



BEIJING BEIDA JADE BIRD UNIVERSAL

SCI-TECH COMPANY LIMITED

北京北大青鳥環宇科技股份有限公司

(STOCK CODE 股份代號：08095)

FOR THE THREE MONTHS ENDED 31 MARCH 2013

截至二零一三年三月三十一日止三個月

FIRST QUARTERLY
RESULTS REPORT
第一季度業績報告

2013

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

香港聯合交易所有限公司創業板的特色

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

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

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

本報告包括的資料乃遵照創業板上市規則的規定而提供有關本公司的資料。各董事願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確完整，且無誤導成分；及本報告並無遺漏其他事項致使其所載任何聲明產生誤導。

FIRST QUARTERLY RESULTS (UNAUDITED)

The Board announced the unaudited consolidated results of the Group for the three months ended 31 March 2013 together with the unaudited comparative figures for the corresponding period in 2012 as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2013

第一季度業績(未經審核)

董事會宣佈本集團截至二零一三年三月三十一日止三個月之未經審核綜合業績，連同二零一二年同期之未經審核比較數字如下：

簡明綜合全面收益表

截至二零一三年三月三十一日止三個月

| | | Note 附註 | 2013 二零一三年 RMB'000 人民幣千元 | 2012 二零一二年 RMB'000 人民幣千元 |
|---|-----------------------|------------|-----------------------------------|-----------------------------------|
| Turnover | 營業額 | 3 | 111,105 | 65,624 |
| Cost of sales and services | 銷售及服務成本 | | (67,922) | (37,963) |
| Gross profit | 毛利 | | 43,183 | 27,661 |
| Other gains and income | 其他收益及收入 | 4 | 2,321 | 1,462 |
| Distribution costs | 分銷成本 | | (5,098) | (7,270) |
| Administrative expenses | 行政開支 | | (19,648) | (16,357) |
| Other expenses | 其他開支 | | (4,295) | (5,491) |
| Finance costs | 融資成本 | 5 | (2,336) | (447) |
| Share of (losses)/profits of associates | 應佔聯營公司(虧損)/溢利 | | (416) | 146 |
| Share of losses of jointly controlled entities | 應佔共同控制實體虧損 | | (1,262) | (1,237) |
| Profit/(loss) before tax | 除稅前溢利/(虧損) | | 12,449 | (1,533) |
| Income tax expense | 所得稅開支 | 6 | (3,620) | (1,068) |
| Profit/(loss) for the period | 本期間溢利/(虧損) | | 8,829 | (2,601) |
| Other comprehensive income after tax: | 其他除稅後全面收益： | | | |
| Change in fair value of available-for-sale financial assets | 可供銷售財務資產公平值變動 | | 14,765 | 1,987 |
| Exchange differences on translating foreign operations | 換算海外業務之匯兌差異 | | (502) | 6 |
| Other comprehensive income for the period, net of tax | 本期間其他全面收益，扣除稅項 | | 14,263 | 1,993 |
| Total comprehensive income for the period | 本期間全面收益總額 | | 23,092 | (608) |
| 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 | | 1,405 | (4,114) |
| Non-controlling interests | 非控股權益 | | 7,424 | 1,513 |
| | | | 8,829 | (2,601) |
| 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 | | 15,661 | (2,133) |
| Non-controlling interests | 非控股權益 | | 7,431 | 1,525 |
| | | | 23,092 | (608) |
| | | | RMB cent | RMB cent |
| | | | 人民幣分 | 人民幣分 |
| Earnings/(loss) per share | 每股盈利/(虧損) | | | |
| Basic and diluted | 基本及攤薄 | 7 | 0.12 | (0.35) |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the three months ended 31 March 2013

截至二零一三年三月三十一日止三個月

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | | | |
|---|--------------|---|-----------------|---------------|---|--------------------------------------|--------------------------------|------------------|---------|---------------------------|--------------|
| | | Share capital | Capital reserve | Reserve funds | Equity-settled share-based payment reserves | Foreign currency translation reserve | Investment revaluation reserve | Retained profits | Total | Non-controlling interests | Total equity |
| | | 股本 | 資本儲備 | 儲備基金 | 以權益結算之股份為基礎付款儲蓄 | 匯兌儲備 | 投資重估儲備 | 留存盈利 | 合計 | 非控股權益 | 總權益 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| At 1 January 2012 | 於二零一二年一月一日 | 118,480 | 377,720 | 86,998 | - | (69,049) | 51,793 | 332,729 | 898,671 | 116,673 | 1,015,344 |
| Total comprehensive income for the period | 本期間全面收益總額 | - | - | - | - | 6 | 1,975 | (4,114) | (2,133) | 1,525 | (608) |
| Acquisition of subsidiaries | 收購附屬公司 | - | - | - | - | - | - | - | - | 4,241 | 4,241 |
| Changes in equity for the period | 本期間權益變動 | - | - | - | - | 6 | 1,975 | (4,114) | (2,133) | 5,766 | 3,633 |
| At 31 March 2012 | 於二零一二年三月三十一日 | 118,480 | 377,720 | 86,998 | - | (69,043) | 53,768 | 328,615 | 896,538 | 122,439 | 1,018,977 |
| At 1 January 2013 | 於二零一三年一月一日 | 118,480 | 377,720 | 89,840 | 10,969 | (69,018) | 83,969 | 362,418 | 974,378 | 162,268 | 1,136,646 |
| Total comprehensive income for the period | 本期間全面收益總額 | - | - | - | - | (509) | 14,765 | 1,405 | 15,661 | 7,431 | 23,092 |
| Capital contribution from non-controlling interests | 非控股權益注資 | - | - | - | - | - | - | - | - | 4,900 | 4,900 |
| Changes in equity for the period | 本期間權益變動 | - | - | - | - | (509) | 14,765 | 1,405 | 15,661 | 12,331 | 27,992 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 118,480 | 377,720 | 89,840 | 10,969 | (69,527) | 98,734 | 363,823 | 990,039 | 174,599 | 1,164,638 |

Note:

1. GENERAL INFORMATION

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

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

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

These condensed financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and the applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance. These condensed financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain investments, derivatives and biological assets which are carried at their fair values. These condensed consolidated financial statements are presented in RMB, which is the Company's functional and presentation currency, and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

附註：

1. 一般資料

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

本集團主要業務為研究、開發、製造、市場推廣及銷售無線消防報警系統及相關產品、發展旅遊及休閒業務以及投資控股。

2. 編製基準及重大會計政策

本簡明財務報表乃遵照香港公認會計原則以及創業板上市規則及香港公司條例之適用披露規定編製。本簡明財務報表乃根據歷史成本慣例編製，並就重估若干按公平值列賬之投資、衍生工具及生物資產作出調整。本簡明綜合財務報表以人民幣列賬，而人民幣為本公司之功能及呈列貨幣。除另有註明外，所有數值均調整至最接近千位數(人民幣千元)。

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

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

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

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

Save as aforesaid or as otherwise mentioned in this report, the accounting policies adopted in preparing these unaudited first quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2012. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

2. 編製基準及重大會計政策(續)

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

本集團並未應用以下已頒佈但尚未生效之新訂／經修訂香港財務報告準則。

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

除上述或本報告其他部分所述者外，編製本未經審核第一季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零一二年十二月三十一日止年度之年度經審核綜合財務報表所用者貫徹一致。本簡明綜合財務報表應與上述經審核財務報表一併閱讀。

3. TURNOVER

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

| | | 2013 二零一三年 RMB'000 人民幣千元 | 2012 二零一二年 RMB'000 人民幣千元 |
|---|----------------|-----------------------------------|-----------------------------------|
| Sale of embedded system products and related products | 銷售嵌入式系統產品及相關產品 | 96,521 | 54,761 |
| Rendering of travel and leisure services | 提供旅遊及休閒服務 | 13,404 | 9,854 |
| Sales of wine and related products | 銷售酒類及有關產品 | 1,180 | 1,009 |
| | | 111,105 | 65,624 |

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

| | | 2013 二零一三年 RMB'000 人民幣千元 | 2012 二零一二年 RMB'000 人民幣千元 |
|--|----------------|-----------------------------------|-----------------------------------|
| Bank interest income | 銀行利息收入 | 232 | 169 |
| Interest income from convertible bonds | 可換股債券之利息收入 | 709 | 650 |
| Interest income from loans to others | 向其他人士提供貸款之利息收入 | 985 | - |
| Rental income | 租賃收入 | 317 | - |
| Write-back of trade and other payables | 貿易及其他應付款項沖回 | - | 616 |
| Others | 其他 | 78 | 27 |
| | | 2,321 | 1,462 |

4. 其他收益及收入

5. FINANCE COSTS

5. 融資成本

| | | 2013 | 2012 |
|-----------------------------|----------|--------------|------------|
| | | 二零一三年 | 二零一二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Interests on | 利息 | | |
| – bank loans | – 銀行貸款 | 1,697 | 236 |
| – other loans | – 其他貸款 | 143 | 64 |
| Net foreign exchange losses | 外幣匯兌虧損淨額 | 496 | 147 |
| | | 2,336 | 447 |

6. INCOME TAX EXPENSE

6. 所得稅開支

| | | 2013 | 2012 |
|---|----------------|--------------|--------------|
| | | 二零一三年 | 二零一二年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| Current tax – PRC Enterprise Income Tax | 即期稅項 – 中國企業所得稅 | | |
| Provision for the period | 本期間撥備 | 3,541 | 961 |
| Current tax – Hong Kong Profits Tax | 即期稅項 – 香港利得稅 | | |
| Provision for the period | 本期間撥備 | 79 | 107 |
| | | 3,620 | 1,068 |

Hong Kong Profits Tax has been provided at a rate of 16.5% (2012: 16.5%) on the estimated assessable profit of the Group for the three months ended 31 March 2013.

香港利得稅按本集團於截至二零一三年三月三十一日止三個月之估計應課稅溢利按稅率16.5% (二零一二年：16.5%) 撥備。

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

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

6. INCOME TAX EXPENSE (Continued)

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

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

7. EARNINGS/(LOSS) PER SHARE

Basic and Diluted Earnings/(Loss) Per Share

The calculation of basic and diluted earnings/(loss) per share attributable to owners of the Company is based on profit for the period attributable to owners of the Company of RMB1,405,000 (2012: loss of RMB4,114,000) and the weighted average number of ordinary shares of 1,184,800,000 (2012: 1,184,800,000) in issue during the period.

8. DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2013 (2012: Nil).

6. 所得稅開支(續)

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

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

7. 每股盈利／(虧損)

每股基本及攤薄盈利／(虧損)

本公司擁有人應佔每股基本及攤薄盈利／(虧損)乃根據本公司擁有人應佔本期間溢利人民幣1,405,000元 (二零一二年：虧損人民幣4,114,000元)及本期間已發行普通股加權平均數1,184,800,000股 (二零一二年：1,184,800,000股)計算。

8. 股息

董事會不建議派發截至二零一三年三月三十一日止三個月之中期股息(二零一二年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

During the period under review, the Group's performance was benefited from active efforts in developing its main core business and expanding into diversified business operations over the past years. For the three months ended 31 March 2013, turnover totalled approximately RMB111.1 million (2012: RMB65.6 million), increased by approximately RMB45.5 million or 69.3% year-on-year. Improving performance of the Group was also marked by an overall increase in gross profit by 56.1% to approximately RMB43.2 million (2012: RMB27.7 million). The Group maintained steady total expenses, including distribution costs, administrative expenses and other expenses of approximately RMB29.0 million (2012: RMB29.1 million). During the reporting period, the Group recorded the profit attributable to owners of the Company of approximately RMB1.4 million (2012: loss of RMB4.1 million). Together with the increase in the fair value of the financial assets held by the Group, the total comprehensive income for the period attributable to the owners of the Company was approximately RMB15.7 million.

Manufacture and sale of electronic fire equipment

Revenue from manufacture and sale of electronic fire equipment business of approximately RMB96.5 million was recorded for the three months ended 31 March 2013 (2012: RMB54.8 million), which was increased by 76.3% year-on-year and accounted for 86.9% of the Group's total turnover. Uplift in sales was mainly attributable to the correct business strategies adopted by the Group to meet the strong market demand, including the increase in sales incentives to dealers and the continuous establishment of selling terminals.

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

管理層討論及分析

整體表現

於回顧期間，本集團表現受惠於過去多年積極發展主營核心業務，以及開拓各項多元化業務。截至二零一三年三月三十一日止三個月，營業額合共約為人民幣1.111億元(二零一二年：人民幣6,560萬元)，按年增加約人民幣4,550萬元或上升69.3%。毛利額整體增加56.1%至約人民幣4,320萬元(二零一二年：人民幣2,770萬元)，亦足見本集團表現一直改善。本集團的開支總額(包括分銷成本、行政開支及其他開支)維持穩定，約為人民幣2,900萬元(二零一二年：人民幣2,910萬元)。於報告期間，本集團錄得本公司擁有人應佔溢利約人民幣140萬元(二零一二年：虧損人民幣410萬元)。連同本集團持有財務資產的公平值變動增加，本公司擁有人應佔本期間全面收益總額約人民幣1,570萬元。

製造及銷售電子消防設備

截至二零一三年三月三十一日止三個月，製造及銷售電子消防設備業務錄得收入約人民幣9,650萬元(二零一二年：人民幣5,480萬元)，按年上升76.3%，佔本集團總營業額86.9%。銷售額有所提升，主要源於本集團為應對殷切的市場需求，決定採納恰當的經營策略，包括加強經銷商的銷售獎勵，以及不斷設立銷售終端。

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

Tourism development

Revenue from tourism development business increased 36.0% year-on-year to approximately RMB13.4 million during the period under review (2012: RMB9.9 million), which represented 12.1% of the Group's total turnover. Such increase was mainly attributable to the increase in visitors to Hengshan by 24.4%, while the service utilisation rate of the Group's environmental bus service in Hengshan remained steady during the period under review. In addition, revenue was also contributed by the Group's fine dining restaurant in Beijing, which was newly opened last year.

The Group also continued to diversify the tourism development business through participating in relating projects. On 25 January 2013, the Group entered into the cooperation agreement in relation to formation of a 70% non-wholly owned subsidiary in the PRC with total registered capital of RMB50 million for the purpose of joint development of the Changbai Mountain Culture Creative Park. Subsequent to the reporting period end, on 25 April 2013, the shareholders agreement was entered into regarding formation of a 70% non-wholly owned subsidiary in the PRC with total registered capital of RMB50 million for the purpose of development of travel and leisure business mainly within the Badaling Great Wall Scenic Area.

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

旅遊業發展

於回顧期間，來自旅遊業發展業務的收入按年增加36.0%，增至約人民幣1,340萬元(二零一二年：人民幣990萬元)，佔本集團總營業額12.1%。回顧期間的收入增加，主要由於到訪衡山的人數增加24.4%，同時本集團旗下衡山環保巴士服務的使用率維持穩定。此外，收益亦源自本集團去年開設的北京高級餐館。

本集團亦透過參與相關項目，持續多元化發展旅遊業發展業務。於二零一三年一月二十五日，本集團訂立合作協議，內容有關於中國成立一家持有70%權益的非全資附屬公司，其註冊總資本為人民幣5,000萬元，以共同發展長白山文化創意產業園。於報告期間後，於二零一三年四月二十五日訂立股東協議，內容有關於中國成立一家持有70%權益的非全資附屬公司，其註冊總資本為人民幣5,000萬元，以發展主要位於八達嶺長城景區的旅遊及消閒業務。

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

Investment holding

As at 31 March 2013, the Group's investment holding business mainly include investments in two private equity fund, namely SBI & BDJB China Fund, L.P. ("SBI China") and Beijing Jade Bird Hengsheng Investment Fund (Limited Partnership) ("HS Fund"), the equity interest in Semiconductor Manufacturing International Corporation, a listed company in Hong Kong, the equity interest in Enraytek Optoelectronics Technology (Shanghai) Co. Ltd. which is engaged in LED business and the convertible bonds issued by a listed company in Hong Kong.

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

Outlook

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

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

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

投資控股

於二零一三年三月三十一日，本集團投資控股業務主要包括投資於兩個私募基金(即SBI & BDJB China Fund, L.P. (「SBI China」)及北京青鳥恒盛投資基金(有限合夥)(「恒盛基金」))、中芯國際集成電路製造有限公司(一家香港上市公司)的股權、映瑞光電科技(上海)有限公司(一家經營發光二極體業務的企業)的股權，以及一間香港上市公司發行的可換股債券。

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

展望

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

本集團將繼續實施製造及銷售電子消防設備業務之既定策略，即招攬經銷商、設立銷售終端及擴大經銷商之覆蓋範圍，以鞏固市場佔有率。本集團亦將專注於品牌推廣工作及擴充產能，亦會於全國各地市場推出新產品。維持產品不斷創新，將為本集團業績表現的增長亮點。

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

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

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

As at 31 March 2013, the interests (including interests in shares and short positions) of Directors, Supervisors, and chief executives of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

於二零一三年三月三十一日，董事、監事及本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據創業板上市規則第5.46條另行知會本公司及聯交所之權益(包括股份權益及淡倉)如下：

Long positions in ordinary shares and underlying shares of the Company

本公司普通股及相關股份之好倉

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

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

Long positions in ordinary shares and underlying shares of the Company (Continued)

Note:

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

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 31 March 2013.

董事、監事及最高行政人員於股份及相關股份之權益及淡倉(續)

本公司普通股及相關股份之好倉(續)

附註：

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

除上文披露者外，於二零一三年三月三十一日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據創業板上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

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.

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

At 31 March 2013, the following interests and short positions of the issued share capital of the Company were recorded in the register of interests required to be maintained by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares and underlying shares of the Company

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

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。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一三年三月三十一日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

本公司普通股及相關股份之好倉

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

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

Long positions in ordinary shares and underlying shares of the Company (Continued)

本公司普通股及相關股份之好倉(續)

| Name of shareholder 股東名稱 | Note 附註 | Capacity 身分 | Approximate percentage of the Company's total number of issued promoters | | 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 |
|---|------------|---|--|---|--|
| | | | Number of promoters Shares held 持有發起人 股份數目 | Shares 佔本公司 已發行發起人 股份總數 概約百分比 | |
| 5. Shenzhen Beida Jade Bird Sci-Tech Co., Ltd. 深圳市北大青鳥科技有限公司 | (a) | Directly beneficially owned 直接實益擁有 | 85,000,000 | 12.14% | 7.17% |
| 6. Grand East (H.K.) Limited 怡興(香港)有限公司 | | Directly beneficially owned 直接實益擁有 | 110,000,000 | 15.71% | 9.28% |
| 7. Heng Huat Investments Limited | (d) | Through a controlled corporation 透過一家受控制公司 | 205,414,000 | 29.34% | 17.34% |
| 8. Dynamic Win Assets Limited 致勝資產有限公司 | (d) | Directly beneficially owned 直接實益擁有 | 205,414,000 | 29.34% | 17.34% |
| 9. Mongolia Energy Corporation Limited 蒙古能源有限公司 | (e) | Through a controlled corporation 透過一家受控制公司 | 84,586,000 | 12.08% | 7.14% |
| 10. New View Venture Limited | (e) | Directly beneficially owned 直接實益擁有 | 84,586,000 | 12.08% | 7.14% |
| 11. Asian Technology Investment Company Limited 亞洲技術投資有限公司 | | Directly beneficially owned 直接實益擁有 | 50,000,000 | 7.14% | 4.22% |

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)

Notes:

附註:

(a) Peking University is taken to be interested in 16.88% of the total issued share capital of the Company through the following companies:

(a) 北京大學被視為透過下列公司，擁有本公司全部已發行股本16.88%權益：

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

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

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

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

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

北大資產經營有限公司由北京大學全資擁有。

(b) The interests of JB Software comprise 200 million Shares held by Beida Jade Bird.

(b) 青鳥軟件之權益包括由北大青鳥持有之2億股股份。

(c) The interests of Beida Jade Bird comprise 115 million Shares held by it and 85 million Shares held by SZ Jade Bird.

(c) 北大青鳥之權益包括本身持有之1.15億股股份及由深圳青鳥持有之8,500萬股股份。

(d) The Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat.

(d) 股份由致勝持有，而致勝由Heng Huat全資實益擁有。

(e) The Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.

(e) 股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。

(f) Mr. Xu Zhendong is the chairman and a director of JB Software, Mr. Xu Zhixiang is a director of JB Software, a director and the chief executive officer of Beida Jade Bird and each of Mr. Zhang Wanzhong, Mr. Chen Zongbing and Ms. Zheng Zhong is a vice president of Beida Jade Bird.

(f) 許振東先生為青鳥軟件主席及董事，徐祇祥先生為青鳥軟件董事、北大青鳥董事及行政總裁，而張萬中先生、陳宗冰先生及鄭重女士則為北大青鳥副總裁。

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 31 March 2013.

COMPETING INTERESTS

As at 31 March 2013, none of the Directors and Supervisors and their respective associates (as defined in the GEM Listing Rules) had interests in a business which competes or may compete with the businesses of the Group, or may have any conflicts of interest with the Group pursuant to the GEM Listing Rules.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the three months ended 31 March 2013.

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

本公司普通股及相關股份之好倉(續)

除上文披露者外，於二零一三年三月三十一日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

競爭權益

於二零一三年三月三十一日，概無董事及監事以及彼等各自之聯繫人士(定義見創業板上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據創業板上市規則與本集團有任何利益衝突。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一三年三月三十一日止三個月內概無購買、贖回或出售本公司任何上市證券。

AUDIT COMMITTEE

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

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Shao Jinlin, Mr. Cai Chuanbing, Mr. Lin Yan and Mr. Li Juncai. Mr. Shao Jiulin is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's first quarterly results report for the three months ended 31 March 2013 and concluded the meeting with agreement to the contents of the quarterly report.

By order of the Board

Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Xu Zhendong

Chairman

Beijing, the PRC, 10 May 2013

審核委員會

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

審核委員會目前由四名獨立非執行董事組成，成員為邵九林先生、蔡傳炳先生、林岩先生及李俊才先生，邵九林先生為審核委員會主席。審核委員會已召開會議以審閱本集團截至二零一三年三月三十一日止三個月之第一季度業績報告，並於會上議定落實季度報告之內容。

承董事會命

北京北大青鳥環宇科技股份有限公司
主席
許振東

中國，北京，二零一三年五月十日

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

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

GLOSSARY

詞彙

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

GLOSSARY (Continued)

詞彙(續)

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



青鸟环宇
JADE BIRD UNIVERSAL

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