三十日作出撥備。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37,902,000元)，佔二零一四年六月三十日之現金及現金等價物約21%。除稅前溢利將不會受到任何影響。

## 8. PROFIT FOR THE PERIOD

The Group's profit for the period is stated at after charging the following:

## 8. 本期間溢利

本集團本期間溢利已扣除以下各項：

		Three months ended 30 June 截至六月三十日 止三個月		Six months ended 30 June 截至六月三十日 止六個月	
		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
Amortisation of other intangible assets	其他無形資產攤銷				
Included in cost of sales and services	列為銷售及服務成本	1,071	1,071	2,143	2,143
Included in administrative expenses	列為行政開支	283	442	513	448
Depreciation	折舊	4,872	5,152	10,121	9,302
Loss on disposal of fixed assets	出售固定資產虧損	19	37	174	37

## 9. 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 June 2014 and 2013 are based on profit for the period attributable to owners of the Company of approximately RMB13,553,000 (2013: RMB12,359,000) 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 six months ended 30 June 2014 and 2013 are based on profit for the period attributable to owners of the Company of approximately RMB15,079,000 (2013: RMB13,764,000) and the weighted average number of ordinary shares of 1,184,800,000 (2013: 1,184,800,000) in issue during the period.

## 9. 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六月三十日止三個月，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13,553,000元（二零一三年：人民幣12,359,000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六月三十日止六個月，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15,079,000元（二零一三年：人民幣13,764,000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。



## 10. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2014 (2013: Nil).

## 11. FIXED ASSETS

During the period, the Group had additions to fixed assets of approximately RMB14,455,000 and disposed of fixed assets with net book value of approximately RMB288,000.

## 12. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is sometimes required. The credit period generally ranges from 3 to 6 months, starting from the date on which the significant risks and rewards of ownership of products are transferred by the Group to customers or the date of completion of services provided or the payment due date as defined in the contracts, whichever is the latest. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise the credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforesaid and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

The ageing analysis of the trade receivables based on the invoice date which approximates the respective revenue recognition date is as follows:

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
0 to 90 days	0至90日	186,902	148,936
91 to 180 days	91至180日	35,168	10,855
181 to 365 days	181至365日	29,425	7,063
Over 365 days	超過365日	5,981	1,828
		257,476	168,682

## 10. 股息

董事會不建議就截至二零一四年六月三十日止六個月派付中期股息(二零一三年：零)。

## 11. 固定資產

期內，本集團已添置固定資產約人民幣14,455,000元並出售賬面淨值約人民幣288,000元的固定資產。

## 12. 應收貿易賬款

根據本集團之貿易條款，除新客戶有時須預先付款外，本集團客戶大多享有賒賬期。賒賬期一般由三至六個月不等，由本集團將產品擁有權之重大風險及回報轉至客戶當日或提供服務之完成日期或合約所界定之付款到期日(以較後發生者為準)起計算。每名客戶均有最高信貸額。本集團致力嚴格控制其未償還應收款項，並設有信貸控制部，務求將信貸風險減至最低。高級管理人員會定期檢討逾期欠款。基於上述各項，加上本集團應收貿易賬款來自眾多不同客戶，故信貸風險並無過份集中。應收貿易賬款並不計息。

應收貿易賬款根據發票日期(與其各自之收益確認日期相若)之賬齡分析如下：

### 13. TRADE AND OTHER PAYABLES

### 13. 貿易及其他應付款項

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
Trade payables	應付貿易賬款	138,372	102,339
Advances from customers	預收客戶賬款	10,956	10,042
Accruals and other payables	應計費用及其他應付款項	39,045	53,028
Due to shareholders	應付股東款項	57,386	348
Due to related parties	應付關連人士款項	799	791
Due to associates	應付聯營公司款項	17,095	72
		263,653	166,620

The ageing analysis of trade payables, based on the date on which the significant risks and rewards of ownership of materials were transferred by the suppliers to the Group, is as follows:

回報轉讓予本集團當日釐定之應付貿易賬款賬齡分析如下：

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
0 to 90 days	0至90日	127,086	97,783
91 to 180 days	91至180日	6,870	510
181 to 365 days	181至365日	400	15
Over 365 days	超過365日	4,016	4,031
		138,372	102,339

## 14. SHARE CAPITAL

## 14. 股本

		30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
Registered, issued and fully paid:	已註冊、已發行及繳足：		
700,000,000 promoters shares of RMB0.10 each	700,000,000股每股面值人民幣0.10元之發起人股份	70,000	70,000
484,800,000 H Shares of RMB0.10 each	484,800,000股每股面值人民幣0.10元之H股	48,480	48,480
		<b>118,480</b>	<b>118,480</b>

## 15. DISPOSAL OF A SUBSIDIARY

During the six months ended 30 June 2014, the Group disposed of its entire 51% equity interests in Shenyang Jade Bird Security System Engineering Technology Company Limited to independent third parties for total consideration of RMB510,000.

## 15. 出售一家附屬公司

於截至二零一四年六月三十日止六個月，本集團以總代價人民幣510,000元向獨立第三方出售其於瀋陽青島安全技術有限公司之全部51%股權。

		RMB'000 人民幣千元
<b>Consideration received:</b>	<b>已收代價：</b>	
Cash consideration received	已收現金代價	510
<b>Analysis of assets and liabilities over which control was lost:</b>	<b>失去控制權之資產及負債分析：</b>	
Fixed assets	固定資產	140
Deferred tax assets	遞延稅項資產	39
Inventories	存貨	294
Trade receivables	貿易應收款項	2,443
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	101
Bank and cash balances	銀行及現金結餘	66
Trade and other payables	貿易及其他應付款項	(2,652)
Tax payable	應繳稅項	(38)
Net assets disposed of	已出售資產淨值	393
<b>Gain on disposal of a subsidiary:</b>	<b>出售一家附屬公司收益：</b>	
Consideration received	已收代價	510
Net assets disposed of	已出售資產淨值	(393)
Non-controlling interests	非控股權益	227
Gain on disposal of a subsidiary	出售一家附屬公司收益	344

## 16. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the condensed consolidated financial statements, the Group had the following transactions with its related parties during the period:

## 16. 關連人士交易

- (a) 除簡明綜合財務報表其他地方所披露之關連人士交易及結餘外，本集團於本期間曾與其關連人士進行以下交易：

		Six months ended 30 June 截至六月三十日止六個月	
		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
Sales of electronic fire alarm systems and related products to related companies controlled by Peking University	向北京大學控制之關連公司銷售電子消防報警系統及相關產品	23	5,552
Rental expenses for office building charged by	關連人士收取之辦公室樓宇租金費用		
– a shareholder of the Company	– 本公司一名股東	759	246
– Peking University	– 北京大學	36	8
		795	254
Interest expenses paid to a non-controlling shareholder of a subsidiary	已付一間附屬公司之一名非控股股東之利息開支	257	–
Consultancy fees paid to an associate	已付一間聯營公司之顧問費用	1,030	–
Rental income from an associate	來自一間聯營公司之租金收入	90	–

The Directors are of the opinion that the above transactions with related parties were conducted in the usual course of business.

董事認為，上述關連人士交易乃於日常業務過程中進行。

## 16. RELATED PARTY TRANSACTIONS (Continued)

- (b) During the six months ended 30 June 2014, a subsidiary of the Company and a related company controlled by a shareholder of the Company entered into (a) the software development agreement, pursuant to which the related company was engaged by the subsidiary of the Company to develop the software used for the central management of fire safety systems at various locations at the consideration of RMB1.5 million; and (b) the copyright transfer agreements, pursuant to which the related company transferred to the subsidiary of the Company (i) the ownership of the copyright of the system software designed for monitoring the operations of fire apparatus in the PRC; and (ii) the ownership of the copyright of the long distance fire monitoring system software in the PRC, at the considerations of RMB1.19 million and RMB2.21 million respectively.
- (c) Compensation of key management personnel of the Group:

## 16. 關連人士交易 (續)

- (b) 於截至二零一四年六月三十日止六個月，本公司之附屬公司與一間由本公司一名股東控制之關連公司訂立：(a)軟件開發協議，據此，本公司之附屬公司委聘關連公司開發用作多區域的消防安全系統的中央管理軟件，代價為人民幣150萬元；及(b)版權轉讓協議，據此，關連公司將向本公司之附屬公司轉讓(i)為監控消防設備的操作而設計的系統軟件於中國的版權所有權；及(ii)消防遠程監控系統軟件於中國的版權所有權，代價分別為人民幣119萬元及人民幣221萬元。
- (c) 本集團主要管理人員酬金：

		Six months ended 30 June 截至六月三十日止六個月	
		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
Short term employee benefits	短期僱員福利	2,478	2,870
Post-employment benefits	離職福利	81	118
		<b>2,559</b>	<b>2,988</b>



## 17. FINANCIAL GUARANTEE

During the year ended 31 December 2013, the Group and the Company have issued a guarantee in respect of a banking facility made by a bank to an associate of the Group which expires on 25 March 2023.

At the end of the reporting period, the directors do not consider it probable that a claim will be made against the Group under the guarantee. The maximum liability of the Group at the end of the reporting period under the guarantee issued is the facility drawn down by the associate of RMB200,000,000 (31 December 2013: RMB200,000,000). The Group have not recognised any deferred income in respect of the financial guarantee as its fair value was considered insignificant.

## 18. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

## 17. 財務擔保

截至二零一三年十二月三十一日止年度內，本集團及本公司已就一間銀行向本集團聯營公司授出的銀行融資發出擔保，該擔保於二零二三年三月二十五日屆滿。

於報告期末，董事並不認為本集團可能將根據擔保被迫討索償。於報告期末，本集團於該擔保下承受的最高負債為聯營公司提取的融資人民幣200,000,000元(二零一三年十二月三十一日：人民幣200,000,000元)。本集團並無就財務擔保確認任何遞延收入，因為其公平值被視為微不足道。

## 18. 資本承擔

本集團於報告期間結算日之資本承擔如下：

	30 June 2014 二零一四年 六月三十日 RMB'000 人民幣千元	31 December 2013 二零一三年 十二月三十一日 RMB'000 人民幣千元
Contracted but not provided for:		
Fixed assets	15,012	11,923
Capital contribution to an associate	—	73,022
Capital contribution to a potential investment	199,000	—

## 19. EVENTS AFTER THE REPORTING PERIOD

During the period from 17 July 2014 to 6 August 2014, a subsidiary of the Company disposed of certain of its available-for-sale financial assets in the open market for total consideration of approximately RMB69,898,000.

## 19. 報告期後事項

於二零一四年七月十七日至二零一四年八月六日期間，本公司一間附屬公司於公開市場出售若干可供出售財務資產，總代價約為人民幣69,898,000元。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

#### 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 RMB341.0 million (2013: RMB266.2 million), increased by approximately RMB74.8 million or 28.1% year-on-year and the profit attributable to owners of the Company of approximately RMB15.1 million (2013: RMB13.8 million) for the six months ended 30 June 2014. Together with the increase in the fair value of the financial assets held by the Group, the total comprehensive income for the period attributable to the owners of the Company was approximately RMB26.5 million. Gross profit reached approximately RMB144.8 million (2013: RMB102.7 million), increased by approximately RMB42.1 million or 41.0% year-on-year. As a result 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 45.4% to approximately RMB97.4 million (2013: RMB67.0 million). Increase in the interests on bank and other loans included in the finance costs to approximately RMB6.9 million (2013: RMB3.6 million) was mainly due to increase in borrowings used for business expansion.

#### Manufacture and sale of electronic fire equipment

During the six months ended 30 June 2014, turnover from manufacture and sale of electronic fire equipment business reached approximately RMB298.2 million (2013: RMB227.7 million), representing an increase of 31.0% year-on-year and 87.4% of the Group's total turnover. The continuous and robust growth in the aggregate amount of the contracts and orders was mainly attributable to the concerted effort of the Group and its dealers in expanding the market, continuous brand buildings by conducting promotional campaigns, effective sales management of dealers, launch of new products and extension of sales network across the country.

#### Tourism development

Turnover from tourism development business of approximately RMB37.1 million was recorded for the six months ended 30 June 2014 (2013: RMB34.5 million), which was increased by 6.9% year-on-year and accounted for 10.9% of the Group's total turnover. The environmental bus service and the property management service operated by the Group in Hengshan Mountain scenic area recorded stable growth. Passengers riding on the environmental bus (on a full fare basis) numbered to approximately 548,000, representing an increase of approximately 3% year-on-year. As compared with the total mountain visitors of approximately 636,000, the proportion of bus-travelers remained at a high level of 86%.

## 管理層討論及分析

### 業務回顧

#### 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，截至二零一四年六月三十日止六個月，本集團錄得營業額約人民幣3.41億元(二零一三年：人民幣2.662億元)，按年增加約人民幣7,480萬元或28.1%，而本公司擁有人應佔溢利約為人民幣1,510萬元(二零一三年：人民幣1,380萬元)。連同本集團持有之財務資產之公平值增加，本公司擁有人應佔期內全面收益總額約為人民幣2,650萬元。毛利約為人民幣1.448億元(二零一三年：人民幣1.027億元)，按年增加約人民幣4,210萬元或41.0%。全賴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45.4%，至約人民幣9,740萬元(二零一三年：人民幣6,700萬元)。包括於融資成本的銀行及其他貸款利息增加至約人民幣690萬元(二零一三年：人民幣360萬元)，主要由於業務擴展使用之借款增加。

#### 製造及銷售電子消防設備

截至二零一四年六月三十日止六個月，製造及銷售電子消防設備業務的營業額約為人民幣2.982億元(二零一三年：人民幣2.277億元)，按年增加31.0%，佔本集團總營業額87.4%。合同及訂單總額持續強勁增長，主要為本集團與經銷商共同努力開拓市場的成果，並不斷透過推廣活動提升品牌知名度，加上經銷商的有效銷售管理、推出新產品及擴闊全國的銷售網絡所致。

#### 旅遊業發展

截至二零一四年六月三十日止六個月，旅遊業發展業務營業額約為人民幣3,710萬元(二零一三年：人民幣3,450萬元)，按年增加6.9%，佔本集團總營業額10.9%。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錄得穩定增長。按全票計算乘坐環保巴士的遊客約為548,000人次，按年增加約3%，進山總人數約為636,000人次，乘車比例維持在86%的高水平。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business review (Continued)

#### Tourism development (Continued)

The Group's associate, Changsha Songya Lake Construction Investment Co., Ltd. ("Songya Lake Construction") continued to take part in the construction and land development project of landscape architectures centered on Songya Lake. On 31 January 2013, the Company, as a guarantor, executed a guarantee in favour of two banks (the "Banks"), in relation to the provision of guarantee by the Company in favour of the Banks to secure obligations of Songya Lake Construction, under the facility agreement in respect of the aggregate principal amount of RMB986,000,000 (the "Guarantee"). The amount of the Guarantee provided by the Company is RMB200,000,000 in respect of the principal amount and the related interest, default interest, compound interest, compensation, default fine, compensation for damages and expenses incurred in enforcing the claims, which exceeded 8% of the Group's total assets value as at 30 June 2014. The unaudited consolidated statement of financial position of Songya Lake Construction and the Group's attributable interests in Songya Lake Construction based on its unaudited consolidated financial statements for the six months ended 30 June 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)

### 業務回顧(續)

#### 旅遊業發展(續)

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六月三十日之資產總值8%。根據松雅湖建設截至二零一四年六月三十日止六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	1,651,113	461,651
Liabilities	負債	(1,514,761)	(423,527)
Net assets	淨資產	136,352	38,124

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business review (Continued)

#### Investment holding

As at 30 June 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.

#### Outlook

Looking ahead, the Group will further strengthen the performance of its manufacture and sale of electronic fire equipment business by expanding dealer coverage to solidify market share, upgrading its sales force and management by provision of continuous trainings and producing fire alarm system products that could meet the commonly recognised international standards. The Group has scheduled to launch certain marketable new products in 2014, with a view to broaden its product portfolio and meet the market demands. 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.

## 管理層討論及分析(續)

### 業務回顧(續)

#### 投資控股

於二零一四年六月三十日，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。

#### 展望

展望將來，本集團將繼續透過擴大經銷商之覆蓋範圍，以鞏固市場佔有率，並透過提供持續培訓，提升其銷售團隊及管理水平，以及生產能達到一般認可國際標準的消防報警設備產品，進一步加強製造及銷售電子消防設備業務的表現。本集團計劃於二零一四年推出若干可銷售新產品，以擴闊其產品組品及迎合市場需要。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。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Material acquisitions and disposals of subsidiaries and affiliated companies

Saved as disclosed herein this section, during the six months ended 30 June 2014, the Group did not effect any material acquisitions and disposals which would be required to be disclosed under the GEM Listing Rules.

### Liquidity, financial resources and capital structure

During the six months ended 30 June 2014, the Group's major operations were financed mainly by the internal financial resources and by corporate borrowings. As at 30 June 2014, the Group had cash and bank balances of approximately RMB182.3 million, which were denominated mainly in Renminbi ("RMB"), Hong Kong dollars ("HK\$"), US dollars ("USD") and Canadian dollars ("CAD").

As at 30 June 2014, the Group had net assets of approximately RMB1,322.2 million. The Group had total outstanding borrowings of approximately RMB248.9 million, comprising secured bank loans of approximately RMB220.4 million, unsecured and unguaranteed bank loans of approximately RMB5.0 million, a guaranteed finance lease payables of approximately RMB0.1 million and unguaranteed other loans of approximately RMB23.4 million. The bank loans were denominated in RMB, USD and CAD and bore interest rates ranging from 4.25% per annum to 7.80% per annum. The other loans, which were denominated in RMB and USD, were interest-free.

As at 30 June 2014, the Company's outstanding number of issued promoters shares and H shares of RMB0.10 each were 700,000,000 shares and 480,000,000 shares respectively. There was no change in share capital of the Company during the period.

The gearing ratio of the Group as at 30 June 2014, which is measured by total indebtedness to total equity, was 18.8% (31 December 2013: 14.4%). The increase in gearing ratio was mainly due to the increase in borrowings to cope with business expansion of the Group.

### Significant investments held

Saved as disclosed herein this section, for the six months ended 30 June 2014, the Group had no significant investment held.

### Future plans for material investments or capital assets

Saved as disclosed herein this section, the Group did not have any significant investment plans as at 30 June 2014.

## 管理層討論及分析(續)

### 重大收購及出售附屬公司及聯屬公司

除本節所披露者外，截至二零一四年六月三十日止六個月內，本集團並無落實任何須根據創業板上市規則作出披露的重大收購及出售。

### 流動資金、財務資源及資本架構

於截至二零一四年六月三十日止六個月，本集團主要靠內部財務資源及企業借貸維持其主要營運。於二零一四年六月三十日，本集團有現金及銀行結餘約人民幣1.823億元，主要以人民幣、港元、美元及加元計值。

於二零一四年六月三十日，本集團的資產淨額約為人民幣13.222億元。本集團的未償還借貸總額約為人民幣2.489億元，當中包括有抵押銀行貸款約人民幣2.204億元，無抵押及無擔保銀行貸款總額約人民幣500萬元，應付有擔保財務租賃約人民幣10萬元及無擔保其他貸款約人民幣2,340萬元。銀行貸款以人民幣、美元及加元計值，並按年利率4.25%至7.80%計息。其他貸款以人民幣及美元計值且不計息。

於二零一四年六月三十日，本集團已發行發起人股份及H股股份的每值面值為人民幣0.10元，該兩類股份的已發行股數分別為700,000,000股及480,000,000股。期內，本公司股本概無變動。

於二零一四年六月三十日，資產負債比率(即債務總額相對總權益的比率)為18.8%(二零一三年十二月三十一日：14.4%)。資產負債比率上升主要因為增加借款，以應付本集團業務擴展所致。

### 持有之重大投資

除本節披露者外，於截至二零一四年六月三十日止六個月，本集團並無持有重大投資。

### 重大投資或資本資產之未來計劃

除本節披露者外，於二零一四年六月三十日，本集團並無任何重大投資計劃。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Contingent liabilities

The Group had contingent liabilities in the sum of approximately RMB200 million in respect of guarantee for banking facilities granted to an associate of the Company.

Saved as disclosed above, the Group did not have any other significant contingent liabilities as at 30 June 2014.

### Foreign exchange exposure

The Group is exposed to certain foreign currency risk as most of its business activities, assets and liabilities are denominated in USD, CAD, RMB and HK\$. The Group has not formulated a foreign currency hedging policy as RMB, being the functional currency of the Group, is comparatively strong. In addition, turnover and most of the production costs are denominated in RMB and they are automatically matched, leaving limited currency risk. The Group continues to monitor its foreign exchange exposure and will take measures to lower the foreign currency risk when necessary.

### Charge on assets

As at 30 June 2014, the Group's certain fixed assets with carrying amount of approximately RMB55.4 million (31 December 2013: RMB56.6 million), other intangible assets with carrying amount of approximately RMB3.2 million (31 December 2013: RMB5.4 million) and bank deposit and bank balances of approximately RMB0.1 million (31 December 2013: RMB7.6 million) were pledged as securities for the Group's bank loans.

### Employees and remuneration policy

The Group had a stable workforce of 1,766 people at the end of the period, up 4% since the end of 2013. The Group strictly complied with applicable labour law and regulations. Competitive remuneration package with medical and travel insurance are offered to the staff. Adequate retirement funds and provident funds are contributed on a timely basis.

Director's emoluments consist of fees, salaries and allowances, and discretionary bonus determined according to the performance of individual Director.

The Group's staff costs, including directors' emoluments, employees' salaries and retirement benefits scheme contribution amounted to approximately RMB57.1 million for the six months ended 30 June 2014 (2013: RMB42.9 million).

## 管理層討論及分析(續)

### 或然負債

本集團就擔保本公司聯營公司獲授之銀行融資承擔或然負債，金額約為人民幣2億元。

除上文披露者外，於二零一四年六月三十日，本集團並無任何其他重大或然負債。

### 外幣風險

由於本集團大部分業務活動、資產及負債以美元、加元、人民幣及港元為單位，故須面對若干外幣風險。本集團之功能貨幣人民幣相對強勢，故本集團並無制定外幣對沖政策。此外，本集團之營業額及大部分生產成本均以人民幣計值，故此可自動對沖，貨幣風險有限。本集團將繼續密切監察其匯兌風險，並會於有需要時採取適當措施減低外幣風險。

### 資產抵押

於二零一四年六月三十日，本集團有賬面值約為人民幣5,540萬元(二零一三年十二月三十一日：人民幣5,660萬元)的若干固定資產、賬面值約為人民幣320萬元(二零一三年十二月三十一日：人民幣540萬元)的其他無形資產，以及約人民幣10萬元(二零一三年十二月三十一日：人民幣760萬元)的存款及銀行結餘已質押作本集團銀行貸款的抵押品。

### 僱員及薪酬政策

本集團於本期內聘用超過1,766名員工，有穩定的人力資源，較二零一三年底增加4%。本集團嚴格遵守適用之勞工法例及法規。本集團為員工提供具競爭力之薪酬組合，包括醫療保險及出埠保險，並如期作出充足之退休金及強積金供款。

董事酬金包括袍金、薪金及津貼，以及根據個別董事表現釐定之酌情花紅。

截至二零一四年六月三十日止六個月，本集團員工成本(包括董事酬金、僱員薪金及退休福利計劃供款)約為人民幣5,710萬元(二零一三年：人民幣4,290萬元)。



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

As at 30 June 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:

## 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

於二零一四年六月三十日，董事、監事（「監事」）及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據創業板上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

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

## 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			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	Total 總計			
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 June 2014.

## 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(徐祗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、張萬中先生及徐祗祥先生(徐祗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。

除上文披露者外，於二零一四年六月三十日，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。

## 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 30 June 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:

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

## 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。

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一四年六月三十日，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：

### 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%

**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
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%
10. New View Venture Limited	(e)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	7.14%
11. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Directly beneficially owned 直接實益擁有	50,000,000	7.14%	4.22%

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

### Long positions in ordinary shares and underlying shares of the Company (Continued)

Notes:

(a) Peking University is taken to be interested in 16.88% of the total issued share capital of the Company through the following companies:

- (i) 85 million Shares (representing approximately 7.17% of the Company's total issued share capital) held by Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. ("SZ Jade Bird"), which is 90% beneficially owned by Beida Jade Bird;
- (ii) 115 million Shares (representing approximately 9.71% of the Company's total issued share capital) held by Beida Jade Bird itself, which is 46% beneficially owned by JB Software.

Beida Asset Management Co., Ltd. is wholly owned by Peking University.

- (b) The interests of JB Software comprise 200 million Shares held by Beida Jade Bird.
- (c) The interests of Beida Jade Bird comprise 115 million Shares held by it and 85 million Shares held by SZ Jade Bird.
- (d) The Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat.
- (e) The Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (f) Mr. Xu Zhendong is a director of JB Software, Mr. Xu Zhixiang is a director of JB Software, a director and the chief executive officer of Beida Jade Bird and each of Mr. Zhang Wanzhong, Mr. Chen Zongbing and Ms. Zheng Zhong is a vice president of Beida Jade Bird. Mr. Zhang Yongli is the chief financial officer of Beida Jade Bird.

Save as disclosed above, no person, other than the Directors and Supervisors, whose interests are set out in the section "Directors', Supervisors' and chief executives' interests and short positions in shares and underlying shares" above, had registered interests or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO as at 30 June 2014.

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

### 本公司普通股及相關股份之好倉(續)

附註：

(a) 北京大學被視為透過下列公司，擁有本公司全部已發行股本16.88%權益：

- (i) 由深圳市北大青鳥科技有限公司(「深圳青鳥」)持有之8,500萬股股份(佔本公司全部已發行股本約7.17%)，而深圳青鳥則由北大青鳥實益擁有90%；
- (ii) 由北大青鳥本身持有之1.15億股股份(佔本公司全部已發行股本約9.71%)，而北大青鳥由青鳥軟件實益擁有46%。

北大資產經營有限公司由北京大學全資擁有。

- (b) 青鳥軟件之權益包括由北大青鳥持有之2億股股份。
- (c) 北大青鳥之權益包括本身持有之1.15億股股份及由深圳青鳥持有之8,500萬股股份。
- (d) 股份由致勝持有，而致勝由Heng Huat全資實益擁有。
- (e) 股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (f) 許振東先生為青鳥軟件董事，徐祇祥先生為青鳥軟件董事、北大青鳥董事及行政總裁，而張萬中先生、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財務總監。

除上文披露者外，於二零一四年六月三十日，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。

## COMPETING INTERESTS

As at 30 June 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.

## CORPORATE GOVERNANCE PRACTICES

The Board is of the view that the Company has complied with all the code provisions of the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules during the six months ended 30 June 2014.

## 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 six months ended 30 June 2014.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and required standard of dealings and its code of conduct regarding security transactions by the Directors throughout the six months ended 30 June 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.

## 競爭權益

於二零一四年六月三十日，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。

## 企業管治常規

董事會認為，本公司於截至二零一四年六月三十日止六個月已遵守創業板上市規則附錄十五所載企業管治守則之所有守則條文。

## 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六月三十日止六個月內，概無購買、贖回或出售本公司任何上市證券。

## 有關董事進行證券交易的行為守則

本公司已採納一套有關董事進行證券交易的行為守則，該守則不遜於創業板上市規則第5.48條至第5.67條所載之交易必守標準。經計及向全體董事作出特定查詢，截至二零一四年六月三十日止六個月，董事均已遵守相關行為守則及交易必守標準以及有關董事進行證券交易的行為守則。

## 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 second quarterly results report for the six months ended 30 June 2014 and concluded the meeting with agreement to the contents of the second quarterly results report.

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

Beijing, the PRC, 13 August 2014

*As at the date of this report, Mr. Xu Zhendong, Mr. Xu Zhixiang and Mr. Zhang Wanzhong are executive Directors, Mr. Zhang Yongli, Mr. Chen Zongbing 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六月三十日止六個月之第二季度業績報告，並於會上議定落實第二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，北京，二零一四年八月十三日

於本報告日期，許振東先生、徐祗祥先生及張萬中先生為執行董事，張永利先生、陳宗冰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。

