



**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)

## First Quarterly Results Report 第一季度業績報告

For the three months ended 31 March 2009

截至二零零九年三月三十一日止三個月



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

GEM has been established 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of the Company 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

創業板乃為較聯交所其他上市公司帶有高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。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。本公司各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)本報告所載的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)本報告所表達的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。

## First Quarterly Results (Unaudited)

The board of directors (the “Board”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) announced the unaudited consolidated results of the Company and its subsidiaries (collectively as the “Group”) for the three months ended 31 March 2009 together with the unaudited comparative figures for the corresponding period in 2008 as follows:

## Consolidated Income Statement

For the three months ended 31 March 2009

## 第一季度業績(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」)宣佈本公司及其附屬公司(合稱「本集團」)截至二零零九年三月三十一日止三個月之未經審核綜合業績，連同截至二零零八年同期之未經審核比較數字載列如下：

## 綜合收益表

截至二零零九年三月三十一日止三個月

			2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>Turnover</b>	<b>營業額</b>	3	27,050	25,418
Cost of sales and services	銷售及服務成本		<u>(18,949)</u>	(21,758)
<b>Gross profit</b>	<b>毛利</b>		<b>8,101</b>	3,660
Other income	其他收入	4	263	19,963
Distribution costs	分銷成本		(3,118)	(4,029)
Administrative expenses	行政開支		(8,604)	(8,709)
Other operating expenses	其他經營費用		<u>(1,996)</u>	(1,815)
<b>(Loss)/profit from operations</b>	<b>經營(虧損)/溢利</b>		<b>(5,354)</b>	9,070
Finance costs	融資成本	5	(19)	(28,664)
Change in fair value of derivative financial instruments	衍生財務工具公平值變動		-	5,944
Share of losses of jointly controlled entities	應佔共同控制實體虧損		(526)	-
Other loss	其他虧損		<u>-</u>	(489)
<b>Loss before tax</b>	<b>稅前虧損</b>		<b>(5,899)</b>	(14,139)
Income tax expense	所得稅開支	6	<u>(129)</u>	-
<b>Loss for the period</b>	<b>本期虧損</b>		<b>(6,028)</b>	(14,139)
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人		(5,827)	(12,055)
Minority interests	少數股東權益		<u>(201)</u>	(2,084)
			<b>(6,028)</b>	(14,139)
			<b>RMB</b>	<b>RMB</b>
			<b>人民幣</b>	<b>人民幣</b>
<b>Loss per share</b>	<b>每股虧損</b>			
- Basic	- 基本	7	<u>(0.5) cent 分</u>	(1.0) cent 分

## Consolidated Statement of Changes in Equity

For the three months ended 31 March 2009

## 綜合權益變動表

截至二零零九年三月三十一日止三個月

		Attributable to equity holders of the Company									
		本公司股權持有人應佔									
		Share capital	Capital reserve	Reserve funds	Foreign currency translation reserve	Investment revaluation reserve/(deficit)	Retained profits	Proposed final dividend	Total	Minority interests	Total equity
		股本	資本儲備	儲備基金	匯兌儲備	儲備/(虧蝕)	留存盈利	擬派末期股息	合計	股東權益少數	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
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
Change in fair value of available-for-sale financial assets	可供銷售財務資產公平值變動	-	-	-	-	(105,045)	-	-	(105,045)	(5,523)	(110,568)
Translation differences	匯兌差異	-	-	-	(6,989)	-	-	-	(6,989)	-	(6,989)
Net expense recognised directly in equity	直接於權益確認之支出淨額	-	-	-	(6,989)	(105,045)	-	-	(112,034)	(5,523)	(117,557)
Loss for the period	本期虧損	-	-	-	-	-	(12,055)	-	(12,055)	(2,084)	(14,139)
Total recognised income and expense for the period	本期已確認收入及開支總額	-	-	-	(6,989)	(105,045)	(12,055)	-	(124,089)	(7,607)	(131,696)
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	884	884
Other gain	其他收益	-	-	-	-	-	-	-	-	489	489
At 31 March 2008	於二零零八年三月三十一日	118,480	378,209	77,974	(51,156)	(100,317)	391,490	23,696	838,376	51,892	890,268
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
Change in fair value of available-for-sale financial assets	可供銷售財務資產公平值變動	-	-	-	-	125	-	-	125	6,842	6,967
Translation differences	匯兌差異	-	-	-	128	-	-	-	128	-	128
Net income recognised directly in equity	直接於權益確認之收入淨額	-	-	-	128	125	-	-	253	6,842	7,095
Loss for the period	本期虧損	-	-	-	-	-	(5,827)	-	(5,827)	(201)	(6,028)
Total recognised income and expense for the period	本期已確認收入及開支總額	-	-	-	128	125	(5,827)	-	(5,574)	6,641	1,067
At 31 March 2009	於二零零九年三月三十一日	118,480	377,720	77,974	(55,531)	(11,963)	205,215	-	711,895	46,763	758,658

Note:

## 1. Principal Activities

The Group is principally engaged in the research, development, manufacture, marketing and sale of embedded system products, including network security products ("NET"), wireless fire alarm systems ("WFAS") and related products. The Group is also engaged in the sale of computer products ("Computer") and the development of travel and leisure business. The principal activities remained unchanged during the period.

## 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 all the new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for accounting periods beginning on or after 1 January 2009. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. 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.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. 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.

### 2.2 Basis of preparation

These financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and the applicable disclosure required by the GEM Listing Rules and by the Hong Kong Companies Ordinance. These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain investments and derivatives which are carried at their fair values. These 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.

The accounting policies adopted in preparing these first quarterly consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2008.

附註：

## 1. 主要業務

本集團主要從事研究、開發、製造、市場推廣及銷售嵌入式系統產品，包括網路安全產品（「網路安全產品」）、無線消防報警系統（「無線消防報警系統」）及相關產品。本集團亦從事銷售計算機產品（「計算機」）及發展旅遊及休閒業務。主要業務活動於期內維持不變。

## 2. 呈列基準

### 2.1 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

於本期內，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及經修訂香港財務報告準則，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。香港財務報告準則乃包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大更改。

本集團並未採用已頒佈但尚未生效之新訂香港財務報告準則。本集團已就有關新訂香港財務報告準則之影響展開評估工作，惟現階段未能確定該等新訂香港財務報告準則會否對本集團營運業績及財務狀況構成重大影響。

### 2.2 編製基準

本財務報表乃遵照香港公認會計原則、創業板上市規則及香港公司條例之適用披露規定編製。本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帳之投資及衍生工具作調整。本財務報表以人民幣列帳，人民幣為本公司之功能及列帳貨幣。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）。

編製第一季度綜合財務報表所用的會計政策，與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。

## 2. Basis of Presentation (Continued)

### 2.2 Basis of preparation (Continued)

#### *Basis of consolidation*

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. 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 income statement 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.

Minority interests represent the interests of minority shareholders in the operating results and net assets of subsidiaries. Minority interests are presented in the consolidated balance sheet and consolidated statement of changes in equity within equity. Minority interests are presented in the consolidated income statement as an allocation of profit or loss for the period between minority and shareholders 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.

## 2. 呈列基準(續)

### 2.2 編製基準(續)

#### *綜合基準*

綜合財務報表包括本公司及其附屬公司截至三月三十一日止之財務報表。附屬公司是指本集團對其擁有控制權的實體。控制權乃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，會考慮現時可行使或可轉換之潛在投票權之存在及影響。

附屬公司在控制權轉移至本集團之日起全面綜合入帳，而在控制權終止之日起停止綜合入帳。

出售附屬公司之盈虧乃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自綜合收益表扣除或於綜合收益表內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、結餘及未變現利潤均予以對銷。除非交易提供憑證顯示所轉讓之資產發生減值，否則未變現虧損亦予以對銷。倘有需要時，附屬公司之會計政策已作出變動，以確保與本集團採納之會計政策一致。

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。少數股東權益乃於綜合資產負債表及綜合權益變動表之權益內列帳。於綜合收益表內，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股東之間的分配。倘少數股東應佔虧損超過其應佔附屬公司之權益，則超出部分分配至抵銷本集團所佔權益，惟少數股東有約束責任且能作出額外投資填補虧損除外。假如附屬公司其後恢復盈利，該等盈利會分配予集團權益，直至收回本集團以往承擔之少數股東應佔虧損為止。

### 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:

Sale of embedded systems and related products	銷售嵌入式系統及有關產品
Sale of Computer	銷售計算機
Rendering of travel and leisure services	提供旅遊及休閒服務

### 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：

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

16,264	10,516
4,778	14,851
6,008	51
<hr/>	<hr/>
27,050	25,418

### 4. Other income

Bank interest income	銀行利息收入
Interest income from loan receivable	應收貸款之利息收入
Others	其他

### 4. 其他收入

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

248	5,908
-	10,696
15	3,359
<hr/>	<hr/>
263	19,963

### 5. Finance costs

Interest on bank loans	銀行貸款利息
Interest on other loans	其他貸款利息
Net exchange losses	匯兌虧損淨額

### 5. 融資成本

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

-	39
-	1,720
19	26,905
<hr/>	<hr/>
19	28,664

## 6. Income tax expense

Provision for the period	期內撥備
Current tax – Mainland China	即期稅項 – 中國大陸

No provision for Hong Kong Profits Tax has been made for the periods ended 31 March 2009 and 2008 as the Group did not generate any assessable profits arising in Hong Kong during the periods.

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.

During the three months ended 31 March 2008, the Company was registered in the Beijing New Technology Enterprise Development Zone and certified by the relevant People's Republic of China (the "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.

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%).

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 statements is not material.

At 31 March 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 the directors do not have intention to remit such earnings to the Company in the foreseeable future.

## 7. Loss per share

### Basic loss per share

The calculation of basic loss per share attributable to equity holders of the Company is based on loss for the period attributable to equity holders of the Company of approximately RMB5,827,000 (2008: approximately RMB12,055,000) and the weighted average number of 1,184,800,000 ordinary shares (2008: 1,184,800,000 ordinary shares) in issue during the period.

### Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary share during the periods ended 31 March 2009 and 2008.

## 6. 所得稅開支

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
129	-
129	-

由於在截至二零零九年及二零零八年三月三十一日止期間內本集團在香港未有產生任何應課稅溢利，故並無就香港利得稅計提撥備。

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、詮釋及慣例按該國之現行稅率計算。

截至二零零八年三月三十一日止三個月，本公司於北京高新技術開發區註冊，並且獲中華人民共和國（「中國」）有關當局認可為高新技術企業。高新技術企業證書後來已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。

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%）繳付所得稅。

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的新中國企業所得稅法提出多項改革措施，其中包括統一內資及外資企業之企業所得稅率為25%。新稅法已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。

於二零零九年三月三十一日，本集團就若干附屬公司之未匯出收益之應付稅款並無重大未確認遞延稅項負債（二零零八年：無），原因是董事無意於可見未來將有關收益匯予本公司。

## 7. 每股虧損

### 每股基本虧損

本公司股權持有人應佔每股基本虧損乃根據本公司股權持有人應佔期內虧損約人民幣5,827,000元（二零零八年：約人民幣12,055,000元）及期內已發行普通股加權平均數1,184,800,000股（二零零八年：1,184,800,000股）計算。

### 每股攤薄虧損

由於本公司於截至二零零九年及二零零八年三月三十一日止期間並無任何具攤薄潛力之普通股，故並無呈列每股攤薄虧損。



## Dividend

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2009 (2008: Nil).

## Management Discussion and Analysis

### Business Review

#### Overview

Benefited from the outstanding performance of the WFAS business and the contribution from tourism development business, the Group was able to maintain its turnover at approximately RMB27.1 million, representing an increase of 6.4% year on year ("YoY") albeit unstable economic condition. Overall gross profit margin improved from 14.4% to 29.9% YoY mainly because of contribution from tourism development business. Overall operating expenses, including distribution costs, administrative expenses and other operating expenses, decreased slightly by 5.7% YoY. The drop in finance costs after the drop in exchange losses far outweighed the decrease in other income. Loss for the period reduced by 57.4% to approximately RMB6.0 million for the first quarter of 2009 ("1Q09").

#### WFAS

WFAS business remained the most active segment of the Group in 1Q09. Turnover boosted by 73.0% YoY and reached approximately RMB15.2 million in 1Q09. It was the result of enhanced marketing especially through the representative offices, completion of certain large fire prevention system projects and contribution from Si Chuan Jiu Yuan Intelligent Surveillance Co., Ltd., being the first time contribution to the first quarter of the Group since acquisition. Sales of WFAS contributed to 56.2% of the total turnover for 1Q09.

#### NET

The segment was undergoing restructuring during 1Q09. Business direction was shifted to provision of outsource service instead. Headcount was reduced to a minimal level. Sales activities were affected accordingly. Turnover reduced by over 38.0% YoY. As a result of downsizing, segmental loss was reduced.

#### Computer

Performance was still heavily affected by the rapid decrease in demand. Turnover dropped drastically by 67.8% to RMB4.8 million YoY. The Group will continue its strategy to fade out this business.

#### Tourism Development

After it started operation in the second quarter of 2008, the segment remained a profit centre of the Group month over month. Its turnover represented 22.2% of total turnover of the Group for 1Q09 and has outweighed the contribution from Computer segment. Being affected by the economic downturn and possible fare rise in certain scenic spots, business growth may be slower than previously expected. However, the business will continue to generate constant profit and cash flows to the Group.

## 股息

董事會不建議派發截至二零零九年三月三十一日止三個月期間之中期股息(二零零八年：無)。

## 管理層討論及分析

### 業務回顧

#### 概覽

雖然經濟環境不穩，但受惠於無線消防報警系統表現理想及旅遊發展業務帶來的貢獻，本集團之營業額仍能維持於約人民幣27,100,000元，按年上升6.4%。整體毛利率由14.4%按年改善至29.9%，主要因為旅遊業發展業務帶來之貢獻。整體經營開支(包括分銷成本、行政開支及其他經營費用)按年微跌5.7%。由於匯兌虧損減少，融資成本減少之幅度遠高於其他收入下跌之幅度。於二零零九年第一季(「零九年第一季」)，期內虧損減少57.4%至約人民幣6,000,000元。

#### 無線消防報警系統

於零九年第一季，無線消防報警系統仍為最活躍之分部。營業額按年增加73.0%，於零九年第一季約達人民幣15,200,000元。此乃由於市場推廣力度加強(尤其是透過代表辦事處)、完成若干大型消防系統項目以及四川久遠智能監控有限公司於收購完成後首次為本集團第一季度業績帶來貢獻所致。無線消防報警系統之銷售額佔零九年第一季總營業額56.2%。

#### 網路安全產品

此分部於零九年第一季進行重組。業務方向轉為提供外包服務。員工人數減至最低水平。銷售活動因而受到影響。營業額按年減少38.0%。由於縮減規模，分部虧損得以減輕。

#### 計算機

此分部之表現繼續由於需求急速下跌而大受影響。營業額按年大幅減少67.8%至人民幣4,800,000元。本集團將繼續其逐步淡出此項業務之策略。

#### 旅遊業發展

自二零零八年第二季開始此項業務後，本分部每月均為本集團之溢利核心。其營業額佔本集團零九年第一季之總營業額22.2%，已超越計算機分部帶來之貢獻。受到經濟衰退以及若干景點門票價格可能上調之影響，業務增長或會較過往預期慢。然而，此業務將繼續為本集團帶來穩定溢利及現金流量。

## Management Discussion and Analysis (Continued)

### Business Review (Continued)

#### Other income

Other income for 1Q09 mainly represented bank interest income. As all loan receivables had been collected in 2008, there was no interest income generated from loan receivables.

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

According to the latest published information available, SMIC recorded an overall revenue of USD146.5 million in 1Q09, down by 46.2% quarter on quarter (“QoQ”) from the fourth quarter of 2008 due to a 47.8% decrease in wafer shipments. SMIC incurred a net loss of USD174.8 million in 1Q09, up by 27.9% QoQ from the fourth quarter of 2008. Logic products contributed 96.9% to the total wafer revenue. Despite of the decrease in wafer shipment QoQ from the fourth quarter of 2008, wafer orders and fab movement increased significantly month over month during 1Q09. Demand for 90nm and 130nm technology nodes also increased.

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

According to the latest published information available, ZJJ Tourism recorded a turnover of approximately RMB8.0 million for 1Q09, dropped by 17.0% YoY. Owing to a significant decrease in administrative expenses by 26.4%, loss for the period increased slightly by 3.1% only YoY and recorded approximately RMB12.0 million. A new split share structure reform proposal was released in April 2009 and then approved by Assets Supervision and Administration Commission of Hunan Province in the same month. The proposal was approved by shareholders of ZJJ Tourism at a general meeting held in May 2009.

#### Liquidity and Financial Resources

Net asset value (“NAV”) of the Group was approximately RMB758.7 million as at 31 March 2009, reduced by less than 1% as compared with the NAV as at the past year end. The drop in fair value of the Group’s investment in Hong Kong listed securities and its loss for the period were netted off by the rise in fair value of the its investment in listed PRC securities. The Group still maintained a strong net cash position of approximately RMB540.8 million as at 31 March 2009. Current ratio (being the ratio of current assets to current liabilities) reduced to 4.1 while gearing ratio (being the ratio of total interest-bearing debts to total equity) was 1.4%.

#### 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.

## 管理層討論及分析(續)

### 業務回顧(續)

#### 其他收入

零九年第一季之其他收入主要為銀行利息收入。由於所有應收貸款已於二零零八年收回，故並無來自應收貸款之利息收入。

#### 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，中芯國際於零九年第一季之整體收入為146,500,000美元，較二零零八年第四季按季減少46.2%，原因為晶圓出貨量下降47.8%。中芯國際於零九年第一季錄得虧損淨額174,800,000美元，較二零零八年第四季按季上升27.9%。邏輯產品佔晶圓總收入96.9%。雖然晶圓出貨量較二零零八年第四季按季下降，晶圓訂單及晶圓代工數量於零九年第一季每月均顯著增加。90納米及130納米製程技術之需求亦有所上升。

#### 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第一季之營業額約為人民幣8,000,000元，按年下跌17.0%。由於行政開支大幅減少26.4%，期內虧損按年僅微升3.1%至約人民幣12,000,000元。於二零零九年四月提出一項新股權分置改革方案，並於同月獲湖南省資產監督管理委員會批准。有關建議已於二零零九年五月舉行之股東大會獲張家界旅遊股東批准。

#### 資金流動性及財政資源

於二零零九年三月三十一日，本集團資產淨值約為人民幣758,700,000元，較上一個年結日之資產淨值減少不足1%。本集團於香港上市證券投資之公平值下跌及期內虧損，已被其於中國上市證券投資之公平值上升所抵銷。於二零零九年三月三十一日，本集團仍然維持約人民幣540,800,000元之穩健淨現金狀況。流動比率(即流動資產相對流動負債之比率)減少至4.1，而資本負債比率(即計息債務總額相對股本總額之比率)則為1.4%。

#### 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。由於人民幣為本集團之功能貨幣，故本集團現時並無制定外幣對沖政策。人民幣相對其他貨幣而言較強，其波動亦相對較小。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。

## Management Discussion and Analysis (Continued)

### Human Resources

The Group employed around 560 staff members as at 31 March 2009, dropped by approximately 15% since past year end. The workforce shrank after the Group reduced the headcount following the decision to fade out the Computer business and to restructure the 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

Although market sentiment improved in 1Q09 and the PRC government issued a number of policies in order to strive for maintaining an annual gross domestic product growth of 8%, the economy is still unstable. We cannot eliminate the possibility of a second wave of financial tsunami in the future. The outbreak of influenza A (H1N1) in April 2009 makes the economy much unforeseeable. The Group will continue its short term strategy of maintaining a relatively strong fund base so as to get prepared for possible turbulence coming ahead.

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

At 31 March 2009, the interests (including interests in shares and short positions) of the directors, supervisors and chief executives 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:

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 shares	Approximate percentage of the Company's total issued share capital
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%
<b>Name of supervisor</b>					
	<b>監事姓名</b>				
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%

## 管理層討論及分析(續)

### 人力資源

於二零零九年三月三十一日，本集團之僱員人數約為560人，較上一個年結日減少約15%。本集團決定淡出計算機業務及重組網路安全產品業務後裁減職位，令員工人數大幅下降。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

儘管市場氣氛於零九年第一季有所改善，中國政府亦推出數項政策致力令國內生產總值維持每年增長8%，惟經濟狀況仍然不穩。本集團不能排除出現金融海嘯第二波之可能性。二零零九年四月爆發甲型H1N1流感令經濟更加不明朗。本集團將繼續實行其維持相對穩固資金基礎之短期策略，為可能發生之動盪作好準備。

## 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

於二零零九年三月三十一日，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：

## 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 executives 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 31 March 2009.

## 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 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. As at 31 March 2009, none of the directors or the supervisors had any rights to acquire H shares ("H Shares") in the Company.

## 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、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」)其中受益人擁有之權益，被視作於本公司已發行股本中擁有權益。根據於二零零零年七月十九日以契據形式作出之Heng Huat信託聲明書，許振東先生、張萬中先生及劉越女士(徐祇祥先生自二零零三年五月九日起擔任彼之替任受託人)宣佈，彼等以受託人身份，為北京北大青鳥軟件系統有限公司、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，因而視作於致勝擁有權益之205,414,000股本公司股份中擁有權益。許振東先生、張萬中先生及徐祇祥先生(徐祇祥先生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)以受託人身份，於Heng Huat已發行股本之100股股份中，分別持有60股、20股及20股。

除上文披露者外，於二零零九年三月三十一日，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。

## 董事及監事購入股份之權利

除下述僱員購股權計劃所披露者外，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並無獲授任何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。於二零零九年三月三十一日，董事或監事概無任何收購本公司H股(「H股」)之權利。

## 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之董事)授出購股權，認購最多為不時本公司已發行股份總數30%之H股股份。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以來概無向任何本集團員工授出購股權。

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

At 31 March 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:

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	身份及權益性質	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%

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零零九年三月三十一日，根據證券及期貨條例第336條規定本公司存置之權益登記冊所記錄，下列單位擁有本公司已發行股本之權益及淡倉：

### 好倉：

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

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

Long positions: (Continued)

好倉：(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	身份及權益性質	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
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%
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 31 March 2009.

- (b) The interest of JB Software comprise 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知會，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，該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，而截至二零零九年三月三十一日，青鳥軟件之轉讓仍有待審批。

- (b) 青鳥軟件之權益包括青鳥軟件本身持有之110,000,000股股份及由北大青鳥所持有之115,000,000股股份。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 31 March 2009.

## Competing Interests

As at 31 March 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.

## Post Balance Sheet Events

The Group had no significant post balance sheet events after 31 March 2009 (2008: Nil).

## Audit Committee

The Company established its audit committee (the "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 Professor Chin Man Chung, Ambrose and Mr. Cai Chuan Bing. All are independent non-executive directors. The Audit Committee had held a meeting to review the Group's first quarterly results report for the three months ended 31 March 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 three months ended 31 March 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)

除上文所披露者外，於二零零九年三月三十一日，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，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

於二零零九年三月三十一日，本公司董事、監事、管理層股東及彼等各自之聯繫人(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，或可能與本集團有根據創業板上市規則之任何利益衝突。

## 結算日後事項

本集團於二零零九年三月三十一日後並無任何重大結算日後事項(二零零八年：無)。

## 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第5.28及5.33條制訂其職權範圍。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、審閱財務資料及就委聘外部核數師及其獨立性向董事會提供意見。

現時審核委員會由三名成員組成，主席為南相浩教授，兩名成員為錢文忠教授及蔡傳炳先生，均為獨立非執行董事。審核委員會已舉行會議，審閱本集團截至二零零九年三月三十一日止三個月之第一季度業績報告，並於會議結束時就季度報告之內容表示一致同意。

## 企業管治常規守則

本公司於截至二零零九年三月三十一日止三個月已遵守創業板上市規則附錄十五所載企業管治常規守則的所有守則條文。



## 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 three months ended 31 March 2009.

By order of the Board

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

**Xu Zhen Dong**

*Chairman*

Beijing, the PRC, 12 May 2009

## 購買、銷售或贖回本公司H股

於截至二零零九年三月三十一日止三個月內，本公司或其任何附屬公司概無購買、贖回或銷售任何本公司H股。

承董事會命

**北京北大青鳥環宇科技股份有限公司**

**主席**

**許振東**

中國，北京，二零零九年五月十二日

### **Principal Place of Business in PRC**

#### 中國主要營業地點

3rd Floor, Beida Jade Bird Building

No. 207 Chengfu Road, Haidian District

Beijing 100871 PRC

Tel: (86) 10 6275-8441 Fax: (86) 10 6275-8434

中國北京市海澱區成府路207號北大青鳥樓3樓

郵編：100871

電話：(86) 10 6275-8441

傳真：(86) 10 6275-8434

### **Place of Business in Hong Kong**

#### 香港營業地點

Unit 02, 7th Floor, Asia Pacific Centre,

8 Wyndham Street, Central, Hong Kong

Tel: (852) 2521-1668 Fax: (852) 2521-1669

香港中環雲咸街8號亞洲太平洋中心7樓02室

電話：(852) 2521-1668

傳真：(852) 2521-1669

### **Website of the Company**

#### 本公司網址

[www.jbu.com.cn](http://www.jbu.com.cn)