



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)

Third Quarterly Results Report 第三季度業績報告

For the nine months ended 30 September 2009

截至二零零九年九月三十日止九個月



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

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。本公司各董事(「董事」)願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信：(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。

Third 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 nine months ended 30 September 2009 together with the unaudited comparative figures for the corresponding period in 2008 as follows:

Condensed Consolidated Statement of Comprehensive Income

For the nine months ended 30 September 2009

第三季度業績(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**」)截至二零零九年九月三十日止九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

截至二零零九年九月三十日止九個月

		Note 附註	Three months ended 30 September 截至九月三十日止 三個月		Nine months ended 30 September 截至九月三十日止 九個月	
			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	75,754	53,902	151,350	113,869
Cost of sales and services	銷售及服務成本		(38,712)	(37,321)	(88,302)	(82,314)
Gross profit	毛利		37,042	16,581	63,048	31,555
Other gain	其他收益	4	475	10,978	4,728	38,466
Distribution costs	分銷成本		(3,294)	(3,754)	(9,467)	(11,917)
Administrative expenses	行政開支		(6,981)	(6,646)	(22,192)	(23,640)
Other operating expenses	其他經營費用		(1,411)	(1,544)	(3,255)	(7,686)
Profit from operations	經營溢利		25,831	15,615	32,862	26,778
Finance costs	融資成本	5	(241)	(1,700)	129	(37,161)
Change in fair value of derivative financial instruments	衍生財務工具 公平值變動		-	234	-	6,375
Share of losses of jointly controlled entities	應佔共同控制 實體虧損		(1,330)	(381)	(3,453)	(385)

Condensed Consolidated Statement of Comprehensive Income (Continued)

For the nine months ended 30 September 2009

簡明綜合全面收益表(續)

截至二零零九年九月三十日止九個月

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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
Profit/(loss) before tax	除稅前溢利/(虧損)	24,260	13,768	29,538	(4,393)
Income tax expense	所得稅開支	(7,229)	(1,498)	(10,134)	(1,498)
Profit/(loss) for the period	本期溢利/(虧損)	17,031	12,270	19,404	(5,891)
Other comprehensive income	其他全面收入				
Change in fair value of available-for-sale financial assets	可供銷售財務資產公平值變動	(441)	(85,820)	44,825	(248,366)
Translation differences	匯兌差異	(15)	(487)	93	(12,239)
Income tax related to other comprehensive income	與其他全面收入有關所得稅	(2,003)	-	(2,794)	-
Other comprehensive income for the period, net of tax	期內其他全面收入，扣除稅項	(2,459)	(86,307)	42,124	(260,605)
Total comprehensive income for the period	期內全面收入總額	14,572	(74,037)	61,528	(266,496)
Profit/(loss) for the period attributable to:	應佔本期溢利/(虧損)：				
Owners of the Company	本公司擁有人	8,575	9,115	8,649	(7,993)
Minority interests	少數股東權益	8,456	3,155	10,755	2,102
		17,031	12,270	19,404	(5,891)
Total comprehensive income attributable to:	應佔全面收入總額：				
Owners of the Company	本公司擁有人	4,031	(71,054)	39,363	(247,973)
Minority interests	少數股東權益	10,541	(2,983)	22,165	(18,523)
		14,572	(74,037)	61,528	(266,496)
		RMB cent 人民幣分	RMB cent 人民幣分	RMB cent 人民幣分	RMB cent 人民幣分
Earnings/(loss) per share	每股盈利/(虧損)				
- basic and diluted	- 基本及攤薄	0.72	0.77	0.73	(0.67)

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

For the nine months ended 30 September 2009

截至二零零九年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Foreign Investment currency revaluation					Proposed final dividend		Total	Minority interests 少數 股東權益	Total equity 總權益
Share capital	Capital reserve	Reserve funds	translation reserve	reserve/ (deficit)	Retained profits	final dividend					
股本	資本儲備	儲備基金	匯兌儲備	儲備/(虧蝕)	留存盈利	末期股息	合計	股東權益	總權益		
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)		
(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)		
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
Total comprehensive income for the period	本期全面收入總額	-	-	-	(12,239)	(227,741)	(7,993)	-	(247,973)	(18,523)	(266,496)
Dividend paid	已付股息	-	-	-	-	-	-	(23,696)	(23,696)	-	(23,696)
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	884	884
Capital contribution from minority interests	少數股東權益注資	-	-	-	-	-	-	-	-	245	245
Other gain	其他收益	-	-	-	-	-	-	-	-	489	489
At 30 September 2008	於二零零八年九月三十日	118,480	378,209	77,974	(56,406)	(223,013)	395,552	-	690,796	41,221	732,017
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	-	-	-	93	30,621	8,649	-	39,363	22,165	61,528
At 30 September 2009	於二零零九年九月三十日	118,480	377,720	77,974	(55,566)	18,533	219,691	-	756,832	62,287	819,119

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
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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.

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
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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」。與本公司擁有人以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。

2. Basis of Presentation (Continued)

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

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

The Group has not applied the following new HKFRSs including Hong Kong (International Financial Reporting Interpretations Committee) – Interpretations (“HK(IFRIC) – Int”), that have been issued but are not yet effective in the current period:

HKFRS 1 (Revised)	First-time Adoption of HKFRSs ¹
HKFRS 3 (Revised)	Business Combinations ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
Amendments to HKAS 32	Financial Instruments: Presentation – Classification of Rights Issues
Amendments to HKAS 39	Eligible Hedged Items ¹
Amendments to HK(IFRIC)-Int 9 and HKAS 39	Embedded Derivatives ²
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners ¹
Annual Improvements Project	Improvements to HKFRSs 2009 ³
Amendments to HKFRS 1	First-time Adoption of HKFRSs – Additional Exemptions for First-time Adopters ³
Amendments to HKFRS 2	Share-based Payment – Group Cash-settled Share-based Payment Transaction ³

¹ Effective for annual periods begun on or after 1 July 2009

² Effective for annual periods ended on or after 30 June 2009

³ 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)

除上文披露者外，採納此新訂及經修訂香港會計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。

於本期內本集團並未應用以下已頒佈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 ¹
香港財務報告準則第3號(經修訂)	業務合併 ¹
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ¹
香港會計準則第32號修訂本	財務工具：呈報 – 供股分類
香港會計準則第39號修訂本	合資格對沖項目 ¹
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 ²
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 ¹
年度改進項目	二零零九年香港財務報告準則之改進 ³
香港財務報告準則第1號修訂本	首次採納香港財務報告準則–首次採納者之額外豁免 ³
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 ³

¹ 於二零零九年七月一日或之後開始年度期間生效

² 於二零零九年六月三十日或之後結束年度期間生效

³ 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

These condensed consolidated 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. 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

These condensed consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 September. 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.

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.

2. 呈列基準(續)

2.2 編製基準

本簡明綜合財務報表乃遵照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

本簡明綜合財務報表包括本公司及其附屬公司截至九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於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。

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. 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:

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 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月		
	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	
Sale of embedded system products and related products	銷售嵌入式系統產品 及有關產品	48,436	29,552	98,143	64,589
Sale of Computer	銷售計算機產品	3,620	11,803	15,170	31,777
Rendering of travel and leisure services	提供旅遊及休閒服務	23,698	12,547	38,037	17,503
		75,754	53,902	151,350	113,869

4. Other gain

4. 其他收益

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月		
	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)	
Bank interest income	銀行利息收入	602	2,540	1,457	9,891
Interest income from loans receivable	應收貸款之利息收入	-	14,458	-	32,821
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	(762)	(6,211)	1,959	(6,727)
Others	其他	635	191	1,312	2,481
		475	10,978	4,728	38,466

5. Finance costs

Interest on bank loans
Interest on other loan
Net foreign exchange (gain)/losses

銀行貸款利息
其他貸款利息
匯兌(收益)/虧損淨額

5. 融資成本

Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
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
149	1	287	44
-	1,063	-	2,186
92	636	(416)	34,931
241	1,700	(129)	37,161

6. Income tax expense

Charge for the period
Current tax – Mainland China
Overprovision – Mainland China
Underprovision – Hong Kong

本期開支
即期稅項—中國大陸
超額撥備—中國大陸
撥備不足—香港

6. 所得稅開支

Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
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
7,229	1,498	9,500	1,498
(5,457)	-	(4,823)	-
5,457	-	5,457	-
7,229	1,498	10,134	1,498

6. Income tax expense (Continued)

No provision for Hong Kong profits tax has been made for the periods ended 30 September 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 has been calculated at the rates of tax prevailing in the country in which the Group operates, based on existing legislation, interpretations, and practices in respect thereof.

During the nine months ended 30 September 2008, the Company was registered in the Beijing New Technology Enterprise Development Zone and certified by the relevant People's Republic of China ("PRC") authorities as a high technology enterprise. High technology enterprise certificate was expired during the year ended 31 December 2008. The certificate was renewed for a period of three years with effective from 27 May 2009.

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 corporate 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 30 September 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. Earnings/(loss) per share

Basic and diluted earnings/(loss) per share

The calculation of basic and diluted earnings per share attributable to owners of the Company for the three months ended 30 September 2009 is based on profit for the period attributable to owners of the Company of approximately RMB8,575,000 (2008: approximately RMB9,115,000) and the weighted average number of 1,184,800,000 ordinary shares (2008: 1,184,800,000 ordinary shares) in issue during the period.

The calculation of basic and diluted earning per share attributable to owners of the Company for the nine months ended 30 September 2009 is based on profit for the period attributable to owners of the Company of approximately RMB8,649,000 (2008: loss of approximately RMB7,993,000) and the weighted average number of 1,184,800,000 ordinary shares (2008: 1,184,800,000 ordinary shares) in issue during the period.

8. Comparative figures

Presentation of financial statements for the prior period has been changed to confirm with current period after the adoption of HKAS1 (Revised). 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 nature of the change better in the financial statements.

6. 所得稅開支(續)

由於截至二零零九年及二零零八年九月三十日止各期間本集團並無在香港產生任何應課稅溢利，故並無就各有關期間之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、詮釋及慣例按當地之現行稅率計算。

截至二零零八年九月三十日止九個月，本公司於北京市新技術產業開發區註冊，並獲中華人民共和國(「中國」)有關當局認為高新技術企業。高新技術企業證書已於截至二零零八年十二月三十一日止年度屆滿，並已自二零零九年五月二十七日起續期三年。

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。

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並無重大影響。

於二零零九年九月三十日，本集團就若干附屬公司之未匯出收入之應付稅款並無重大未確認遞延稅項負債(二零零八年：無)，原因為董事無意於可見未來向本公司匯出有關收入。

7. 每股盈利/(虧損)

每股基本及攤薄盈利/(虧損)

於截至二零零九年九月三十日止三個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔期內溢利約人民幣8,575,000元(二零零八年：約人民幣9,115,000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股普通股)計算。

於截至二零零九年九月三十日止九個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔期內溢利約人民幣8,649,000元(二零零八年：虧損約人民幣7,993,000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股普通股)計算。

8. 比較數字

採納香港會計準則第1號(經修訂)後，過往期間財務報表之呈列方式已作更改，以與本期間一致。按公平值計入溢利或虧損之財務資產公平值變動已列作其他收益，原因為董事認為此呈列方式更能於財務報表反映有關變動性質。

Dividend

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

Management Discussion and Analysis

Business Review

Overview

WFAS business continues to be the bellwether of the Group. Benefited from this flourishing segment, Group turnover soared to RMB151.4 million in the nine months ended 30 September 2009 ("9M09"), up 32.9% year-on-year ("YoY"). Gross profit doubled to RMB63.0 million YoY while overall margin increased from 27.7% to 41.7% YoY due to the contribution from high margin travel and leisure business. Cost of sales and services increased by 7.3% YoY to RMB88.3 million. Overall operating expenses, including distribution costs, administrative expenses and other operating expenses, dropped 19.3% YoY to RMB34.9 million mainly because of reduction in research and development after fade-out of the original network security product manufacture and sales business. Other gain dropped 87.7% YoY to RMB4.7 million following the collection of loans receivable while finance costs dropped drastically mainly after full repayment of cash collateral under the securities lending arrangement. The Group made a profit of RMB19.4 million for 9M09.

WFAS

Sales continued to boost following a growing recognition of brand and confidence on the products. Turnover soared drastically and reached RMB95.2 million for 9M09, up 63.0% YoY. Sales showed a linear growth quarter-on-quarter from the second quarter of this year ("QoQ"). Production facilities have been enhanced to cope with increasing demand.

NET

Outsource business was on track for the third quarter of the year. Turnover increased gradually from the second quarter and reached RMB2.6 million. It decreased by 54.6% YoY as the Group faded out the original network security product manufacture and sales business. The Group was serving two major outsource clients. It had started discussion with several sizable enterprises and would strive for expansion of customer base in the coming months.

Computer

Business remained in the doldrums as demand was shrinking. Sales decreased by 52.3% YoY to RMB15.2 million. Profit contribution was limited.

Tourism Development

Turnover from environmental bus fare reached RMB38.0 million for 9M09, soared almost 1.2 times YoY as the number of passengers increased resulting from the effort Hengyang City Government had put in prohibition against illegal transportation business in the scenic spot area and the benefits offered by it to tourists. Also, comparative figures included six month results only instead of nine months because the business started in April last year.

股息

董事會不建議就截至二零零九年九月三十日止九個月派付中期股息(二零零八年：無)。

管理層討論及分析

業務回顧

概覽

無線消防報警系統業務繼續為本集團之領頭羊。受惠於此分部之蓬勃發展，本集團營業額於截至二零零九年九月三十日止九個月(「零九年九個月」)飆升至人民幣151,400,000元，按年(「按年」)增長32.9%。毛利按年倍升至人民幣63,000,000元，整體毛利率由27.7%按年上升至41.7%，原因為旅遊及休閒業務高毛利率帶來之貢獻。銷售及服務成本按年增加7.3%至人民幣88,300,000元。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減少19.3%至人民幣34,900,000元，主要由於淡出原有網絡安全產品製造及銷售業務後減少研發。收回應收貸款後，其他收益按年下跌87.7%至人民幣4,700,000元，而融資成本大減乃主要由於悉數償還根據證券借貸安排項下之現金抵押。本集團於零九年九個月錄得溢利人民幣19,400,000元。

無線消防報警系統

隨著品牌知名度及產品信心上升，銷售額續急速增長。營業額於零九年九個月飆升至人民幣95,200,000元，按年上升63.0%。銷售額自本年度第二季度按季(「按季」)直線增長。生產設備經已提升，以應付不斷上升之需求。

網絡安全服務

外包業務於本年度第三季已走上軌道。營業額自第二季起逐步上升，達人民幣2,600,000元。由於本集團淡出其原有網絡安全產品製造及銷售業務，營業額按年下跌54.6%。本集團正為兩名主要外包客戶服務。本集團已開始與多家大型企業進行商討，並於未來數月努力擴大客戶群。

計算機產品

業務由於需求收縮停滯不前。銷售額按年下跌52.3%至人民幣15,200,000元。溢利貢獻有限。

旅遊業發展

由於衡陽市政府努力禁止景點區之非法運輸業務及為旅客提供優惠令乘客量增加，來自環保旅遊巴士費之營業額於零九年九個月達人民幣38,000,000元，按年飆升近1.2倍。此外，由於此業務於去年四月開始，比較數字僅為六個月而非九個月業績。

Other gain

Other gain mainly represented bank interest income and fair value gain on financial assets. The amount dropped significantly YoY as all loan receivables had been collected in 2008.

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

SBI China invested in a sizable PRC vocational IT education service provider during the third quarter of the year. The target company is recognizable in IT education industry in the country. SBI China is searching for other opportunities but has not concluded any project save for the above-mentioned investment as at 30 September 2009.

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

According to the latest published information available, total revenue was USD323.4 million, up 20.9% QoQ but down 14.0% YoY. Significant growth was exhibited in consumer sales which grew 40.6% QoQ. Greater China revenue grew by 33.5% QoQ while North America sales increased by 16.7%. Gross margin improved to 0.8% in the third quarter as compared with gross loss margin of 4.8% in the second quarter due to an increase in wafer shipments and fab utilization. Utilisation rose further to 87.3% in the third quarter compared to 75.4% in the second quarter. Loss attributable to owners of SMIC reduced to USD69.3 million as compared with USD98.2 million last quarter.

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 RMB71.3 million for 9M09, up 5.6% slightly YoY. ZJJ Tourism recorded net loss of RMB9.7 million for 9M09, reduced by 51.0% as compared with net loss before reversal of accruals for contingent debts of RMB19.8 million last year. Economy recovery and stock market rebound stimulated conation, resulting in an upsurge in tourist number in the third quarter. Tourism business is warming up.

ZJJ Tourism proposed to acquire an environmental transportation business and a real estate business for the sake of improving its asset quality and profitability. The transactions are subject to approvals and yet to be concluded.

Material Events

Receipt of court order regarding freeze of a substantial shareholder's interests in the share capital of the Company

The Company was requested by 北京市第一中級人民法院 (Beijing No. 1 Intermediate People's Court) to freeze and not to register without approval any transfer, sale or pledge or other action of similar effect of 115,000,000 ordinary shares of the Company held by Beijing Beida Jade Bird Limited for a period of two years commencing on 31 July 2009 to 30 July 2011. The Directors do not expect this court order to have any material adverse impact on the Group. Details of the incident are set out in the Company announcement dated 27 August 2009.

其他收益

其他收益主要為銀行利息收入及財務資產公平價值收益。由於應收貸款已於二零零八年全數收回，其他收益按年顯著減少。

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

於本年度第三季，SBI China投資於一間中國大型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。SBI China正物色其他機遇，惟於二零零九年九月三十日，除上述投資外並無落實任何項目。

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，總收入為323,400,000美元，按季上升20.9%但按年下跌14.0%。消費者銷售額錄得顯著增長，按季上升40.6%。大中華收入按季上升33.5%，而北美銷售額則增加16.7%。毛利率於第三季改善至0.8%，而第二季則錄得毛損率4.8%，原因為晶圓付運量及晶片使用率顯著上升。使用率由第二季之75.4%進一步上升至第三季之87.3%。中芯國際擁有人應佔虧損由上一季之98,200,000美元減少至69,300,000美元。

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九個月錄得之營業額為人民幣71,300,000元，按年微升5.6%。張家界旅遊於零九年九個月錄得虧損淨額人民幣9,700,000元，較去年撥回或然負債應計費用前之虧損淨額人民幣19,800,000元減少51.0%。在經濟復甦及股票市場反彈刺激意欲下，帶動旅客數字於第三季增長。旅遊業務逐步回穩。

張家界旅遊建議收購一項環保運輸業務及一項房地產業務，藉以改善其資產質素及盈利能力。該等交易有待批准及尚未落實。

重大事件

收到關於查封一位主要股東於本公司股本權益之法院頒令

北京市第一中級人民法院要求本公司查封北京北大青鳥有限責任公司所持115,000,000股本公司普通股，未經批准不得辦理該等股份轉讓、賣出、抵押或其他類似之相關產權手續。查封期為二零零九年七月三十一日起至二零一一年七月三十日止，為期兩年。董事預期此法院頒令不會對本集團構成任何重大負面影響。有關此事件之詳情刊於本公司日期為二零零九年八月二十七日之公佈。

Notification of change in shareholding from a substantial shareholder

The Company had been notified by 杭州北大青島科技有限公司 (Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd.) (“**HZ Jade Bird**”) that it had entered into a share transfer agreement with 北京北大高科技產業投資有限公司 (Beijing Beida High Technology Investment Co., Ltd.) (“**Beida High Tech**”) on 3 November 2009 pursuant to which HZ Jade Bird agreed to transfer 85,000,000 promoters shares of the Company to Beida High Tech, representing 12.14% of the promoters shares or 7.17% of the total issued share capital of the Company at date of agreement, for a consideration of RMB20 million. Details of the transfer are set out in the Company announcement dated 3 November 2009.

Liquidity and Financial Resources

Net assets of the Group reached RMB819.1 million as at 30 September 2009, increased by 8.1% since 31 December 2008 mainly resulting from profitability improvement of the Group as well as rise in fair values of the Group's equity securities investments following stock market turnaround in Hong Kong and Mainland China. Cash and bank balances decreased by 11.2% from the past year end to RMB531.2 million as at 30 September 2009 due to further capital injected into SBI China. Current ratio (being the ratio of current assets to current liabilities) improved to 3.6 from the past year end. Gearing ratio (being the ratio of total interest-bearing debts to total equity) slightly increased to 1.2% since 31 December 2008. Financial position is healthy.

Exposure to Foreign Currencies

The Group exposes to certain 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, being the functional currency of the Group, is relatively strong and stable. The Group will closely monitor its exposure and take suitable measures to lower the foreign currency risk when necessary.

Human Resources

The Group employed around 640 staff members as at 30 September 2009, dropped by 3% since 31 December 2008 mainly after 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

Nine months passed and the Group posted improving results month by month. Signs of recovery have emerged and global economic activities are leveling out in the aftermath of crisis. The giant stimulus package has reactivated the PRC economy. Mission to retain 8% annual GDP growth rate is unquestionable. The Group expects a stable business performance with moderate growth in the remaining months. The Group will continue to enhance WFAS production line and consider overseas expansion. For the outsource business, it is going to expand the customer base having gained experience over the past months. It will continue to cooperate with Hengyang City Government and provide quality environmental bus service. The Group has started its planning for next year and will get ready to seize the emerging opportunities following gradual economic recovery.

主要股東股權變動通知

本公司接獲杭州北大青島科技有限公司(「**杭州青島**」)通知，其於二零零九年十一月三日與北京北大高科技產業投資有限公司(「**北大高科技**」)訂立一項股份轉讓協議。據此，杭州青島同意將85,000,000股本公司發起人股份轉讓予北大高科技，佔本公司於協議日期發起人股份12.14%或已發行股本總數7.17%，代價為人民幣20,000,000元。有關轉讓之詳情載於本公司日期為二零零九年十一月三日之公佈。

資金流動性及財政資源

於二零零九年九月三十日，本集團資產淨值達人民幣819,100,000元，較二零零八年十二月三十一日上升8.1%，其主要由於本集團盈利能力改善及隨著香港及中國內地股票市場反彈，帶動本集團股本證券投資之公平值上升。於二零零九年九月三十日之現金及銀行結餘為人民幣531,200,000元，較去年年底下跌11.2%，原因為向SBI China進一步注資。流動比率(即流動資產相對流動負債之比率)較去年年底改善至3.6。資本負債比率(即計息債務總額相對總權益之比率)則自二零零八年十二月三十一日稍增至1.2%。財務狀況穩健。

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相對較強及穩定，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風險，並於需要時採取適當措施減低外幣風險。

人力資源

於二零零九年九月三十日，本集團之僱員人數為約640人，自二零零八年十二月三十一日以來減少3%；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

九個月過去，本集團業績每個月均見改善。經濟出現復甦跡象及全球經濟活動在危機過後逐漸回穩。中國經濟在巨額刺激經濟方案推動下再度活躍。保持8%年度國內生產總值增長率之目標已不成問題。本集團業務預計將於餘下月份平穩表現及溫和增長。本集團將繼續提升無線消防報警系統生產線及考慮向海外擴展。在外包業務方面，本集團有意藉於過去數月獲得之經驗擴大客戶群。本集團將繼續與衡陽市政府合作，提供優質環保巴士服務。本集團已開始規劃來年之業務，並將作好準備，抓緊經濟逐步復甦後出現之機遇。

Directors', Supervisors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares

At 30 September 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

於二零零九年九月三十日，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 interests 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
Name of supervisor		監事姓名		附註	持有股份數目、身分及信託受益人權益性質	佔本公司已發行發起人股份總數概約百分比	佔本公司已發行股本總數概約百分比
1.	Mr. Xu Zhi Xiang	1.	徐祇祥先生	(a)	205,414,000	29.34%	17.34%
2.	Mr. Zhang Wan Zhong	2.	張萬中先生	(a)	205,414,000	29.34%	17.34%
3.	Mr. Liu Yong Jin	3.	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 Executive's Interests and Short Positions in Shares and Underlying Shares (Continued)

Long positions: (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 (a former Director), 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 September 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)

好倉：(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(前董事)、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(徐祗祥先生自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，於二零零九年九月三十日，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，登記擁有根據證券及期貨條例第352條須予記錄，或已根據創業板上市規則第5.46條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 nine months ended 30 September 2009 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 30 September 2009, none of the Directors or the supervisors had any rights to acquire H shares (“H Shares”) of the Company.

The Company had 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 dealing 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 nine months ended 30 September 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 of the Group (including directors of the Company and its subsidiaries) to subscribe for H Shares of the Company, subject to a maximum aggregate of 30% of the Company's total number of 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，於截至二零零九年九月三十日止九個月任何時間，董事及監事或彼等各自之配偶或未成年子女概無任何可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，致使董事及監事可於任何其他實體獲取該等權利。於二零零九年九月三十日，董事或監事概無任何購入本公司H股（「H股」）之權利。

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條所載規定交易標準寬鬆。經作出特定查詢後，全體董事確認，彼等於截至二零零九年九月三十日止九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，據此，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，以認購合共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公民認購或買賣H股之限制廢除或撤銷前，屬於中國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 September 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 interests	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 Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a), (c)	Directly beneficially owned and through a controlled corporation 直接實益擁有及透過一間受控制公司	310,000,000	44.29%	Not applicable 不適用	26.16%
3. Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd. 杭州北大青鳥科技有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	Not applicable 不適用	7.17%
4. Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司	(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	200,000,000	28.57%	Not applicable 不適用	16.88%
5. Heng Huat Investments Limited	(d)	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	(d)	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	(e)	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%

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零零九年九月三十日，按本公司根據證券及期貨條例第336條存置之權益登記冊所記錄，下列人士於本公司已發行股本中擁有權益及淡倉：

好倉：

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

Long positions: (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)

好倉：(續)

Name	Note	Capacity and nature of interests	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
8. New View Venture Limited	(e)	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	(f)	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	(f)	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	(f)	Through controlled corporations 透過受控制公司	80,800,000	Not applicable 不適用	16.67%	6.82%

Notes:

附註：

(a) Peking University is taken to be interested in 26.16% of the total issued share capital of the Company through the following companies:

(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) 85,000,000 shares (representing approximately 7.17% of the Company's total issued share capital) held by HZ Jade Bird, which is beneficially owned by Peking University;

(i) 由杭州青鳥持有之85,000,000股股份(估本公司已發行股本總額約7.17%)，而杭州青鳥由北京大學實益擁有；

(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

(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(估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

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

- (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 JB Software that it had entered into a share transfer agreement with HZ Jade Bird on 18 January 2008 whereas it agreed to transfer to HZ Jade Bird 110,000,000 shares of 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). The transfer was still pending for approval as at 30 September 2009.

On 3 November 2009, the Company had been notified by HZ Jade Bird that it had entered into a share transfer agreement with Beida High Tech on the same date whereas it agreed to transfer to Beida High Tech 85,000,000 shares of the Company.

- (b) The interests of Beida Jade Bird comprise 115,000,000 shares held by Beida Jade Bird itself and 85,000,000 shares held by HZ Jade Bird, which is 80% beneficially owned by Beida Jade Bird.
- (c) The interests of JB Software comprises 110,000,000 shares held by JB Software itself and 200,000,000 shares beneficially held by Beida Jade Bird, which is 46% beneficially owned by JB Software.
- (d) The shares of the Company are held by Dynamic Win, which is wholly-owned by Heng Huat.
- (e) The shares of the Company are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (f) 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.

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 Executive's 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 September 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)

- (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，本公司接獲青鳥軟件通知其於二零零八年一月十八日與杭州青鳥訂立股份轉讓協議，據此，青鳥軟件同意向杭州青鳥轉讓110,000,000股本公司股份，惟轉讓須獲國務院國有資產監督管理委員會批准。於二零零九年九月三十日，轉讓仍有待審批。

於二零零九年十一月三日，本公司接獲杭州青鳥通知其於同日與北大高科技訂立股份轉讓協議，據此，杭州青鳥同意向北大高科技轉讓85,000,000股本公司股份。

- (b) 北大青鳥之權益包括由北大青鳥本身持有之115,000,000股股份及杭州青鳥(北大青鳥實益擁有80%權益)持有之85,000,000股股份。
- (c) 青鳥軟件之權益包括由青鳥軟件本身持有之110,000,000股股份及北大青鳥實益持有之200,000,000股股份，而北大青鳥由青鳥軟件實益擁有46%。
- (d) 該等本公司股份由致勝持有，而致勝由Heng Huat全資擁有。
- (e) 該等本公司股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (f) 該等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。

除上文披露者外，於二零零九年九月三十日，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。

Competing Interests

As at 30 September 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

Save as disclosed in section "Management Discussion and Analysis – Material Events", the Group does not have significant events after 30 September 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 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 third quarterly results report for the nine months ended 30 September 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 nine months ended 30 September 2009.

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 nine months ended 30 September 2009.

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

Beijing, the PRC, 11 November 2009

競爭權益

於二零零九年九月三十日，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

除「管理層討論及分析—重大事件」一節披露者外，本集團於二零零九年九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

本公司已根據創業板上市規則第5.28及5.33條成立審核委員會（「審核委員會」），並制訂其職權範圍。審核委員會主要職責包括監察本集團之財務申報制度及內部監控程序、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先生及蔡傳炳先生，全部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九月三十日止九個月之第三季度業績報告，並於會上議定落實季度報告之內容。

企業管治常規守則

本公司於截至二零零九年九月三十日止九個月已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。

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九月三十日止九個月內概無購買、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
主席
初育國

中國北京，二零零九年十一月十一日

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

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