



**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



**2016**  
FIRST QUARTERLY  
RESULTS REPORT  
第一季度業績報告

FOR THE THREE MONTHS ENDED 31 MARCH 2016  
截至二零一六年三月三十一日止三個月

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

GEM has been 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.

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This report, for which the directors (the “Directors”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this report misleading.

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位乃為相比其他在聯交所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。

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本報告包括的資料乃遵照創業板證券上市規則(「創業板上市規則」)的規定而提供有關北京北大青島環宇科技股份有限公司(「本公司」)的資料。各董事(「董事」)願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，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；及本報告並無遺漏其他事項致使其所載任何聲明產生誤導。

## FIRST QUARTERLY RESULTS (UNAUDITED)

The board of the Directors (the “Board”) announced the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 31 March 2016 together with the unaudited comparative figures for the corresponding period in 2015 as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2016

## 第一季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零一六年三月三十一日止三個月之未經審核綜合業績，連同二零一五年同期之未經審核比較數字如下：

### 簡明綜合損益及其他全面收益表

截至二零一六年三月三十一日止三個月

		Note 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Turnover</b>	<b>營業額</b>	3	<b>195,630</b>	147,034
Cost of sales and services	銷售及服務成本		<b>(105,952)</b>	(82,363)
<b>Gross profit</b>	<b>毛利</b>		<b>89,678</b>	64,671
Other gains and income	其他收益及收入	4	<b>16,241</b>	31,421
Distribution costs	分銷成本		<b>(13,694)</b>	(12,151)
Administrative expenses	行政開支		<b>(26,309)</b>	(24,584)
Other expenses	其他開支		<b>(9,196)</b>	(7,076)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>56,720</b>	52,281
Finance costs	融資成本	5	<b>(1,702)</b>	(7,821)
Share of losses of associates	應佔聯營公司虧損		<b>(1,251)</b>	(2,450)
Share of losses of joint ventures	應佔合營企業虧損		<b>(296)</b>	(773)
<b>Profit before tax</b>	<b>除稅前溢利</b>		<b>53,471</b>	41,237
Income tax expense	所得稅開支	6	<b>(8,056)</b>	(6,758)
<b>Profit for the period</b>	<b>本期間溢利</b>		<b>45,415</b>	34,479

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Other comprehensive income after tax:</b>	<b>其他除稅後全面收益：</b>		
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外業務之匯兌差異	1,187	1,526
Fair value changes of available-for-sale financial assets	可供出售財務資產之公平值變動	(6,920)	3,739
Investment revaluation reserve reclassified to profit or loss on step-acquisition of a subsidiary	分階段收購一間附屬公司後重新分類至損益之投資重估儲備	(7,260)	-
Share of other comprehensive income of associates	攤佔聯營公司其他全面收益	6,936	-
Share of other comprehensive income of joint ventures	攤佔合營企業其他全面收益	43	2
		<u>          </u>	<u>          </u>
<b>Other comprehensive income for the period, net of tax</b>	<b>本期間其他全面收益，已除稅</b>	<b>(6,014)</b>	<b>5,267</b>
		<u>          </u>	<u>          </u>
<b>Total comprehensive income for the period</b>	<b>本期間全面收益總額</b>	<b>39,401</b>	<b>39,746</b>
		<u>          </u>	<u>          </u>
<b>Profit for the period attributable to:</b>	<b>應佔本期間溢利：</b>		
Owners of the Company	本公司擁有人	28,489	12,615
Non-controlling interests	非控股權益	16,926	21,864
		<u>          </u>	<u>          </u>
		<b>45,415</b>	<b>34,479</b>
		<u>          </u>	<u>          </u>
<b>Total comprehensive income for the period attributable to:</b>	<b>應佔本期間全面收益總額：</b>		
Owners of the Company	本公司擁有人	22,736	17,839
Non-controlling interests	非控股權益	16,665	21,907
		<u>          </u>	<u>          </u>
		<b>39,401</b>	<b>39,746</b>
		<u>          </u>	<u>          </u>
		<b>RMB</b>	<b>RMB</b>
		<b>(人民幣)</b>	<b>(人民幣)</b>
		<u>          </u>	<u>          </u>
<b>Earnings per share</b>	<b>每股盈利</b>		
Basic and diluted (cents per share)	基本及攤薄 (每股分)	7	1.06
		<u>          </u>	<u>          </u>
		<b>2.40</b>	<b>1.06</b>
		<u>          </u>	<u>          </u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the three months ended 31 March 2016

截至二零一六年三月三十一日止三個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital 股本	Capital reserve 資本儲備	Reserve funds 儲備基金	Foreign currency translation reserve 匯兌儲備	Investment revaluation reserve 投資重估儲備	Other reserve 其他儲備	Retained profits 留存盈利	Total 合計	Non-controlling interests 非控股權益	Total equity 總權益
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January 2015	於二零一五年一月一日之結餘	118,480	377,720	108,954	(76,323)	49,051	12,552	497,095	1,087,529	312,213	1,399,742
Total comprehensive income for the period	本期間全面收益總額	-	-	-	1,485	3,739	-	12,615	17,839	21,907	39,746
Disposals of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	(11,557)	(11,557)
Dividends to non-controlling interests	給予非控股權益之股息	-	-	-	-	-	-	-	-	(2,500)	(2,500)
Changes in equity for the period	本期間權益變動	-	-	-	1,485	3,739	-	12,615	17,839	7,850	25,689
Balance at 31 March 2015	於二零一五年三月三十一日之結餘	118,480	377,720	108,954	(74,838)	52,790	12,552	509,710	1,105,368	320,063	1,425,431
Balance at 1 January 2016	於二零一六年一月一日之結餘	118,480	377,720	113,798	(55,855)	157,585	12,552	568,249	1,292,529	397,686	1,690,215
Total comprehensive income for the period	本期間全面收益總額	-	-	-	1,491	(7,244)	-	28,489	22,736	16,665	39,401
Transfer	轉撥	-	-	210	-	-	-	(210)	-	-	-
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	24,150	24,150
Changes in equity for the period	本期間權益變動	-	-	210	1,491	(7,244)	-	28,279	22,736	40,815	63,551
Balance at 31 March 2016	於二零一六年三月三十一日之結餘	118,480	377,720	114,008	(54,364)	150,341	12,552	596,528	1,315,265	438,501	1,753,766

NOTE

**1. GENERAL INFORMATION**

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

The Company is engaged in the marketing and sale of embedded system products and related products. The principal activities of its subsidiaries are the research, development, manufacture, marketing, contract work and sale of electronic fire alarm systems and related products, the development of travel and leisure business, investment holding and production and sales of wine and related products.

**2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

These condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2016. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods.

附註

**1. 一般資料**

本公司乃於中華人民共和國(「中國」)註冊成立之中外合資股份有限公司。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號燕園三區北大青島樓三層(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號北大青島樓3樓(郵編100871)及香港皇后大道中99號中環中心76樓7605室。

本公司從事嵌入式系統產品及相關產品之市場推廣及銷售，其附屬公司主要業務為研究、開發、製造、市場推廣、合約工程及銷售電子消防報警系統及相關產品、發展旅遊及休閒業務、投資控股、生產及銷售葡萄酒及相關產品。

**2. 編製基準及重大會計政策**

該等簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包含香港財務報告準則、香港會計準則及詮釋。該等綜合財務報表亦符合創業板證券上市規則之適用披露條文。

本集團於本期間已採納香港會計師公會所頒佈並於二零一六年一月一日開始之會計年度生效的所有與其營運有關之新訂及經修訂之香港財務報告準則。採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大變動。

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

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2016. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

The condensed consolidated financial statements are unaudited but have been reviewed by the audit committee of the Company (the "Audit Committee").

Save as aforesaid or as otherwise mentioned in this report, the accounting policies adopted in preparing these unaudited first quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2015. 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)

本集團並無提早應用已頒佈但尚未於二零一六年一月一日開始之財政年度生效之新訂及經修訂的香港財務報告準則。董事預期本集團將於有關新訂及經修訂的香港財務報告準則生效後，在綜合財務報表中應用有關準則。本集團現正評估(倘適用)所有將於未來期間生效之新訂及經修訂的香港財務報告準則之潛在影響，惟目前未能確定此等新訂及經修訂的香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

簡明綜合財務報表未經審核，惟已經本公司審核委員會(「審核委員會」)審閱。

除上述或本報告其他部分所述者外，編製本未經審核第一季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零一五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 is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Sales and contract works of embedded system products and related products	銷售嵌入式系統產品及相關產品及合約工程	165,980	126,221
Rendering of travel and leisure services	提供旅遊及休閒服務	27,720	18,734
Sales of wine and related products	銷售酒類及有關產品	1,930	2,079
		<b>195,630</b>	<b>147,034</b>

### 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

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	184	298
Gain on bargain purchase of a subsidiary	收購一家附屬公司之議價收益	15,251	-
Gain on disposal of subsidiaries	出售附屬公司收益	-	26,050
Rental income	租賃收入	2	199
Others	其他	804	4,694
		<b>16,241</b>	<b>31,241</b>

### 4. 其他收益及收入



## 5. FINANCE COSTS

## 5. 融資成本

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interest on bank loans	銀行貸款利息	3,242	5,599
Net foreign exchange (gain)/losses	外幣匯兌(收益)/虧損淨額	(1,540)	2,222
		<u>1,702</u>	<u>7,821</u>

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current tax – PRC Enterprise Income Tax Provision for the period	即期稅項－中國企業所得稅 本期間撥備	<u>8,056</u>	<u>6,758</u>

No provision for Hong Kong Profits Tax is required for the three months ended 31 March 2016 and 2015 since the Group has no assessable profit for that 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.

Three 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 three subsidiaries are subject to PRC Enterprise Income Tax (“EIT”) at a rate of 15% effective for three years within 2018.

One subsidiary of the Company had been certified by the relevant PRC authorities as software enterprises. Pursuant to the Income Tax Law in the PRC, the subsidiary is subjected to EIT rate of 12.5% effective for five years ending 31 December 2016.

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% (2015: 25%).

概無於截至二零一六年及二零一五年三月三十一日止三個月計提香港利得稅撥備，因為本集團於該期間並無應課稅溢利。

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。

本公司三間附屬公司獲中國有關機關認證為高新科技企業。根據中國所得稅法，該三間附屬公司須按15%之稅率繳交中國企業所得稅(「企業所得稅」)，於二零一八年前三個年度生效。

本公司一間附屬公司獲中國有關機關認證為軟件企業。根據中國所得稅法，該附屬公司須按12.5%之稅率繳交企業所得稅，於截至二零一六年十二月三十一日止五個年度生效。

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%(二零一五年：25%)繳納所得稅。

## 7. EARNINGS PER SHARE

### Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of RMB28,489,000 (2015: RMB12,615,000) and the weighted average number of ordinary shares of 1,184,800,000 (2015: 1,184,800,000) in issue during the period. No adjustment has been made to the basic profit per share amounts presented for the three months ended 31 March 2016 and 2015. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

## 8. DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2016 (2015: Nil).

## 7. 每股盈利

### 每股基本及攤薄盈利

本公司擁有人應佔每股基本盈利乃根據本公司擁有人應佔本期間溢利人民幣28,489,000元(二零一五年：人民幣12,615,000元)及期內已發行普通股加權平均數1,184,800,000(二零一五年：1,184,800,000)股計算。概無就截至二零一六年及二零一五年三月三十一日止三個月之每股基本溢利作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

## 8. 股息

董事會不建議派發截至二零一六年三月三十一日止三個月之中期股息(二零一五年：無)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### OVERALL PERFORMANCE

As a result of continuing satisfactory performance of the Group's main core businesses and the stable customer appetite within the industries, the Group recorded an improvement in turnover of 33.1% to approximately RMB195.6 million (2015: RMB147.0 million) for the three months ended 31 March 2016, while the gross profit reached approximately RMB89.7 million (2015: RMB64.7 million), increased by approximately RMB25.0 million or 38.6% year-on-year. The Group continued to maintain a competitive and steady gross profit margin of approximately 46% (2015: 44%). The Group's total expenses, including distribution costs, administrative expenses and other expenses, were increased by 12.3% to approximately RMB49.2 million (2015: RMB43.8 million), mainly as a result of the continued expansion of the Group's operations. On 10 August 2015, the Company entered into the equity interest transfer agreement (the "Agreement") with a connected person of the Company to acquire an additional 39% equity interest in Ningbo Jade Bird Venture Capital Investment Co., Ltd. ("Ningbo Jade Bird VC") at a consideration of RMB23,400,000 in cash together with capital contribution commitment of RMB54,600,000. Ningbo Jade Bird VC is a limited liability company established in the PRC and is principally engaged in venture capital investment in companies with innovative and high technology in emerging industries, such as culture, healthcare, new energy and environmental protection. The approval of the independent shareholders' of the Company in respect of the Agreement and the transactions contemplated has been obtained at the special general meeting of the Company on 12 January 2016. Upon the completion of the transfer taken place in January 2016, the Company owned a total of 70% indirect interest in Ningbo Jade Bird VC. Ningbo Jade Bird VC became a subsidiary of the Company, and the Company recognised a gain on bargain purchase of approximately RMB15.3 million included in other gains and income for the period. Together with the record high turnover for the period, the Group's profit attributable to owners of the Company was increased by 126.2% to approximately RMB28.5 million for the three months ended 31 March 2016 (2015: RMB12.6 million).

## 管理層討論及分析

### 整體表現

受惠於本集團主要核心業務保持理想表現及業內的穩定客戶需求，於截至二零一六年三月三十一日止三個月，本集團的營業額增加33.1%至約人民幣1.956億元(二零一五年：人民幣1.47億元)，而毛利約為人民幣8,970萬元(二零一五年：人民幣6,470萬元)，按年增加約人民幣2,500萬元或38.6%。本集團繼續維持具有競爭力及穩定的毛利率，約為46%(二零一五年：44%)。本集團的總開支(包括分銷成本、行政開支及其他開支)增加12.3%，至約人民幣4,920萬元(二零一五年：人民幣4,380萬元)，主要由於持續擴展本集團業務。於二零一五年八月十日，本公司與本公司之一名關連人士訂立股權轉讓協議(「該協議」)，以收購寧波青島創業投資有限公司(「寧波青島創投」)之額外39%股權，代價為現金人民幣2,340萬元，連同作出注資承諾人民幣5,460萬元。寧波青島創投為一間於中國成立之有限責任公司，主要從事對文化、醫療、新能源及環保等新興產業的創新高科技的創業投資。該協議及據此擬進行之交易已在二零一六年一月十二日舉行之本公司臨時股東大會上獲本公司獨立股東批准。於二零一六年一月完成轉讓後，本公司合共擁有寧波青島創投之70%間接權益，而寧波青島創投成為本公司之附屬公司，本公司確認議價收購之收益約人民幣1,530萬元(計入期內其他收益及收入)。於截至二零一六年三月三十一日止三個月，連同期內高營業額，本公司擁有人應佔本集團溢利增加126.2%至約人民幣2,850萬元(二零一五年：人民幣1,260萬元)。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### MANUFACTURE AND SALE OF ELECTRONIC FIRE EQUIPMENT

The Group generates revenue from the manufacture and sale of fire safety systems, with its main production facilities located at Zhuolu County, Hebei Province. The Group's main fire safety products, including fire automatic alarm and control linkage system, electrical fire monitoring system, automatic gas fire extinguishing system and gas detection monitoring system, are designed for provision of a comprehensive and integration fire safety solution. The Group mainly distributes its products through dealers across the region in the PRC.

For the three months ended 31 March 2016, the Group's manufacture and sale of electronic fire equipment business continued to experience steady growth and recorded a turnover of approximately RMB166.0 million (2015: RMB126.2 million), representing an increase by 31.5% when compared with the corresponding period of 2015. As one of the best-known brands of the fire alarm equipment in the PRC, the Group continued to gain stronger loyalty from customers and grow its customer base as a result of effective brand buildings for the past years. With enhancement of the capacity of research and development, the Group developed a series of products of fire automatic alarm and linkage system under the guidance of the new fire safety standards, and focused on delivering top quality and high performance electronic fire equipment products to its customers. The concerted effort of the Group and its dealers in expanding the market and increase in competitiveness by launching products with advanced technology and innovation in accordance with new fire safety standards further enhanced the performance of the Group's manufacture and sale of electronic fire equipment business.

### TOURISM DEVELOPMENT

The Group is the environmental shuttle bus operator in Hengshan Mountain scenic area, and fare revenue from tourists and pilgrims is the main source of income of the Group's tourism development business. The Group is also engaged in provision of property management services and operation of tourist souvenir shops in the scenic area. Turnover generated from the Group's tourism development business increased from approximately RMB18.7 million in 2015 to approximately RMB27.7 million in 2016, representing a growth of 48.1%. Such growth was mainly attributable to the increase in the number of tourists and pilgrims to Hengshan by approximately 57%.

## 管理層討論及分析(續)

### 製造及銷售電子消防設備

本集團以製造及銷售消防安全系統產生收益，其主要生產設施位於河北省涿鹿縣。本集團之主要消防安全產品包括消防自動報警及聯動控制系統、電子消防監控系統、自動氣體滅火系統及氣體檢測監控系統，其設計旨在提供全面及綜合消防安全解決方案。本集團主要以中國各地的經銷商分銷其產品。

截至二零一六年三月三十一日止三個月，本集團的製造及銷售電子消防設備業務繼續錄得穩定增長，並錄得營業額約人民幣1.660億元(二零一五年：人民幣1.262億元)，較二零一五年同期增加31.5%。作為中國知名消防設備品牌之一，本集團過去多年建立品牌卓見成效，因而可持續鞏固客戶忠誠度及擴展客戶基礎。隨著研發能力提高，本集團在新消防標準的指引下，發展一系列消防自動報警及聯動系統產品及專注於交付最佳質素及高水平的電子消防設備產品予其客戶。本集團及其經銷商齊心致力，藉推出具備先進技術及創意，亦符合新消防安全準則的產品，不但拓展市場及提高競爭力，更提升本集團的製造及銷售電子消防設備業務的表現。

### 旅遊業發展

本集團為衡山風景區的環保穿梭巴士的營運商，而從遊客及香客獲得之車費收入為本集團旅遊發展業務之主要收入來源。本集團亦於風景區從事提供物業管理服務及營運旅遊紀念品店。本集團的旅遊業發展業務所得營業額由二零一五年約人民幣1,870萬元增至二零一六年約人民幣2,770萬元，錄得48.1%的增幅。該增幅主要由於衡山的遊客及香客數目增加約57%所致。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### TOURISM DEVELOPMENT (Continued)

The Group's associate, Changsha Songya Lake Construction Investment Co., Ltd. ("Songya Lake Construction") continued to take part in the construction and land development project of landscape architectures centered on Songya Lake. On 31 January 2013, the Company, as a guarantor, executed a guarantee in favour of two banks (the "Banks"), in relation to the provision of guarantee by the Company in favour of the Banks to secure obligations of Songya Lake Construction, under the facility agreement in respect of the aggregate principal amount of RMB986,000,000 (the "Guarantee"). The amount of the Guarantee provided by the Company is RMB200,000,000 in respect of the principal amount and the related interest, default interest, compound interest, compensation, default fine, compensation for damages and expenses incurred in enforcing the claims, which exceeded 8% of the Group's total assets value as at 31 March 2016. The unaudited consolidated statement of financial position of Songya Lake Construction and the Group's attributable interests in Songya Lake Construction based on its unaudited consolidated financial statements for the three months ended 31 March 2016 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

## 管理層討論及分析 (續)

### 旅遊業發展 (續)

本集團之聯營公司長沙松雅湖建設投資有限公司(「松雅湖建設」)繼續參與位於松雅湖之林景建築工程及土地開發項目。於二零一三年一月三十一日，本公司(作為擔保人)向兩家銀行(「銀行」)簽立擔保，內容有關本公司向銀行作出擔保，以確保松雅湖建設履行根據融資協議有關本金總額人民幣9.86億元之責任(「擔保」)。本公司作出之擔保金額為人民幣2億元，涉及本金及相關利息、違約利息、複息、賠償金、違約金、損失賠償金及執行索償產生之開支，其超出本集團於二零一六年三月三十一日之資產總值8%。根據松雅湖建設截至二零一六年三月三十一日止三個月之未經審核綜合財務報表(遵照中國公認會計原則編製，並已就會計政策差異作出調整)，松雅湖建設之未經審核綜合財務狀況表及本集團應佔松雅湖建設之權益呈列如下：

		Consolidated statement of financial position 綜合財務 狀況表 RMB'000 人民幣千元	Group's attributable interests 本集團 應佔權益 RMB'000 人民幣千元
Assets	資產	2,278,265	637,003
Liabilities	負債	(2,142,910)	(599,158)
Net assets	淨資產	135,355	37,845

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### INVESTMENT HOLDING

As at 31 March 2016, the Group's investment holding business mainly included investments in private equity funds (the investment areas of which included private enterprises in the PRC with businesses ranging from the provision of information technology vocational education, insurance business, baby products retailing business, manufacturing and sale of light-emitting diode related products and property development), the equity interests in listed companies in Hong Kong, and the equity interest in a private enterprise in the PRC which is principally engaged in manufacture and sale of light-emitting diode related products. During the period, the Group completed the acquisition of 39% equity interest in Ningbo Jade Bird VC, that further diversified the Group's investment portfolio.

### OUTLOOK

The Group will step up efforts on the exploration of fire safety market by increasing the support to the dealers, enhancing product marketing and promotion and extending into the internet market for fire safety industry. The Group will also continue to make further investment to research and development and concentrate on building team of high calibre people so as to improve function and quality of products and strengthen our core competitiveness. Meanwhile, the Group will actively work out an international strategic development plan which will help the Group to enter the international market by obtaining further international certifications for our fire safety products.

In light of continuous improvement in the living standard at mainland China, tourism has evolved from an extravagant lifestyle for only few people to an activity affordable by mass consumers. As tourism becomes an integral part of daily life, development of tourism industry has been high in agenda for many regions, benefiting tourism industry in the PRC with forthcoming opportunities. In addition, the Group's tourism development business will be further benefited by the expected increase in number of pilgrims during the tourist peak season in the second quarter of each year.

The Group continued to keep on seeking potential investment opportunities in order to further expand its investment portfolio and broaden its source of income by acquisitions of equity interests in companies principally engaged in venture capital investment businesses.

## 管理層討論及分析(續)

### 投資控股

於二零一六年三月三十一日，本集團之投資控股業務主要包括投資於私募基金(投資範圍包括中國私營企業，而該等企業從事提供職業性資訊科技教育業務、保險業務、嬰兒產品零售業務、製造及銷售發光二極體相關產品及物業發展)、於香港上市公司的股權，以及中國私營企業(主要從事製造及銷售發光二極體相關產品)的股權。期內，本集團完成收購寧波青島創投之39%股權，進一步擴大本集團之投資組合。

### 展望

本集團將加大對消防市場的開拓力度，通過增加對經銷商的支持、促進產品營銷及宣傳及打開消防行業互聯網市場，並繼續加大對研發的投資及關注高素質人才隊伍的建設，改良產品功能及品質及增強核心競爭力。同時，本集團積極作出國際化的戰略發展規劃，讓更多消防產品取得國際認證，以進入國際市場。

由於中國內地生活水平持續上升，旅遊已從少數人的奢侈品發展為大眾化的消費，成為日常生活的重要環節，旅遊業發展受到各地區高度重視，從而帶來中國旅遊行業接踵而至的機遇。此外，每年第二季為旅遊旺季，預期香客人數會增加，本集團的旅遊發展業務將因而進一步受惠。

本集團繼續尋求潛在投資機會，藉收購主要從事創業資本投資業務的公司的股權，進一步擴展其投資組合及擴大收入來源。

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

As at 31 March 2016, the interests (including interests in shares and short positions) of Directors, supervisors (the "Supervisors"), and chief executives of the Company in the shares (the "Shares") and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

## 董事、監事及最高行政人員於股份及相關股份之權益及淡倉

於二零一六年三月三十一日，董事、監事（「監事」）及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據創業板上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

## LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY

## 本公司普通股及相關股份之好倉

Name 姓名	Capacity 身分	Number of ordinary Shares 普通股數目			Total 總計	Approximate percentage of the Company's total number of issued Shares 估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 估本公司已發行H股總數概約百分比	Approximate percentage of the Company's total issued share capital 估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					
<b>Director</b> 董事								
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	-	205,414,000	29.34%	-	17.34%	
<b>Supervisor</b> 監事								
Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	205,414,000	29.34%	-	17.34%	

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

### LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Note: The above Directors and Supervisors are taken to be interested in the issued share capital of the Company through their respective interests as beneficiaries, among other beneficiaries, of Heng Huat trust ("Heng Huat Trust"). By a declaration of Heng Huat Trust made as a deed on 19 July 2000, Mr. Xu Zhendong, Mr. Zhang Wanzhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhixiang since 9 May 2003 as a trustee) declared that they held the shares of Heng Huat Investments Limited ("Heng Huat") as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd. ("Jade Bird Software"), Beijing Beida Jade Bird Limited ("Beida Jade Bird") and Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win Assets Limited ("Dynamic Win"), and is taken to be interested in 205,414,000 shares of the Company which Dynamic Win is interested. Mr. Xu Zhendong, Mr. Zhang Wanzhong and Mr. Xu Zhixiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu Yue's resignation as a trustee on the same date) are trustees holding 60, 20 and 20 shares out of 100 shares in the issued share capital of Heng Huat. Each of Mr. Xu Zhendong and Mr. Xu Zhixiang was former Director who resigned on 5 May 2015.

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 31 March 2016.

### 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)

### 本公司普通股及相關股份之好倉(續)

附註：上述董事及監事因彼等各自身為Heng Huat信託(「Heng Huat信託」)其中受益人之權益，被視作於本公司已發行股本中擁有權益。根據於二零零零年七月十九日以契據形式作出之Heng Huat信託聲明書，許振東先生、張萬中先生及劉越女士(徐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，為北京北大青島軟件系統有限公司(「青島軟件」)、北京北大青島有限責任公司(「北大青島」)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。許振東先生及徐祇祥先生各自為前董事，已於二零一五年五月五日辭任。

除上文披露者外，於二零一六年三月三十一日，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

At 31 March 2016, the following interests and short positions of the issued share capital of the Company were recorded in the register of interests required to be maintained by the Company pursuant to Section 336 of the SFO:

### LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一六年三月三十一日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

### 本公司普通股及相關股份之好倉

Name of shareholder 股東名稱	Note 附註	Capacity 身分	Number of promoters Shares held 持有發起人 股份數目	Approximate percentage of the Company's total number of issued promoters Shares 估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 估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	285,000,000	40.71%	24.05%
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	285,000,000	40.71%	24.05%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a)	Through a controlled corporation 透過一家受控制公司	285,000,000	40.71%	24.05%
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. Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Through controlled corporations 透過受控制公司	85,000,000	12.14%	7.17%
7. Hong Kong Jade Bird South Sea Investment Limited 香港青鳥南海投資有限公司	(a)	Through controlled corporations 透過受控制公司	85,000,000	12.14%	7.17%

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

**主要股東及其他人士於股份及相關股份之權益及淡倉** (續)

**LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY** (Continued)

**本公司普通股及相關股份之好倉** (續)

Name of shareholder 股東名稱	Note 附註	Capacity 身分	Number of promoters Shares held 持有發起人股份數目	Approximate percentage of the Company's total number of issued promoters Shares 估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 估本公司全部已發行股本概約百分比
8. Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd 三亞青島油服基地建設服務有限公司	(a)	Through a controlled corporation 透過一家受控制公司	85,000,000	12.14%	7.17%
9. Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd 海口青島遠望科技發展有限公司	(a)	Beneficial owner 實益擁有人	85,000,000	12.14%	7.17%
10. 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%
11. Heng Huat Investments Limited	(c)	Through a controlled corporation 透過一家受控制公司	205,414,000	29.34%	17.34%
12. Dynamic Win Assets Limited 致勝資產有限公司	(c)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	17.34%
13. Mongolia Energy Corporation Limited 蒙古能源有限公司	(d)	Through a controlled corporation 透過一家受控制公司	84,586,000	12.08%	7.14%
14. New View Venture Limited	(d)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	7.14%
15. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Directly beneficially owned 直接實益擁有	50,000,000	7.14%	4.22%

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

### LONG POSITIONS IN ORDINARY SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Notes:

- (a) Peking University is taken to be interested in 24.05% of the total issued share capital of the Company through the following companies:
- (i) 115 million promoters Shares (representing approximately 9.71% of the Company's total issued share capital) held by Beida Jade Bird, which is 46% beneficially owned by Jade Bird Software. Jade Bird Software is 48% beneficially owned by Beida Asset Management Co., Ltd., a wholly owned subsidiary of Peking University;
  - (ii) 85 million promoters Shares (representing approximately 7.17% of the Company's total issued share capital) held by Shenzhen Beida Jade Bird Sei-Tech Co., Ltd. ("Shenzhen Jade Bird"), which is 90% beneficially owned by Beida Jade Bird; and
  - (iii) 85 million promoters Shares (representing approximately 7.17% of the Company's total issued share capital) in which Haikou Jade Bird Yuanwang Sei-Tech Development Co., Ltd. ("Haikou Jade Bird") is interested. On 2 November 2015, Shenzhen Jade Bird and Haikou Jade Bird entered into the share transfer agreement, pursuant to which Shenzhen Jade Bird agreed to transfer the 85 million promoters Shares to Haikou Jade Bird. Completion of the transfer has not been taken place as at 31 March 2016, which will be conditional upon subject to the registration of the transfer with the industrial and commercial administration bureau of the PRC. Jade Bird Software owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Hong Kong Jade Bird South Sea Investment Limited which in turn owns 100% equity interest in Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd which in turn owns 100% equity interest in Haikou Jade Bird.
- (b) The interests of Beida Jade Bird comprise 115 million promoters Shares held by it and 85 million promoters Shares held by Shenzhen Jade Bird.
- (c) The promoters Shares are held by Dynamic Win Assets Limited, which is beneficially wholly-owned by Heng Huat Investments Limited.
- (d) The promoters Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (e) Mr. Zhang Wanzhong is a supervisor of Beida Jade Bird; and Mr. Ni Jinlei is a director of Hong Kong Jade Bird South Sea Investment Limited.

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

### 本公司普通股及相關股份之好倉(續)

附註:

- (a) 北京大學被視為透過下列公司，擁有本公司已發行股本總數24.05%權益：
- (i) 1.15億股發起人股份(佔本公司已發行股本總數約9.71%)由北大青鳥持有，而北大青鳥由青鳥軟件實益擁有46%，青鳥軟件由北京大學全資附屬公司北大資產經營有限公司實益擁有48%；
  - (ii) 8,500萬股發起人股份(佔本公司已發行股本總數約7.17%)由深圳市北大青鳥科技有限公司(「深圳青鳥」)持有，而深圳青鳥由北大青鳥實益擁有90%權益；及
  - (iii) 8,500萬股發起人股份(佔本公司已發行股本總數約7.17%)，海口青鳥遠望科技發展有限公司(「海口青鳥」)於當中擁有權益。於二零一五年十一月二日，深圳青鳥與海口青鳥訂立股份轉讓協議，據此，深圳青鳥同意向海口青鳥轉讓8,500萬股發起人股份。轉讓於二零一六年三月三十一日尚未完成，而將待向中國工商行政管理局登記轉讓後，方可作實。青鳥軟件擁有北京微電子投資有限公司100%股權，而北京微電子投資有限公司擁有香港青鳥南海投資有限公司46%股權，香港青鳥南海投資有限公司擁有三亞青鳥油服基地建設服務有限公司100%股權，而三亞青鳥油服基地建設服務有限公司則擁有海口青鳥100%股權。
- (b) 北大青鳥之權益包括本身持有之1.15億股發起人股份及由深圳青鳥持有之8,500萬股發起人股份。
- (c) 該等發起人股份由致勝資產有限公司持有，而致勝資產有限公司由Heng Huat Investments Limited全資實益擁有。
- (d) 該等發起人股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (e) 張萬中先生為北大青鳥之監事；及倪金磊先生為香港青鳥南海投資有限公司之董事。

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

Save as disclosed above, no person, other than the Directors and Supervisors, 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 31 March 2016.

## **COMPETING INTERESTS**

As at 31 March 2016, 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.

## **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 three months ended 31 March 2016.

## **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.

## **主要股東及其他人士於股份及相關股份之權益及淡倉(續)**

除上文披露者外，於二零一六年三月三十一日，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**

於二零一六年三月三十一日，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。

## **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二零一六年三月三十一日止三個月內概無購買、贖回或出售本公司任何上市證券。

## **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。

## AUDIT COMMITTEE (Continued)

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua. Mr. Shao Jiulin is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's first quarterly results report for the three months ended 31 March 2016 and concluded the meeting with agreement to the contents of the first quarterly results report.

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

Beijing, the PRC, 9 May 2016

*As at the date of this report, Mr. Zhang Wanzhong, Ms. Zheng Zhong and Mr. Ip Wing Wai are executive Directors, Mr. Ni Jinlei, Ms. Xue Li and Mr. Zhao Xuedong are non-executive Directors and Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua are independent non-executive Directors.*

## 審核委員會(續)

審核委員會目前由四名獨立非執行董事組成，成員為邵九林先生、李俊才先生、林岩先生及李崇華先生，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二零一六年三月三十一日止三個月之第一季度業績報告，並於會上議定落實第一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  
倪金磊

中國，北京，二零一六年五月九日

於本報告日期，張萬中先生、鄭重女士及葉永威先生為執行董事，倪金磊先生、薛麗女士及趙學東先生則為非執行董事，而邵九林先生、李俊才先生、林岩先生及李崇華先生為獨立非執行董事。



**青鸟环宇**  
JADE BIRD UNIVERSAL

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