



**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

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(於中華人民共和國註冊成立之股份有限公司)

THIRD QUARTERLY RESULTS REPORT **2021** 第三季度業績報告

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021
截至二零二一年九月三十日止九個月

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

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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」) GEM (「GEM」) 的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM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GEM證券上市規則 (「GEM上市規則」) 的規定而提供有關北京北大青鳥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 2021 together with the unaudited comparative figures for the corresponding period in 2020 as follows:

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

For the nine months ended 30 September 2021

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」)截至二零二一年九月三十日止九個月之未經審核綜合業績，連同二零二零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)

截至二零二一年九月三十日止九個月

		Notes 附註	Three months ended 30 September 截至九月三十日止 三個月		Nine months ended 30 September 截至九月三十日止 九個月	
			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收入	3	125,686	166,615	328,212	353,733
Cost of sales and services	銷售及服務成本		(111,212)	(130,428)	(279,028)	(304,873)
Gross profit	毛利		14,474	36,187	49,184	48,860
Other gains and income	其他收益及收入	4	3,108	101,220	10,999	102,906
Distribution costs	分銷成本		(487)	(287)	(2,363)	(552)
Administrative expenses	行政開支		(15,705)	(28,269)	(44,955)	(49,616)
Other expenses	其他開支		(10)	(5,095)	(11)	(5,195)
Profit from operations	經營溢利		1,380	103,756	12,854	96,403
Finance costs	融資成本	5	(6,385)	(5,506)	(18,215)	(15,583)
Share of profits of associates	應佔聯營公司溢利		60,070	64,545	134,281	114,120
Share of (losses)/gain of joint ventures	應佔合營企業(虧損)/收益		(1)	(779)	109	(910)
Profit before tax	除稅前溢利		55,064	162,016	129,029	194,030
Income tax expense	所得稅開支	6	(666)	(7,213)	(3,403)	(7,291)
Profit for the period	本期間溢利		54,398	154,803	125,626	186,739

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

For the nine months ended 30 September 2021

**簡明綜合損益及其他全面收益表(未
經審核)(續)**

截至二零二一年九月三十日止九個月

	Notes 附註	Three months ended 30 September 截至九月三十日止 三個月		Nine months ended 30 September 截至九月三十日止 九個月	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Other comprehensive income after tax: <i>Items that will not be reclassified to profit or loss:</i>	除稅後其他全面收益： <i>不會重新分類至損益之 項目：</i>				
Fair value changes of financial assets at fair value through other comprehensive income ("FVTOCI")	以公平值計入其他全面收益 (「以公平值計入其他全面 收益」)之財務資產之公平 值變動	(3,883)	(16,375)	(2,048)	10,479
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	(4,951)	(2,028)	(6,243)	572
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收益	-	-	(11)	-
		<u>(8,834)</u>	<u>(18,403)</u>	<u>(8,302)</u>	<u>11,051</u>
<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	(389)	(3,585)	(2,277)	(681)
		<u>(389)</u>	<u>(3,585)</u>	<u>(2,277)</u>	<u>(681)</u>
Other comprehensive income for the period, net of tax	本期間其他全面收益 (除稅後)	<u>(9,223)</u>	<u>(21,988)</u>	<u>(10,579)</u>	<u>10,370</u>
Total comprehensive income for the period	本期間全面收益總額	<u>45,175</u>	<u>132,815</u>	<u>115,047</u>	<u>197,109</u>
Profit/(Loss) for the period attributable to:	應佔本期間溢利/(虧損)：				
Owners of the Company	本公司擁有人	57,733	145,681	129,151	181,768
Non-controlling interests	非控股權益	(3,335)	9,122	(3,525)	4,971
		<u>54,398</u>	<u>154,803</u>	<u>125,626</u>	<u>186,739</u>
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	48,501	123,785	118,587	192,198
Non-controlling interests	非控股權益	(3,326)	9,030	(3,540)	4,911
		<u>45,175</u>	<u>132,815</u>	<u>115,047</u>	<u>197,109</u>
		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 (cents per share)	基本及攤薄(每股分)	7			
		<u>3.81</u>	<u>10.57</u>	<u>8.78</u>	<u>13.18</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine months ended 30 September 2021

簡明綜合權益變動表(未經審核)

截至二零二一年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests 非控股權益	Total equity 總權益							
		Share capital 股本	Capital reserve 資本儲備	Reserve funds 儲備基金	Foreign currency translation reserve 匯兌儲備	Financial assets at FVTOCI reserve 以公平值計入其他全面收益之財務資產儲備	Other reserves 其他儲備	Retained profits 留存盈利	Total 合計									
												RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
												人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2020	於二零二零年一月一日	137,872	562,519	96,130	(38,230)	(176,965)	5,597	2,291,298	2,878,221	197,150	3,075,371							
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(49)	10,479	-	181,768	192,198	4,911	197,109							
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(23)	23	-	-	-							
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	(53,028)	(53,028)							
Transfer	轉移	-	-	(10)	-	-	-	10	-	-	-							
Changes in equity for the period	本期間權益變動	-	-	(10)	(49)	10,479	(23)	181,801	192,198	(48,117)	144,081							
At 30 September 2020	於二零二零年九月三十日	137,872	562,519	96,120	(38,279)	(166,486)	5,574	2,473,099	3,070,419	149,033	3,219,452							
At 1 January 2021	於二零二一年一月一日	137,872	562,519	107,494	(42,766)	(159,121)	5,694	2,344,002	2,955,694	149,142	3,104,836							
Issue of shares	發行股份	13,574	43,288	-	-	-	-	-	56,862	-	56,862							
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(9,835)	(729)	-	129,151	118,587	(3,540)	115,047							
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	34,353	34,353							
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(276)	276	-	-	-							
Share of transfer of gain on disposal of financial assets at FVTOCI in investments in associates	分佔於聯營公司之投資之公平值計入其他全面收益之財務資產之出售收益轉移	-	-	-	-	(2,250)	-	2,250	-	-	-							
Changes in equity for the period	本期間權益變動	13,574	43,288	-	(9,835)	(2,979)	(276)	131,677	175,449	30,813	206,262							
At 30 September 2021	於二零二一年九月三十日	151,446	605,807	107,494	(52,601)	(162,100)	5,418	2,475,679	3,131,143	179,955	3,311,098							

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 17th Floor, V Heun Building, 138 Queen's Road Central, Central, Hong Kong respectively.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are the development of travel and leisure business, investment holding, production and sales of wine and related products and sales and purchases of metallic 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 2021. 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GEM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）及香港中環皇后大道中138號威享大廈17樓。

本公司的主要業務為投資控股。本公司的附屬公司之主要業務為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以及銷售及採購金屬產品。

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GEM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二零二一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 2021. 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").

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 2020. 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二零二一年一月一日開始之財政年度生效之新訂及經修訂之香港財務報告準則。董事預期本集團將於有關新訂及經修訂之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之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之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。

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，與編製本公司截至二零二零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. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the period is 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	
	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
	Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號 範圍內之客戶合約收入		
Disaggregated by major products or service lines	按主要產品或服務線劃分之 明細			
- Rendering of travel and leisure services	30,974	44,667	84,302	66,841
- Sales of wine and related products	2,734	3,371	7,837	8,183
- Sales of metallic products	91,978	118,577	236,073	278,709
	125,686	166,615	328,212	353,733

The Group derives all revenue from the transfer of goods and services at a point in time except for the revenue from certain travel and leisure services which are recognised over the time.

3. 收入

收入明細

期內按主要產品或服務線劃分之客戶合約收入明細如下：

除若干旅遊及休閒服務之收入是隨時間確認外，本集團所有收入是來自於某一時間點轉移貨品及服務。

4. OTHER GAINS AND INCOME

4. 其他收益及收入

		Three months ended		Nine months ended	
		30 September		30 September	
		截至九月三十日		截至九月三十日	
		止三個月		止九個月	
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		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	720	165	1,554	506
Government grants	政府補貼	-	549	-	568
Financial guarantee income	財務擔保收入	2,411	-	7,154	-
Tax incentives	稅項優惠	(735)	-	525	-
Gain on bargain purchase of a subsidiary (note 9)	收購附屬公司之議價收益 (附註9)	-	-	2	-
Gain on disposal of a subsidiary (note 10)	出售一間附屬公司的收益 (附註10)	-	92,487	-	92,487
Reversal of impairment loss on trade and other receivables, net	貿易及其他應收款項之減值虧損撥回淨額	-	4,452	6	4,451
Others	其他	712	3,567	1,758	4,894
		3,108	101,220	10,999	102,906

5. FINANCE COSTS

5. 融資成本

		Three months ended		Nine months ended	
		30 September		30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
				2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		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, other loans and lease liabilities	銀行、其他貸款及租賃負債的利息	6,830	4,468	18,402	12,996
Net foreign exchange (gain)/losses	外幣匯兌(收益)/虧損淨額	(445)	1,038	(187)	2,587
		6,385	5,506	18,215	15,583

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	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current tax	即期稅項				
Provision for the period	本期間撥備				
PRC	中國	666	6,744	3,378	6,820
Hong Kong	香港	-	469	-	469
The United States	美國	-	-	25	2
		666	7,213	3,403	7,291

No provision for Hong Kong Profits Tax is required for the nine months ended 30 September 2021 and 2020 since the Group had no assessable profit for both 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.

The subsidiaries of the Company established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2020: 25%).

概無於截至二零二一年及二零二零年九月三十日止九個月計提香港利得稅撥備，因為本集團於該兩個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。

本公司於中國成立之附屬公司通常須就應課稅收入按稅率25% (二零二零年：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 for the three months ended 30 September 2021 is based on the profit for the period attributable to owners of the Company of RMB57,733,000 (2020: RMB145,681,000) and the weighted average number of ordinary shares of 1,514,460,000 (2020: 1,378,720,000) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the three months ended 30 September 2021 and 2020. 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 2021 is based on the profit for the period attributable to owners of the Company of RMB129,151,000 (2020: RMB181,768,000) and the weighted average number of ordinary shares of 1,470,707,692 (2020: 1,378,720,000) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the nine months ended 30 September 2021 and 2020. 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 2021 (2020: Nil).

7. 每股盈利

每股基本及攤薄盈利

截至二零二一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分別根據本公司擁有人應佔本期間溢利人民幣57,733,000元（二零二零年：人民幣145,681,000元）及期內已發行普通股加權平均數1,514,460,000（二零二零年：1,378,720,000）股計算。概無就截至二零二一年及二零二零年九月三十日止三個月之每股基本盈利之金額作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

截至二零二一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分別根據本公司擁有人應佔本期間溢利人民幣129,151,000元（二零二零年：人民幣181,768,000元）及期內已發行普通股加權平均數1,470,707,692（二零二零年：1,378,720,000）股計算。概無就截至二零二一年及二零二零年九月三十日止九個月之每股基本盈利之金額作出調整。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二零二一年九月三十日止九個月派付中期股息（二零二零年：零）。

9. ACQUISITION OF A SUBSIDIARY

In June 2021, the Group acquired a 2% equity interest in Chuanqi (Hunan) Cultural Tourism Company Limited (“Chuanqi Cultural”), a then associate of the Group, at a consideration of RMB1 in cash together with capital contribution commitment of RMB1,400,000 from an independent third party of the Company. Immediately after the acquisition, the Group owned a total of 51% indirect interest in Chuanqi Cultural; and Chuanqi Cultural ceased to be an associate of the Company and became a subsidiary of the Company. Chuanqi Cultural was participated in tourism development projects in Hunan Province.

The fair value of the identifiable assets and liabilities of Chuanqi Cultural acquired as at the date of acquisition are as follows:

9. 收購一間附屬公司

於二零二一年六月，本集團以代價現金人民幣1元連同出資承諾人民幣1,400,000元向本公司一名獨立第三方收購傳奇(湖南)文化旅遊有限公司(「傳奇文化」，本集團當時的聯營公司)的2%股權。緊隨收購事項後，本集團合共擁有傳奇文化51%的間接權益；而傳奇文化不再為本公司的聯營公司，並成為本公司的附屬公司。傳奇文化參與湖南省的旅遊開發項目。

所收購的傳奇文化的可識別資產及負債於收購日期的公平值如下：

		RMB'000 人民幣千元
Net assets acquired:	所收購的淨資產：	
Property, plant and equipment	物業、廠房及設備	134,396
Deposit for purchase of property, plant and equipment	購置物業、廠房及設備的按金	9,722
Inventories	存貨	107,584
Trade and other receivables	貿易及其他應收款項	14,979
Cash and cash equivalents	現金及現金等價物	694
Trade and other payables	貿易及其他應付款項	(54,838)
Bank and other loans	銀行及其他貸款	(143,830)
		68,707
Non-controlling interests	非控股權益	(34,353)
Fair value of investment in an associate, before the acquisition	收購事項前於一間聯營公司的投資的公平值	(34,352)
Bargain purchase	議價購買	(2)
Consideration – satisfied by cash	代價－以現金結付	–

10. DISPOSAL OF A SUBSIDIARY

On 15 May 2020, the Company entered into the sale and purchase agreement (the “SP Agreement”) with an independent third party and Chuanqi Tourism Investment Co., Ltd. (“Chuanqi Tourism”), a then non-wholly owned subsidiary of the Company, for the disposal of the 60% equity interest in Chuanqi Tourism held by the Company at the consideration of RMB172,028,880; and for the guarantee fee arrangement in relation to the release of the guarantee agreement (the “Guarantee Agreement”) executed by the Company and the banks dated 31 January 2013 which secured the obligations of Changsha Songya Lake Construction Investment Co., Ltd. (“Songya Lake Construction”), a then associate of the Group which was held as to 46.6% of its registered capital by Chuanqi Tourism, under a facility agreement. Chuanqi Tourism, through Songya Lake Construction, is principally engaged in participation in tourism development projects and its principal asset is the investment in Songya Lake Construction. Details were disclosed in the announcements of the Company dated 15 May 2020 and 26 June 2020 and the circular of the Company dated 30 June 2020. The approvals of the shareholders of the Company in respect of the SP Agreement and the transactions contemplated; and the continuing provision of the guarantee in accordance with the Guarantee Agreement after the completion (the “Completion”) of the sale and purchase of the 60% equity interest in Chuanqi Tourism, have been obtained at the special general meeting of the Company on 21 July 2020. The Completion took place on 3 September 2020. Upon Completion, Chuanqi Tourism and Songya Lake Construction ceased to be a subsidiary and an associate of the Company respectively.

Net assets of Chuanqi Tourism on the date of disposal are disclosed below:

10. 出售一間附屬公司

於二零二零年五月十五日，本公司與一名獨立第三方及傳奇旅遊投資有限公司（「傳奇旅遊」）（本公司當時的一間非全資附屬公司）訂立買賣協議（「買賣協議」），內容有關出售本公司持有的傳奇旅遊60%股權，代價為人民幣172,028,880元；及有關解除本公司與該等銀行於二零一三年一月三十一日簽立之擔保協議（「擔保協議」）（其為長沙松雅湖建設投資有限公司（「松雅湖建設」）（為本集團當時之聯營公司，傳奇旅遊持有其46.6%註冊資本）根據融資協議之責任作出擔保）之擔保費安排。傳奇旅遊通過松雅湖建設主要從事參與旅遊開發項目，其主要資產是於松雅湖建設的投資。詳情披露於日期為二零二零年五月十五日及二零二零年六月二十六日的本公司公佈，以及日期為二零二零年六月三十日的本公司通函。本公司已於二零二零年七月二十一日舉行的臨時股東大會上取得本公司股東就買賣協議及其項下擬進行的交易；以及於完成（「完成」）買賣於傳奇旅遊之60%股權後根據擔保協議繼續提供擔保之批准。完成已於二零二零年九月三日落實。於完成後，傳奇旅遊及松雅湖建設分別不再為本公司之附屬公司及聯營公司。

傳奇旅遊於出售日期之淨資產披露如下：

		RMB'000 人民幣千元
Analysis of assets and liabilities over which control was lost:	失去控制權之資產及負債之分析：	
Investment in an associate	於聯營公司的投資	85,737
Due from an associate	應收聯營公司款項	33,400
Prepayments	預付款項	13,433
		<hr/>
Net assets disposed of	已出售之淨資產	132,570
		<hr/>
Gain on disposal of a subsidiary:	出售一間附屬公司之收益：	
Consideration	代價	172,029
Net assets disposed of	已出售之淨資產	(132,570)
Non-controlling interests	非控股權益	53,028
		<hr/>
Gain on disposal of a subsidiary	出售一間附屬公司之收益	92,487

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

The Group is principally engaged in tourism development business, investment holding of diversified portfolios and other businesses including sales of metallic products and wine and related products.

During the period under review, the business and financial performance of the Group were improved when compared with the corresponding period of 2020, as a result of the stabilization of the novel coronavirus pneumonia (“COVID-19”) epidemic (the “Epidemic”) in the PRC. For the nine months ended 30 September 2021, total revenue and gross profit recorded by the Group for the nine months ended 30 September 2021 remained steady at approximately RMB328.2 million (2020: RMB353.7 million) and RMB49.2 million (2020: RMB48.9 million) respectively. The Group recorded a decrease in profit attributable to owners of the Company by 28.9% to approximately RMB129.2 million for the nine months ended 30 September 2021 (2020: RMB181.8 million). Such decrease was mainly attributable to the absence of recognition of a gain on disposal of a subsidiary for the nine months ended 30 September 2021, as compared to the recognition of a gain on disposal of Chuanqi Tourism, a then subsidiary of approximately RMB92.5 million included in the other gains and income for the nine months ended 30 September 2020.

Tourism development

The Company, through its subsidiaries and associates, is engaged in provision of environmental shuttle bus service and property management services, and operation of tourist facilities, entertainment performance, tourist service center and tourist souvenir shops in the tourist area at Nanyue District, Hunan Province, the PRC; and also participated in several tourism development projects in Hunan Province, including the development of tourist sight project located at Tianzi Mountain.

In June 2021, the Group acquired a 2% equity interest in Chuanqi Cultural, a then associate of the Group, at a consideration of RMB1 in cash together with capital contribution commitment of RMB1,400,000 from an independent third party of the Company. Immediately after the acquisition, the Group owned a total of 51% indirect interest in Chuanqi Cultural; and Chuanqi Cultural ceased to be an associate of the Company became a subsidiary of the Company. Chuanqi Cultural was participated in tourism development projects in Hunan Province.

管理層討論及分析

整體表現

本集團主要從事旅遊發展業務、多元化投資組合投資控股以及包括銷售金屬產品以及葡萄酒及相關產品在內的其他業務。

於回顧期間，由於中國的新型冠狀病毒肺炎（「2019冠狀病毒病」）疫情（「疫情」）穩定，故本集團的業務及財務表現與二零二零年同期相比有所改善。截至二零二一年九月三十日止九個月，本集團於截至二零二一年九月三十日止九個月錄得的總收入及毛利維持穩定，分別約為人民幣3.282億元（二零二零年：人民幣3.537億元）及人民幣4,920萬元（二零二零年：人民幣4,890萬元）。截至二零二一年九月三十日止九個月，本集團錄得本公司擁有人應佔溢利減少28.9%至約人民幣1.292億元（二零二零年：人民幣1.818億元）。溢利減少主要由於截至二零二一年九月三十日止九個月並無確認出售附屬公司的收益，而於截至二零二零年九月三十日止九個月則已確認出售當時之附屬公司傳奇旅遊的收益約人民幣9,250萬元（計入其他收益及收入）。

旅遊發展

本公司通過其附屬公司及聯營公司於位於中國湖南南嶽區的旅遊區從事提供環保穿梭巴士服務及物業管理服務，以及營運旅遊設施、娛樂表演、旅遊服務中心及旅遊紀念品商店；及參與湖南省多個旅遊開發項目，包括開發位於天子山的旅遊景觀項目。

於二零二一年六月，本集團以代價現金人民幣1元連同出資承諾人民幣1,400,000元向本公司一名獨立第三方收購傳奇文化（本集團當時的聯營公司）的2%股權。緊隨收購事項後，本集團合共擁有傳奇文化51%的間接權益；而傳奇文化不再為本公司的聯營公司，並成為本公司的附屬公司。傳奇文化參與湖南省的旅遊開發項目。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Tourism development (Continued)

During the period, fare revenue from tourists and pilgrims continued to be the main source of income of the Group's tourism development business. The tourist area at Nanyue District, the place of operation of the Group's tourism development business, has been temporarily closed from 8 August 2021 to 23 August 2021, due to the policies and measures implemented by the government of the PRC to deter the Epidemic in the PRC. For the nine months ended 30 September 2021, the number of tourists and pilgrims visiting Hengshan Mountain scenic area was increased by about 27%, and the Group's tourism development business recorded revenue of approximately RMB84.3 million (2020: RMB66.8 million), representing an increase by 26.1% when compared with the corresponding period of 2020. Such increase was mainly due to the overall stabilization of the Epidemic and the recovery of the tourism market from the Epidemic in the PRC though there was a short temporary closure of tourist area at Nanyue District during the third quarter of 2021.

Investment holding

As at 30 September 2021, the Group's investment holding business mainly included investments in a subsidiary, the associates and joint ventures which are private equity funds with equity investments in private enterprises and property projects in the PRC, the investment in Jade Bird Fire Co., Ltd., a A share listed company in the PRC, and the investments in financial assets at fair value through other comprehensive income including listed companies in Hong Kong and private companies in the PRC and Hong Kong.

On 17 June 2021, the Company entered into a capital increase agreement with several investors and existing shareholders of Shanghai Xianyao Display Technology Co., Ltd. ("Shanghai Xianyao"), pursuant to which, among others, the Company, as investor, has agreed to inject RMB100 million into Shanghai Xianyao, of which (i) RMB2,947,183 shall be contributed to the registered capital of Shanghai Xianyao; and (ii) the remaining balance shall be contributed to the capital reserve of Shanghai Xianyao. Upon completion of the capital injection by all investors, the Company would hold approximately 6.80% equity interest in Shanghai Xianyao, which would become a financial asset at FVTOCI of the Company. Shanghai Xianyao is principally engaged in the technical research and development of display devices, optical components and accessories and digital devices; and the wholesale distribution of digital components, optoelectronic products, display devices, projecting devices and lightening devices.

管理層討論及分析(續)

旅遊發展(續)

期內，來自遊客及香客的票價收入繼續為本集團的旅遊發展業務的主要收入來源。南嶽區的旅遊區(本集團旅遊發展業務的營運所在地)自二零二一年八月八日起至二零二一年八月二十三日暫時關閉，以配合中國政府為抗擊中國疫情而實行的政策及措施。截至二零二一年九月三十日止九個月，到訪衡山風景區的遊客及香客人數增加約27%，而本集團的旅遊發展業務錄得收入約人民幣8,430萬元(二零二零年：人民幣6,680萬元)，較二零二零年同期增加26.1%。雖然南嶽區旅遊區於二零二一年第三季度短暫關閉，有關增加主要是由於中國疫情整體回穩及旅遊市場從疫情中復甦。

投資控股

於二零二一年九月三十日，本集團的投資控股業務主要包括投資於一間附屬公司、投資於聯營公司及合營企業(為私募股權基金(持有中國民營企業及物業項目的股權投資))、投資於青島消防股份有限公司(一間中國A股上市公司)以及投資於以公平值計入其他全面收益之財務資產(包括香港上市公司及中國及香港的私營公司)。

於二零二一年六月十七日，本公司與多名投資人以及上海顯耀顯示科技有限公司(「上海顯耀」)的現有股東訂立增資協議，據此(其中包括)，本公司(作為投資者)同意向上海顯耀注資人民幣1億元，其中(i)人民幣2,947,183元將注入上海顯耀的註冊資本；及(ii)餘額將注入上海顯耀的資本儲備。於所有投資人完成注資後，本公司將持有上海顯耀約6.80%股權，其將成為本公司以公平值計入其他全面收益之財務資產。上海顯耀主要從事顯示裝置、光學組件和配件以及數碼裝置的技術研發；及數碼組件、光電產品、顯示設備、投影設備及照明設備的批發分銷。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Investment holding (Continued)

On 3 September 2021, the Company entered into a capital increase agreement with the existing shareholders of Eta Semiconductor Technology (Shanghai) Co., Ltd. (“Eta Shanghai”), pursuant to which the Company agreed to inject RMB50,000,000 into Eta Shanghai of which (i) RMB8,939,189 shall be contributed to the registered capital of Eta Shanghai; and (ii) the remaining balance shall be contributed to the capital reserve of the Eta Shanghai. Upon the completion of capital injection by the Company, the Company would hold approximately 10.00% equity interest in Eta Shanghai, which would become a financial asset at FVTOCI of the Company. Eta Shanghai is principally engaged in the technical development, technical service, technical consultation and technical transfer of semiconductor and new material technology; and the sale of semiconductor materials and equipment.

The Board considered that the investments in Shanghai Xianyao and Eta Shanghai represented good investment opportunities and were in line with the Group’s vision to invest in target companies or businesses having promising outlooks and prospects. The transactions represented an endeavour of the Group to tap into the market of business activities engaged by Shanghai Xianyao and Eta Shanghai.

Trading of metallic products

For the nine months ended 30 September 2021, revenue generated from the Group’s trading of metallic products business amounted to approximately RMB236.1 million (2020: RMB278.7 million), representing a decrease by 15.3% year-on-year. The gross margin was 2.2% (2020: 2.4%) during the period.

Other businesses

The Group operated a winery, namely The Winery at la Grange, at the State of Virginia, the United States, which owned about 5.6 acres of vineyards and is principally engaged in the production and sales of wine and related products. Revenue generated from the winery amounted to approximately RMB7.8 million (2020: RMB8.2 million), which remained stable.

管理層討論及分析(續)

投資控股(續)

於二零二一年九月三日，本公司與鎩特半導體科技(上海)有限公司(「鎩特上海」)的現有股東訂立增資協議，據此，本公司同意向鎩特上海注入人民幣50,000,000元，其中(i)人民幣8,939,189元將注入鎩特上海的註冊資本；及(ii)餘額將注入鎩特上海的資本儲備。於本公司完成注資後，本公司將持有鎩特上海約10.00%股權，鎩特上海將成為本公司以公平值計入其他全面收益之財務資產。鎩特上海主要從事半導體和新材料技術的技術開發、技術服務、技術諮詢和技術轉讓；及半導體材料和設備的銷售。

董事會認為，於上海顯耀及鎩特上海的投資實屬投資良機，並符合本集團的願景，即投資於具有可觀前景的目標公司或業務。該等交易反映本集團致力進軍上海顯耀及鎩特上海所從事的業務活動的市場。

金屬產品貿易

截至二零二一年九月三十日止九個月，產生自本集團的金屬產品貿易業務之收入約為人民幣2.361億元(二零二零年：人民幣2.787億元)，按年減少15.3%。期內的毛利率為2.2%(二零二零年：2.4%)。

其他業務

本集團於美國弗吉尼亞州經營一間名為The Winery at la Grange的釀酒廠，其擁有約5.6英畝的葡萄園，並主要從事生產及銷售葡萄酒及相關產品。產生自釀酒廠的收入約為人民幣780萬元(二零二零年：人民幣820萬元)，維持穩定。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook

Looking ahead, the performance of the tourism development business of the Group will still be affected in light of the evolving situation regarding the Epidemic.

The Group would closely monitor the performance of its main businesses and the existing investment portfolio held by the Group. The Group would only explore investment projects with promising development potential in a prudent manner and carefully assess investment opportunities in the market in order to create a better return for its shareholders. The Group will keep continuous attention on the development and situation of the COVID-19 and react actively to its impact on the financial position and operating results of the Group.

PLACING OF NEW H SHARES UNDER GENERAL MANDATE

On 17 March 2021, the Company entered into a placing agreement with a third party placing agent pursuant to which the placing agent, as the agent of the Company, agreed to place on a best effort basis up to 135,744,000 new H shares to not less than six but not exceeding ten independent places at placing price of HK\$0.50 (equivalent to approximately RMB0.42) (representing a discount of approximately 19.35% to the closing price of HK\$0.62 (equivalent to approximately RMB0.52) per H share on 17 March 2021). The placing was completed on 30 March 2021. An aggregate of 135,744,000 new H shares with aggregate nominal value of RMB13,574,400 were allotted and issued by the Company on 30 March 2021 pursuant to the general mandate and placed by the placing agent to six places who are independent professional, institutional or other investors. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the six places and their ultimate beneficial owners (where applicable) are independent third parties and none of the places or their respective associates has become a substantial shareholder of the Company upon the completion of the placing. The net proceeds from the placing amounted to approximately HK\$67.3 million (equivalent to approximately RMB56.8 million) (representing a net placing price of approximately HK\$0.496 (equivalent to approximately RMB0.418) per placing H share). The Directors intended that approximately 80% of net proceeds from the placing would be applied to potential mergers and acquisitions and/or development of new businesses; and approximately 20% of the net proceeds from the placing would be applied as working capital of the Group.

管理層討論及分析(續)

前景

展望將來，鑑於疫情不斷變化的情況，本集團的旅遊發展業務的表現仍將受到影響。

本集團將密切監察其主要業務的表現以及本集團持有的現有投資組合的表現。本集團將僅會審慎探索具良好發展潛力的投資項目及小心評估市場投資機遇，以為股東創造更佳回報。本集團將持續關注2019冠狀病毒病的發展及情況，並積極應對疫情對本集團的財務狀況及經營業績產生的影響。

根據一般授權配售新H股

於二零二一年三月十七日，本公司與第三方配售代理訂立配售協議，據此，配售代理(作為本公司之代理)同意按竭盡所能基準向不少於六名(惟不超過十名)獨立承配人配售最多135,744,000股新H股，配售價為每股配售股份0.50港元(相當於約人民幣0.42元)，較H股於二零二一年三月十七日之收市價每股0.62港元(相當於約人民幣0.52元)折讓約19.35%。配售事項已於二零二一年三月三十日完成。本公司於二零二一年三月三十日根據一般授權配發及發行合共135,744,000股新H股，總面值為人民幣13,574,400元，並由配售代理向六名承配人(其為獨立專業、機構或其他投資者)配售相關股份。據董事經作出一切合理查詢後所深知、盡悉及確信，該六名承配人及彼等的最終實益擁有人(倘適用)均為獨立第三方，且承配人或彼等的聯繫人概無於完成配售事項後成為本公司的主要股東。配售事項的所得款項淨額約為6,730萬港元(相當於約人民幣5,680萬元)(即淨配售價為每股配售H股約0.496港元(相當於約人民幣0.418元))。董事擬將配售事項所得款項淨額約80%用於潛在合併及收購及/或發展新業務；而配售事項所得款項淨額約20%將應用為本集團之營運資金。

PLACING OF NEW H SHARES UNDER GENERAL MANDATE (Continued)

Details of the above were disclosed in the announcements of the Company dated 17 March 2021 and 30 March 2021 (the “Announcements”).

The net proceeds applied up to 30 September 2021 and in accordance with the proposed applications set out in the Announcements are as follows:

		Net proceeds (RMB in million) 所得款項淨額 (人民幣百萬元)		
		Available 可用	Utilised 已動用	Unutilised 未動用
Potential mergers and acquisitions and/or development of new business	潛在合併及收購 及／或發展新業務	45.4	45.4	–
Working capital of the Group	本集團的營運資金	11.4	4.6	6.8
		<u>56.8</u>	<u>50.0</u>	<u>6.8</u>

The balance of the unutilised net proceeds amounting to approximately RMB6.8 million was placed as deposits in banks, and the Group currently expects that the unutilised net proceeds will be used by December 2021.

根據一般授權配售新H股 (續)

上述事項之詳情披露於本公司日期為二零二一年三月十七日及二零二一年三月三十日之公佈(「該等公佈」)。

截至二零二一年九月三十日根據該等公佈所載的建議用途已動用的所得款項淨額如下：

未動用所得款項淨額的結餘約人民幣680萬元乃存放於銀行作為存款，而本集團目前預計未動用所得款項淨額將於二零二一年十二月前使用。

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

As at 30 September 2021, 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:

Long positions in ordinary shares and underlying shares of the Company

Name	Capacity	Number of non-listed Shares held	Number of H Shares held	Approximate percentage of total number of non-listed Shares issued	Approximate percentage of total number of H Shares issued	Approximate percentage of total number of Shares issued
姓名	身份	持有非上市股份數目	持有H股數目	非上市股份總數概約百分比	H股總數概約百分比	股份總數概約百分比

Supervisor
監事

Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	29.34%	-	13.56%
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Note: The above Supervisor is taken to be interested in the issued share capital of the Company through her interest as beneficiary, 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, the shares of Heng Huat Investments Limited ("Heng Huat") were held as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd., Beijing Beida Jade Bird Limited 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.

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

於二零二一年九月三十日，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GEM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：

本公司普通股及相關股份之好倉

附註：上述監事因其身為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。根據於二零二零年七月十九日以契據形式作出之Heng Huat信託聲明書，受託人為北京北大青鳥軟件系統有限公司、北京北大青鳥有限責任公司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。

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)

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 2021.

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)

除上文披露者外，於二零二一年九月三十日，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GEM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 2021, 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

於二零二一年九月三十日，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：

本公司普通股及相關股份之好倉

Name of shareholder 股東姓名/名稱	Note 附註	Capacity 身份	Interest in non-listed Shares 於非上市股份之權益	Interest in H Shares 於H股之權益	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
Peking University 北京大學	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beida Asset Management Co., Ltd. 北大資產經營有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Gifted Pillar Limited	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Rainbow Mountain Holdings Limited 彩峰控股有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. 北京彩峰科技發展有限公司	(a)	Beneficial owner 實益擁有人	200,000,000	-	28.57%	-	13.21%

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	Note	Capacity	Interest in non-listed Shares	Interest in H Shares	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
股東姓名/名稱	附註	身份	於非上市股份之權益	於H股之權益			
Grand East (H.K.) Limited 怡興(香港)有限公司		Beneficial owner 實益擁有人	110,000,000	-	15.71%	-	7.26%
Heng Huat Investments Limited	(b)	Interest of controlled corporation 受控法團權益	205,414,000	-	29.34%	-	13.56%
Dynamic Win Assets Limited 致勝資產有限公司	(b)	Beneficial owner 實益擁有人	205,414,000	-	29.34%	-	13.56%
Mongolia Energy Corporation Limited 蒙古能源有限公司	(c)	Interest of controlled corporation 受控法團權益	84,586,000	-	12.08%	-	5.58%
New View Venture Limited	(c)	Beneficial owner 實益擁有人	84,586,000	-	12.08%	-	5.58%
Asian Technology Investment Company Limited 亞洲技術投資有限公司		Beneficial owner 實益擁有人	50,000,000	-	7.14%	-	3.30%
Allied Properties (H.K.) Limited 聯合地產(香港)有限公司	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	-	4.68%	2.52%
Asia Development Capital Co. Ltd.	(e)	Interest of controlled corporation 受控法團權益	-	126,225,000	-	15.50%	8.33%
Asia Investment Fund Co. Ltd.	(e)	Beneficial owner 實益擁有人	-	126,225,000	-	15.50%	8.33%

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 13.21% of the total issued share capital of the Company through 200 million non-listed Shares (representing approximately 13.21% of the Company's total issued share capital) in which Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. ("Beijing Rainbow Mountain") is interested. Peking University owns 100% equity interest in Beida Asset Management Co., Ltd. which in turn owns 48% equity interest in Beijing Beida Jade Bird Software System Co., Ltd. which in turn owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Gifted Pillar Limited which in turn owns 100% equity interest in Rainbow Mountain Holdings Limited which in turn owns 100% equity interest in Beijing Rainbow Mountain.
- (b) The non-listed Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat. Please refer to the note to the section "Directors, Supervisors' and chief executives' interests and short positions in shares and underlying shares" above for further details of Heng Huat.
- (c) The non-listed Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (d) The latest disclosure of interest notice filed by Allied Properties (H.K.) Limited has not taken into account the increase in the number of total issued H shares of the Company from 678,720,000 H shares to 814,464,000 H shares on 30 March 2021 due to the completion of placing of the new H shares of the Company. The percentage level of the deemed interest in the H shares of the Company through indirectly non-wholly owned subsidiary of Allied Property (H.K.) Limited was below 5% as at 30 September 2021.
- (e) The H Shares are held by Asia Investment Fund Co. Ltd., which is wholly-owned by Asia Development Capital Co. Ltd..

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北京彩峰科技發展有限公司(「北京彩峰」)於當中擁有權益的2億股非上市股份(佔本公司已發行股本總數約13.21%)擁有本公司已發行股本總數13.21%權益。北京大學擁有北大資產經營有限公司100%股權，而北大資產經營有限公司擁有北京北大青島軟件系統有限公司48%股權，而北京北大青島軟件系統有限公司擁有北大微電子投資有限公司100%股權，而北大微電子投資有限公司擁有Gifted Pillar Limited 46%股權，而Gifted Pillar Limited擁有彩峰控股有限公司100%股權，而彩峰控股有限公司擁有北京彩峰100%股權。
- (b) 該等非上市股份由致勝持有，而致勝由Heng Huat全資實益擁有。有關Heng Huat的更多詳情，請參閱上文「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」一節內附註。
- (c) 該等非上市股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (d) 聯合地產(香港)有限公司作出的最新權益披露通告並未計及於二零二一年三月三十日本公司已發行H股總數由於配售本公司之新H股完成而由678,720,000股H股增加至814,464,000股H股。於二零二一年九月三十日，通過聯合地產(香港)有限公司之間接非全資附屬公司於本公司H股擁有之視作權益之百分比水平低於5%。
- (e) 該等H股由Asia Investment Fund Co. Ltd.持有，而Asia Investment Fund Co. Ltd.由Asia Development Capital Co. Ltd.全資擁有。

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)

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 2021.

COMPETING INTERESTS

As at 30 September 2021, 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 nine months ended 30 September 2021.

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)

除上文披露者外，於二零二一年九月三十日，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

於二零二一年九月三十日，概無董事及監事以及彼等各自之聯繫人士(定義見GEM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GEM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二零二一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。

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 Audit Committee is accountable to the Board. Its primary duties include monitoring the financial reporting system and risk management and internal control systems of the Group, reviewing financial information and advising the Board on the engagement and independence of external auditors.

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei. Mr. Tang Xuan 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 2021 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, 8 November 2021

As at the date of this report, Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are executive Directors, Mr. Xiang Lei is non-executive Director and Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei are independent non-executive Directors.

審核委員會

本公司已成立審核委員會，並根據GEM上市規則所載之規定制訂其職權範圍。審核委員會對董事會負責，其主要職責包括監察本集團之財務匯報系統及風險管理及內部監控系統、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。

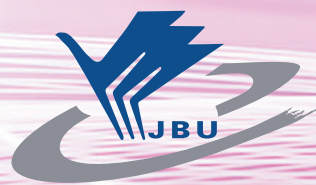
審核委員會目前由三名獨立非執行董事組成，成員為唐炫先生、李崇華先生及沈維先生，唐炫先生為審核委員會主席。審核委員會已召開會議以審閱本集團截至二零二一年九月三十日止九個月之第三季度業績報告，並於會上議定落實第三季度業績報告之內容。

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，北京，二零二一年十一月八日

於本報告日期，倪金磊先生、鄭重女士、王興業先生及關雪明女士為執行董事，項雷先生則為非執行董事，而唐炫先生、李崇華先生及沈維先生為獨立非執行董事。

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