



**青鸟环宇**  
JADE BIRD UNIVERSAL

北京北大青鳥環宇科技股份有限公司

**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**

(Stock Code 股份代號 : 08095)

## Second Quarterly Results Report

### 第二季度業績報告

For the six months ended 30 June 2009

截至二零零九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”)

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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This report, for which the directors of the Company (“**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“**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: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位乃為相比其他在聯交所上市公司帶有較高投資風險的公司而設的市場。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老練投資者。

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以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。

本報告包括遵照聯交所《創業板證券上市規則》(「**創業板上市規則**」)的規定而提供有關本公司的資料。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：(1)本報告所載資料在各重大方面均屬準確完整，且無誤導成分；(2)本報告並無遺漏其他事實致使本報告所載任何內容產生誤導；及(3)本報告所表達一切意見乃經審慎周詳考慮後始行發表，並以公平合理的基準及假設為依據。

## Second Quarterly Results (Unaudited)

The board of directors (the “Board”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) was delighted to announce the unaudited consolidated results of the Company and its subsidiaries (collectively as the “Group”) for the six months ended 30 June 2009 together with the unaudited comparative figures for the corresponding period in 2008 as follows:

## Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2009

## 第二季度業績(未經審核)

北京北大青鳥環宇科技股份有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(合稱「本集團」)截至二零零九年六月三十日止六個月之未經審核綜合業績，連同二零零八年同期之未經審核比較數字如下：

## 簡明綜合全面收益表

截至二零零九年六月三十日止六個月

		Note 附註	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	
			2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2008 二零零八年 (Unaudited) (未經審核) RMB'000 人民幣千元 Restated 重列	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2008 二零零八年 (Unaudited) (未經審核) RMB'000 人民幣千元 Restated 重列
Turnover	營業額	3	48,546	34,549	75,596	59,967
Cost of sales and services	銷售及服務成本		(30,641)	(23,235)	(49,590)	(44,993)
<b>Gross profit</b>	<b>毛利</b>		<b>17,905</b>	<b>11,314</b>	<b>26,006</b>	<b>14,974</b>
Other gain	其他收益	5	4,814	7,525	4,253	26,999
Distribution costs	分銷成本		(3,055)	(4,134)	(6,173)	(8,163)
Administrative expenses	行政開支		(6,607)	(8,285)	(15,211)	(16,994)
Other operating expenses	其他經營費用		(672)	(3,838)	(1,844)	(5,653)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>12,385</b>	<b>2,582</b>	<b>7,031</b>	<b>11,163</b>
Finance costs	融資成本	6	389	(6,797)	370	(35,461)
Change in fair value of derivative financial instruments	衍生財務工具 公平值變動		-	197	-	6,141
Share of losses of jointly controlled entities	應佔共同控制 實體虧損		(1,597)	(4)	(2,123)	(4)

## Condensed Consolidated Statement of Comprehensive Income (Continued)

For the six months ended 30 June 2009

## 簡明綜合全面收益表(續)

截至二零零九年六月三十日止六個月

		Note 附註	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	
			2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2008 二零零八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2008 二零零八年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Profit/(loss) before tax</b>	<b>除稅前溢利/(虧損)</b>		<b>11,117</b>	<b>(4,022)</b>	<b>5,278</b>	<b>(18,161)</b>
Income tax expense	所得稅開支	7	(2,776)	–	(2,905)	–
<b>Profit/(loss) for the period</b>	<b>本期溢利/(虧損)</b>	8	<b>8,401</b>	<b>(4,022)</b>	<b>2,373</b>	<b>(18,161)</b>
<b>Other comprehensive income</b>	<b>其他全面收入</b>					
Change in fair value of available-for-sale financial assets	可供銷售財務資產 公平值變動		38,299	(51,978)	45,266	(162,546)
Translation differences	匯兌差異		(20)	(4,763)	108	(11,752)
Income tax related to other comprehensive income	與其他全面收入 有關所得稅		(791)	–	(791)	–
<b>Other comprehensive income for the period, net of tax</b>	<b>期內其他全面收入， 扣除稅項</b>		<b>37,488</b>	<b>(56,741)</b>	<b>44,583</b>	<b>(174,298)</b>
<b>Total comprehensive income for the period</b>	<b>期內全面收入總額</b>		<b>45,889</b>	<b>(60,763)</b>	<b>46,956</b>	<b>(192,459)</b>
<b>Profit/(loss) for the period attributable to:</b>	<b>應佔本期溢利/(虧損)：</b>					
Owners of the Company	本公司擁有人		5,901	(5,053)	74	(17,108)
Minority interests	少數股東權益		2,500	1,031	2,299	(1,053)
			<b>8,401</b>	<b>(4,022)</b>	<b>2,373</b>	<b>(18,161)</b>
<b>Total comprehensive income attributable to:</b>	<b>應佔全面收入總額：</b>					
Owners of the Company	本公司擁有人		40,906	(52,830)	35,332	(176,919)
Minority interests	少數股東權益		4,983	(7,933)	11,624	(15,540)
			<b>45,889</b>	<b>(60,763)</b>	<b>46,956</b>	<b>(192,459)</b>
			<b>RMB cent 人民幣分</b>	<b>RMB cent 人民幣分</b>	<b>RMB cent 人民幣分</b>	<b>RMB cent 人民幣分</b>
<b>Earnings/(loss) per share</b>	<b>每股盈利/(虧損)</b>					
– basic and diluted	– 基本及攤薄	9	0.50	(0.43)	0.01	(1.44)

## Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

		30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	47,040	46,272
Prepaid land lease payments	預付土地租賃款項	5,566	5,608
Goodwill	商譽	6,125	6,125
Other intangible assets	其他無形資產	24,655	26,801
Investment in jointly controlled entities	對共同控制實體投資	99,104	32,919
Available-for-sale financial assets	可供銷售財務資產	185,616	140,400
		<b>368,106</b>	<b>258,125</b>
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	27,690	16,132
Trade receivables	應收貿易賬款	24,712	19,166
Due from a shareholder	應收一名股東款項	47	47
Due from related parties	應收關聯人士款項	126	402
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	15,701	7,617
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之財務資產	13,229	10,513
Non-pledged 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無抵押定期存款	3,404	46,873
Cash and cash equivalents	現金及現金等價物	513,987	551,622
		<b>598,896</b>	<b>652,372</b>
<b>Total assets</b>	<b>總資產</b>	<b>967,002</b>	<b>910,497</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade payables	應付貿易賬款	29,538	23,645
Advances from customers	預收客戶賬款	14,431	9,917
Accruals and other payables	應計費用及其他應付款項	38,007	37,596
Due to a shareholder	應付一名股東款項	2,071	2,120
Due to related parties	應付關聯人士款項	1,256	4,072
Dividend payables	應付股息	-	10,277
Bank loans	銀行貸款	10,000	-
Current tax liabilities	即期稅項負債	66,361	65,279
		<b>161,664</b>	<b>152,906</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>437,232</b>	<b>499,466</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>805,338</b>	<b>757,591</b>

## Condensed Consolidated Statement of Financial Position (Continued) 簡明綜合財務狀況表(續)

			30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債		791	-
			791	-
<b>NET ASSETS</b>	<b>淨資產</b>		804,547	757,591
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	15	118,480	118,480
Reserves	儲備		634,321	598,989
Equity attributable to owners of the Company	本公司擁有人 應佔權益		752,801	717,469
Minority interests	少數股東權益		51,746	40,122
<b>TOTAL EQUITY</b>	<b>總權益</b>		804,547	757,591



## Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 30 June 2009

截至二零零九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital 股本 (Unaudited) (未經審核) RMB'000 人民幣千元	Capital reserve 資本儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	Reserve funds 儲備基金 (Unaudited) (未經審核) RMB'000 人民幣千元	Foreign Investment 匯兌儲備 投資重估		Retained profits 留存盈利 (Unaudited) (未經審核) RMB'000 人民幣千元	Proposed final dividend 擬派末期股息 (Unaudited) (未經審核) RMB'000 人民幣千元	Total 合計 (Unaudited) (未經審核) RMB'000 人民幣千元	Minority interests 少數股東權益 (Unaudited) (未經審核) RMB'000 人民幣千元	Total equity 總權益 (Unaudited) (未經審核) RMB'000 人民幣千元
					translation reserve 匯兌儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	reserve/ (deficit) 儲備/(虧蝕) (Unaudited) (未經審核) RMB'000 人民幣千元					
At 1 January 2009	於二零零九年一月一日	118,480	377,720	77,974	(55,659)	(12,088)	211,042	-	717,469	40,122	757,591
Total comprehensive income for the period	本期全面收入總額	-	-	-	108	35,150	74	-	35,332	11,624	46,956
At 30 June 2009	於二零零九年六月三十日	118,480	377,720	77,974	(55,551)	23,062	211,116	-	752,801	51,746	804,547
At 1 January 2008	於二零零八年一月一日	118,480	378,209	77,974	(44,167)	4,728	403,545	23,696	962,465	58,126	1,020,591
Total comprehensive income for the period	本期全面收入總額	-	-	-	(11,752)	(148,059)	(17,108)	-	(176,919)	(15,540)	(192,459)
Dividend declared	宣派股息	-	-	-	-	-	-	(23,696)	(23,696)	-	(23,696)
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	884	884
Other gain	其他收益	-	-	-	-	-	-	-	-	489	489
At 30 June 2008	於二零零八年六月三十日	118,480	378,209	77,974	(55,919)	(143,331)	386,437	-	761,850	43,959	805,809

## Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

		Six months ended 30 June	
		截至六月三十日止六個月	
		2009	2008
		二零零九年	二零零八年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash (used in)/generated from operating activities	(用於)／產生自經營活動之現金淨額	(2,942)	44,269
Net cash used in investing activities	用於投資活動之現金淨額	(34,221)	(148,147)
Net cash used in financing activities	用於融資活動之現金淨額	(410)	(91,292)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(37,573)	(195,170)
Effect of foreign exchange rate changes	匯率變動之影響	(62)	(43,724)
Cash and cash equivalents at the beginning of period	期初之現金及現金等價物	551,622	654,107
Cash and cash equivalents at the end of period	期末之現金及現金等價物	513,987	415,213
Cash and cash equivalents at the end of period represent:	期末之現金及現金等價物指：		
Cash and bank balances	現金及銀行存款	513,987	415,213
Time deposits	定期存款	3,404	189,830
		517,391	605,043
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	(3,404)	(189,830)
Cash and cash equivalents	現金及現金等價物	513,987	415,213



Note:

## 1. Principal Activities

The Group is principally engaged in the research, development, manufacture, marketing and sale of wireless fire alarm systems and related products (“WFAS”), the provision of network security outsource service (“NET”), the sale of computer products (“Computer”) and the development of travel and leisure business.

## 2. Basis of Presentation

### 2.1 Adoption of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”)

In the current period, the Group has adopted the following new and revised HKFRSs, which comprise Hong Kong Financial Reporting Standards (“HKFRS”), Hong Kong Accounting Standards (“HKAS”) and Interpretations, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are relevant to its operations and effective for accounting period beginning on or after 1 January 2009:

HKAS 1 (Revised)	Presentation of Financial Statements
HKFRS 8	Operating Segments
Annual Improvements Project	Improvements to HKFRSs

HKAS 1 (Revised) introduces a number of changes to the presentation and disclosure of financial statements. Accordingly, the Group renames its Income Statement as “Statement of Comprehensive Income”, its Balance Sheet as “Statement of Financial Position” and its Cash Flow Statement as “Statement of Cash Flows”. All transactions with owners of the Company in their capacity as owners are presented in the “Statement of Changes in Equity”. All income and expenses arising from transactions with non-owners are presented under the Statement of Comprehensive Income whereas the total is carried to the Statement of Changes in Equity.

HKFRS 8 requires an operating segment to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. The adoption of HKFRS 8 results in a reassessment of segment profit or loss but does not change the operating segments of the Group identified under HKAS 14 “Segment Reporting” in comparison to its audited annual financial statements for the year ended 31 December 2008.

附註：

## 1. 主要業務

本集團主要業務為研究、開發、製造、市場推廣及銷售無線消防報警系統及相關產品（「無線消防報警系統」）、提供網絡安全外包服務（「網絡安全服務」）、銷售計算機產品（「計算機產品」）及發展旅遊及休閒業務。

## 2. 呈列基準

### 2.1 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本期內，本集團採納以下由香港會計師公會（「香港會計師公會」）頒佈且與本集團業務有關之新訂及經修訂香港財務報告準則（包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋，該等準則於二零零九年一月一日或之後開始之會計期間生效：

香港會計準則第1號（經修訂）	財務報表呈報
香港財務報告準則第8號	經營分部
年度改進項目	香港財務報告準則之改進

香港會計準則第1號（經修訂）對財務報表之呈報及披露作出多項變動。本集團因應修訂將其收益表重新命名為「全面收益表」，而資產負債表及現金流量表則分別命名為「財務狀況表」及「現金流量表」。以本公司擁有人身分進行之一切交易於「權益變動表」呈列。與非擁有人進行之交易產生之所有收入及開支於全面收益表項下呈列，而總額則於權益變動表列賬。

香港財務報告準則第8號規定經營分部須按照主要經營決策者定期審閱之本集團組成部分之內部報告基準識別，以分配資源至分部及評估其表現。採納香港財務報告準則第8號導致須重新計算分類溢利或虧損，惟與截至二零零八年十二月三十一日止年度之經審核年度財務報表比較，並未改變根據香港會計準則第14號「分類報告」識別之經營分類。

## 2. Basis of Presentation (Continued)

### 2.1 Adoption of new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

Improvements to HKFRSs include certain non-urgent but necessary amendments to the HKFRSs. In particular, the amendment to HKAS 1 "Presentation of Financial Statements" involves a clarification that assets and liabilities classified as held for trading in accordance with HKAS 39 "Financial Instruments – Recognition and Measurement" are not automatically classified as current in the consolidated statement of financial position. The Group amended its accounting policy accordingly and classified the financial assets and liabilities in accordance with management's intention of period of realisation. The adoption of the amendment does not result in any reclassification of financial instruments between current and non-current in the consolidated statement of financial position.

Save as disclosed above, the adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current periods and prior periods.

Save for the amendment to HKFRS 8 disclosed below, the Group has not applied the following new HKFRSs, including Hong Kong (International Financial Reporting Interpretations Committee) – Interpretations ("HK(IFRIC) – Int"), that have been issued but are not yet effective:

HKFRS 1 (Revised)	First-time Adoption of HKFRS <sup>1</sup>
HKFRS 3 (Revised)	Business Combinations <sup>1</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>1</sup>
Amendments to HKAS 39	Eligible Hedged Items <sup>1</sup>
Amendments to HK(IFRIC)-Int 9 and HKAS 39	Embedded Derivatives <sup>2</sup>
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners <sup>1</sup>
HK(IFRIC)-Int 18	Transfers of assets from customers <sup>1</sup>
Annual Improvements Project	Improvements to HKFRSs 2009 <sup>3</sup>
Amendments to HKFRS 2	Share-based Payment – Group Cash-settled Share-based Payment Transaction <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>2</sup> Effective for annual periods ending on or after 30 June 2009

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2010 (unless otherwise specified)

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

## 2. 呈列基準 (續)

### 2.1 採納新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則之改進包括對香港財務報告準則作出若干非緊急但必要修訂。尤其是，香港會計準則第1號「財務報表呈報」之修訂涉及澄清根據香港會計準則第39號「財務工具－確認及計量」分類為持作買賣之資產及負債並不會於綜合財務狀況表自動分類為流動類別。本集團據此修訂其會計政策，並根據變現期間之管理層意向分類財務資產及負債。採納修訂不會對綜合財務狀況表之財務工具作出任何流動與非流動之間之重新分類。

除上文披露者外，採納該等新訂及經修訂香港財務報告準則並無對本集團會計政策以及本期間及過往期間所呈報數額造成重大變動。

除下文所披露香港財務報告準則第8號之修訂外，本集團並未應用以下已頒布但尚未生效之新訂香港財務報告準則，包括香港(國際財務報告詮釋委員會)－詮釋(「香港(國際財務報告詮釋委員會)－詮釋」)：

香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則 <sup>1</sup>
香港財務報告準則第3號(經修訂)	業務合併 <sup>1</sup>
香港會計準則第27號(經修訂)	綜合及獨立財務報表 <sup>1</sup>
香港會計準則第39號修訂本	合資格對沖項目 <sup>1</sup>
香港(國際財務報告詮釋委員會)－詮釋第9號及香港會計準則第39號修訂本	內含衍生工具 <sup>2</sup>
香港(國際財務報告詮釋委員會)－詮釋第17號	向擁有人分派非現金資產 <sup>1</sup>
香港(國際財務報告詮釋委員會)－詮釋第18號	來自客戶之資產轉讓 <sup>1</sup>
年度改進項目	二零零九年香港財務報告準則之改進 <sup>3</sup>
香港財務報告準則第2號修訂本	股份付款－集團之現金結算股份付款交易 <sup>3</sup>

<sup>1</sup> 於二零零九年七月一日或之後開始年度期間生效

<sup>2</sup> 於二零零九年六月三十日或之後結束年度期間生效

<sup>3</sup> 於二零一零年一月一日或之後開始年度期間生效(除非另有指定)

本集團已著手評估該等新訂香港財務報告準則之影響，惟尚未能確定該等新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。

## 2. Basis of Presentation (Continued)

### 2.2 Basis of preparation

Improvements to HKFRSs 2009 include another set of certain non-urgent but necessary amendments to the HKFRSs. In particular, the amendment to HKFRS 8 “Operating Segments” involves a clarification that assets and liabilities need only be reported when they are included in measures of segment performance that are used by the chief operating decision maker. The Group decides to early adopt this amendment since no assets nor liabilities are included in such measures to its chief operating decision maker.

These condensed consolidated financial statements have been prepared in accordance with HKAS 34 “Interim Financial Reporting” issued by HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosure required by the GEM Listing Rules. These condensed consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain investments which are carried at their fair values. These condensed consolidated financial statements are presented in Renminbi (“RMB”), which is the Company’s functional and presentation currency, and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

Save for the new and revised HKFRSs adopted, the accounting policies and method of computation adopted in preparing these unaudited condensed consolidated financial statements are consistent with those used in the Company’s annual audited consolidated financial statements for the year ended 31 December 2008. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

#### *Basis of consolidation*

The condensed consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group’s share of its net assets together with any goodwill relating to the subsidiary which was not previously charged or recognised in the consolidated statement of comprehensive income and also any related accumulated foreign currency translation reserve.

Inter-company transactions, balances and unrealised profits on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

## 2. 呈列基準(續)

### 2.2 編製基準

二零零九年香港財務報告準則之改進包括另一系列有關香港財務報告準則之若干非緊急但必要修訂。尤其是，香港財務報告準則第8號「經營分部」之修訂涉及澄清當主要經營決策者計算分類表現時計入資產及負債，方需要對資產及負債作出報告。由於其主要經營決策者並無於有關計算計入資產及負債，故本集團決定提早採納此項修訂。

本簡明綜合財務報表乃遵照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」、香港公認會計原則以及創業板上市規則之適用披露規定編製。本簡明綜合財務報表乃根據歷史成本慣例編製，並就重估若干按公平值列賬之投資作出調整。本簡明綜合財務報表以人民幣（「人民幣」）列賬，人民幣為本公司之功能及列賬貨幣。除另有註明外，所有數值均調整至最接近千位數（人民幣千元）。

除採納之新訂及經修訂香港財務報告準則外，編製未經審核簡明綜合財務報表所採納會計政策及計算方法，與編製本公司截至二零零八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。

#### *綜合賬目基準*

簡明綜合財務報表包括本公司及其附屬公司截至六月三十日止之財務報表。附屬公司指本集團對其擁有控制權的實體。控制權指有權支配一間實體之財務及經營政策，以從其業務中獲取利益。於評估本集團是否擁有控制權時，會考慮現時是否存在可行使或可轉換之潛在表決權及其影響。

附屬公司在控制權轉移至本集團之日起完全綜合入賬，而在控制權終止之日起停止綜合入賬。

出售附屬公司之盈虧指出售所得款項與本集團所佔其資產淨值連同與該附屬公司有關之任何過往並未計入綜合全面收益表或於當中確認之商譽以及任何相關累計匯兌儲備兩者間之差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓之資產出現減值，否則未變現虧損亦予對銷。倘有需要，附屬公司之會計政策會作出調整，以確保符合本集團採納之會計政策。

## 2. Basis of Presentation (Continued)

### 2.2 Basis of preparation (Continued)

Minority interests represent the interests of minority shareholders in the operating results and net assets of subsidiaries. Minority interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Minority interests are presented in the consolidated statement of comprehensive income as an allocation of profit or loss for the period between minority and owners of the Company. Losses applicable to the minority in excess of the minority's interests in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. If the subsidiary subsequently reports profits, such profits are allocated to the interests of the Group until the minority's share of losses previously absorbed by the Group has been recovered.

## 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 is as follows:

## 2. 呈列基準(續)

### 2.2 編製基準(續)

少數股東權益指少數股東於附屬公司之經營業績及資產淨值之權益。少數股東權益於綜合財務狀況表及綜合權益變動表之權益內呈列。於綜合全面收益表內，少數股東權益呈列為期內溢利或虧損在少數股東與本公司擁有人之間的分配。倘少數股東應佔虧損超過其應佔附屬公司之權益，超出部分則會撥作抵銷本集團所佔權益，除非少數股東有約束責任且能夠作出額外投資填補虧損。倘附屬公司其後恢復盈利，該等盈利會分配予本集團權益，直至收回本集團之前承擔之少數股東應佔虧損為止。

## 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及貿易折扣後之發票淨值，載列如下：

	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	截至六月三十日止三個月	截至六月三十日止六個月	
	2009	2008	2009	2008	
	二零零九年	二零零八年	二零零九年	二零零八年	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
	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有關產品	33,443	24,521	49,707	35,037
Sale of Computer	銷售計算機產品	6,772	5,123	11,550	19,974
Rendering of travel and leisure services	提供旅遊及休閒服務	8,331	4,905	14,339	4,956
		<b>48,546</b>	<b>34,549</b>	<b>75,596</b>	<b>59,967</b>

## 4. Segment information

The Group follows its products and services in identifying its operating segments. Each operating segment is managed separately as each segment requires different technology and marketing approach and targets to different customers. Reported segment profits or loss is based on internal management reporting information that is regularly reviewed by the chief operating decision maker. The chief operating decision maker assesses segment profit or loss using a measure of profit or loss from operations. This segmental measurement policy is as same as those policies used in the financial statements of the Group except for the exclusion of those incomes and expenses unrelated to business activities of any operating segment.

## 4. 分部資料

本集團按其產品及服務辨別經營分部。由於各經營分部要求不同技術及市場推廣方法且目標客戶不同，故各經營分部獨立管理。已報告分部溢利或虧損根據主要經營決策者定期審閱之內部管理報告資料計算。主要經營決策者採用經營溢利或虧損計量評估分部溢利或虧損。除不計及該等與任何經營分部業務活動無關之收入及開支外，此分部計量政策與本集團財務報表所採用者相同。

#### 4. Segment information (Continued)

The Group operates four business segments. They are NET business, WFAS business, Computer business and tourism development business. WFAS business includes manufacture and sale of the corresponding embedded system products. NET business represents provision of outsource network security service. Computer business involves trading of computer equipments. Tourism development business represents a public transport monopoly operation in a designated national AAAAA level tourism attraction in the People's Republic of China ("PRC").

#### 4. 分部資料(續)

本集團經營四個業務分部，其為網絡安全服務業務、無線消防報警系統業務、計算機產品業務以及旅遊業發展業務。無線消防報警系統業務包括製造及銷售相關之嵌入式系統產品。網絡安全服務業務指提供網絡安全外包服務。計算機產品業務包括買賣計算機設備。旅遊業發展業務指於特定的中華人民共和國(「中國」)國家AAAAA級旅遊點經營之獨家運輸營運權。

		Revenue from external customers 來自外界客戶之收入		Segment profit/(loss) 分部溢利/(虧損)	
		Six months ended 30 June 截至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	
		2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2008 二零零八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2008 二零零八年 (Unaudited) (未經審核) RMB'000 人民幣千元
NET	網絡安全服務	1,781	3,982	373	(4,160)
WFAS	無線消防報警系統	47,926	31,055	6,592	2,182
Computer	計算機產品	11,550	19,974	565	(271)
Tourism development	旅遊業發展	14,339	4,956	3,052	(2,954)
<b>Total</b>	<b>總計</b>	<b>75,596</b>	<b>59,967</b>	<b>10,582</b>	<b>(5,203)</b>
Change in fair value of derivative financial instruments	衍生財務工具 公平值變動			-	6,141
Interest income	利息收入			855	25,714
Other gain not allocated	未分配其他收益			677	1,801
Change in fair value of financial assets at fair value through profit or loss	按公平值計入溢利或虧損之財務資產公平值變動			2,721	(516)
Finance costs	融資成本			370	(35,461)
Share of losses of jointly controlled entities	應佔共同控制 實體虧損			(2,123)	(4)
Unallocated corporate expenses	未分配公司開支			(7,804)	(10,633)
<b>Profit/(loss) before tax</b>	<b>除稅前溢利/(虧損)</b>			<b>5,278</b>	<b>(18,161)</b>

5. Other gain

		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	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
			Restated		Restated
			重列		重列
Bank interest income	銀行利息收入	607	1,443	855	7,351
Interest income from loan receivable	應收貸款之利息收入	-	7,667	-	18,363
Change in fair value of financial assets at fair value through profit or loss	按公平值計入溢利或虧損之財務資產公平值變動	3,545	(1,616)	2,721	(516)
Others	其他	662	31	677	1,801
		<b>4,814</b>	<b>7,525</b>	<b>4,253</b>	<b>26,999</b>

5. 其他收益

6. Finance costs

		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	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest on bank loans	銀行貸款利息	138	4	138	43
Interest on other loan	其他貸款利息	-	(597)	-	1,123
Net foreign exchange (gain)/losses	匯兌(收益)/虧損淨額	(527)	7,390	(508)	34,295
		<b>(389)</b>	<b>6,797</b>	<b>(370)</b>	<b>35,461</b>

6. 融資成本



7. Income tax expense

7. 所得稅開支

		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	截至六月三十日止三個月	截至六月三十日止六個月
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Charge for the period	本期開支				
Current tax – Mainland China	即期稅項－中國大陸	2,142	–	2,271	–
Underprovision – Mainland China	撥備不足－中國大陸	634	–	634	–
		<b>2,776</b>	<b>–</b>	<b>2,905</b>	<b>–</b>

No provision for Hong Kong profits tax has been made for the periods ended 30 June 2009 and 2008 as the Group did not generate any assessable profits arising in Hong Kong during the periods.

由於截至二零零九年及二零零八年六月三十日止期間本集團並無在香港產生任何應課稅溢利，故並無就有關期間之香港利得稅計提撥備。

Tax charge on profits assessable elsewhere have 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業務經營所在國家之現行法律、詮釋及慣例按當地之現行稅率計算。

During the six months ended 30 June 2008, the Company was registered in the Beijing New Technology Enterprise Development Zone and certified by the relevant PRC authorities as a high technology enterprise. High technology enterprise certificate was then expired during the year ended 31 December 2008 and its renewal is in progress.

截至二零零八年六月三十日止六個月，本公司於北京市新技術產業開發區註冊，並獲中國有關當局認可為高新技術企業。高新技術企業證書其後於截至二零零八年十二月三十一日止年度到期，現正就此辦理重續程序。

The subsidiaries of the Group established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2008: 25%).

本集團於中國成立的附屬公司通常須就應課稅收入按稅率25%(二零零八年：25%)繳納所得稅。

The new PRC enterprise income tax law passed by the Tenth National People's Congress on 16 March 2007 introduces various changes which include the unification of the enterprise income tax rate for domestic and foreign enterprises at 25%. The new tax law has been effective from 1 January 2008. The impact of the new tax law on the Group's consolidated financial statement is not material.

於二零零七年三月十六日經第十屆全國人民代表大會通過之中國新企業所得稅法提出多項改革措施，包括統一內資企業及外資企業之企業所得稅率為25%。新稅法自二零零八年一月一日起生效。新稅法對本集團綜合財務報表之影響並不重大。

At 30 June 2009, there was no significant unrecognised deferred tax liability (2008: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries, as their directors do not have intention to remit such earnings to the Company in the foreseeable future.

於二零零九年六月三十日，由於董事無意於可見將來匯出盈利至本公司，故本集團若干附屬公司未匯出盈利原須承擔之稅項並無導致重大未確認遞延稅項負債(二零零八年：無)。

8. Profit/(loss) for the period

The Group's profit/(loss) for the period is arrived at after charging/(crediting):

8. 本期溢利/(虧損)

本集團之本期溢利/(虧損)已扣除/(計入)以下各項：

		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	截至六月三十日止三個月	截至六月三十日止六個月
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Advertising and promotion costs	廣告及推廣成本	229	146	355	407
Change in fair value of financial assets at fair value through profit or loss	按公平值計入溢利或虧損之財務資產公平值變動	(3,545)	1,616	(2,721)	516
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	1,071
– included in administrative expenses	– 列為行政開支	2	2	4	3
Cost of inventories sold	已售存貨成本	24,606	19,051	37,592	39,571
Depreciation	折舊	1,931	1,273	3,780	2,084
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	–	(755)	–	(755)
Net foreign exchange (gain)/losses	匯兌(收益)/虧損淨額	(527)	7,390	(508)	34,295
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃開支	740	554	1,540	905
Research and development expenditure	研究及開發開支	849	1,400	2,009	2,820
Reversal of allowance for doubtful other receivables	其他應收款項呆賬撥備撥回	–	–	–	(2)
Reversal of allowance for doubtful trade receivables	應收貿易賬款呆賬撥備撥回	(182)	(160)	(188)	(786)
Staff costs (excluding directors' and supervisors' emoluments)	員工成本(不包括董事及監事酬金)	7,243	7,830	13,263	15,145
Retirements benefits scheme contributions	退休福利計劃供款	574	522	1,152	871
Social security costs	社會保險成本	448	461	904	829
Wages, salaries and bonuses	工資、薪金及花紅	6,221	6,847	11,207	13,445



#### 11. 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 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 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, is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

The fair value of the Group's trade receivables as at 30 June 2009 was approximately equal to the corresponding carrying amount.

#### 11. 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。除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報酬轉至客戶之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。本集團嚴格控制其未償還應收款項，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，故信貸風險並無過分集中。應收貿易賬款並不計息。

根據本集團將產品擁有權之重大風險及報酬轉至客戶或提供服務之完成日期或合約所界定付款到期日（以較後發生者為準）釐定之應收貿易賬款賬齡分析如下：

30 June 2009	31 December 2008
二零零九年	二零零八年
六月三十日	十二月三十一日
(Unaudited)	(Audited)
(未經審核)	(經審核)
RMB'000	RMB'000
人民幣千元	人民幣千元
14,233	11,572
1,698	1,873
5,460	2,091
3,321	3,630
<b>24,712</b>	<b>19,166</b>

本集團應收貿易賬款於二零零九年六月三十日之公平值與其賬面值相若。

**12. Financial assets at fair value through profit or loss**

Equity securities, at fair value  
Listing in Hong Kong and market value of  
listed securities

股本證券，按公平值  
於香港上市及  
上市證券市值

30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
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13,229	10,513
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<u>13,229</u>	<u>10,513</u>
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The above financial assets are classified as held for trading.

Listed equity securities offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate.

The fair values of listed securities are based on current bid prices.

**13. Trade payables**

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

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

The fair value of the Group's trade payables as at 30 June 2009 was approximately equal to the corresponding carrying amount.

**12. 按公平值計入溢利或虧損之財務資產**

上述財務資產分類為持作買賣。

上市股本證券為透過股息收入及公平值收益為本集團帶來回報之良機。該等證券並無固定年期或息票率。

上市證券公平值按目前買盤價計算。

**13. 應付貿易賬款**

根據供應商將物料擁有權之重大風險及報酬轉讓予本集團之日期釐定之應付貿易賬款賬齡分析如下：

30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
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20,674	15,396
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180	907
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2,462	1,915
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6,222	5,427
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<u>29,538</u>	<u>23,645</u>
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本集團應付貿易賬款於二零零九年六月三十日之公平值與其賬面值相若。

#### 14. Bank loans

Bank loans are repayable as follows:

		30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
On demand or within one year	按通知或一年內	10,000	-
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於十二個月內到期 之款項（列入流動負債）	(10,000)	-
Amount due for settlement after 12 months	於十二個月後到期之款項	-	-

All the carrying amount of the Group's bank loan are denominated in Renminbi.

本集團所有銀行貸款賬面值以人民幣列值。

The average interest rate paid for bank loans at 30 June 2009 was 5.84%.

於二零零九年六月三十日，就銀行貸款支付之平均利率為5.84厘。

At 30 June 2009, all bank loans were secured by a charge over certain property, plant and equipments and the prepaid land lease payments of the Group.

於二零零九年六月三十日，所有銀行貸款乃以本集團若干物業、廠房及設備以及預付土地租賃款項作抵押擔保。

#### 15. Share capital

Registered, issued and fully paid:  
- 700,000,000 promoters shares of  
RMB0.10 each  
- 484,800,000 H shares of  
RMB0.10 each

已註冊、已發行及繳足：  
- 700,000,000股每股面值  
人民幣0.10元之發起人股份  
- 484,800,000股每股面值  
人民幣0.10元之H股

#### 15. 股本

	30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
	70,000	70,000
	48,480	48,480
	<u>118,480</u>	<u>118,480</u>



## 16. Related party transactions

(a) Particulars of significant transactions between the Group and related parties during the period are summarised below:

		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	截至六月三十日止三個月	截至六月三十日止六個月
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Sales of embedded systems products to related companies controlled by Peking University	向由北京大學控制之關聯公司銷售嵌入式系統產品	1,470	1,320	2,497	2,242
Service income charged to a related company controlled by Peking University	向一家由北京大學控制之關聯公司收取之服務收入	-	-	120	-
Service expenses charged by a related company controlled by Peking University	由一家北京大學控制之關聯公司收取之服務開支	-	-	110	-
Rental expense of an office building charged by a shareholder of the Company	本公司一名股東收取之辦公室樓宇租金費用	90	178	180	253

(b) Compensation of key management personnel of the Group:

		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	截至六月三十日止三個月	截至六月三十日止六個月
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Short term employee benefits	短期僱員福利	594	585	1,141	1,178
Post-employment benefits	離職福利	36	22	68	43
		630	607	1,209	1,221

## 17. Comparative figures

Change in fair value of financial assets at fair value through profit or loss has been presented under other gain as the Directors consider that this presentation reflects the nature of the change better in the financial statements.

## 16. 關聯人士交易

(a) 期內，本集團與關聯人士進行之重大交易詳情概述如下：

		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	截至六月三十日止三個月	截至六月三十日止六個月
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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

(b) 本集團主要管理人員酬金：

		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	截至六月三十日止三個月	截至六月三十日止六個月
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Short term employee benefits	短期僱員福利	594	585	1,141	1,178
Post-employment benefits	離職福利	36	22	68	43
		630	607	1,209	1,221

## 17. 比較數字

按公平值計入溢利或虧損之財務資產公平值變動已入賬列作其他收益，因董事認為此呈列方式更能於財務報表反映變動性質。

## Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2009 (2008: Nil).

## Management Discussion and Analysis

### Business Review

#### Overview

The Group recorded a turnover of approximately RMB75.6 million for the six months ended 30 June 2009 ("1H09"), representing a growth of 26.1% year-on-year ("YoY"). Gross profit surged by 73.7% YoY to approximately RMB26.0 million. Overall gross profit margin reached 34.4% for 1H09 followed from an impressive improvement in WFAS segment. Cost of sales and services increased 10.2% to RMB49.6 million while operating expenses decreased 24.6% to RMB23.2 million YoY. Profit from operations dropped 37.0% YoY to RMB7.0 million due to full settlement of loan receivables in 2008. Finance costs went down drastically by 101.0% and recorded a slight gain of RMB0.4 million due to full repayment of cash collateral under the securities lending arrangement in the second half of 2008 and net foreign exchange gain recorded during 1H09. The Group made profit of RMB2.4 million during 1H09 while it incurred loss of RMB18.2 million last year.

#### WFAS

Turnover was well up on 1H09 and reached RMB47.9 million. The segment contributed 63.4% to the Group's turnover in 1H09, representing an augmentation in contribution by 11.6% YoY. Deferred construction works in 2008 due to the Beijing Olympic Games were resumed in 2009. Demand for WFAS products increased accordingly. The Group continued to benefit from the expansion strategy through setting up representative offices and enhancement of high calibre sales force. New products introduced in 1H09 diversify the product mix and allow the Group to keep close to customer needs. Segment profit tripled YoY to RMB6.6 million. The Group worked hard to reduce cost of spare part production during the reporting period. Benefited from reduced production cost and stable selling price, profit margin enlarged.

#### NET

Since it is building up its outsource business, NET segment still performed weakly. Turnover dropped by 55.3% YoY to RMB1.8 million. The segment reported a profit of RMB0.4 million as compared with a loss last year mainly due to certain allowance for doubtful trade receivables being written back. NET segment contributed about 2.4% to the Group's total turnover in 1H09. Outsource services are available for both local companies and overseas enterprises and are tailor-made in accordance with their requirements. Headcount had been doubled to prepare for future development.

#### Computer

Financial turmoil slowed down the pace of hardware upgrade and renewal. Increasing trend to set up factories in Mainland China by famous brands exacerbated the demand drop for service offered by the Group. Turnover decreased by 42.2% YoY to RMB11.6 million. Further shrinkage in business is expected. The segment reported a small profit of RMB0.6 million for 1H09 as a result of certain incidental service income.

## 股息

董事會不建議就截至二零零九年六月三十日止六個月派發中期股息(二零零八年：零元)。

## 管理層討論及分析

### 業務回顧

#### 概覽

截至二零零九年六月三十日止六個月(「零九年上半年」)，本集團錄得營業額約人民幣75,600,000元，按年(「按年」)增長26.1%。毛利按年躍升73.7%至約人民幣26,000,000元。無線消防報警系統分部表現顯著改善後，整體毛利率於零九年上半年達34.4%。銷售及服務成本按年增加10.2%至人民幣49,600,000元，經營開支減少24.6%至人民幣23,200,000元。由於在二零零八年悉數收回應收貸款，故經營溢利按年減少37.0%至人民幣7,000,000元。由於在二零零八年下半年悉數償還根據證券借貸安排項下之現金抵押，加上零九年上半年錄得之匯兌收益淨額，融資成本大減101.0%及錄得些微收益人民幣400,000元。本集團於零九年上半年錄得溢利人民幣2,400,000元，去年則錄得虧損人民幣18,200,000元。

#### 無線消防報警系統

零九年上半年營業額表現飆升，達至人民幣47,900,000元。此分部於零九年上半年佔本集團營業額63.4%，貢獻比重按年增加11.6%。由於二零零八年因北京奧運會而遞延之建築工程在二零零九年復工，無線消防報警系統產品需求因此上升。此外，透過設立代表辦事處及提升具才幹銷售團隊之擴充策略行之有效。於零九年上半年推出之新產品令產品組合多元化，讓本集團得以緊貼客戶需要。分部溢利按年增加三倍至人民幣6,600,000元。於報告期間，本集團致力減低零件生產成本。受惠於生產成本減少及穩定售價，邊際利潤有所擴大。

#### 網絡安全服務

由於外包業務尚處建立階段，故網絡安全服務分部表現仍然疲弱。營業額按年減少55.3%至人民幣1,800,000元。此分部錄得溢利人民幣400,000元，去年則錄得虧損，主要由於撥回若干應收貿易賬款呆賬撥備。網絡安全服務分部於零九年上半年佔本集團總營業額約2.4%。外包服務乃提供予本地公司及海外企業，並按其要求精心設計。為準備日後發展，員工人數已增加一倍。

#### 計算機產品

金融市場動盪減慢提升及更新硬件之步伐。越來越著名品牌在中國內地設廠亦令市場對本集團服務之需求進一步下降。營業額按年減少42.2%至人民幣11,600,000元。預期業務將進一步收縮。此分部於零九年上半年錄得薄利人民幣600,000元，乃由於錄得若干非經常性服務收入。

## Management Discussion and Analysis (Continued)

### Business Review (Continued)

#### Tourism Development

Segment turnover contributed 19.0% to the total turnover of the Group in 1H09. It soared 189.3% to RMB14.3 million. The segment made profits of RMB3.1 million, being a turnaround as compared with last year. Number of visit exceeded 200,000 times for the reporting period despite unstable economy and upward adjustment of scenic spot entrance fee reduced the conation of tourism. Benefits offered by Hengyang City Government outweighed part of the effect.

#### Other gain

Other gain mainly represented fair value change of certain financial assets and bank interest income. As all loan receivables had been collected in 2008, there was no interest income generated from them during 1H09.

#### Investment in a jointly control entity – SBI & BDJB China Fund, L. P. (“SBI China”)

The Group contributed US\$10 million further into SBI China during the reporting period. Subsequent to period end, SBI China made its first investment since establishment by investing in a vocational IT education service provider. The target company has recognizable brands in the PRC IT education industry and sizable market share.

#### Available-for-sale financial assets – Semiconductor Manufacturing International Corporation (“SMIC”)

According to the latest published information available, total revenue increased 82.5% quarter-over-quarter (“QoQ”) from the first quarter of 2009 and reached USD267.4 million owing to a 102.3% increase in wafer shipments. Total revenue was down by 22.0% YoY. Advanced logic sales from 0.13 micron and 90 nanometer nodes grew by 135.3% QoQ as a result of customers’ strong performances in the communications and consumer segments. Greater China revenue increased by 87.4% QoQ while North America revenue increased by 85.3%. Gross loss margins reduced to 4.8% in the second quarter of 2009 from 88.3% in the first quarter due to a significant increase in wafer shipments and fab utilization. Utilisation rate improved to 75%. Loss attributable to owners of SMIC was USD98.1 million in the second quarter of 2009, being improved by 45.0% QoQ.

SMIC has commenced risk production on 65nm low-power process in the beginning of the third quarter. In addition, 45nm low-power technology qualification process is on schedule with products from multiple customers under development. SMIC has successfully completed the first 45nm high performance GP yield lot.

## 管理層討論及分析(續)

### 業務回顧(續)

#### 旅遊業發展

此分部之營業額於零九年上半年佔本集團總營業額19.0%，飆升189.3%至人民幣14,300,000元。此分部錄得溢利人民幣3,100,000元，與去年比較轉虧為盈。於報告期間，儘管經濟不穩及風景名勝區入場費上調令旅遊意慾減退，惟衡陽市政府所提供優惠已抵銷部分影響，以致訪客次數超過200,000次。

#### 其他收益

其他收益主要為若干財務資產公平值變動及銀行利息收入。由於所有應收貸款已於二零零八年收回，故於零九年上半年並無產生應收貸款利息收入。

#### 對一間共同控制實體之投資 – SBI & BDJB China Fund, L.P. (「SBI China」)

於報告期間，本集團進一步向SBI China注資10,000,000美元。期終後，SBI China作出成立以來首次投資，其投資於一間資訊科技職業教育服務供應商。該目標公司於中國資訊科技教育業內擁有卓越聲譽以及高市場佔有率。

#### 可供銷售財務資產 – 中芯國際集成電路製造有限公司(「中芯國際」)

根據最近期公佈之資料，總收入自二零零九年第一季按季(「按季」)上升82.5%，達267,400,000美元，原因為晶圓付運量上升102.3%所致。總收入按年減少22.0%。0.13微米及90納米節點之高級邏輯銷售按季增長135.3%，乃因通訊及客戶分部之客戶表現強勁所致。大中華收入按季增加87.4%，北美收入則增加85.3%。於二零零九年第二季，毛損率從第一季之88.3%減少至4.8%，原因為晶圓付運量及晶片使用率顯著上升。使用率改善至75%。於二零零九年第二季，中芯國際擁有人應佔虧損為98,100,000美元，按季改善45.0%。

中芯國際於第三季初展開65納米低功耗試產。此外，45納米低功耗技術亦按計劃與多個正在開發產品之客戶進行認證。中芯國際已成功完成首批高效能45納米製程。

## Management Discussion and Analysis (Continued)

### Business Review (Continued)

Available-for-sale financial assets – Zhang Jia Jie Tourism Development Co., Ltd. (“ZJJ Tourism”)

According to the latest published information available, ZJJ Tourism reported a turnover of approximately RMB32.5 million for 1H09, decreased by 11.7% YoY. It reported a loss before tax of approximately RMB16.5 million while it reported a profit of RMB7.9 million last year. ZJJ Tourism was affected by the financial crisis and outbreak of human swine influenza. Number of visit dropped by 7.65% YoY to approximately 625,200 times due to decrease in Korean tourists. In addition, ZJJ Tourism reversed accruals of RMB26.5 million after partial settlement of debts during the first half of 2008. No such reversal was recorded in 1H 2009. ZJJ Tourism completed the split share structure reform in June 2009. Investment in ZJJ Tourism by the Group is subject to a lock-up period of one year until June 2010.

### Material Events

The fourth session of the Board and supervisory committee of the Company (“Supervisory Committee”)

The Company held the 2008 annual general meeting on 20 May 2009. Following the conclusion of the meeting, the fourth session of the Board and Supervisory Committee were formed. Ms. Xue Li, Mr. Li Ming Chun, Mr. Chu Yu Guo, Ms. Feng Ping and Mr. Lin Yan were newly elected as Directors while Mr. Xu Zhen Dong, Mr. Hao Yi Lung and Professor Chin Man Chung, Ambrose retired from the Board. Mr. Lin replaces Professor Chin as a member to the audit committee of the Company (“Audit Committee”). Professor Yang Jin Guan and Mr. Li Chong Hua were newly elected as supervisors of the Company while Mr. Du Hong and Ms. Lu Qing retired from the Supervisory Committee. Details of the fourth session of the Board and the Supervisory Committee as well as the profiles of the newly appointed Directors and supervisors have been disclosed in the poll result announcement of the Company dated 20 May 2009.

### Liquidity and Financial Resources

Net asset value of the Group narrowed 6.2% this period to RMB804.5 million as at 30 June 2009. Stock prices of the Group’s equity investments climbed following the rebound of stock markets in Hong Kong and Mainland China during 1H09. Fair values of the Group’s investments rose accordingly which led to an increase in asset value. After further capital injection into SBI China, the Group’s cash and cash equivalents reduced by 6.8% since the past year end to RMB514.0 million. Current ratio (being the ratio of current assets to current liabilities) deteriorated slightly to 3.7 since the past year. Gearing ratio (being the ratio of total interest-bearing debts to total equity) slightly increased to 1.2% since the past year end. The financial position is healthy.

## 管理層討論及分析(續)

### 業務回顧(續)

可供銷售財務資產 – 張家界旅遊開發股份有限公司(「張家界旅遊」)

根據最近期公佈之資料，張家界旅遊於零九年上半年之營業額約為人民幣32,500,000元，按年下跌11.7%。其錄得除稅前虧損約人民幣16,500,000元，惟去年則錄得溢利人民幣7,900,000元。張家界旅遊受金融危機及人類豬流感爆發影響，訪客次數按年減少7.65%至約625,200次，乃由於韓國旅客減少所致。此外，張家界旅遊於二零零八年上半年償還部份債務後撥回應計費用人民幣26,500,000元。於二零零九年上半年則無相關撥回。張家界旅遊於二零零九年六月完成股權分置改革。本集團於張家界旅遊之投資須受一年禁售期所限，直至二零一零年六月。

### 重大事件

第四屆董事會及本公司監事會(「監事會」)

本公司於二零零九年五月二十日舉行了二零零八年股東週年大會。第四屆董事會及監事會於股東週年大會完結後成立。薛麗女士、李明春先生、初育國先生、馮萍女士以及林岩先生獲委任為新董事；許振東先生、郝一龍先生及錢文忠教授則自董事會退任。林先生取代錢教授為本公司審核委員會(「審核委員會」)成員。楊金觀教授及李崇華先生獲委任為本公司新監事；杜虹先生及盧青女士則自監事會退任。第四屆董事會及監事會詳情以及新近獲委任之董事及監事履歷已於本公司日期為二零零九年五月二十日之投票表決結果公佈披露。

### 資金流動性及財政資源

於二零零九年六月三十日，本集團資產淨值於本期間收窄6.2%至人民幣804,500,000元。隨著香港及中國內地股市於零九年上半年反彈，本集團股本投資之股價相繼攀升。本集團投資之公平值相應上升，帶動資產價值上升。向SBI China進一步注資後，本集團之現金及現金等價物自去年結日起減少6.8%至人民幣514,000,000元。流動比率(即流動資產相對流動負債之比率)自去年輕微下滑至3.7。資本負債比率(即計息債務總額相對總權益之比率)則自去年結日輕微增至1.2%。本集團之財務狀況穩健。



## Management Discussion and Analysis (Continued)

### Exposure to Foreign Currencies

The Group has certain exposure to foreign currency risk as most of its business activities, assets and liabilities are denominated in United States dollars, Hong Kong dollars and RMB. The Group does not formulate a foreign currency hedging policy at present as RMB is the functional currency of the Group. RMB is relatively strong as compared with other currencies and its fluctuation is relatively small. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposures when necessary.

### Human Resources

The Group employed around 600 staff members as at 30 June 2009, dropped by approximately 9.1% since the past year end mainly due to the restructuring of NET business. The Group offers competitive remuneration package to its staff including medical insurance and travel insurance. The Group strictly follows the requirements regarding mandatory provident fund in Hong Kong and state-managed pension scheme in PRC respectively.

### Outlook

Shanghai Stock Exchange A Share Index rebounded staggeringly over 55% from the bottom in 1H09 while Hang Seng index rose sharply over 60%. Mainland China economy grew 7.9% YoY in the second quarter. Gross domestic product grew 7.1% from the same period a year ago while urban fixed asset investment soared 33.5%. In conjunction with revival of business activities as indicated by the robust turnover growth of the Group, the economic stimulus package of the PRC government seems to have distanced the PRC economy from depression. Besides, the economic influence from human swine influenza was lesser than expected up to this moment. The Group will maintain its pragmatic strategy while adjusting its growth pace in order to grab the emerging chance. In addition to its existing expansion strategy, the Group plans to increase its capital expenditure to meet increasing orders for WFAS products. For the travel and leisure business, the Group will continue to cooperate with Hengyang City Government and provide quality environmental bus service. It plans to discuss with Hengyang City Government about offering further benefits to tourists to stimulate turnover. The Group will put more resources in promoting its network security outsource service. As market demand is shrinking, the Group will continue to fade out the computer business. Potential investment opportunities are being unveiled after market sentiment improves. The Group has begun searching for suitable targets. However, the Group stresses the need to remain vigilant and will only choose the one with a probable positive return.

## 管理層討論及分析(續)

### 外幣風險

由於本集團大部分業務活動、資產及負債主要以美元、港幣及人民幣為單位，故須面對若干外幣風險。由於本集團之功能貨幣人民幣比其他貨幣而言較強，波動亦相對較小，故本集團現時並無制定外幣對沖政策。本集團將密切監察其外幣風險，並於需要時考慮對沖重大外幣風險。

### 人力資源

於二零零九年六月三十日，本集團之僱員人數為約600人，自去年年結日起減少約9.1%；主要由於網絡安全業務重組所致。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。本集團分別嚴守香港強制性公積金及中國國家管理退休計劃之規定。

### 展望

上海證券交易所A股指數自零九年上半年低位急速反彈超過55%，恒生指數亦急升逾60%。中國內地經濟於第二季按年擴張7.9%。國內生產總值較去年同期增加7.1%，城鎮固定資產投資亦急升33.5%。加上本集團營業額增長強勁顯示業務活動恢復，中國政府推出之經濟刺激方案似乎可力抗中國經濟步入衰退。此外，人類豬流感到目前為止對經濟構成之影響較預期為低。本集團將維持其務實策略，同時調整增長步伐，抓緊機會。除現有擴張策略外，本集團計劃增加資本開支，以應付日益增加之無線消防報警系統產品訂單。至於旅遊及休閒業務，本集團將繼續與衡陽市政府合作，提供優質環保旅遊巴士服務，亦計劃與衡陽市政府商討向旅客提供更多優惠以刺激人流。本集團將投放更多資源推廣網絡安全外包服務。由於市場需求縮減，本集團將繼續淡出計算機產品業務。鑒於市場氣氛改善後突顯潛在投資機會。本集團已開始物色適合目標。然而，本集團仍將保持警惕，並僅會選擇可能帶來正面回報之投資。

## Directors', Supervisors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares

At 30 June 2009, the interests (including interests in shares and short positions) of the Directors, supervisors and chief executive in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 of the GEM Listing Rules relating to securities transactions by Directors, were as follows:

Long positions:

## 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

於二零零九年六月三十日，董事、監事及最高行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股本中，擁有已記錄於本公司根據證券及期貨條例第352條存置之登記冊之權益(包括股份權益及淡倉)；或須根據創業板上市規則第5.46條有關董事進行證券交易之規定須知會本公司及聯交所之權益(包括股份權益及淡倉)如下：

好倉：

Name of director		董事姓名		Note	Number of shares held, capacity and nature of beneficiary interest of a trust	Approximate percentage of the Company's total number of issued promoters share	Approximate percentage of the Company's total issued share capital
Name of supervisor		監事姓名					
1.	Mr. Xu Zhen Dong	1.	許振東先生	(a)	205,414,000	29.34%	17.34%
2.	Mr. Xu Zhi Xiang	2.	徐祇祥先生	(a)	205,414,000	29.34%	17.34%
3.	Mr. Zhang Wan Zhong	3.	張萬中先生	(a)	205,414,000	29.34%	17.34%
4.	Mr. Liu Yong Jin	4.	劉永進先生	(a)	205,414,000	29.34%	17.34%
1.	Mr. Zhang Yong Li	1.	張永利先生	(a)	205,414,000	29.34%	17.34%
2.	Ms. Dong Xiao Qing	2.	董曉清女士	(a)	205,414,000	29.34%	17.34%



## Directors', Supervisors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares (Continued)

Note:

- (a) The above directors and supervisors of the Company 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 Zhen Dong, Mr. Zhang Wan Zhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhi Xiang 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 北京北大青鳥軟件系統有限公司 (Beijing Beida Jade Bird Software System Co., Ltd.), 北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited), 北京北大宇環微電子系統有限公司 (Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd.) and 北京天橋北大青鳥科技股份有限公司 (Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited) 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 Zhen Dong, Mr. Zhang Wan Zhong and Mr. Xu Zhi Xiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu'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 executive 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 Rules 5.46 of the GEM Listing Rules as at 30 June 2009.

## 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)

附註：

- (a) 上述本公司董事及監事因彼等各自身為Heng Huat信託(「**Heng Huat**信託」)其中受益人擁有權益，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替任受託人)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、北京北大青鳥有限責任公司、北京北大宇環微電子系統有限公司及北京天橋北大青鳥科技股份有限公司以及其各自之附屬公司及聯營公司及本公司合共逾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**」)全部已發行股本之權益，因而被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(徐祗祥先生於劉越女士於二零零三年五月九日辭任受託人後於同日擔任彼之替任受託人)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，於二零零九年六月三十日，概無董事、監事及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條須知會本公司及聯交所之權益或淡倉。

## Directors' and Supervisors' Rights to Acquire Shares

Save as disclosed in the employee share option scheme below, at no time during the period were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Directors 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. As at 30 June 2009, none of the Directors or the supervisors had any rights to acquire H shares ("H Shares") of the Company.

The Company has adopted Code of Conduct for Securities Transactions by Directors of the Company (the "Securities Code") 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 enquiries, all Directors confirm that they have complied with the Securities Code for the six months ended 30 June 2009.

## Employee Share Option Scheme

The Company approved a share option scheme on 5 July 2000, pursuant to which the Board may, at its discretion, grant share option to any full-time employees (including directors of the Company and its subsidiaries) of the Group to subscribe for H Shares of the Company, subject to a maximum aggregate of 30% of the Company's shares in issue from time to time. However, employees who are Mainland China nationals shall not be entitled to exercise the option until the current restrictions on Mainland China nationals from subscribing for or dealing in H Shares imposed by the relevant PRC law and regulations have been abolished or removed. No options have been granted by the Company to any employees of the Group since the date of establishment of the share option scheme.

## 董事及監事購入股份之權利

除下文僱員購股權計劃披露者外，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概無任何藉購入本公司股份而獲益之權利，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任何其他法人團體之該等權利。於二零零九年六月三十日，董事或監事概無任何權利收購本公司H股（「H股」）。

本公司已採納本公司董事進行證券交易的行為守則（「證券守則」），其條款不比創業板上市規則第5.48至5.67條所載交易標準寬鬆。經作出特定查詢後，全體董事確認，彼等於截至二零零九年六月三十日止六個月一直遵守證券守則。

## 僱員購股權計劃

本公司於二零零零年七月五日批准一項購股權計劃，根據此項計劃，董事會可酌情向本集團任何全職僱員（包括本公司及其附屬公司董事）授出購股權，以認購最多相當於本公司不時之已發行股份總數30%之本公司H股。然而，在現時有關中國法規對中國大陸公民認購或買賣H股之限制廢除或撤銷前，屬於中國大陸公民之僱員無權行使購股權。本公司自購股權計劃成立日期以來並無向任何本集團僱員授出購股權。

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

At 30 June 2009, the following interests and short positions of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零零九年六月三十日，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及淡倉：

好倉：

Name	Note	Capacity and nature of interest	Number of ordinary shares held	Approximate percentage of the Company's total number of issued promoters shares	Approximate percentage of the Company's total number of issued H Shares	Approximate percentage of the Company's total issued share capital
名稱	附註	身分及權益性質	持有普通股數目	估本公司已發行發起人股份總數概約百分比	估本公司已發行H股總數概約百分比	估本公司已發行股本總數概約百分比
1. Peking University 北京大學	(a)	Through controlled corporations 透過受控制公司	310,000,000	44.29%	Not applicable 不適用	26.16%
2. Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. 北京北大宇環微電子系統有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	Not applicable 不適用	7.17%
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)	Directly beneficially owned and through a controlled corporation 直接實益擁有及透過一間受控制公司	225,000,000	32.14%	Not applicable 不適用	18.99%
4. Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司	(a)	Directly beneficially owned 直接實益擁有	115,000,000	16.43%	Not applicable 不適用	9.71%
5. Heng Huat Investments Limited	(c)	Through a controlled corporation 透過一間受控制公司	205,414,000	29.34%	Not applicable 不適用	17.34%
6. Dynamic Win Assets Limited 致勝資產有限公司	(c)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	Not applicable 不適用	17.34%

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares (Continued)

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

Name	Note	Capacity and nature of interest	Number of ordinary shares held	Approximate percentage of the Company's total number of issued promoters shares	Approximate percentage of the Company's total number of issued H Shares	Approximate percentage of the Company's total issued share capital
名稱	附註	身分及權益性質	持有普通股數目	佔本公司已發行發起人股份總數概約百分比	佔本公司已發行H股總數概約百分比	佔本公司已發行股本總數概約百分比
7. Mongolia Energy Corporation Limited 蒙古能源有限公司	(d)	Through a controlled corporation 透過一間受控制公司	84,586,000	12.08%	Not applicable 不適用	7.14%
8. New View Venture Limited	(d)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	Not applicable 不適用	7.14%
9. 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%	Not applicable 不適用	4.22%
10. Taifook Securities Company Limited 大福證券有限公司	(e)	Directly beneficially owned 直接實益擁有	80,800,000	Not applicable 不適用	16.67%	6.82%
11. Taifook Finance Company Limited 大福財務有限公司	(e)	Through a controlled corporation 透過一間受控制公司	80,800,000	Not applicable 不適用	16.67%	6.82%
12. Taifook (BVI) Limited	(e)	Through a controlled corporation 透過一間受控制公司	80,800,000	Not applicable 不適用	16.67%	6.82%

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares (Continued)

Notes:

- (a) Peking University is taken to be interested in 26.16% of the total issued share capital of the Company through the following companies:
- (i) 85,000,000 shares (representing approximately 7.17% of the Company's total issued share capital) held by 北京北大宇環微電子系統有限公司 (Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd.) ("**Yu Huan**"), which is 95% beneficially owned by Peking University;
  - (ii) 110,000,000 shares (representing approximately 9.28% of the Company's total issued share capital) held by 北京北大青鳥軟件系統有限公司 (Beijing Beida Jade Bird Software System Co., Ltd.) ("**JB Software**"), which is 48% beneficially owned by Peking University; and
  - (iii) 115,000,000 shares (representing approximately 9.71% of the Company's total issued share capital) held by 北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited) ("**Beida Jade Bird**"), which is beneficially owned by Peking University.

On 21 January 2008, the Company had been notified by Yu Huan and JB Software that both companies had entered into share transfer agreements with 杭州北大青鳥科技有限公司 (Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd.) ("**HZ Jade Bird**"), a non wholly-owned subsidiary of Beida Jade Bird which is 80% beneficially owned by it, respectively on 18 January 2008 whereas both companies agreed to sell to HZ Jade Bird their entire equity interests in the Company subject to approvals by 國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council, "**SASAC**"). The transfer of Yu Huan was approved by SASAC on 19 December 2008 while the transfer of JB Software was still pending for approval as at 30 June 2009.

- (b) The interest of JB Software comprises 110,000,000 shares held by JB Software itself and 115,000,000 shares held by Beida Jade Bird, which is 46% beneficially held by JB Software.
- (c) The shares of the Company are held by Dynamic Win, which is wholly-owned by Heng Huat.
- (d) The shares of the Company are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (e) The shares are held by Taifook Securities Company Limited, which is directly wholly-owned by Taifook Finance Company Limited and indirectly wholly-owned by Taifook (BVI) Limited.

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

附註：

- (a) 北京大學被視為透過下列公司，擁有本公司已發行股本總額26.16%權益：
- (i) 由北京北大宇環微電子系統有限公司(「**宇環**」)持有之85,000,000股股份(佔本公司已發行股本總額約7.17%)，而宇環由北京大學實益擁有95%；
  - (ii) 由北京北大青鳥軟件系統有限公司(「**青鳥軟件**」)持有之110,000,000股股份(佔本公司已發行股本總額約9.28%)，而青鳥軟件由北京大學實益擁有48%；及
  - (iii) 由北京北大青鳥有限責任公司(「**北大青鳥**」)持有之115,000,000股股份(佔本公司已發行股本總額約9.71%)，而北大青鳥由北京大學實益擁有。

於二零零八年一月二十一日，本公司接獲宇環及青鳥軟件通知，該兩家公司於二零零八年一月十八日與北大青鳥實益擁有80%之非全資附屬公司杭州北大青鳥科技有限公司(「**杭州青鳥**」)分別訂立股份轉讓協議，據此，兩家公司同意向杭州青鳥出售其於本公司之全部股本權益。轉讓須待國務院國有資產監督管理委員會(「**國資委**」)批准，方可作實。宇環之轉讓已於二零零八年十二月十九日獲國資委批准，而截至二零零九年六月三十日，青鳥軟件之轉讓仍有待審批。

- (b) 青鳥軟件之權益包括由青鳥軟件本身持有之110,000,000股股份及北大青鳥持有之115,000,000股股份，而北大青鳥由青鳥軟件實益擁有46%。
- (c) 本公司之股份由致勝持有，而致勝由Heng Huat全資擁有。
- (d) 本公司之股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (e) 股份由大福證券有限公司持有，該公司由大福財務有限公司直接全資擁有及由Taifook (BVI) Limited間接全資擁有。

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares (Continued)

Save as disclosed above, no person, other than the directors and supervisors of the Company, 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 an interest 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 2009.

## Competing Interests

As at 30 June 2009, none of the directors, supervisors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had an interest 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.

## Events after the Reporting Period

The Group does not have significant events after 30 June 2009 (2008: Nil).

## Audit Committee

The Company established its Audit Committee with terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include monitoring the financial reporting system and internal control procedure of the Group, reviewing financial information and advising the Board on the engagement and independence of external auditors.

The Audit Committee comprises three members. The chairman is Professor Nan Xiang Hao. The two members are Mr. Lin Yan and Mr. Cai Chuan Bing. All of them are independent non-executive Directors. The Audit Committee had held a meeting to review the Group's second quarterly results report for the six months ended 30 June 2009 and concluded the meeting with agreement to the contents of the quarterly report.

## Code on Corporate Governance Practices

The Company has complied with all the code provisions of the Code on Corporate Governance Practices as set out in Appendix 15 to the GEM Listing Rules during the six months ended 30 June 2009.

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

除上文披露者外，於二零零九年六月三十日，概無其他人士(本公司董事及監事除外，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，登記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

於二零零九年六月三十日，本公司董事、監事、管理層股東及彼等各自之聯繫人士(定義見創業板上市規則)並無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。

## 申報期間後事項

本集團於二零零九年六月三十日後並無發生任何重大事項(二零零八年：無)。

## 審核委員會

本公司已成立審核委員會，並根據創業板上市規則第5.28及5.33條制訂其職權範圍。審核委員會主要職責包括監察本集團的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聘核數師及其獨立性向董事會提供意見。

審核委員會由三名成員組成，南相浩教授為主席，其餘兩名成員分別為林岩及蔡傳炳先生。全部成員均為獨立非執行董事。審核委員會已召開會議並審閱本集團截至二零零九年六月三十日止六個月之第二季度業績報告，並於會上議定落實季度報告之內容。

## 企業管治常規守則

本公司於截至二零零九年六月三十日止六個月一直遵守創業板上市規則附錄15所載企業管治常規守則當中所有守則條文。



## Purchase, Sale or Redemption of the Company's H Shares

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's H Shares during the six months ended 30 June 2009.

By order of the Board  
**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**  
**Chu Yu Guo**  
*Chairman*

Beijing, the PRC, 12 August 2009

## 購買、銷售或贖回本公司H股

本公司或其任何附屬公司於截至二零零九年六月三十日止六個月內概無購買、贖回或出售任何本公司H股。

承董事會命  
北京北大青鳥環宇科技股份有限公司  
初育國  
主席

中國北京，二零零九年八月十二日

**Principal Place of Business in PRC****中國主要營業地點**

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