



**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**  
**THIRD QUARTERLY  
RESULTS REPORT**  
第三季度業績報告

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2016  
截至二零一六年九月三十日止九個月

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

GEM has been positioned as a market designed to accommodate companies to which a 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。本公司各董事(「董事」)願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，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產生誤導。

## THIRD 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 nine months ended 30 September 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 (UNAUDITED)

For the nine months ended 30 September 2016

## 第三季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零一六年九月三十日止九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(未經審核)

截至二零一六年九月三十日止九個月

			Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			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	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
		Note 附註				
<b>Turnover</b>	<b>營業額</b>	3	<b>464,677</b>	<b>285,382</b>	<b>1,006,476</b>	<b>701,588</b>
Cost of sales and services	銷售及服務成本		(241,336)	(146,281)	(528,013)	(379,074)
<b>Gross profit</b>	<b>毛利</b>		<b>223,341</b>	<b>139,101</b>	<b>478,463</b>	<b>322,514</b>
Other gains and income	其他收益及收入	4	6,556	7,669	114,690	54,611
Distribution costs	分銷成本		(20,668)	(17,876)	(53,153)	(44,548)
Administrative expenses	行政開支		(27,844)	(23,839)	(81,309)	(70,804)
Other expenses	其他開支		(8,373)	(8,671)	(44,526)	(34,271)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>173,012</b>	<b>96,384</b>	<b>414,165</b>	<b>227,502</b>
Finance costs	融資成本	5	(3,328)	(4,567)	(6,622)	(15,767)
Share of losses of associates	應佔聯營公司虧損		(3,357)	(3,060)	(6,500)	(6,051)
Share of losses of joint ventures	應佔合營企業虧損		(164)	(651)	(563)	(2,117)
<b>Profit before tax</b>	<b>除稅前溢利</b>		<b>166,163</b>	<b>88,106</b>	<b>400,480</b>	<b>203,567</b>
Income tax expense	所得稅開支	6	(14,091)	(11,989)	(38,223)	(29,745)
<b>Profit for the period</b>	<b>本期間溢利</b>		<b>152,072</b>	<b>76,117</b>	<b>362,257</b>	<b>173,822</b>
<b>Other comprehensive income after tax:</b>	<b>除稅後其他全面收益：</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		1,708	13,746	7,324	14,022
Fair value changes of available-for-sale financial assets	可供出售財務資產之公平值變動		7,453	(6,741)	2,530	570
Investment revaluation reserve reclassified to profit or loss on step-acquisition of a subsidiary	就分步收購一間附屬公司重新分類至損益之投資重估儲備		-	-	(7,260)	-
Share of other comprehensive income of associates	應佔聯營公司其他全面收入		-	-	6,936	-
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收入		(1)	(2)	(3)	(2)

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)** (Continued)

For the nine months ended 30 September 2016

**簡明綜合損益及其他全面收益表(未經審核)(續)**

截至二零一六年九月三十日止九個月

		Three months ended 30 September 截至九月三十日止三個月 2016 二零一六年 RMB'000 人民幣千元		Nine months ended 30 September 截至九月三十日止九個月 2016 二零一六年 RMB'000 人民幣千元	
		Note 附註	2015 二零一五年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Other comprehensive income for the period, net of tax	本期間其他全面收益(除稅後)		9,160	7,003	9,527
Total comprehensive income for the period	本期間全面收益總額		161,232	83,120	371,784
Profit for the period attributable to:	應佔本期間溢利：				
Owners of the Company	本公司擁有人		74,851	35,938	229,262
Non-controlling interests	非控股權益		77,221	40,179	132,995
			152,072	76,117	362,257
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		84,385	42,917	239,626
Non-controlling interests	非控股權益		76,847	40,203	132,158
			161,232	83,120	371,784
			RMB 人民幣	RMB 人民幣	RMB 人民幣
Earnings per share	每股盈利				
Basic and diluted (cents per share)	基本及攤薄(每股分)	7	5.89	3.03	18.89



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表(未經審核)

For the nine months ended 30 September 2016

截至二零一六年九月三十日止九個月

		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	Foreign currency translation reserve 匯兌儲備 RMB'000 人民幣千元	Investment reserve 投資重估儲備 RMB'000 人民幣千元	Other reserve 其他儲備 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
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	-	-	-	13,962	570	-	78,419	92,951	95,461	188,412
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	(11,557)	(11,557)
Dividend to non-controlling interests	給予非控股權益之股息	-	-	-	-	-	-	-	-	(22,092)	(22,092)
Changes in equity for the period	本期間權益變動	-	-	-	13,962	570	-	78,419	92,951	61,812	154,763
Balance at 30 September 2015	於二零一五年九月三十日之結餘	118,480	377,720	108,954	(62,361)	49,621	12,552	575,514	1,180,480	374,025	1,554,505
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	-	-	-	8,158	2,206	-	229,262	239,626	132,158	371,784
Transfer	轉撥	-	-	210	-	-	-	(210)	-	-	-
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	24,150	24,150
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	3,691	3,691
Dividend paid and payable to non-controlling interests	已付及應付非控股權益之股息	-	-	-	-	-	-	-	-	(29,388)	(29,388)
Shares issued on placing, net of expenses	配售所發行之股份(扣除開支)	9,696	72,245	-	-	-	-	-	81,941	-	81,941
Changes in equity for the period	本期間權益變動	9,696	72,245	210	8,158	2,206	-	229,052	321,567	130,611	452,178
Balance at 30 September 2016	於二零一六年九月三十日之結餘	128,176	449,965	114,008	(47,697)	159,791	12,552	797,301	1,614,096	528,297	2,142,393

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，以及生產及銷售酒類及有關產品。

**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」）頒佈之所有適用的香港財務報告準則（「香港財務報告準則」）所編制。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。該等綜合財務報表亦符合創業板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的香港財務報告準則。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 third 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，編製本未經審核第三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 are as follows:

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	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	嵌入式系統產品及相關產品之銷售及合約工程	408,991	235,302	890,828	599,889
Rendering of travel and leisure services	提供旅遊及休閒服務	52,807	46,720	107,646	93,157
Sales of wine and related products	銷售酒類及相關產品	2,879	3,360	8,002	8,542
		<u>464,677</u>	<u>285,382</u>	<u>1,006,476</u>	<u>701,588</u>

### 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 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	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	182	243	628	761
Gain on bargain purchase of a subsidiary	收購一間附屬公司之議價收益	—	—	15,209	—
Gain on bargain purchase of associates	收購聯營公司之議價收益	—	—	89,548	—
Gain on disposal of subsidiaries	出售附屬公司收益	—	—	—	26,050
Government grants	政府補貼	6,583	2,285	6,583	22,338
Rental income	租金收入	—	243	2	665
Others	其他	(209)	4,898	2,720	4,797
		<u>6,556</u>	<u>7,669</u>	<u>114,690</u>	<u>54,611</u>

### 4. 其他收益及收入



## 5. FINANCE COSTS

## 5. 融資成本

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		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
Interest on bank and other loans	銀行及其他貸款利息	2,847	3,552	9,226	12,460
Net foreign exchange losses/ (gain)	外幣匯兌虧損／(收益) 淨額	481	1,015	(2,604)	3,307
		<u>3,328</u>	<u>4,567</u>	<u>6,622</u>	<u>15,767</u>

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		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
Current tax – PRC Enterprise Income Tax	即期稅項－中國企業 所得稅	13,730	11,987	39,746	31,280
Provision for the period	本期間撥備	361	2	(1,523)	(1,535)
Deferred tax	遞延稅項	<u>14,091</u>	<u>11,989</u>	<u>38,223</u>	<u>29,745</u>

No provision for Hong Kong Profits Tax is required for the nine months ended 30 September 2016 and 2015 since the Group has no assessable profit for the periods.

概無於截至二零一六年及二零一五年九月三十日止九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。

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。

These 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.

本公司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。

## 6. INCOME TAX EXPENSE (Continued)

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%).

## 7. EARNINGS PER SHARE

### Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company for the three months ended 30 September 2016 is based on the profit for the period attributable to owners of the Company of RMB74,851,000 (2015: RMB35,938,000) and the weighted average number of ordinary shares of 1,271,220,870 (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 30 September 2016 and 2015. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

The calculation of basic earnings per share attributable to owners of the Company for the nine months ended 30 September 2016 is based on the profit for the period attributable to owners of the Company of RMB229,262,000 (2015: RMB78,419,000) and the weighted average number of ordinary shares of 1,213,817,226 (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 nine months ended 30 September 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 nine months ended 30 September 2016 (2015: Nil).

## 6. 所得稅開支(續)

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. 每股盈利

### 每股基本及攤薄盈利

截至二零一六年九月三十日止三個月，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74,851,000元(二零一五年：人民幣35,938,000元)及期內已發行普通股加權平均數1,271,220,870(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九月三十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。

截至二零一六年九月三十日止九個月，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229,262,000元(二零一五年：人民幣78,419,000元)及期內已發行普通股加權平均數1,213,817,226(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九月三十日止九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

董事會不建議就截至二零一六年九月三十日止九個月派付中期股息(二零一五年：零)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overall performance

As a result of continuing good performance of the Group's manufacture and sale of electronic fire equipment business and tourism development business, the Group recorded an improvement in turnover of 43.5% to approximately RMB1,006.5 million (2015: RMB701.6 million) for the nine months ended 30 September 2016, while the gross profit reached approximately RMB478.5 million (2015: RMB322.5 million), increased by approximately RMB156.0 million or 48.4% year-on-year. The Group continued to maintain a stable and competitive gross profit margin of approximately 48% (2015: 46%). The Group's total expenses, including distribution costs, administrative expenses and other expenses, were increased by 19.7% to approximately RMB179.0 million (2015: RMB149.6 million), mainly as a result of the continued growth of the Group's operations and the acquisition of a subsidiary during the period. During the nine months ended 30 September 2016, the Group recognised gain on purchase of approximately RMB15.2 million and approximately RMB89.5 million included in other gains and income as a result of completion of acquisition of a subsidiary and the acquisition of associates respectively. Details of the acquisitions are set out in the section "Investment holding" below. As a result of the record high turnover and recognition of gain on bargain purchase of a subsidiary and associates for the period, the Group's profit attributable to owners of the Company was increased by 192.5% to approximately RMB229.3 million for the nine months ended 30 September 2016 (2015: RMB78.4 million).

### 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.

## 管理層討論及分析

### 整體表現

受惠於本集團電子消防設備的制造及銷售業務及旅遊發展業務保持良好表現，於截至二零一六年九月三十日止九個月，本集團的營業額增加43.5%至約人民幣10.065億元（二零一五年：人民幣7.016億元），而毛利約為人民幣4.785億元（二零一五年：人民幣3.225億元），按年增加約人民幣1.56億元或48.4%。本集團繼續維持穩定且具有競爭力的毛利率，約為48%（二零一五年：46%）。本集團的總開支（包括分銷成本、行政開支及其他開支）增加19.7%，至約人民幣1.790億元（二零一五年：人民幣1.496億元），主要由於本集團業務持續增長及期內收購一間附屬公司。截至二零一六年九月三十日止九個月，本集團因完成收購一間附屬公司及收購聯營公司而於其他收益及收入分別確認議價收益約人民幣1,520萬元及約人民幣8,950萬元。收購詳情載於下文「投資控股」一節。於截至二零一六年九月三十日止九個月，由於期內營業額創新高及確認收購附屬公司及聯營公司的議價收益，本公司擁有人應佔本集團溢利增加192.5%至約人民幣2.293億元（二零一五年：人民幣7,840萬元）。

### 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。



**MANAGEMENT DISCUSSION AND ANALYSIS (Continued)****Manufacture and sale of electronic fire equipment (Continued)**

For the nine months ended 30 September 2016, the Group's manufacture and sale of electronic fire equipment business continued to experience steady growth and recorded a turnover of approximately RMB890.8 million (2015: RMB599.9 million), representing an increase by 48.5% 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 was one of the manufacturers with complete product solutions of fire automatic alarm and linkage system under the guidance of the new fire safety standards. By close supervision of production process, the Group focused on delivering top quality and high performance electronic fire equipment products to its customers. During the period, the Group conducted promotional campaigns in a number of cities to build up communication channels to reach customers and further increase market share. 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 RMB93.2 million in 2015 to approximately RMB107.6 million in 2016, representing a growth of 15.5%. Such growth was mainly attributable to the increase in the number of tourists and pilgrims to Hengshan by approximately 13%.

**管理層討論及分析 (續)****製造及銷售電子消防設備 (續)**

截至二零一六年九月三十日止九個月，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8.908億元（二零一五年：人民幣5.999億元），較二零一五年同期增加48.5%。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，為提供完備的消防自動報警及聯動系統產品方案的製造商之一。本集團透過密切監察生產過程，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。期內，本集團於多個城市進行宣傳活動，以建立與客戶的溝通渠道並進一步增加市場份額。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9,320萬元增至二零一六年約人民幣1.076億元，錄得15.5%的增幅。該增幅主要由於衡山的遊客及香客數目增加約13%所致。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Investment holding

As at 30 September 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, property development and IT development business, etc.), 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.

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.

On 13 February 2015, a subsidiary of the Company and a connected person of the Company entered into the equity interest transfer agreement, pursuant to which the subsidiary of the Company acquired 20% equity interest in Beijing Xinzongrui Venture Capital Co., Ltd. ("Xinzongrui VC") at a consideration of RMB50,000,000. Xinzongrui VC is a company incorporated in Beijing, the PRC with a registered capital of RMB250 million and its scope of business is venture capital investment, entrusted agency services for venture capital investment business on behalf of other venture capital institutional or individual investors, venture capital investment consultancy, and provision of venture management services for startup companies. Completion of the transfer took place during the period and Xinzongrui VC become an associate of the Group.

## 管理層討論及分析 (續)

### 投資控股

於二零一六年九月三十日，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、物業發展及資訊科技業務等）、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。

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」）的額外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。

於二零一五年二月十三日，本公司一間附屬公司與本公司之關連人士訂立股權轉讓協議，據此，本公司之附屬公司收購北京信中瑞創業投資有限公司（「信中瑞創投」）之20%股權，代價為人民幣5,000萬元。信中瑞創投為於中國北京註冊成立之公司，註冊資本為人民幣2.5億元，其業務範圍包括創業資本投資、代表其他創投機構或個人投資者就創業資本投資業務提供信託代理服務、創業資本投資諮詢以及向新公司提供創業管理服務。有關轉讓於期內完成，而信中瑞創投已成為本集團之聯營公司。

**MANAGEMENT DISCUSSION AND ANALYSIS (Continued)****Investment holding (Continued)**

On 27 May 2016, the Company and a subsidiary of the Company entered into the equity interest transfer agreements with independent third parties for acquisitions of (i) a total of 45% equity interest in Shanghai Shengjin Venture Capital Investment Co., Ltd. (“Shanghai Shengjin VC”) at total consideration of RMB27,000,000 in cash together with capital contribution commitment of RMB63,000,000; and (ii) and a total of 30% equity interest in Shanghai Shengyou Venture Investment Management Co., Ltd. (“Shanghai Shengyou”) at total consideration of RMB300,000 in cash together with capital commitment of RMB1,200,000. Shanghai Shengjin VC is a company incorporated in Shanghai, the PRC with a registered capital of RMB200,000,000 and its scope of business is venture capital investment in companies with innovative and high growth in industries of new materials, energy saving, environmental protection and high-end equipment manufacturing, investment consultancy and provision of enterprise management services. Shanghai Shengyou is a company incorporated in Shanghai, the PRC with registered capital of RMB5,000,000 and its scope of business is investment management, asset management, corporate management consultancy, business consultancy, investment consultancy and marketing planning. Completion of the transfers took place during the period and Shanghai Shengjin VC and Shanghai Shengyou become associates of the Group.

**Capital structure**

On 17 June 2016, the Company and a third party placing agent entered into a placing agreement, whereby the Company has conditionally agreed to place, through the placing agent, on a best effort basis, of up to 96,960,000 placing H shares to not less than seven but not exceeding ten independent placees at the placing price of HK\$0.99 (equivalent to approximately RMB0.85) per placing H share (representing a discount of approximately 13.9% to the closing price of HK\$1.15 (equivalent to approximately RMB0.98) per H share on 17 June 2016). The placing was completed on 11 July 2016 raising net proceeds of approximately HK\$95.0 million (equivalent to approximately RMB81.9 million) (representing a net placing price of approximately HK\$0.98 (equivalent to approximately RMB0.84) per placing H share). The Directors expected that approximately 70% of net proceeds of the placing would be applied to explore acquisition opportunities and development of new businesses; and approximately 30% of the net proceeds of the placing would be used to repay existing indebtedness and supplement working capital of the Group. As a result of the placing, on 11 July 2016, the total number of issued H shares of the Company was increased from 484,800,000 H shares to 581,760,000 H shares, and the total number of issued shares of the Company (including both the H shares and the promoters shares) was increased from 1,184,800,000 shares to 1,281,760,000 shares. Details of the above were disclosed in the announcements of the Company dated 17 June 2016 and 11 July 2016.

**管理層討論及分析 (續)****投資控股 (續)**

於二零一六年五月二十七日，本公司及本公司一間附屬公司與獨立第三方訂立股權轉讓協議，以收購(i) 上海盛今創業投資有限公司(「上海盛今創業投資」)合共45%股權，總代價為現金人民幣2,700萬元(連同承諾注資額人民幣6,300萬元)；及(ii) 上海盛有創業投資管理有限公司(「上海盛有」)合共30%股權，總代價為現金人民幣30萬元(連同承諾注資額人民幣120萬元)。上海盛今創業投資為於中國上海註冊成立的公司，註冊股本為人民幣2億元，其業務範疇為於新材料、節能、環保及高端設備製造行業的創新及高增長的公司的創業資本投資、投資諮詢及提供企業管理服務。上海盛有為於中國上海註冊成立的公司，註冊股本為人民幣500萬元，其業務範疇為投資管理、資產管理、企業管理諮詢、業務諮詢、投資諮詢及市場營銷。有關轉讓於期內完成，而上海盛今創業投資及上海盛有已成為本集團之聯營公司。

**資本架構**

於二零一六年六月十七日，本公司與一名第三方配售代理訂立配售協議，據此，本公司有條件同意透過配售代理按竭盡所能基準，向不少於七名但不多於十名獨立承配人配售最多96,960,000股配售H股，配售價為每股配售H股0.99港元(相當於約人民幣0.85元)，較二零一六年六月十七日每股H股的收市價1.15港元(相當於約人民幣0.98元)折讓約13.9%。配售已於二零一六年七月十一日完成，籌集所得款項淨額約9,500萬港元(相當於約人民幣8,190萬元)，即每股配售H股的淨配售價約為0.98港元(相當於約人民幣0.84元)。董事預期配售所得款項淨額約70%將用於尋求收購機會及發展新業務；以及配售所得款項淨額約30%將用於償還現有債務及補充本集團之營運資金。由於進行配售，於二零一六年七月十一日本公司已發行H股總數由484,800,000股H股增加至581,760,000股H股，而本公司已發行股份總數(包括H股及發起人股份)則由1,184,800,000股增加至1,281,760,000股。上述各項之詳情於本公司日期為二零一六年六月十七日及二零一六年七月十一日之公佈披露。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### 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 the support and after-sale services to customers. 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.

The Group continued to keep on seeking potential investment opportunities in order to further expand its investment portfolio and broaden its source of income.

## 管理層討論及分析 (續)

### 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對客戶的跟進及售後服務。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。

本集團繼續尋求潛在投資機會，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 30 September 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

於二零一六年九月三十日，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

### 於本公司普通股及相關股份之好倉

		Number of ordinary Shares 普通股數目					
Name 姓名	Capacity 身分	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	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
Director 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%	—	16.03%
Supervisor 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%	—	16.03%



## 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 30 September 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)

### 於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(徐祗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」)、北京北大青鳥有限責任公司(「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、張萬中先生及徐祗祥先生(徐祗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。前董事許振東先生及徐祗祥先生分別於二零一五年五月五日辭任。

除上文披露者外，於二零一六年九月三十日，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

At 30 September 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:

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一六年九月三十日，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%	15.60%
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%	15.60%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青島軟件系統有限公司	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	15.60%
4. Beijing Beida Jade Bird Limited 北京北大青島有限責任公司	(a)	Directly beneficially owned 直接實益擁有	115,000,000	16.43%	8.97%
5. 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%	6.63%
6. 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%	6.63%
7. Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd 海口青島遠望科技發展有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	6.63%

# 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)

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)

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. 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%	8.58%
9. Heng Huat Investments Limited	(b)	Through a controlled corporation 透過一家受控制公司	205,414,000	29.34%	16.03%
10. Dynamic Win Assets Limited 致勝資產有限公司	(b)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	16.03%
11. Mongolia Energy Corporation Limited 蒙古能源有限公司	(c)	Through a controlled corporation 透過一家受控制公司	84,586,000	12.08%	6.60%
12. New View Venture Limited	(c)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	6.60%
13. 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%	3.90%



## 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 15.60% of the total issued share capital of the Company through the following companies:
  - (i) 115 million promoters Shares (representing approximately 8.97% 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 6.63% of the Company's total issued share capital) in which Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. ("Haikou Jade Bird") is interested. Jade Bird Software owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd which in turn owns 100% equity interest in Haikou Jade Bird; and
  - (iii) Mr. Zhang Wanzhong is a supervisor of Beida Jade Bird.
- (b) The promoters Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat.
- (c) The promoters Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.

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 September 2016.

## COMPETING INTERESTS

As at 30 September 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.

## 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15.60%權益：
  - (i) 1.15億股發起人股份(佔本公司已發行股本總數約8.97%)由北大青島持有，而北大青島由青島軟件實益擁有46%，青島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6.63%)，海口青島遠望科技發展有限公司(「海口青島」)於當中擁有權益。青島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三亞青島油服基地建設服務有限公司46%股權，而三亞青島油服基地建設服務有限公司則擁有海口青島100%股權；及
  - (iii) 張萬中先生為北大青島之監事。
- (b) 該等發起人股份由致勝持有，而致勝由Heng Huat全資實益擁有。
- (c) 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。

除上文披露者外，於二零一六年九月三十日，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

於二零一六年九月三十日，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。



## 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 nine months ended 30 September 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.

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 third quarterly results report for the nine months ended 30 September 2016 and concluded the meeting with agreement to the contents of the third quarterly results report.

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

Beijing, the PRC, 9 November 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.*

## 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九月三十日止九個月內，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。

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九月三十日止九個月之第三季度業績報告，並於會上議定落實第三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，北京，二零一六年十一月九日

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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