



青鸟环宇  
JADE BIRD UNIVERSAL

# BEIJING BEIDA JADE BIRD UNIVERSAL

SCI-TECH COMPANY LIMITED

北京北大青鳥環宇科技股份有限公司

(STOCK CODE 股份代號：08095)

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2013

截至二零一三年九月三十日止九個月

THIRD QUARTERLY  
RESULTS REPORT  
第三季度業績報告

# 2013

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

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

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

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

### 香港聯合交易所有限公司創業板的特色

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

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

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

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

### THIRD QUARTERLY RESULTS (UNAUDITED)

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

### 第三季度業績(未經審核)

董事會宣佈本集團截至二零一三年九月三十日止九個月之未經審核綜合業績，連同二零一二年同期之未經審核比較數字如下：

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

For the nine months ended 30 September 2013

### 簡明綜合全面收益表(未經審核)

截至二零一三年九月三十日止九個月

		Note 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	
			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>Turnover</b>	<b>營業額</b>	3	<b>215,090</b>	156,895	<b>481,249</b>	327,926
Cost of sales and services	銷售及服務成本		(111,304)	(82,485)	(274,768)	(182,893)
<b>Gross profit</b>	<b>毛利</b>		<b>103,786</b>	74,410	<b>206,481</b>	145,033
Other gains and income	其他收益及收入	4	2,171	1,163	15,780	3,960
Distribution costs	分銷成本		(10,247)	(7,744)	(24,415)	(22,209)
Administrative expenses	行政開支		(32,451)	(18,123)	(74,319)	(48,733)
Other expenses	其他開支		(7,917)	(4,605)	(18,898)	(14,338)
Finance costs	融資成本	5	(2,567)	345	(9,671)	(82)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動		-	-	-	(37)
Share of losses of associates	應佔聯營公司虧損		(933)	(240)	(188)	(500)
Share of losses of jointly controlled entities	應佔共同控制實體虧損		(1,142)	(1,347)	(3,482)	(3,669)
<b>Profit before tax</b>	<b>除稅前溢利</b>		<b>50,700</b>	43,859	<b>91,288</b>	59,425
Income tax expense	所得稅開支	6	(11,595)	(10,493)	(20,073)	(14,916)
<b>Profit for the period</b>	<b>本期間溢利</b>		<b>39,105</b>	33,366	<b>71,215</b>	44,509
<b>Other comprehensive income after tax</b>	<b>其他除稅後全面收益</b>					
Investment revaluation reserve reclassified to profit or loss on disposal of available-for-sale financial assets	出售可供銷售財務資產時重新分類至溢利或虧損之投資重估儲備		-	-	(5,149)	-
Change in fair value of available-for-sale financial assets	可供銷售財務資產之公平值變動		(8,059)	5,896	25,292	(17,550)
Exchange differences on translating foreign operations	換算海外業務之匯兌差異		(733)	539	(4,116)	1,326
Share of other comprehensive income of jointly controlled entities	應佔共同控制實體其他全面收益		-	(270)	128	(270)
<b>Other comprehensive income for the period, net of tax</b>	<b>本期間其他全面收益，扣除稅項</b>		<b>(8,792)</b>	6,165	<b>16,155</b>	(16,494)
<b>Total comprehensive income for the period</b>	<b>本期間全面收益總額</b>		<b>30,313</b>	39,531	<b>87,370</b>	28,015

CONDENSED CONSOLIDATED STATEMENT OF  
COMPREHENSIVE INCOME (UNAUDITED) (Continued)  
For the nine months ended 30 September 2013

簡明綜合全面收益表(未經審核)(續)  
截至二零一三年九月三十日止九個月

	Note 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	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>Profit for the period attributable to:</b>					
Owners of the Company		18,074	12,198	31,838	13,097
Non-controlling interests		21,031	21,168	39,377	31,412
		<b>39,105</b>	<b>33,366</b>	<b>71,215</b>	<b>44,509</b>
<b>Total comprehensive income for the period attributable to:</b>					
Owners of the Company		9,287	18,331	47,975	(3,442)
Non-controlling interests		21,026	21,200	39,395	31,457
		<b>30,313</b>	<b>39,531</b>	<b>87,370</b>	<b>28,015</b>
		<b>RMB 人民幣</b>	<b>RMB 人民幣</b>	<b>RMB 人民幣</b>	<b>RMB 人民幣</b>
<b>Earnings per share</b>					
Basic and diluted	7	<b>1.53 cents分</b>	1.03 cents分	<b>2.69 cents分</b>	1.11 cents分

## 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 2013

截至二零一三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	Equity-settled share-based payment reserves 以權益 為基礎 付款儲備	Foreign currency translation reserve 匯兌儲備 RMB'000 人民幣千元	Investment revaluation reserve 投資重估 儲備 RMB'000 人民幣千元	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
					RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
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	-	-	-	-	1,281	(17,820)	-	13,097	(3,442)	31,457	28,015
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	-	4,059	4,059
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	624	624
Disposal of a subsidiary	出售一家附屬公司	-	-	-	-	-	-	-	-	-	(178)	(178)
Dividend paid to non-controlling interests	已付非控股權益之股息	-	-	-	-	-	-	-	-	-	(11,546)	(11,546)
Changes in equity for the period	本期間權益變動	-	-	-	-	1,281	(17,820)	-	13,097	(3,442)	24,416	20,974
At 30 September 2012	於二零一二年九月三十日	118,480	377,720	86,998	-	(67,768)	33,973	-	345,826	895,229	141,089	1,036,318
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	-	-	-	-	(4,006)	20,143	-	31,838	47,975	39,395	87,370
Transfer	轉撥	-	-	1,172	-	-	-	-	(1,172)	-	-	-
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	-	698	698
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	19,900	19,900
Changes in ownership interest in a subsidiary that do not result in change in control	不會導致控制權變動之附屬公司擁有權益變動	-	-	-	-	-	-	1,595	-	1,595	(4,618)	(3,023)
Changes in equity for the period	本期間權益變動	-	-	1,172	-	(4,006)	20,143	1,595	30,666	49,570	55,375	104,945
At 30 September 2013	於二零一三年九月三十日	118,480	377,720	91,012	10,969	(73,024)	104,112	1,595	393,084	1,023,948	217,643	1,241,591

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.

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

附註：

## 1. 一般資料

本公司乃於中國註冊成立之中外合資股份有限公司有限責任公司。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)。

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

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

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

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

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

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

## 2. 編製基準及重大會計政策(續)

本集團並未應用已頒佈但尚未生效之新訂／經修訂香港財務報告準則。

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

簡明財務報表未經審核但已由審核委員會審閱。

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

### 3. TURNOVER

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

	Three months ended 30 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	
	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Sale of embedded system products and related products	167,385	115,467	395,071	253,101
Rendering of travel and leisure services	44,561	37,963	79,312	67,181
Sales of wine and related products	3,144	3,465	6,866	7,644
	<b>215,090</b>	<b>156,895</b>	<b>481,249</b>	<b>327,926</b>

### 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	
	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Bank interest income	168	57	569	612
Gain on disposal of a subsidiary	-	86	-	86
Gain on disposal of available-for-sale financial assets	-	-	8,246	-
Interest income from convertible bonds	616	705	2,031	2,010
Interest income from loans to others	1,028	-	2,522	-
Rental income	312	312	954	312
Write-back of trade and other payables	-	-	-	652
Others	47	3	1,458	288
	<b>2,171</b>	<b>1,163</b>	<b>15,780</b>	<b>3,960</b>

### 3. 營業額

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

### 4. 其他收益及收入



## 5. FINANCE COSTS

## 5. 融資成本

	Three months ended 30 September		Nine months ended 30 September	
	2013	2012	2013	2012
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interests on				
– bank loans	1,700	274	5,073	748
– other loans	132	206	382	513
Net foreign exchange losses/ (gain)	735	(825)	4,216	(1,179)
	<b>2,567</b>	<b>(345)</b>	<b>9,671</b>	<b>82</b>

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

	Three months ended 30 September		Nine months ended 30 September	
	2013	2012	2013	2012
	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				
Provision for the period	11,562	10,376	19,961	14,584
Current tax – Hong Kong Profits Tax				
Provision for the period	33	117	112	332
	<b>11,595</b>	<b>10,493</b>	<b>20,073</b>	<b>14,916</b>

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 nine months ended 30 September 2013.

香港利得稅按本集團於截至二零一三年九月三十日止九個月之估計應課稅溢利按稅率16.5%(二零一二年: 16.5%)撥備。

## 6. INCOME TAX EXPENSE (Continued)

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.

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 PER SHARE

### Basic and diluted earnings per share

The calculation of basic and diluted earnings per share attributable to owners of the Company for the three months ended 30 September 2013 and 2012 are based on profit for the period attributable to owners of the Company of approximately RMB18,074,000 (2012: RMB12,198,000) and the weighted average number of ordinary shares of 1,184,800,000 (2012: 1,184,800,000) in issue during the period.

The calculation of basic and diluted earnings per share attributable to owners of the Company for the nine months ended 30 September 2013 and 2012 are based on profit for the period attributable to owners of the Company of approximately RMB31,838,000 (2012: RMB13,097,000) 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 nine months ended 30 September 2013 (2012: Nil).

## 6. 所得稅開支(續)

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。

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，於截至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

### 每股基本及攤薄盈利

於截至二零一三年及二零一二年九月三十日止三個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣18,074,000元（二零一二年：人民幣12,198,000元）及本期間已發行普通股加權平均數1,184,800,000股（二零一二年：1,184,800,000股）計算。

於截至二零一三年及二零一二年九月三十日止九個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣31,838,000元（二零一二年：人民幣13,097,000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

董事會不建議就截至二零一三年九月三十日止九個月派付中期股息（二零一二年：零）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

#### Overall performance

During the period under review, the Group's performance was benefited from active efforts in developing its main core business and expanding into diversified business operations over the past years. For the nine months ended 30 September 2013, turnover totalled approximately RMB481.2 million (2012: RMB327.9 million), increased by approximately RMB153.3 million or 46.8% year-on-year. Improving performance of the Group was also marked by an overall increase in gross profit by 42.4% to approximately RMB206.5 million (2012: RMB145.0 million). The Group also disposed of certain available-for-sale financial assets and recognised a gain of approximately RMB8.2 million. The Group's total expenses, including distribution costs, administrative expenses and other expenses was increased by 37.9% to approximately RMB117.6 million (2012: RMB85.3 million), as a result of the continuous expansion of the Group's existing businesses as well as consolidation of financial information of newly-acquired and newly-formed subsidiaries into the Group. Increase in the finance costs to approximately RMB9.7 million (2012: RMB82,000) was mainly due to the increase in borrowings used for business expansion. During the reporting period, the Group recorded the profit attributable to owners of the Company of approximately RMB31.8 million (2012: RMB13.1 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 RMB48.0 million.

#### Manufacture and sale of electronic fire equipment

Revenue from manufacture and sale of electronic fire equipment business of approximately RMB394.9 million was recorded for the nine months ended 30 September 2013 (2012: RMB252.7 million), which was increased by 56.3% year-on-year and accounted for 82.1% 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, enhancement of brand recognition and the continuous establishment of selling terminals. The Group's performance was also benefited from the launch of new products rolled out in the market across the country including electrical fire products and gas fire products during the reporting period.

## 管理層討論及分析

### 業務回顧

#### 整體表現

於回顧期間，本集團表現受惠於過去多年積極發展主營核心業務及開拓各項多元化業務。截至二零一三年九月三十日止九個月，營業額合共約為人民幣4.812億元(二零一二年：人民幣3.279億元)，按年增加約人民幣1.533億元或上升46.8%。毛利額整體增加42.4%至約人民幣2.065億元(二零一二年：人民幣1.450億元)，亦足見本集團表現一直改善。本集團亦出售若干可供銷售財務資產並已確認收益約人民幣820萬元。因應本集團現有業務之持續擴展，加上新收購及新成立附屬公司之財務資料綜合併入本集團，本集團的總開支(包括分銷成本、行政開支及其他開支)增加37.9%至約人民幣1.176億元(二零一二年：人民幣8,530萬元)。融資成本增加至約人民幣970萬元(二零一二年：人民幣82,000元)主要由於擴展業務動用更多借貸所致。於報告期間，本集團錄得本公司擁有人應佔溢利約人民幣3,180萬元(二零一二年：人民幣1,310萬元)。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4,800萬元。

#### 製造及銷售電子消防設備

截至二零一三年九月三十日止九個月，製造及銷售電子消防設備業務錄得收入約人民幣3.949億元(二零一二年：人民幣2.527億元)，按年上升56.3%，佔本集團總營業額82.1%。銷售額有所提升，主要源於本集團為應對殷切的市場需求，而採納恰當的經營策略，包括加強經銷商的銷售獎勵，增加品牌知名度以及不斷設立銷售終端。本集團之業績亦受惠於報告期內之新產品的推出，包括於國內市場推出電子消防產品及氣體消防產品。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business review (Continued)

#### Manufacture and sale of electronic fire equipment (Continued)

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.

#### Tourism development

Revenue from tourism development business increased 18.0% year-on-year to approximately RMB79.3 million during the period under review (2012: RMB67.2 million), which represented 16.5% of the Group’s total turnover. Such increase was mainly attributable to the increase in visitors to Hengshan by 16%, while the service utilisation rate of the Group’s environmental bus service in Hengshan remained steady during the period under review. In addition, revenue was also contributed by the Group’s fine dining restaurant in Beijing, which was newly opened last year.

The Group also continued to diversify the tourism development business through participating in relating projects. On 25 January 2013, the Group entered into the cooperation agreement in relation to formation of a 70% non-wholly owned subsidiary in the PRC with total registered capital of RMB50 million for the purpose of joint development of the Changbai Mountain Culture Creative Park. On 25 April 2013, the shareholders agreement was entered into regarding formation of a 70% non-wholly owned subsidiary in the PRC namely Beijing Badaling Chuanqi Tourism Development Company Limited (“Badaling Chuanqi”) with total registered capital of RMB50 million for the purpose of development of travel and leisure business mainly within the Badaling Great Wall Scenic Area. On 24 June 2013 and 2 September 2013, Badaling Chuanqi entered into the cooperation framework agreement and the supplemental agreement respectively with the local government in relation to the entrusted operation and management of the Chadao Ancient City, a famous tourist attraction at the Badaling Great Wall Scenic Area.

## 管理層討論及分析(續)

### 業務回顧(續)

#### 製造及銷售電子消防設備(續)

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。

#### 旅遊業發展

於回顧期間，來自旅遊業發展業務的收入按年增加18.0%，增至約人民幣7,930萬元(二零一二年：人民幣6,720萬元)，佔本集團總營業額16.5%。回顧期間的收入增加，主要由於到訪衡山的人數增加16%，同時本集團旗下衡山環保巴士服務的使用率維持穩定。此外，收益亦源自本集團去年開設的北京高級餐館。

本集團亦透過參與相關項目，持續多元化發展旅遊業發展業務。於二零一三年一月二十五日，本集團訂立合作協議，內容有關於中國成立一家持有70%權益的非全資附屬公司，其註冊總資本為人民幣5,000萬元，以共同發展長白山文化創意產業園。於二零一三年四月二十五日訂立股東協議，內容有關於中國成立一家持有70%權益的非全資附屬公司(即北京八達嶺傳奇旅遊發展有限責任公司(「八達嶺傳奇」))，其註冊總資本為人民幣5,000萬元，以發展主要位於八達嶺長城景區的旅遊及休閒業務。於二零一三年六月二十四日及二零一三年九月二日，八達嶺傳奇與當地政府就委託經營及管理八達嶺長城風景區內的著名景點岔道古城分別訂立合作框架協議及補充協議。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business review (Continued)

#### Tourism development (Continued)

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. ("Songya Lake Construction"), under the facility agreement in respect of the aggregate principal amount of RMB986,000,000 (the "Guarantee"). The amount of the Guarantee provided by the Company is RMB200,000,000 in respect of the principal amount and the related interest, default interest, compound interest, compensation, default fine, compensation for damages and expenses incurred in enforcing the claims, which exceeded 8% of the Group's total assets value as at 30 September 2013. The unaudited consolidated balance sheet of Songya Lake Construction and the Group's attributable interests in Songya Lake Construction based on its unaudited consolidated financial statements for the nine months ended 30 September 2013 are presented below:

		Consolidated balance sheet 綜合資產負債表 RMB'000 人民幣千元	Group's attributable interests 本集團應佔權益 RMB'000 人民幣千元
Assets	資產	1,638,079	458,007
Liabilities	負債	(1,526,066)	(426,688)
Net assets	淨資產	112,013	31,319

#### Investment holding

As at 30 September 2013, the Group's investment holding business included 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, and the equity interest in Enraytek Optoelectronics Technology (Shanghai) Co. Ltd. which is engaged in LED business.

The investment areas of SBI China, which is an jointly-controlled entity of the Group, 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, which is an associate of the Group, currently participated in several property development projects, including construction of certain luxurious residential apartments and commercial buildings in Beijing.

## 管理層討論及分析 (續)

### 業務回顧 (續)

#### 旅遊業發展 (續)

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(「松雅湖建設」)(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，其超出本集團於二零一三年九月三十日之資產總值8%。根據松雅湖建設截至二零一三年九月三十日止九個月之未經審核綜合財務報表，松雅湖建設之未經審核綜合資產負債表及本集團應佔松雅湖建設之權益呈列如下：

#### 投資控股

於二零一三年九月三十日，本集團之投資控股業務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，以及映瑞光電科技(上海)有限公司(一家經營發光二極體業務的企業)的股權。

SBI China(本集團之共同控制實體)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(本集團之聯營公司)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。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Business review (Continued)

#### 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 building its brand recognition and upgrading its sales force and management by provision of continuous trainings. In order to meet the international demand, the Group will continue to provide financial and technical supports for its operation in the North America, which will concentrate on producing fire alarm products that can meet the commonly recognised international standards. The Group's continued efforts on offering product innovation will add fresh impetus to the enhancement of its results performance.

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

## 管理層討論及分析(續)

### 業務回顧(續)

#### 展望

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

本集團將繼續實施製造及銷售電子消防設備業務之既定策略，即招攬經銷商、設立銷售終端及擴大經銷商之覆蓋範圍，以鞏固市場佔有率。本集團亦將提供持續培訓以專注建立品牌知名度及提昇其銷售團隊和管理。為了滿足國際需求，本集團將繼續向其位於北美的業務提供財務及技術支援，該業務將專注生產符合國際公認標準的消防報警產品。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發展，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 30 September 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:

於二零一三年九月三十日，董事、監事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據創業板上市規則第5.46條另行知會本公司及聯交所之權益(包括股份權益及淡倉)如下：

### Long positions in ordinary shares and underlying shares of the Company

### 本公司普通股及相關股份之好倉

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

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

Note:

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

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

## DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES

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

## 董事、監事及最高行政人員於股份及相關股份之權益及淡倉(續)

附註：

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

除上文披露者外，於二零一三年九月三十日，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 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

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

Notes:

- (a) Peking University is taken to be interested in 16.88% of the total issued share capital of the Company through the following companies:
- (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;
  - (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.
- Beida Asset Management Co., Ltd. is wholly owned by Peking University.
- (b) The interests of JB Software comprise 200 million Shares held by Beida Jade Bird.
- (c) The interests of Beida Jade Bird comprise 115 million Shares held by it and 85 million Shares held by SZ Jade Bird.
- (d) The Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat.
- (e) The Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (f) Mr. Xu Zhendong is the chairman and a director of JB Software, Mr. Xu Zhixiang is a director of JB Software, a director and the chief executive officer of Beida Jade Bird and each of Mr. Zhang Wanzhong, Mr. Chen Zongbing and Ms. Zheng Zhong is a vice president of Beida Jade Bird.

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

附註：

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

除上文披露者外，於二零一三年九月三十日，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。

## COMPETING INTERESTS

As at 30 September 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 nine months ended 30 September 2013.

## AUDIT COMMITTEE

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

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Shao Jiulin, 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 third quarterly results report for the nine months ended 30 September 2013 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**

**Xu Zhendong**

*Chairman*

Beijing, the PRC, 8 November 2013

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

## 競爭權益

於二零一三年九月三十日，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。

## 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、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

許振東

中國，北京，二零一三年十一月八日

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，張永利先生、陳宗冰先生及鄭重女士則為非執行董事，而蔡傳炳先生、李俊才先生、邵九林先生及林岩先生為獨立非執行董事。

## GLOSSARY

## 詞彙

“Audit Committee” 「審核委員會」	指	the audit committee of the Company 本公司審核委員會
“Beida Jade Bird” 「北大青鳥」	指	Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司
“Board” 「董事會」	指	the board of Directors 董事會
“Company” 「本公司」	指	Beijing Beida Jade Bird Universal Sci-Tech Company Limited 北京北大青鳥環宇科技股份有限公司
“Director(s)” 「董事」	指	the director(s) of the Company 本公司董事
“GEM” 「創業板」	指	the Growth Enterprise Market of the Stock Exchange 聯交所創業板
“GEM Listing Rules” 「創業板上市規則」	指	the Rules Governing the Listing of Securities on GEM 創業板證券上市規則
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“H Share(s)” 「H股」	指	the overseas-listed foreign Share(s) subscribed for and traded in Hong Kong dollars 以港元認購及買賣之海外上市外資股
“HKFRSs” 「香港財務報告準則」	指	Hong Kong Financial Reporting Standards 香港財務報告準則
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“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, which for the purpose of this report excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan 中華人民共和國，就本報告而言，不包括香港、中華人民共和國澳門特別行政區及台灣

## GLOSSARY (Continued)

## 詞彙(續)

“RMB” 「人民幣」	指	renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
“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) in the ordinary share capital of the Company with a nominal value of RMB0.1 本公司普通股本中面值人民幣0.1元之普通股
“Shareholder(s)” 「股東」	指	the holder(s) of the Share(s) 股份持有人
“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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