



青鸟环宇
JADE BIRD UNIVERSAL

BEIJING BEIDA JADE BIRD UNIVERSAL

SCI-TECH COMPANY LIMITED

北京北大青鳥環宇科技股份有限公司

(STOCK CODE 股份代號：08095)

FOR THE SIX MONTHS ENDED 30 JUNE 2013

截至二零一三年六月三十日止六個月

SECOND QUARTERLY
RESULTS REPORT

第二季度業績報告

2013

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate companies to which a higher 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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司創業板的特色

創業板的定位乃為較聯交所其他上市公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市的公司屬新興性質，在創業板買賣的證券可能會較在聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告包括的資料乃遵照創業板上市規則的規定而提供有關本公司的資料。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，本報告所載資料在各重大方面均屬準確完整，且無誤導或欺詐成分，亦無遺漏其他事項致使本報告所載任何聲明或本報告產生誤導。

SECOND QUARTERLY RESULTS (UNAUDITED)

The Board announced the unaudited consolidated results of the Group for the six months ended 30 June 2013 together with the unaudited comparative figures for the corresponding period in 2012 as follows:

第二季度業績(未經審核)

董事會宣佈本集團截至二零一三年六月三十日止六個月之未經審核綜合業績，連同二零一二年同期之未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the six months ended 30 June 2013

簡明綜合全面收益表(未經審核)

截至二零一三年六月三十日止六個月

	Note 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月		
		2013	2012	2013	2012	
		二零一三年 RMB'000 人民幣千元	二零一二年 RMB'000 人民幣千元	二零一三年 RMB'000 人民幣千元	二零一二年 RMB'000 人民幣千元	
Turnover	營業額	3	155,054	105,407	266,159	171,031
Cost of sales and services	銷售及服務成本		(95,542)	(62,445)	(163,464)	(100,408)
Gross profit	毛利		59,512	42,962	102,695	70,623
Other gains and income	其他收益及收入	4	11,288	1,335	13,609	2,797
Distribution costs	分銷成本		(9,070)	(7,195)	(14,168)	(14,465)
Administrative expenses	行政開支		(22,220)	(14,253)	(41,868)	(30,610)
Other expenses	其他開支		(6,686)	(4,242)	(10,981)	(9,733)
Finance costs	融資成本	6	(4,768)	20	(7,104)	(427)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動		-	(37)	-	(37)
Share of profits/(losses) of associates	應佔聯營公司溢利/(虧損)		1,161	(406)	745	(260)
Share of losses of jointly controlled entities	應佔共同控制實體虧損		(1,078)	(1,085)	(2,340)	(2,322)
Profit before tax	除稅前溢利		28,139	17,099	40,588	15,566
Income tax expense	所得稅開支	7	(4,858)	(3,355)	(8,478)	(4,423)
Profit for the period	本期間溢利	8	23,281	13,744	32,110	11,143
Other comprehensive income after tax	其他除稅後全面收益					
Investment revaluation reserve reclassified to profit or loss on disposal of available-for-sale financial assets	出售可供銷售財務資產時重新分類至溢利或虧損之投資重估儲備		(5,149)	-	(5,149)	-
Change in fair value of available-for-sale financial assets	可供銷售財務資產之公平值變動		18,586	(25,433)	33,351	(23,446)
Exchange differences on translating foreign operations	換算海外業務之匯兌差異		(2,881)	781	(3,383)	787
Share of other comprehensive income of jointly controlled entities	應佔共同控制實體其他全面收益		128	-	128	-
Other comprehensive income for the period, net of tax	本期間其他全面收益，扣除稅項		10,684	(24,652)	24,947	(22,659)
Total comprehensive income for the period	本期間全面收益總額		33,965	(10,908)	57,057	(11,516)

CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME (UNAUDITED) (Continued)

For the six months ended 30 June 2013

簡明綜合全面收益表(未經審核)(續)

截至二零一三年六月三十日止六個月

	Note 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit for the period attributable to:					
Owners of the Company	應佔本期間溢利： 本公司擁有人	12,359	5,013	13,764	899
Non-controlling interests	非控股權益	10,922	8,731	18,346	10,244
		23,281	13,744	32,110	11,143
Total comprehensive income for the period attributable to:	應佔本期間全面收益總額：				
Owners of the Company	本公司擁有人	23,027	(19,640)	38,688	(21,773)
Non-controlling interests	非控股權益	10,938	8,732	18,369	10,257
		33,965	(10,908)	57,057	(11,516)
		RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣
Earnings per share	每股盈利				
Basic and diluted	基本及攤薄	9			
		1.04 cents分	0.42 cents分	1.16 cents分	0.08 cents分

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

As at 30 June 2013

於二零一三年六月三十日

			30 June 2013 二零一三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2012 二零一二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	113,203	101,964
Investment property	投資物業		7,745	8,436
Goodwill	商譽		9,777	9,821
Other intangible assets	其他無形資產		13,532	16,221
Biological assets	生物資產		7,188	7,269
Investments in associates	對聯營公司投資		392,565	381,490
Investments in jointly controlled entities	對共同控制實體投資		240,587	246,967
Available-for-sale financial assets	可供銷售財務資產	12	169,296	152,964
Deferred tax assets	遞延稅項資產		1,429	1,429
			955,322	926,561
Current assets	流動資產			
Inventories	存貨		89,798	72,887
Trade receivables	應收貿易賬款	13	141,187	84,682
Due from related parties	應收關連人士款項		77	77
Due from associates	應收聯營公司款項		33,568	33,568
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		145,197	82,209
Available-for-sale financial assets	可供銷售財務資產	12	20,705	20,242
Time deposits with original maturity of more than three months when acquired	取得時原到期日超過三個月之定期存款		1,080	1,166
Cash and cash equivalents	現金及現金等價物		129,381	221,710
			560,993	516,541
Total assets	總資產		1,516,315	1,443,102

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued) 簡明綜合財務狀況表(續)

As at 30 June 2013

於二零一三年六月三十日

			30 June 2013 二零一三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2012 二零一二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Current liabilities	流動負債			
Trade payables	應付貿易賬款	14	117,115	65,823
Advances from customers	預收客戶賬款		9,019	20,945
Accruals and other payables	應計費用及其他應付款項		41,610	55,205
Due to a shareholder	應付一名股東款項		329	268
Due to related parties	應付關連人士款項		822	850
Bank and other loans	銀行及其他貸款		122,327	138,510
Finance lease payables	應付融資租賃		104	102
Current tax liabilities	即期稅項負債		11,280	24,587
			302,606	306,290
Net current assets	流動資產淨值		258,387	210,251
Total assets less current liabilities	總資產減流動負債		1,213,709	1,136,812
Non-current liabilities	非流動負債			
Finance lease payables	應付融資租賃		106	166
			106	166
NET ASSETS	資產淨值		1,213,603	1,136,646
Capital and reserves	資本及儲備			
Share capital	股本	15	118,480	118,480
Reserves	儲備		894,586	855,898
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,013,066	974,378
Non-controlling interests	非控股權益		200,537	162,268
TOTAL EQUITY	總權益		1,213,603	1,136,646

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) 簡明綜合權益變動表(未經審核)

For the six months ended 30 June 2013

截至二零一三年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital 股本 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Reserve funds 儲備基金 RMB'000 人民幣千元	Equity-settled share-based payment reserves 以權益為基礎 結算股份 付款儲備 RMB'000 人民幣千元	Foreign currency translation reserve 匯兌儲備 RMB'000 人民幣千元	Investment revaluation reserve 投資重估 儲備 RMB'000 人民幣千元	Retained profits 留存盈利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
At 1 January 2012	於二零一二年一月一日	118,480	377,720	86,998	-	(69,049)	51,793	332,729	898,671	116,673	1,015,344
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	774	(23,446)	899	(21,773)	10,257	(11,516)
Dividend paid to non-controlling interests	已付非控股權益之股息	-	-	-	-	-	-	-	-	(9,796)	(9,796)
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	624	624
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	3,629	3,629
Changes in equity for the period	本期間權益變動	-	-	-	-	774	(23,446)	899	(21,773)	4,714	(17,059)
At 30 June 2012	於二零一二年六月三十日	118,480	377,720	86,998	-	(68,275)	28,347	333,628	876,898	121,387	998,285
At 1 January 2013	於二零一三年一月一日	118,480	377,720	89,840	10,969	(69,018)	83,969	362,418	974,378	162,268	1,136,646
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	(3,278)	28,202	13,764	38,688	18,369	57,057
Transfer	轉撥	-	-	1,172	-	-	-	(1,172)	-	-	-
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	19,900	19,900
Changes in equity for the period	本期間權益變動	-	-	1,172	-	(3,278)	28,202	12,592	38,688	38,269	76,957
At 30 June 2013	於二零一三年六月三十日	118,480	377,720	91,012	10,969	(72,296)	112,171	375,010	1,013,066	200,537	1,213,603

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

For the six months ended 30 June 2013

截至二零一三年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash used in operating activities	用於經營活動之現金淨額	(56,219)	(74,623)
Net cash used in investing activities	用於投資活動之現金淨額	(39,470)	(64,452)
Net cash generated from/(used in) financing activities	產生自/(用於)融資活動之現金淨額	69	(10,720)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(95,620)	(149,795)
Effect of foreign exchange rate changes	外幣匯率變動之影響	3,291	(83)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初之現金及現金等價物	221,710	227,053
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末之現金及現金等價物	129,381	77,175
Analysis of the balances of cash and cash equivalents:	現金及現金等價物結餘分析：		
Cash and bank balances	現金及銀行結餘	129,381	77,175
Time deposits	定期存款	1,080	1,100
		130,461	78,275
Less: Non-pledged time deposits with original maturity of more than three months when acquired	減：取得時原到期日超過三個月之無抵押定期存款	(1,080)	(1,100)
Cash and cash equivalents	現金及現金等價物	129,381	77,175

Note:

1. GENERAL INFORMATION

The Company was incorporated in the PRC as a sino-foreign joint stock limited liability company. The Company's H shares are listed on GEM. The address of its registered office is 3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3, No.5 Haidian Road, Haidian District, Beijing 100080, the PRC. The addresses of its principal place of business in the PRC and Hong Kong are 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC and Unit 7605, 76th Floor, The Center, 99 Queen's Road Central, Hong Kong respectively.

The Group is principally engaged in the research, development, manufacture, marketing and sale of wireless fire alarm systems and related products, the development of travel and leisure business and investment holding.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

These condensed financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" and the applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance. These condensed financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain investments, derivatives and biological assets which are carried at their fair values. These condensed consolidated financial statements are presented in 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.

In the current period, the Group has adopted all new/revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for accounting period beginning on 1 January 2013. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. The adoption of these new/revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods.

附註：

1. 一般資料

本公司乃於中國註冊成立之中外合資股份有限公司。本公司之H股於創業板上市。本公司之註冊辦事處地址為中國北京市海澱區海澱路5號燕園三區北大青鳥樓三層(郵編100080)，其在中國及香港之主要營業地點分別為中國北京市海澱區成府路207號北大青鳥樓3樓(郵編100871)及香港皇后大道中99號中環中心76樓7605室。

本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、發展旅遊及休閒業務以及投資控股。

2. 編製基準及重大會計政策

本簡明財務報表乃遵照香港會計準則第34號「中期財務報告」以及創業板上市規則及香港公司條例之適用披露規定編製。本簡明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、衍生工具及生物資產作出調整。本簡明綜合財務報表以人民幣列賬，而人民幣為本公司之功能及呈列貨幣。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)。

於本期間，本集團已採納所有由香港會計師公會頒佈且與本集團業務有關之新訂／經修訂香港財務報告準則，該等準則於二零一三年一月一日開始之會計期間生效。香港財務報告準則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／經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大變動。

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

The condensed financial statements are unaudited but have been reviewed by the Audit Committee.

Save as aforesaid or as otherwise mentioned in this report, the accounting policies and method of computation used 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 2012. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

2. 編製基準及重大會計政策(續)

本集團並未應用已頒佈但尚未生效之新訂／經修訂香港財務報告準則。

本集團已著手評估該等新訂／經修訂香港財務報告準則之影響，惟尚未能確定該等新訂／經修訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

簡明財務報表未經審核但已由審核委員會審閱。

除上述或本報告其他部分所述者外，編製本未經審核簡明綜合財務報表所使用之會計政策及計算方法，與編製本公司截至二零一二年十二月三十一日止年度之年度經審核綜合財務報表所用者貫徹一致。本簡明綜合財務報表應與上述經審核財務報表一併閱讀。

3. TURNOVER

The Group's turnover which represents the net invoiced value of goods sold and services rendered to customers, after allowances for returns and trade discounts and net of sales tax are as follows:

	Three months ended 30 June		Six months ended 30 June		
	截至六月三十日止三個月		截至六月三十日止六個月		
	2013	2012	2013	2012	
	二零一三年	二零一二年	二零一三年	二零一二年	
	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Sale of embedded system products and related products	銷售嵌入式系統產品及相關產品	131,165	82,873	227,686	137,634
Rendering of travel and leisure services	提供旅遊及休閒服務	21,347	19,364	34,751	29,218
Sales of wine and related products	銷售酒類及相關產品	2,542	3,170	3,722	4,179
		155,054	105,407	266,159	171,031

3. 營業額

本集團之營業額指已售予客戶之貨品及已提供予客戶之服務扣除退貨、貿易折扣及銷售稅後之發票淨值，載列如下：

4. OTHER GAINS AND INCOME

	Three months ended 30 June		Six months ended 30 June		
	截至六月三十日止三個月		截至六月三十日止六個月		
	2013	2012	2013	2012	
	二零一三年	二零一二年	二零一三年	二零一二年	
	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Bank interest income	銀行利息收入	169	386	401	555
Gain on disposal of available-for-sale financial assets	出售可供銷售財務資產收益	8,246	—	8,246	—
Interest income from convertible bonds	可換股債券之利息收入	706	655	1,415	1,305
Interest income from loans to others	向其他人士提供貸款之利息收入	509	—	1,494	—
Rental income	租金收入	325	—	642	—
Write-back of trade and other payables	貿易及其他應付款項沖回	—	36	—	652
Others	其他	1,333	258	1,411	285
		11,288	1,335	13,609	2,797

4. 其他收益及收入

5. SEGMENT INFORMATION

The Group determines its operating segments based on its strategic business units that are managed separately by the chief operating decision-maker. Each strategic unit requires different technology, development and marketing strategies.

During the period, the Group had four reportable segments, which were managed separately based on their business nature:

Manufacture and sale of electronic fire equipment	-	research, development, manufacture, marketing and sale of electronic fire alarm systems and related products
Tourism development	-	development of travel and leisure business
Investment holding	-	holding of fund, debt and equity investment
All other segments	-	business activities and operating segments not separately reported, including provision of network security services and production and sales of wine and related products

For the six months ended 30 June 2012, the Group had three separate reportable segments for its investment holding business, namely equity fund investment, non-equity fund investment and LED business, which were categorised as a single reportable segment, namely investment holding for the six months ended 30 June 2013. The management considered that the change in reportable segments could better reflect the nature and financial effects of the business activities in which the Group engages. Corresponding information for the six months ended 30 June 2012 has been restated accordingly.

Save for the reorganisation of its investment holding business, the accounting policies of the operating segments are the same as those applied by the Group in the consolidated financial statements. Segment profits or losses do not include bank interest income, interest income from loans to others, unallocated other gains and income, finance costs and unallocated corporate expenses.

The Group accounts for intersegment sales and transfers as if the sale or transfers were to third parties, i.e. at current market prices.

5. 分部資料

本集團根據主要營運決策人獨立管理的策略業務單位而釐訂經營分部。各策略業務單位需要不同技術、發展及市場策略。

期內，本集團有四個可報告分部，並根據彼等的業務性質獨立管理：

製造及銷售電子消防設備	-	研究、開發、製造、市場推廣及銷售電子消防報警系統及相關產品
旅遊業發展	-	發展旅遊及休閒業務
控股投資	-	持有基金、債務及權益投資
所有其他分部	-	並無獨立呈報之業務活動及經營分部，包括提供網絡安全服務及產品及銷售葡萄酒及相關產品

截至二零一二年六月三十日止六個月，本集團就其投資控股業務擁有三個獨立可報告分部，股本基金投資、非股本基金投資及發光二極體業務。截至二零一三年六月三十日止六個月，該等分部分類為單一可報告分部投資控股。管理層認為可報告分部之改變可更有效地反映本集團所從事業務活動之性質及財務影響。據此截至二零一二年六月三十日止六個月的相關資料已重列。

除重組控股投資業務外，經營分部之會計政策與本集團於綜合財務報表所採用者一致。分部溢利或虧損不包括銀行利息收入、向其他人士提供貸款之利息收入、未分配其他收益及收入、融資成本及未分配企業開支。

本集團將分部間銷售及轉撥視作向第三方進行銷售或轉撥處理，即以當前市價進行。

5. SEGMENT INFORMATION (Continued)

Information about reportable segment profit or loss:

5. 分部資料(續)

可報告分部溢利或虧損之資料：

		Manufacture and sale of electronic fire equipment 製造及銷售電子消防設備 RMB'000 人民幣千元	Tourism development 旅遊業發展 RMB'000 人民幣千元	Investment holding 投資控股 RMB'000 人民幣千元	All other segments 所有其他分部 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Six months ended 30 June 2013	截至二零一三年六月三十日止六個月					
Revenue from external customers	來自外界客戶之收入	227,686	34,751	-	3,722	266,159
Segment profit	分部溢利	46,195	3,874	3,301	243	53,613
Bank interest income	銀行利息收入					401
Unallocated other gains and income	未分配其他收益及收入					3,548
Finance costs	融資成本					(7,104)
Unallocated corporate expenses	未分配企業開支					(9,870)
Profit before tax	除稅前溢利					40,588
Other segment information:	其他分部資料：					
Depreciation and amortisation expenses	折舊及攤銷開支	2,736	6,750	12	749	10,247
Share of profits/(losses) of associates	應佔聯營公司溢利/(虧損)	-	1,268	(523)	-	745
Share of losses of jointly controlled entities	應佔共同控制實體虧損	-	-	(2,340)	-	(2,340)
Six months ended 30 June 2012	截至二零一二年六月三十日止六個月					
Revenue from external customers	來自外界客戶之收入	137,634	29,218	-	4,179	171,031
Segment profit/(loss), as restated	分部溢利/(虧損)(重列)	21,683	3,946	(3,911)	1,414	23,132
Bank interest income	銀行利息收入					555
Unallocated other gains and income	未分配其他收益及收入					937
Finance costs	融資成本					(427)
Unallocated corporate expenses	未分配企業開支					(8,631)
Profit before tax	除稅前溢利					15,566
Other segment information:	其他分部資料：					
Depreciation and amortisation expenses	折舊及攤銷開支	1,698	5,168	10	134	7,010
Share of profits/(losses) of associates	應佔聯營公司溢利/(虧損)	-	447	(707)	-	(260)
Share of losses of jointly controlled entities	應佔共同控制實體虧損	-	-	(2,322)	-	(2,322)

5. SEGMENT INFORMATION (Continued)

Information about reportable segment assets:

5. 分部資料(續)

可報告分部資產之資料：

		Manufacture and sale of electronic fire equipment 製造及 銷售電子 消防設備 RMB'000 人民幣千元	Tourism development 旅遊業發展 RMB'000 人民幣千元	Investment holding 投資控股 RMB'000 人民幣千元	All other segments 所有 其他分部 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 30 June 2013	於二零一三年六月三十日					
Segment assets	分部資產	402,993	257,317	773,596	33,810	1,467,716
Unallocated corporate assets	未分配企業資產					48,599
Total assets	總資產					1,516,315
Segment assets including:	分部資產包括：					
Investments in associates	對聯營公司投資	-	62,195	330,370	-	392,565
Investments in jointly controlled entities	對共同控制實體投資	-	-	240,587	-	240,587
Additions to non-current assets	非流動資產添置	19,371	1,263	10,014	606	31,254
At 31 December 2012	於二零一二年十二月三十一日					
Segment assets	分部資產	348,084	254,537	753,222	39,027	1,394,870
Unallocated corporate assets	未分配企業資產					48,232
Total assets	總資產					1,443,102
Segment assets including:	分部資產包括：					
Investments in associates	對聯營公司投資	-	60,593	320,897	-	381,490
Investments in jointly controlled entities	對共同控制實體投資	-	-	246,967	-	246,967
Additions to non-current assets (other than deferred tax assets)	非流動資產添置 (遞延稅項資產除外)	35,852	10,346	45,969	29,326	121,493

5. SEGMENT INFORMATION (Continued)

Geographical information:

		Revenue		Non-current assets	
		收入		非流動資產	
		Six months ended 30 June		30 June	31 December
		截至六月三十日止六個月		2013	2012
		2013	2012	二零一三年	二零一二年
		二零一三年	二零一二年	六月三十日	十二月三十一日
		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
PRC except Hong Kong	中國(香港除外)	262,437	166,852	826,894	811,616
Hong Kong	香港	-	-	92,237	75,926
The United States	美國	3,722	4,179	27,650	28,286
Canada	加拿大	-	-	8,541	9,304
		266,159	171,031	955,322	925,132

In presenting the geographical information, revenue is based on the locations of the customers.

呈列地域資料時，收入乃根據客戶所在地呈報。

6. FINANCE COSTS

6. 融資成本

		Three months ended 30 June		Six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interests on	利息				
- bank loans	- 銀行貸款	1,676	238	3,373	474
- other loans	- 其他貸款	107	243	250	307
Net foreign exchange losses/ (gain)	外幣匯兌虧損/(收益)淨額	2,985	(501)	3,481	(354)
		4,768	(20)	7,104	427

7. INCOME TAX EXPENSE

7. 所得稅開支

	Three months ended 30 June		Six months ended 30 June	
	截至六月三十日止三個月 2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	截至六月三十日止六個月 2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current tax – PRC Enterprise Income Tax				
Provision for the period	4,858	3,247	8,399	4,208
Current tax – Hong Kong Profits Tax				
Provision for the period	–	108	79	215
	4,858	3,355	8,478	4,423

Hong Kong Profits Tax has been provided at a rate of 16.5% (2012: 16.5%) on the estimated assessable profit of the Group for the six months ended 30 June 2013.

香港利得稅按本集團於截至二零一三年六月三十日止六個月之估計應課稅溢利按稅率16.5%(二零一二年:16.5%)撥備。

Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the country in which the Group operates, based on existing legislation, interpretations, and practices in respect thereof.

其他地方應課稅溢利之稅項乃根據本集團經營業務所在國家之現行法例、詮釋及慣例按該國之現行稅率計算。

During the year ended 31 December 2009, the Company and two subsidiaries of the Company had been certified by the relevant PRC authorities as high technology enterprises. Pursuant to the Income Tax Law in the PRC, the Company and the two subsidiaries are subject to PRC Enterprise Income Tax at a rate of 15% effective for three years ended 31 December 2012. During the year ended 31 December 2012, one of the subsidiaries of the Company renewed the certificate and is continuously subject to the rate of 15% effective for another three years ending 31 December 2015.

截至二零零九年十二月三十一日止年度，本公司及其兩家附屬公司獲中國有關當局認可為高新技術企業。根據中國之所得稅法，本公司及該兩家附屬公司須按稅率15%繳納中國企業所得稅，於截至二零一二年十二月三十一日止三個年度生效。截至二零一二年十二月三十一日止年度，本公司其中一間附屬公司重續其認證，並繼續須按稅率15%繳納所得稅，於二零一五年十二月三十一日止三個年度生效。

Other subsidiaries of the Company established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2012: 25%).

本公司於中國成立之其他附屬公司通常須就應課稅收入按稅率25%(二零一二年:25%)繳納所得稅。

8. PROFIT FOR THE PERIOD

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

	Three months ended 30 June		Six months ended 30 June	
	截至六月三十日止三個月 2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	截至六月三十日止六個月 2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Amortisation of other intangible assets				
Included in cost of sales and services	1,071	1,071	2,143	2,143
Included in administrative expenses	442	—	448	—
Depreciation	5,152	4,007	9,302	7,323
Loss/(gain) on disposal of property, plant and equipment	37	—	37	(18)

Amortisation of other intangible assets 其他無形資產攤銷

Included in cost of sales and services 列為銷售及服務成本

Included in administrative expenses 列為行政開支

Depreciation 折舊

Loss/(gain) on disposal of property, plant and equipment 出售物業、廠房及設備虧損/(收益)

9. EARNINGS PER SHARE

Basis and diluted earnings per share

The calculation of basic and diluted earnings per share attributable to owners of the Company for the three months ended 30 June 2013 and 2012 are based on profit for the period attributable to owners of the Company of approximately RMB12,359,000 (2012: RMB5,013,000) and the weighted average number of ordinary shares of 1,184,800,000 (2012: 1,184,800,000) in issue during the period.

The calculation of basic and diluted earnings per share attributable to owners of the Company for the six months ended 30 June 2013 and 2012 are based on profit for the period attributable to owners of the Company of approximately RMB13,764,000 (2012: RMB899,000) and the weighted average number of ordinary shares of 1,184,800,000 (2012: 1,184,800,000) in issue during the period.

8. 本期間溢利

本集團本期間溢利已扣除/(計入)以下各項：

9. 每股盈利

每股基本及攤薄盈利

於截至二零一三年及二零一二年六月三十日止三個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣12,359,000元(二零一二年：人民幣5,013,000元)及本期間已發行普通股加權平均數1,184,800,000股(二零一二年：1,184,800,000股)計算。

於截至二零一三年及二零一二年六月三十日止六個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣13,764,000元(二零一二年：人民幣899,000元)及本期間已發行普通股加權平均數1,184,800,000股(二零一二年：1,184,800,000股)計算。

10. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2013 (2012: Nil).

11. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group had additions to property, plant and equipment of approximately RMB20,897,000 and disposed of property, plant and equipment with net book value of approximately RMB221,000.

12. AVAILABLE-FOR-SALE FINANCIAL ASSETS

10. 股息

董事會不建議就截至二零一三年六月三十日止六個月派付中期股息(二零一二年：零)。

11. 物業、廠房及設備

期內，本集團已添置物業、廠房及設備約人民幣20,897,000元並出售賬面淨值約人民幣221,000元的物業、廠房及設備。

12. 可供銷售財務資產

		30 June 2013 二零一三年 六月三十日 RMB'000 人民幣千元	31 December 2012 二零一二年 十二月三十一日 RMB'000 人民幣千元
Equity securities, at fair value Listed in Hong Kong	股本證券，按公平值 在香港上市	92,238	75,906
Market value of listed securities	上市證券之市值	92,238	75,906
Equity securities, at cost Unlisted outside Hong Kong	股本證券，按成本值 在香港境外非上市	250	250
Equity securities, at fair value Unlisted outside Hong Kong	股本證券，按公平值 在香港境外非上市	76,808	76,808
Debt investments, at fair value Unlisted in Hong Kong (note)	債務投資，按公平值 在香港非上市(附註)	20,705	20,242
		190,001	173,206
Analysed as:	分析為：		
Current assets	流動資產	20,705	20,242
Non-current assets	非流動資產	169,296	152,964
		190,001	173,206

12. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(Continued)

Note:

The components of the debt investments are as follows:

	30 June 2013	31 December 2012
	二零一三年 六月三十日	二零一二年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Unlisted convertible bonds*, at fair value	20,705	20,242
Embedded option derivatives, at fair value	-	-
	20,705	20,242

* Issued by Hong Kong Resources Holdings Company Limited ("Hong Kong Resources") whose shares are traded on the Stock Exchange with stock code 02882.

At 30 June 2013, the Group held unlisted convertible bonds with a principal amount of HK\$24,000,000 (equivalent to RMB19,116,000) (31 December 2012: HK\$24,000,000 (equivalent to RMB19,459,000)). The convertible bonds are interest bearing at 5% per annum and due three years from 15 September 2010 convertible into ordinary shares of Hong Kong Resources at HK\$1.37 (equivalent to RMB1.09) per share.

The fair values of the convertible bonds and their components were determined with reference to the valuation report performed by Greater China Appraisal Limited by using Binominal Lattice Model. The major inputs used in the valuation include stock price, expected volatility, dividend yield and risk-free rate which can be obtained from observable markets.

12. 可供銷售財務資產(續)

附註：

債務投資之組合如下：

* 由香港資源控股有限公司(「香港資源」)發行，其股份於聯交所買賣，股份代號為02882。

於二零一三年六月三十日，本集團持有本金額為24,000,000港元(相當於人民幣19,116,000元)(二零一二年十二月三十一日：24,000,000港元(相當於人民幣19,459,000元))之非上市可換股債券。可換股債券按年利率5厘計息，自二零一零年九月十五日起三年內可按每股1.37港元(相當於人民幣1.09元)兌換為香港資源普通股。

可換股債券及其組成部份之公平值參考漢華評值有限公司以二項式格子模型進行之估值釐定之評估報告。估值使用之主要輸入值包括股價、預期波幅、股息率及無風險比率，其可自可觀察市場取得。

13. TRADE RECEIVABLES

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

The ageing analysis of the trade receivables, based on the date on which the significant risks and rewards of ownership of products were transferred by the Group to customers or the date of completion of services provided or the payment due date as defined in the contracts, whichever is the latest, is as follows:

		30 June 2013 二零一三年 六月三十日 RMB'000 人民幣千元	31 December 2012 二零一二年 十二月三十一日 RMB'000 人民幣千元
0 to 90 days	0至90日	107,954	68,384
91 to 180 days	91至180日	20,951	10,720
181 to 365 days	181至365日	9,291	3,116
Over 365 days	超過365日	2,991	2,462
		141,187	84,682

13. 應收貿易賬款

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

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

14. TRADE PAYABLES

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

		30 June 2013	31 December 2012
		二零一三年 六月三十日	二零一二年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 to 90 days	0至90日	115,817	64,559
91 to 180 days	91至180日	18	25
181 to 365 days	181至365日	58	37
Over 365 days	超過365日	1,222	1,202
		117,115	65,823

14. 應付貿易賬款

根據供應商將物料擁有權之重大風險及回報轉讓予本集團當日釐定之應付貿易賬款賬齡分析如下：

15. SHARE CAPITAL

		30 June 2013	31 December 2012
		二零一三年 六月三十日	二零一二年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Registered, issued and fully paid:	已註冊、已發行及繳足：		
700,000,000 promoters shares of RMB0.10 each	700,000,000 股每股面值人民幣 0.10 元之發起人股份	70,000	70,000
484,800,000 H Shares of RMB0.10 each	484,800,000 股每股面值人民幣 0.10 元之H股	48,480	48,480
		118,480	118,480

15. 股本

16. RELATED PARTY TRANSACTIONS

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

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of electronic fire alarm systems and related products to related companies controlled by Peking University	向北京大學控制之關連公司銷售電子消防報警系統及相關產品	5,552	4,029
Rental expenses for office building charged by	關連人士收取之辦公室樓宇租金費用	246	460
– a shareholder of the Company	– 本公司一名股東	8	8
– Peking University	– 北京大學		
		254	468

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

董事認為，上述關連人士交易乃於日常業務過程中進行。

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

- (b) 本集團主要管理人員酬金：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short term employee benefits	短期僱員福利	2,870	2,458
Post-employment benefits	離職福利	118	124
		2,988	2,582

17. CONTINGENT LIABILITY

In 2011, a subsidiary of the Company received an assessment demanding final tax for the year of assessment 2004/2005 from the IRD. The amount of this assessment was HK\$47,852,000 (equivalent to RMB38,114,000) in which HK\$47,748,000 (equivalent to RMB38,031,000) relating to a claim for gain on disposal of long term investment recognised during the year ended 31 December 2004. On 25 February 2013, the IRD issued a notice to the subsidiary informing that the case has been forwarded to the Appeals Section of the IRD for further processing. No provision was made as at 30 June 2013 as the directors opine that the subsidiary has strong grounds and sufficient evidence to defend the capital nature of the gain. Moreover, the IRD regarded the assessment as protective action and allowed those part of tax relating to the contended capital gain to be held over unconditionally pending the outcome of objection. The directors opine that the action of the IRD highly correlates with timing factor because the year of assessment 2004/2005 became statutorily time-barred by the end of March 2011.

Should the assessment regarding claim for the gain be finally judged against the subsidiary, the Group will have a cash outflow of HK\$47,748,000 (equivalent to RMB38,031,000), representing approximately 29% of cash and cash equivalents as at 30 June 2013. There will be no effect on the profit before tax.

18. CAPITAL COMMITMENTS

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

	30 June 2013 二零一三年 六月三十日 RMB'000 人民幣千元	31 December 2012 二零一二年 十二月三十一日 RMB'000 人民幣千元
Contracted but not provided for property, plant and equipment	709	14,480
Unpaid balance of capital contribution to an associate	73,022	83,022

17. 或然負債

於二零一一年，本公司一家附屬公司收到稅務局的二零零四／二零零五年度評稅及繳納稅款通知書。評稅的金額為47,852,000港元（相當於人民幣38,114,000元），其中47,748,000港元（相當於人民幣38,031,000元）與截至二零零四年十二月三十一日止年度已確認的出售長期投資之收益之申索有關。於二零一三年二月二十五日，稅務局向該附屬公司發出通知，知會有關案件已提交稅務局上訴組作進一步處理。由於董事認為該附屬公司具備足夠理據及證據就收益之資本性質辯護，故並無於二零一三年六月三十日作出撥備。此外，稅務局視評稅為保護行動，容許該等有關受爭議資本收益之部分稅項，在得出反對評稅結果前無條件暫緩。董事認為稅務局之行動主要在於時間因素，此乃由於二零零四／二零零五課稅年度於二零一一年三月底已屆法定時限。

倘有關申索收益的評稅最終判決對該附屬公司不利，本集團之現金流出將為47,748,000港元（相當於人民幣38,031,000元），佔二零一三年六月三十日之現金及現金等價物約29%。除稅前溢利將不會受到任何影響。

18. 資本承擔

本集團於報告期間結算日之資本承擔如下：

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

Overall performance

During the period under review, the Group's performance was benefited from active efforts in developing its main core business and expanding into diversified business operations over the past years. For the six months ended 30 June 2013, turnover totalled approximately RMB266.2 million (2012: RMB171.0 million), increased by approximately RMB95.2 million or 55.6% year-on-year. Improving performance of the Group was also marked by an overall increase in gross profit by 45.4% to approximately RMB102.7 million (2012: RMB70.6 million). The Group also disposed of certain available-for-sale financial assets and recognised a gain of approximately RMB8.2 million. The Group's total expenses, including distribution costs, administrative expenses and other expenses was increased by 22.3% to approximately RMB67.0 million (2012: RMB54.8 million), as a result of the continuous expansion of the Group's existing businesses. During the reporting period, the Group recorded the profit attributable to owners of the Company of approximately RMB13.8 million (2012: RMB0.9 million). Together with the increase in the fair value of the financial assets held by the Group, the total comprehensive income for the period attributable to the owners of the Company was approximately RMB38.7 million.

Manufacture and sale of electronic fire equipment

Revenue from manufacture and sale of electronic fire equipment business of approximately RMB227.7 million was recorded for the six months ended 30 June 2013 (2012: RMB137.6 million), which was increased by 65.4% year-on-year and accounted for 85.5% of the Group's total turnover. Uplift in sales was mainly attributable to the correct business strategies adopted by the Group to meet the strong market demand, including the increase in sales incentives to dealers and the continuous establishment of selling terminals. During the period under review, the Group conducted promotional campaigns in Beijing and Wuhan to enhance its brand recognition. The Group's performance was also benefited from the launch of new products during the reporting period.

管理層討論及分析

業務回顧

整體表現

於回顧期間，本集團表現受惠於過去多年積極發展主營核心業務及開拓各項多元化業務。截至二零一三年六月三十日止六個月，營業額合共約為人民幣2.662億元(二零一二年：人民幣1.710億元)，按年增加約人民幣9,520萬元或上升55.6%。毛利額整體增加45.4%至約人民幣1.027億元(二零一二年：人民幣7,060萬元)，亦足見本集團表現一直改善。本集團亦出售若干可供銷售財務資產並已確認收益約人民幣820萬元。因應本集團現有業務之持續擴展，本集團的總開支(包括分銷成本、行政開支及其他開支)增加22.3%至約人民幣6,700萬元(二零一二年：人民幣5,480萬元)。於報告期間，本集團錄得本公司擁有人應佔溢利約人民幣1,380萬元(二零一二年：人民幣90萬元)。連同本集團持有財務資產的公平值變動增加，本公司擁有人應佔本期間全面收益總額約人民幣3,870萬元。

製造及銷售電子消防設備

截至二零一三年六月三十日止六個月，製造及銷售電子消防設備業務錄得收入約人民幣2.277億元(二零一二年：人民幣1.376億元)，按年上升65.4%，佔本集團總營業額85.5%。銷售額有所提升，主要源於本集團為應對殷切的市場需求，決定採納恰當的經營策略，包括加強經銷商的銷售獎勵，以及不斷設立銷售終端。於回顧期內，本集團於北京及武漢進行了宣傳活動以提升其品牌知名度。本集團之業績亦受惠於報告期內之新產品的推出。

Business review (Continued)**Tourism development**

Revenue from tourism development business increased 18.9% year-on-year to approximately RMB34.8 million during the period under review (2012: RMB29.2 million), which represented 13.1% of the Group's total turnover. Such increase was mainly attributable to the increase in visitors to Hengshan by 18%, while the service utilisation rate of the Group's environmental bus service in Hengshan remained steady during the period under review. In addition, revenue was also contributed by the Group's fine dining restaurant in Beijing, which was newly opened last year.

The Group also continued to diversify the tourism development business through participating in relating projects. On 25 January 2013, the Group entered into the cooperation agreement in relation to formation of a 70% non-wholly owned subsidiary in the PRC with total registered capital of RMB50 million for the purpose of joint development of the Changbai Mountain Culture Creative Park. On 25 April 2013, the shareholders agreement was entered into regarding formation of a 70% non-wholly owned subsidiary in the PRC namely Beijing Badaling Chuanqi Tourism Development Company Limited ("Badaling Chuanqi") with total registered capital of RMB50 million for the purpose of development of travel and leisure business mainly within the Badaling Great Wall Scenic Area. On 24 June 2013, Badaling Chuanqi entered into the cooperation framework agreement with the local government in relation to the entrusted operation and management of the Chadao Ancient City, a famous tourist attraction at the Badaling Great Wall Scenic Area.

On 31 January 2013, the Company, as a guarantor, executed a guarantee in favour of two banks (the "Banks"), in relation to the provision of guarantee by the Company in favour of the Banks to secure obligations of the Group's associate, Changsha Songya Lake Construction Investment Co., Ltd., under the facility agreement in respect of the aggregate principal amount of RMB986,000,000 (the "Guarantee"). The amount of the Guarantee provided by the Company is RMB200,000,000 in respect of the principal amount and the related interest, default interest, compound interest, compensation, default fine, compensation for damages and expenses incurred in enforcing the claims. Shareholders' approval in respect of the Guarantee has been obtained at the special general meeting of the Company held on 25 March 2013.

業務回顧(續)**旅遊業發展**

於回顧期間，來自旅遊業發展業務的收入按年增加18.9%，增至約人民幣3,480萬元(二零一二年：人民幣2,920萬元)，佔本集團總營業額13.1%。回顧期間的收入增加，主要由於到訪衡山的人數增加18%，同時本集團旗下衡山環保巴士服務的使用率維持穩定。此外，收益亦源自本集團去年開設的北京高級餐館。

本集團亦透過參與相關項目，持續多元化發展旅遊業發展業務。於二零一三年一月二十五日，本集團訂立合作協議，內容有關於中國成立一家持有70%權益的非全資附屬公司，其註冊總資本為人民幣5,000萬元，以共同發展長白山文化創意產業園。於二零一三年四月二十五日訂立股東協議，內容有關於中國成立一家持有70%權益的非全資附屬公司(即北京八達嶺傳奇旅遊發展有限責任公司(「八達嶺傳奇」))，其註冊總資本為人民幣5,000萬元，以發展主要位於八達嶺長城景區的旅遊及休閒業務。於二零一三年六月二十四日，八達嶺傳奇與當地政府就委託經營及管理八達嶺長城風景區內的著名景點岔道古城訂立合作框架協議。

於二零一三年一月三十一日，本公司(作為擔保人)向兩家銀行(「銀行」)簽立擔保，內容有關本公司向銀行作出擔保，以確保長沙松雅湖建設投資有限公司(本集團之聯營公司)履行根據融資協議有關本金總額人民幣9.86億元之責任(「擔保」)。本公司作出之擔保金額為人民幣2億元，涉及本金及相關利息、違約利息、複息、賠償金、違約金、損失賠償金及執行索償產生之開支。擔保已於二零一三年三月二十五日舉行的本公司臨時股東大會上獲得股東批准。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Business review (Continued)

Investment holding

As at 30 June 2013, the total assets of the Group's investment holding business amounted to approximately RMB773.6 million (31 December 2012: RMB753.2 million), including investments in two private equity fund, namely SBI & BDJB China Fund, L.P. ("SBI China") and Beijing Jade Bird Hengsheng Investment Fund (Limited Partnership) ("HS Fund"), the equity interest in Semiconductor Manufacturing International Corporation, a listed company in Hong Kong, the equity interest in Enraytek Optoelectronics Technology (Shanghai) Co. Ltd. which is engaged in LED business and the convertible bonds issued by a listed company in Hong Kong.

The investment areas of SBI China currently included the PRC enterprises with businesses ranging from the provision of information technology vocational education, insurance business, baby products retailing business and manufacturing of LED. HS Fund currently participated in several property development projects, including construction of certain luxurious residential apartments and commercial buildings in Beijing.

Outlook

Looking ahead, the Group will remain focus on the two directions of strengthening core businesses and exploring investment opportunities to diversify its business.

The predetermined strategies for the business of manufacturing and sale of electronic fire equipment, being dealer recruitment, selling terminal establishment and dealer coverage expansion will be continued to solidify market share. The Group will also focus on upgrading its sales force by provision of continuous trainings, building its brand recognition and expanding the production capacity. The Group will roll out new products in the markets across the country. The Group's continued efforts on offering product innovation will add fresh impetus to the enhancement of its results performance.

For the tourism development business, besides striving for high bus service utilisation rate, the Group will continue to move on diversification through participating in relating projects. The Group will be well-positioned to benefit from its participation in tourism development and the vigorous development in the PRC tourism industry.

管理層討論及分析(續)

業務回顧(續)

投資控股

於二零一三年六月三十日，本集團投資控股業務之資產總值約人民幣773,600,000元(二零一二年十二月三十一日：人民幣753,200,000元)，其中包括投資於兩個私募基金(即SBI & BDJB China Fund, L.P. (「SBI China」)及北京青鳥恒盛投資基金(有限合夥)(「恒盛基金」))、中芯國際集成電路製造有限公司(一家香港上市公司)的股權、映瑞光電科技(上海)有限公司(一家經營發光二極體業務的企業)的股權，以及一間香港上市公司發行的可換股債券。

SBI China的投資範圍目前包括中國企業，而該等企業從事提供職業性資訊科技教育業務、保險業務、嬰兒產品零售業務及製造發光二極體。恒盛基金目前正參與數項物業發展項目，包括於北京建設若干豪華住宅及商業大廈。

展望

展望未來，本集團仍將集中於加強主營業務及發掘投資機遇兩個方向，以多元發展旗下業務。

本集團將繼續實施製造及銷售電子消防設備業務之既定策略，即招攬經銷商、設立銷售終端及擴大經銷商之覆蓋範圍，以鞏固市場佔有率。本集團亦將提供持續培訓以專注提昇其銷售團隊，建立品牌知名度及擴充產能，亦會於全國各地市場推出新產品。維持產品不斷創新，將為本集團業績表現的增長亮點。

旅遊業發展業務方面，除致力維持巴士服務的高使用率外，本集團將透過參與相關項目，持續多元發展相關業務。我們預期透過參與各項旅遊產業，加上中國旅遊業的蓬勃發展，將令本集團受惠。

Material acquisitions and disposals of subsidiaries and affiliated companies

The Company proposed the proposed spin-off of Beida Jade Bird Universal Fire Alarm Device Company Limited (“Jade Bird Fire Alarm”), a subsidiary of the Company, and a separate listing of the manufacture and sale of electronic fire equipment business owned and operated by Jade Bird Fire Alarm on The Small and Medium Enterprises Board of The Shenzhen Stock Exchange (the “Proposed Spin-off”). Shareholders’ approval in respect of the Proposed Spin-off has been obtained at the special general meeting of the Company held on 26 April 2013.

Liquidity, financial resources and capital structure

During the six months ended 30 June 2013, the Group’s major operations were financed mainly by the internal financial resources and by corporate borrowings. As at 30 June 2013, the Group had cash and bank balances of approximately RMB130.5 million, which were denominated mainly in RMB, HK\$ and USD.

As at 30 June 2013, the Group had net assets of approximately RMB1,213.6 million. The Group had total outstanding borrowings of approximately RMB122.5 million, comprising secured bank loans of approximately RMB91.9 million, unsecured and unguaranteed bank loans of approximately RMB0.1 million, a guaranteed finance lease payables of approximately RMB0.2 million and unguaranteed other loans of approximately RMB30.3 million. The bank loans were denominated in RMB, USD and CAD and bore interest rates ranging from 4.25% per annum to 7.68% per annum. The interest rates for other loans of approximately RMB9.0 million, which were denominated in RMB, were 6.00% per annum, while the remaining other loans of RMB21.3 million were denominated in RMB and USD and interest-free.

As at 30 June 2013, the Company’s outstanding number of issued promoters shares and H shares of RMB0.10 each were 700,000,000 shares and 480,000,000 shares respectively. There was no change in share capital of the Company during the period.

The gearing ratio of the Group as at 30 June 2013, which is measured by total indebtedness to total equity, was 10.1% (31 December 2012: 12.2%). The increase in gearing ratio was mainly due to the increase in borrowings to cope with business expansion of the Group.

關於附屬公司及聯屬公司之重大收購及出售事項

本公司建議將本公司之附屬公司北大青鳥環宇消防設備股份有限公司(「青鳥消防」)進行建議分拆，以及將青鳥消防擁有及經營的製造及銷售電子消防設備業務於深交所中小企業板獨立上市(「建議分拆」)。建議分拆已於二零一三年四月二十六日舉行的本公司臨時股東大會上獲得股東批准。

流動資金、財務資源及資本架構

於截至二零一三年六月三十日止六個月，本集團主要靠內部財務資源及企業借貸維持其主要營運。於二零一三年六月三十日，本集團有現金及銀行結餘約人民幣1.305億元，主要以人民幣、港元及美元計值。

於二零一三年六月三十日，本集團的資產淨額約為人民幣12.136億元。本集團的未償還借貸總額約為人民幣1.225億元，當中包括有抵押銀行貸款約人民幣9,190萬元，無抵押及無擔保銀行貸款總額約人民幣10萬元，應付有擔保財務租賃約人民幣20萬元及無擔保其他貸款約人民幣3,030萬元。銀行貸款以人民幣、美元及加元計值，並按年利率4.25%至7.68%計息。其他貸款約人民幣900萬元，以人民幣計值，利息年利率6.00%，而餘下其他貸款人民幣2,130萬元，則以人民幣及美元計值且不計息。

於二零一三年六月三十日，本集團已發行發起人股份及H股股份的每值面值為人民幣0.10元，該兩類股份的已發行股數分別為700,000,000股及480,000,000股。期內，本公司股本概無變動。

於二零一三年六月三十日，資產負債比率(即債務總額相對總權益的比率)為10.1%(二零一二年十二月三十一日：12.2%)。資產負債比率上升主要因為增加借款，以應付本集團業務擴展所致。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Significant investments held

Saved as disclosed herein this section, for the six months ended 30 June 2013, the Group had no significant investment held.

Future plans for material investments or capital assets

Saved as disclosed herein this section, the Group did not have any significant investment plans as at 30 June 2013.

Contingent liabilities

In 2011, a subsidiary of the Company received an assessment demanding final tax for the year of assessment 2004/2005 from the Hong Kong Inland Revenue Department. The amount of this assessment was approximately HK\$47.9 million (equivalent to approximately RMB38.1 million) in which approximately HK\$47.7 million (equivalent to approximately RMB38.0 million) was related to a claim for gain on disposal of long term investment recognised during the year ended 31 December 2004. No provision was made as at 30 June 2013.

Saved as disclosed above, the Group did not have any other significant nor contingent liabilities as at 30 June 2013.

Foreign exchange exposure

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

管理層討論及分析(續)

持有之重大投資

除本節披露者外，於截至二零一三年六月三十日止六個月，本集團並無持有重大投資。

重大投資或資本資產之未來計劃

除本節披露者外，於二零一三年六月三十日，本集團並無任何重大投資計劃。

或然負債

於二零一一年，本公司一家附屬公司收到香港稅務局的二零零四／二零零五年度評稅及繳納稅款通知書。上述評估金額約為4,790萬港元（相當於約人民幣3,810萬元），當中約4,770萬港元（相當於約人民幣3,800萬元）涉及就截至二零零四年十二月三十一日止年度已確認的出售長期投資之收益作出申索。截至二零一三年六月三十日並無作出撥備。

除上文披露者外，於二零一三年六月三十日，本集團並無任何其他重大或或然負債。

外幣風險

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

Charge on assets

As at 30 June 2013, the Group's certain property, plant and equipment with carrying amount of approximately RMB20.9 million (31 December 2012: RMB19.8 million), investment property with carrying amount of approximately RMB7.7 million (31 December 2012: RMB8.4 million), other intangible assets with carrying amount of approximately RMB7.5 million (31 December 2012: RMB9.6 million) and bank deposit and bank balances of approximately RMB0.7 million (31 December 2012: RMB0.1 million) were pledged as securities for the Group's bank loans.

Employees and remuneration policy

The Group had a workforce of 1,455 people at the end of the period, up 12.6% since the end of 2012. The increase is in line with the growth of the Group. The Group strictly complied with applicable labour law and regulations. Competitive remuneration package with medical and travel insurance are offered to the staff. Adequate retirement funds and provident funds are contributed on a timely basis.

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

The Group's staff costs, including directors' emoluments, employees' salaries and retirement benefits scheme contribution amounted to approximately RMB42.9 million for the six months ended 30 June 2013 (2012: RMB35.0 million).

資產抵押

於二零一三年六月三十日，本集團有賬面值約為人民幣2,090萬元(二零一二年十二月三十一日：人民幣1,980萬元)的若干物業、廠房及設備、賬面值約為人民幣770萬元(二零一二年十二月三十一日：人民幣840萬元)的投資物業、賬面值約為人民幣750萬元(二零一二年十二月三十一日：人民幣960萬元)的其他無形資產，以及約人民幣70萬元(二零一二年十二月三十一日：人民幣10萬元)的存款及銀行結餘已質押作本集團銀行貸款的抵押品。

僱員及薪酬政策

本集團於本期內聘用超過1,455名員工，較二零一二年底增加12.6%。員工人數隨著本集團業務增長而上升。本集團嚴格遵守適用之勞工法例及法規。本集團為員工提供具競爭力之薪酬組合，包括醫療保險及出埠保險，並如期作出充足之退休金及強積金供款。

董事酬金包括袍金、薪金及津貼，以及根據個別董事表現釐定之酌情花紅。

截至二零一三年六月三十日止六個月，本集團員工成本(包括董事酬金、僱員薪金及退休福利計劃供款)約為人民幣4,290萬元(二零一二年：人民幣3,500萬元)。

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

As at 30 June 2013, the interests (including interests in shares and short positions) of Directors, Supervisors, and chief executives of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

董事、監事及最高行政人員於股份及相關股份之權益及淡倉

於二零一三年六月三十日，董事、監事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據創業板上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

Long positions in ordinary shares and underlying shares of the Company

本公司普通股及相關股份之好倉

Name 姓名	Capacity 身分	Number of ordinary shares 普通股數目			Total 總計	Approximate percentage of the Company's total number of issued promoters Shares 佔本公司已發行發起人股份總數概約百分比	Approximate percentage of the Company's total number of issued H Shares 佔本公司已發行H股總數概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司已發行股本總數概約百分比
		Interests in promoters Shares (Note) 於發起人股份之權益 (附註)	Interests in H Shares 於H股之權益					
Director 董事								
Mr. Xu Zhendong 許振東先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	205,414,000	12,070,000	217,484,000	29.34%	2.49%	18.36%	
Mr. Xu Zhixiang 徐祗祥先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	205,414,000	11,527,000	216,941,000	29.34%	2.38%	18.31%	
Mr. Zhang Wanzhong 張萬中先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	205,414,000	12,070,000	217,484,000	29.34%	2.49%	18.36%	
Mr. Zhang Yongli 張永利先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	205,414,000	13,200,000	218,614,000	29.34%	2.72%	18.45%	
Mr. Chen Zongbing 陳宗冰先生	Beneficial owner 實益擁有人	-	16,209,000	16,209,000	-	3.34%	1.37%	
Supervisor 監事								
Mr. Chen Shuxin 陳樹新先生	Beneficial owner 實益擁有人	-	15,480,000	15,480,000	-	3.19%	1.31%	
Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	205,414,000	29.34%	-	17.34%	

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

Note:

The above Directors and Supervisors are taken to be interested in the issued share capital of the Company through their respective interests as beneficiaries, among other beneficiaries, of Heng Huat trust ("Heng Huat Trust"). By a declaration of Heng Huat Trust made as a deed on 19 July 2000, Mr. Xu Zhendong, Mr. Zhang Wanzhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhixiang since 9 May 2003 as a trustee) declared that they held the shares of Heng Huat Investments Limited ("Heng Huat") as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd. ("JB Software"), Beida Jade Bird and Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win Assets Limited ("Dynamic Win"), and is taken to be interested in 205,414,000 shares of the Company which Dynamic Win is interested. Mr. Xu Zhendong, Mr. Zhang Wanzhong and Mr. Xu Zhixiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu Yue's resignation as a trustee on the same date) are trustees holding 60, 20 and 20 shares out of 100 shares in the issued share capital of Heng Huat.

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 30 June 2013.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES

At no time during the period were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Director and Supervisor or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors and Supervisors to acquire such rights in any other body corporate.

董事、監事及最高行政人員於股份及相關股份之權益及淡倉(續)

附註：

上述董事及監事因彼等各自身為Heng Huat信託(「Heng Huat信託」)其中受益人之權益，被視作於本公司已發行股本中擁有權益。根據於二零零零年七月十九日以契據形式作出之Heng Huat信託聲明書，許振東先生、張萬中先生及劉越女士(徐祇祥先生自二零零三年五月九日起擔任彼之接任受託人)宣佈，彼等以受託人身分，為北京北大青鳥軟件系統有限公司(「青鳥軟件」)、北大青鳥及北京北大宇環微電子系統有限公司以及彼等各自之附屬公司及聯營公司以及本公司超過300名僱員之利益，持有Heng Huat Investments Limited (「Heng Huat」)之股份。Heng Huat實益擁有致勝資產有限公司(「致勝」)全部已發行股本權益，因而視作於致勝擁有權益之205,414,000股本公司股份中擁有權益。許振東先生、張萬中先生及徐祇祥先生(徐祇祥先生在劉越女士於二零零三年五月九日辭任受託人後於同日接任成為受託人)以受託人身分，於Heng Huat已發行股本之100股股份中，分別持有60股、20股及20股。

除上文披露者外，於二零一三年六月三十日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據創業板上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

董事及監事購入股份之權利

於本期間任何時間，董事及監事或彼等各自之配偶或未成年子女並無獲授任何可藉收購本公司股份而取得利益之權利，亦無行使任何該等權利。本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事及監事獲得於任何其他法人團體之該等權利。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

主要股東及其他人士於股份及相關股份之權益及淡倉

At 30 June 2013, the following interests and short positions of the issued share capital of the Company were recorded in the register of interests required to be maintained by the Company pursuant to Section 336 of the SFO:

於二零一三年六月三十日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

Long positions in ordinary shares and underlying shares of the Company

本公司普通股及相關股份之好倉

Name of shareholder 股東名稱	Note 附註	Capacity 身分	Number of promoters Shares held 持有發起人 股份數目	Approximate percentage of the Company's total number of issued promoters Shares 佔本公司 已發行發起人 股份總數 概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司全部 已發行股本 概約百分比
1. Peking University 北京大學	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	16.88%
2. Beida Asset Management Co., Ltd. 北大資產經營有限公司	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	16.88%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a), (b)	Through a controlled corporation 透過一家受控制公司	200,000,000	28.57%	16.88%
4. Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司	(a), (c)	Directly beneficially owned and through a controlled corporation 直接實益擁有及透過一家受控制公司	200,000,000	28.57%	16.88%
5. Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. 深圳市北大青鳥科技有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	7.17%
6. Grand East (H.K.) Limited 怡興(香港)有限公司		Directly beneficially owned 直接實益擁有	110,000,000	15.71%	9.28%

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

主要股東及其他人士於股份及相關股份之權益及淡倉 (續)

Name of shareholder 股東名稱	Note 附註	Capacity 身分	Number of promoters Shares held 持有發起人 股份數目	Approximate percentage of the Company's total number of issued promoters Shares 佔本公司 已發行發起人 股份總數 概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司全部 已發行股本 概約百分比
7. Heng Huat Investments Limited	(d)	Through a controlled corporation 透過一家受控制公司	205,414,000	29.34%	17.34%
8. Dynamic Win Assets Limited 致勝資產有限公司	(d)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	17.34%
9. Mongolia Energy Corporation Limited 蒙古能源有限公司	(e)	Through a controlled corporation 透過一家受控制公司	84,586,000	12.08%	7.14%
10. New View Venture Limited	(e)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	7.14%
11. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Directly beneficially owned 直接實益擁有	50,000,000	7.14%	4.22%

Notes:

附註：

(a) Peking University is taken to be interested in 16.88% 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，擁有本公司全部已發行股本16.88% 權益：

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

(i) 由深圳市北大青鳥科技有限公司(「深圳青鳥」)持有之8,500 萬股股份(佔本公司全部已發行股本約7.17%)，而深圳青鳥則由北大青鳥實益擁有90%；

(ii) 115 million Shares (representing approximately 9.71% of the Company's total issued share capital) held by Beida Jade Bird itself, which is 46% beneficially owned by JB Software.

(ii) 由北大青鳥本身持有之1.15 億股股份(佔本公司全部已發行股本約9.71%)，而北大青鳥由青鳥軟件實益擁有46%。

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

北大資產經營有限公司由北京大學全資擁有。

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

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

Save as disclosed above, no person, other than the Directors and Supervisors, whose interests are set out in the section "Directors', Supervisors' and chief executives' interests and short positions in shares and underlying shares" above, had registered interests or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO as at 30 June 2013.

COMPETING INTERESTS

As at 30 June 2013, none of the Directors and Supervisors and their respective associates (as defined in the GEM Listing Rules) had interests in a business which competes or may compete with the businesses of the Group, or may have any conflicts of interest with the Group pursuant to the GEM Listing Rules.

CORPORATE GOVERNANCE PRACTICES

The Board is of the view that the Company has complied with all the code provisions of the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules during the six months ended 30 June 2013.

PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 June 2013.

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

- (b) 青鳥軟件之權益包括由北大青鳥持有之2億股股份。
- (c) 北大青鳥之權益包括本身持有之1.15億股股份及由深圳青鳥持有之8,500萬股股份。
- (d) 股份由致勝持有，而致勝由Heng Huat全資實益擁有。
- (e) 股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (f) 許振東先生為青鳥軟件主席及董事，徐祗祥先生為青鳥軟件董事、北大青鳥董事及行政總裁，而張萬中先生、陳宗冰先生及鄭重女士則為北大青鳥副總裁。

除上文披露者外，於二零一三年六月三十日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

競爭權益

於二零一三年六月三十日，概無董事及監事以及彼等各自之聯繫人士(定義見創業板上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據創業板上市規則與本集團有任何利益衝突。

企業管治常規

董事會認為，本公司於截至二零一三年六月三十日止六個月已遵守創業板上市規則附錄十五所載企業管治守則之所有守則條文。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一三年六月三十日止六個月內，概無購買、贖回或出售本公司任何上市證券。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding directors' securities transactions on terms less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and required standard of dealings and its code of conduct regarding security transactions by the Directors throughout the six months ended 30 June 2013.

AUDIT COMMITTEE

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

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Shao Jinlin, Mr. Cai Chuanbing, Mr. Lin Yan and Mr. Li Juncai. Mr. Shao Jiulin is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's second quarterly results report for the six months ended 30 June 2013 and concluded the meeting with agreement to the contents of the second quarterly results report.

By order of the Board

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Xu Zhendong

Chairman

Beijing, the PRC, 13 August 2013

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

有關董事進行證券交易的行為守則

本公司已採納一套有關董事進行證券交易的行為守則，該守則不遜於創業板上市規則第5.48條至第5.67條所載之交易必守標準。經計及向全體董事作出特定查詢，截至二零一三年六月三十日止六個月，董事均已遵守相關行為守則及交易必守標準以及有關董事進行證券交易的行為守則。

審核委員會

本公司已成立審核委員會，並根據創業板上市規則所載之規定制訂其職權範圍。審核委員會的主要職責包括監察本集團之財務匯報系統及內部監控程序、審閱財務資料以及就委聘外部核數師及其獨立性向董事會提供意見。

審核委員會目前由四名獨立非執行董事組成，成員為邵九林先生、蔡傳炳先生、林岩先生及李俊才先生，邵九林先生為審核委員會主席。審核委員會已召開會議以審閱本集團截至二零一三年六月三十日止六個月之第二季度業績報告，並於會上議定落實第二季度業績報告之內容。

承董事會命

北京北大青鳥環宇科技股份有限公司

主席

許振東

中國，北京，二零一三年八月十三日

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

GLOSSARY

詞彙

“Audit Committee” 「審核委員會」	指	the audit committee of the Company 本公司審核委員會
“Beida Jade Bird” 「北大青鳥」	指	Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司
“Board” 「董事會」	指	the board of Directors 董事會
“CAD” 「加元」	指	Canadian dollars 加拿大元
“Company” 「本公司」	指	Beijing Beida Jade Bird Universal Sci-Tech Company Limited 北京北大青鳥環宇科技股份有限公司
“Director(s)” 「董事」	指	the director(s) of the Company 本公司董事
“GEM” 「創業板」	指	the Growth Enterprise Market of the Stock Exchange 聯交所創業板
“GEM Listing Rules” 「創業板上市規則」	指	the Rules Governing the Listing of Securities on GEM 創業板證券上市規則
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“H Share(s)” 「H股」	指	the overseas-listed foreign Share(s) listed on GEM 於創業板上市之海外上市外資股
“HK\$” 「港元」	指	Hong Kong dollars 港元
“HKFRSs” 「香港財務報告準則」	指	Hong Kong Financial Reporting Standards 香港財務報告準則
“LED” 「發光二極體」	指	light-emitting diode 發光二極體
“PRC” 「中國」	指	the People’s Republic of China 中華人民共和國
“RMB” 「人民幣」	指	Renminbi 人民幣

GLOSSARY (Continued)

詞彙(續)

“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time) 香港法例第571章證券及期貨條例，經不時修訂
“Share(s)” 「股份」	指	the ordinary share(s) issued by the Company with a nominal value of RMB0.10 each 本公司所發行每股面值人民幣0.10元之普通股
“Shareholder(s)” 「股東」	指	the shareholder(s) of the Company 本公司股東
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Supervisor(s)” 「監事」	指	the supervisor(s) of the Company 本公司監事
“USD” 「美元」	指	United States dollars 美元
“%” 「%」	指	per cent. 百分比



青鸟环宇
JADE BIRD UNIVERSAL

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www.gennexfm.com