



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

2017 THIRD QUARTERLY RESULTS REPORT
第三季度業績報告

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2017
截至二零一七年九月三十日止九個月

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

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

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

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

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

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

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本報告包括的資料乃遵照創業板證券上市規則(「創業板上市規則」)的規定而提供有關北京北大青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 2017 together with the unaudited comparative figures for the corresponding period in 2016 as follows:

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

For the nine months ended 30 September 2017

第三季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零一七年九月三十日止九個月之未經審核綜合業績，連同二零一六年同期之未經審核比較數字如下：

簡明綜合損益及其他全面收益表(未經審核)

截至二零一七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	
			2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Turnover	營業額	3	505,995	464,677	1,149,874	1,006,476
Cost of sales and services	銷售及服務成本		(261,463)	(241,336)	(603,561)	(528,013)
Gross profit	毛利		244,532	223,341	546,313	478,463
Other gains and income	其他收益及收入	4	21,728	6,556	25,291	114,690
Distribution costs	分銷成本		(27,378)	(20,668)	(76,111)	(53,153)
Administrative expenses	行政開支		(28,581)	(27,844)	(91,078)	(81,309)
Other expenses	其他開支		(24,479)	(8,373)	(63,638)	(44,526)
Profit from operations	經營溢利		185,822	173,012	340,777	414,165
Finance costs	融資成本	5	(4,394)	(3,328)	(10,821)	(6,622)
Share of (losses)/profits of associates	應佔聯營公司(虧損)/溢利		(3,448)	(3,357)	3,020	(6,500)
Share of losses of joint ventures	應佔合營企業虧損		(140)	(164)	(520)	(563)
Profit before tax	除稅前溢利		177,840	166,163	332,456	400,480
Income tax expense	所得稅開支	6	(30,472)	(14,091)	(59,576)	(38,223)
Profit for the period	本期間溢利		147,368	152,072	272,880	362,257
Other comprehensive income after tax:	除稅後其他全面收益：					
<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		(6,031)	1,708	(16,081)	7,324
Fair value changes of available-for-sale financial assets	可供出售財務資產之公平值變動		(301)	7,453	(11,521)	2,530
Investment revaluation reserve reclassified to profit or loss on step-acquisition of a subsidiary	就分步收購一間附屬公司重新分類至損益之投資重估儲備		-	-	-	(7,260)
Recognition of other reserves	確認其他儲備		597	-	852	-
Share of other comprehensive income of associates	應佔聯營公司其他全面收入		-	-	-	6,936
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收入		(11)	(1)	(10)	(3)

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

簡明綜合損益及其他全面收益表(未經審核)(續)

For the nine months ended 30 September 2017

截至二零一七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	
			2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Other comprehensive income for the period, net of tax	本期間其他全面收益(除稅後)		(5,746)	9,160	(26,760)	9,527
Total comprehensive income for the period	本期間全面收益總額		141,622	161,232	246,120	371,784
Profit for the period attributable to:	應佔本期間溢利：					
Owners of the Company	本公司擁有人		73,131	74,851	137,619	229,262
Non-controlling interests	非控股權益		74,237	77,221	135,261	132,995
			147,368	152,072	272,880	362,257
Total comprehensive income for the period attributable to:	應佔本期間全面收益總額：					
Owners of the Company	本公司擁有人		66,618	84,385	109,396	239,626
Non-controlling interests	非控股權益		75,004	76,847	136,724	132,158
			141,622	161,232	246,120	371,784
			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	5.30	5.89	10.08	18.89

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) 簡明綜合權益變動表(未經審核)

For the nine months ended 30 September 2017

截至二零一七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	Capital reserve 資本儲備	Reserve funds 儲備基金	Foreign currency translation reserve 匯兌儲備	Investment revaluation reserve 投資重估儲備	Other reserves 其他儲備	Retained profits 留存盈利	Total 合計	Non-controlling interests 非控股權益	Total equity 總權益
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January 2016	於二零一六年一月一日之結餘	118,480	377,720	113,798	(55,855)	157,585	12,552	568,249	1,292,529	397,686	1,690,215
Total comprehensive income for the period	本期間全面收益總額	-	-	-	8,158	2,206	-	229,262	239,626	132,158	371,784
Transfer	轉撥	-	-	210	-	-	-	(210)	-	-	-
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	24,150	24,150
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	3,691	3,691
Dividend paid and payable to non-controlling interests	已付及應付非控股權益之股息	-	-	-	-	-	-	-	-	(29,388)	(29,388)
Issue of shares	發行股份	9,696	72,245	-	-	-	-	-	81,941	-	81,941
Changes in equity for the period	本期間權益變動	9,696	72,245	210	8,158	2,206	-	229,052	321,567	130,611	452,178
Balance at 30 September 2016	於二零一六年九月三十日之結餘	128,176	449,965	114,008	(47,697)	159,791	12,552	797,301	1,614,096	528,297	2,142,393
Balance at 1 January 2017	於二零一七年一月一日之結餘	128,176	449,966	133,630	(33,178)	105,717	12,552	677,774	1,474,637	548,174	2,022,811
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(17,213)	(11,521)	511	137,619	109,396	136,724	246,120
Issue of shares	發行股份	9,696	112,553	-	-	-	-	-	122,249	-	122,249
Reclassification	重新分配	-	-	-	-	-	3,157	-	3,157	2,104	5,261
Changes in equity for the period	本期間權益變動	9,696	112,553	-	(17,213)	(11,521)	3,668	137,619	234,802	138,828	373,630
Balance at 30 September 2017	於二零一七年九月三十日之結餘	137,872	562,519	133,630	(50,391)	94,196	16,220	815,393	1,709,439	687,002	2,396,441

NOTE:

1. GENERAL INFORMATION

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

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

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

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

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2017. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods.

附註：

1. 一般資料

本公司乃於中華人民共和國(「中國」)註冊成立之中外合資股份有限公司。本公司之H股於創業板上市。本公司之註冊辦事處地址為中國北京市海澱區海澱路5號燕園三區北大青鳥樓三層(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。

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

2. 編製基準及重大會計政策

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

本集團於本期間已採納香港會計師公會所頒佈並於二零一七年一月一日開始之會計年度生效的所有與其營運有關之新訂及經修訂的香港財務報告準則。採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大變動。

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

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2017. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

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

Save as aforesaid or as otherwise mentioned in this report, the accounting policies adopted in preparing these unaudited third quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2016. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

2. 編製基準及重大會計政策(續)

本集團並無提早應用已頒佈但尚未於二零一七年一月一日開始之財政年度生效之新訂及經修訂的香港財務報告準則。董事預期本集團將於有關新訂及經修訂的香港財務報告準則生效後，在綜合財務報表中應用有關準則。本集團現正評估(倘適用)所有將於未來期間生效之新訂及經修訂的香港財務報告準則之潛在影響，惟目前未能確定此等新訂及經修訂的香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

簡明綜合財務報表未經審核，惟已經本公司審核委員會(「審核委員會」)審閱。

除上述或本報告其他部分所述者外，編製本未經審核第三季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零一六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 2017 二零一七年 RMB'000 人民幣千元		Nine months ended 30 September 截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元	
		2016 二零一六年 RMB'000 人民幣千元		2016 二零一六年 RMB'000 人民幣千元	
Sales and contract works of embedded system products and related products	嵌入式系統產品及相關產品之銷售及合約工程	408,991	451,578	890,828	1,036,474
Rendering of travel and leisure services	提供旅遊及休閒服務	52,807	50,879	107,646	104,741
Sales of wine and related products	銷售酒類及相關產品	2,879	3,538	8,002	8,659
		464,677	505,995	1,006,476	1,149,874

3. 營業額

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

4. OTHER GAINS AND INCOME

		Three months ended 30 September 截至九月三十日止三個月 2017 二零一七年 RMB'000 人民幣千元		Nine months ended 30 September 截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元	
		2016 二零一六年 RMB'000 人民幣千元		2016 二零一六年 RMB'000 人民幣千元	
Bank interest income	銀行利息收入	182	324	628	1,024
Gain on bargain purchase of a subsidiary	收購一間附屬公司之議價收益	–	–	15,209	–
Gain on bargain purchase of associates	收購聯營公司之議價收益	–	–	89,548	–
Government grants	政府補助	6,583	18,615	6,583	19,117
Rental income	租金收入	–	–	2	–
Others	其他	(209)	2,789	2,720	5,150
		6,556	21,728	114,690	25,291

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	
	截至九月三十日止三個月 2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Interest on bank and other loans 銀行及其他貸款利息	3,013	2,847	8,677	9,226
Net foreign exchange losses/(gain) 外幣匯兌虧損/(收益)淨額	1,381	481	2,144	(2,604)
	4,394	3,328	10,821	6,622

6. INCOME TAX EXPENSE

6. 所得稅開支

	Three months ended 30 September		Nine months ended 30 September	
	截至九月三十日止三個月 2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Current tax – PRC Enterprise Income Tax 即期稅項—中國企業所得稅	31,816	13,730	62,779	39,746
Provision for the period 本期間撥備	(1,344)	361	(3,203)	(1,523)
Deferred tax 遞延稅項				
	30,472	14,091	59,576	38,223

No provision for Hong Kong Profits Tax is required for the nine months ended 30 September 2017 and 2016 since the Group has no assessable profit for the periods.

概無於截至二零一七年及二零一六年九月三十日止九個月計提香港利得稅撥備，因為本集團於該期間並無應課稅溢利。

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

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

These subsidiaries of the Company had been certified by the relevant PRC authorities as high technology enterprises. Pursuant to the Income Tax Law in the PRC, the three subsidiaries are subject to PRC Enterprise Income Tax ("EIT") at a rate of 15% effective for three years within 2018.

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

6. INCOME TAX EXPENSE (Continued)

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

Other subsidiaries of the Company established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2016: 25%).

7. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company for the three months ended 30 September 2017 is based on the profit for the period attributable to owners of the Company of RMB73,131,000 (2016: RMB74,851,000) and the weighted average number of ordinary shares of 1,378,720,000 (2016: 1,271,220,870) in issue during the period. No adjustment has been made to the basic profit per share amounts presented for the three months ended 30 September 2017 and 2016. 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 2017 is based on the profit for the period attributable to owners of the Company of RMB137,619,000 (2016: RMB229,262,000) and the weighted average number of ordinary shares of 1,365,934,066 (2016: 1,213,817,226) in issue during the period. No adjustment has been made to the basic profit per share amounts presented for the nine months ended 30 September 2017 and 2016. 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 2017 (2016: Nil).

6. 所得稅開支(續)

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

本公司於中國成立之其他附屬公司通常須就應課稅收入按稅率25%(二零一六年：25%)繳納所得稅。

7. 每股盈利

每股基本及攤薄盈利

截至二零一七年九月三十日止三個月，本公司擁有人應佔每股基本盈利乃根據本公司擁有人應佔本期間溢利人民幣73,131,000元(二零一六年：人民幣74,851,000元)及期內已發行普通股加權平均數1,378,720,000(二零一六年：1,271,220,870)股計算。概無就截至二零一七年及二零一六年九月三十日止三個月之每股基本溢利作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

截至二零一七年九月三十日止九個月，本公司擁有人應佔每股基本盈利乃根據本公司擁有人應佔本期間溢利人民幣137,619,000元(二零一六年：人民幣229,262,000元)及期內已發行普通股加權平均數1,365,934,066(二零一六年：1,213,817,226)股計算。概無就截至二零一七年及二零一六年九月三十日止九個月之每股基本溢利作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

8. 股息

董事會不建議就截至二零一七年九月三十日止九個月派付中期股息(二零一六年：零)。

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

During the period under review, the Group remained focus on the two directions of strengthening its main businesses, including manufacture and sale of electronic fire equipment business, tourism development business and investment holding business, and exploring investment opportunities. For the nine months ended 30 September 2017, total turnover of the Group increased to approximately RMB1,149.9 million (2016: RMB1,006.5 million), representing an increase of approximately 14.2% when compared with that of 2016. Gross profit margin of the Group was approximately 48% (2016: 48%). As a result of satisfactory performance of the Group and maintaining a stable and competitive gross profit margin, the Group recorded an increase in gross profit by 14.2% to approximately RMB546.3 million (2016: RMB478.5 million). The Group's distribution costs, administrative expenses and other expenses were increased by 28.9% to approximately RMB230.8 million (2016: RMB179.0 million), following to the continued growth of the Group's main businesses, in particular the manufacture and sale of electronic fire equipment business during the period. The Group's profit attributable to owners of the Company was decreased by 40.0% to approximately RMB137.6 million for the nine months ended 30 September 2017 (2016: RMB229.3 million), despite of a record high turnover mainly because of the recognition of gain on bargain purchase of a subsidiary and associates included in other gains and income in 2016.

Manufacture and sale of electronic fire equipment

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

管理層討論及分析

整體表現

在回顧期間內，本集團繼續將重點放於兩個方面：強化旗下主要業務（包括製造及銷售電子消防設備業務、旅遊業發展業務及投資控股業務），以及探索投資機遇。截至二零一七年九月三十日止九個月，本集團的營業總額增加至約人民幣11.499億元（二零一六年：人民幣10.065億元），與二零一六年的營業總額相比，增加約14.2%。本集團的毛利率約為48%（二零一六年：48%）。由於本集團的表現令人滿意，且維持穩定及具競爭力毛利率，本集團毛利增加14.2%至約人民幣5.463億元（二零一六年：人民幣4.785億元）。本集團的分銷成本、行政開支及其他開支增加28.9%，至約人民幣2.308億元（二零一六年：人民幣1.79億元），乃由於期內本集團主要業務（尤其是製造及銷售電子消防設備業務）持續增長所致。截至二零一七年九月三十日止九個月，儘管錄得高營業額記錄，惟主要由於二零一六年之其他收益及收入包括收購一間附屬公司及聯營公司之議價收益確認，本公司擁有人應佔本集團溢利減少40.0%至約人民幣1.376億元（二零一六年：人民幣2.293億元）。

製造及銷售電子消防設備

本集團以製造及銷售消防安全系統產生收益，其主要生產設施位於中國河北、北京及四川。本集團之主要消防安全產品包括消防自動報警及聯動控制系統、電子消防監控系統、自動氣體滅火系統及氣體檢測監控系統，其設計旨在提供全面及綜合消防安全解決方案。本集團主要以中國各地的經銷商分銷其產品。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Manufacture and sale of electronic fire equipment (Continued)

On the back of brand effect and reputation for high quality and performance products, the Group's manufacture and sale of electronic fire equipment business recorded satisfactory growth and turnover increased 16.4% to approximately RMB1,036.5 million during the period under review (2016: RMB890.8 million). The Group continued to develop and launch a series of fire safety products under the guidance of new fire safety standards. The Group received a number of fire safety industry-related awards and certification, that further reflected the industry recognition of the Group's fire safety production solutions. During the third quarter of 2017, the Group conducted a regional promotional campaign to deploy the Group's development strategy. The Group concentrated on development of talents by providing in-depth trainings in aspects of research and development, production, sales and after-sales services, which supported the continued growth in the manufacture and sale of electronic fire equipment business.

Reference is made to the announcements of the Company dated 1 February 2013 and 17 November 2014 and the circular of the Company dated 27 February 2013 on 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 (the "SME Board") of the Shenzhen Stock Exchange. On 10 April 2017, the Main Board Issuance Approval Committee (the "Issuance Approval Committee") of the China Securities Regulatory Commission ("CSRC") issued the reviewing results announcement of the 51st conference meeting of the Issuance Approval Committee for 2017 on the website of the CSRC and announced that the proposed initial public offering on the SME Board of the Shenzhen Stock Exchange of Jade Bird Fire Alarm was reviewed and passed by the Issuance Approval Committee. Details were disclosed in the announcements of the Company dated 6 April 2017 and 10 April 2017.

Tourism development

The Group is the environmental shuttle bus operator in Hengshan Mountain scenic area, and fare revenue from tourists and pilgrims is the main source of income of the Group's tourism development business. The Group is also engaged in provision of property management services and operation of tourist souvenir shops in the scenic area. During the period, the Group's associates continued to take part in the tourism development projects in Hunan Province, including the construction and development of landscape architectures and primary land development of land around the Sonya Lake region at Changsha County, and the development of tourist sight project located at Tianzi Mountain.

管理層討論及分析(續)

製造及銷售電子消防設備(續)

在品牌效應及高質量產品聲譽的支持下，本集團的製造及銷售電子消防設備業務錄得令人滿意增長，於回顧期間內營業額錄得上升16.4%，至約人民幣10.365億元(二零一六年：人民幣8.908億元)。本集團根據最新消防安全標準的指引持續開發及推出一系列的消防安全產品。本集團獲得多項消防安全行業相關獎項及認證，進一步反映本集團的消防安全產品解決方案在行內的認受性。於二零一七年第三季，本集團進行地區宣傳活動，以部署本集團的發展策略。本集團透過提供研發、生產、銷售及售後服務之深入培訓，專注發展人才，藉此有助製造及銷售電子消防設備業務持續增長。

謹此提述本公司日期為二零一三年二月一日及二零一四年十一月十七日及本公司日期為二零一三年二月二十七日之通函，內容關於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」)建議分拆、並將青鳥消防所擁有及經營之電子消防設備製造及銷售業務於深圳證券交易所中小企業板(「中小企業板」)獨立上市。於二零一七年四月十日，中國證券監督管理委員會(「中國證監會」)主板發行審核委員會(「發行審核委員會」)於中國證監會網站刊發二零一七年第五十一次發行審核委員會工作會議審核結果公佈，宣佈青鳥消防建議於深圳交易所中小企業板首次公開發行獲發行審核委員會審核通過。詳情於本公司日期為二零一七年四月六日及二零一七年四月十日之公佈披露。

旅遊業發展

本集團為衡山風景區的環保穿梭巴士的營運商，而從遊客及香客獲得之車費收入為本集團旅遊發展業務之主要收入來源。本集團亦於風景區從事提供物業管理服務及營運旅遊紀念品店。期內，本集團之聯營公司繼續參與湖南省的旅遊發展項目，包括建設及開發園景建築及長沙縣松雅湖區周圍土地的一級土地開發，以及位於天子山旅遊景點項目發展。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Tourism development (Continued)

Turnover generated from the Group's tourism development business slightly decreased by 2.7% from approximately RMB107.6 million in 2016 to approximately RMB104.7 million in 2017. Such decrease was mainly attributable to the decrease in visitors to Hengshan and fare adjustment of the environmental shuttle bus service during the period.

Investment holding

As at 30 September 2017, the Group's investment holding business mainly included investments in private equity funds (the investment areas of which included private enterprises in the PRC with businesses ranging from the provision of information technology vocational education, insurance business, baby products retailing business, manufacturing and sale of light-emitting diode related products, property development, IT development and solution business, air transport agency and provision of technical consultancy services etc.), the equity interests in listed companies in Hong Kong, and the equity interest in a private enterprise in the PRC which is principally engaged in manufacture and sale of light-emitting diode related products.

On 5 November 2014, the Company entered into the equity interest transfer agreement with a then connected person of the Company for acquisition of 40% equity interest in Beijing Shengxin Runcheng Investment Management Co., Ltd. ("Beijing Shengxin Runcheng") at a consideration of RMB400,000. Beijing Shengxin Runcheng is a company incorporated in Beijing, the PRC and its scope of business is asset management. Completion of the transfer took place during the period and Beijing Shengxin Runcheng became an associate of the Group.

On 14 September 2017, the Company (as a limited partner) entered into the partnership agreement in relation to the formation of the investment fund, namely Beida Jade Bird Tongling Semiconductor Industry Investment Fund (Limited Partnership). The total capital to be contributed to the investment fund is RMB350 million, in which the Company agrees to contribute RMB66.50 million to the investment fund, accounting for 19% of the fund size. The investment scope of the investment fund is to target semiconductor industry chain projects in the city of Tongling, Anhui province. Details were disclosed in the announcements of the Company dated 14 September 2017 and 24 October 2017.

管理層討論及分析(續)

旅遊業發展(續)

本集團的旅遊業發展業務所得營業額由二零一六年約人民幣1.076億元輕微減少2.7%，至二零一七年約人民幣1.047億元。有關減幅乃主要由於期內造訪衡山的人數減少及環保巴士服務車費調整。

投資控股

於二零一七年九月三十日，本集團之投資控股業務主要包括投資於私募基金(投資範圍包括中國私營企業，而該等企業從事提供職業性資訊科技教育業務、保險業務、嬰兒產品零售業務、製造及銷售發光二極體相關產品、物業發展、開發資訊科技及解決方案業務、航空運輸代理及提供技術顧問服務等)、於香港上市公司的股權，以及中國私營企業(主要從事製造及銷售發光二極體相關產品)的股權。

於二零一四年十一月五日，本公司與本公司當時一名關連人士訂立股權轉讓協議，以收購北京盛信潤誠投資管理有限公司(「北京盛信潤誠」)40%股權，代價為人民幣400,000元。北京盛信潤誠為一間於中國北京註冊成立之公司，其業務範疇為資產管理。轉讓於期內完成及北京盛信潤誠成為本集團之聯營公司。

於二零一七年九月十四日，本公司作為有限合夥人訂立有關成立投資基金，即北大青鳥銅陵半導體產業投資基金(有限合夥)的合夥協議。投資基金總出資額為人民幣3.5億元，本公司同意向投資基金出資人民幣6,650萬元，佔投資基金規模的19%。投資基金定向投資於安徽省銅陵市半導體產業鏈項目。詳情於本公司日期為二零一七年九月十四日及二零一七年十月二十四日的公佈內披露。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Capital structure

On 11 January 2017, the Company and a third party placing agent entered into a placing agreement, whereby the Company has conditionally agreed to place, through the placing agent, on a best effort basis, of up to 96,960,000 placing H shares to not less than six but not exceeding ten independent places at the placing price of HK\$1.43 (equivalent to approximately RMB1.27) per placing H share (representing a discount of approximately 17.8% to the closing price of HK\$1.74 (equivalent to approximately RMB1.55) per H share on 11 January 2017). The placing was completed on 6 February 2017 raising net proceeds of approximately HK\$137.9 million (equivalent to approximately RMB122.1 million) (representing a net placing price of approximately HK\$1.42 (equivalent to approximately RMB1.26) per placing H share). The Directors intended that approximately 70% of net proceeds from the placing would be applied to potential acquisitions and/or development of new businesses; and approximately 30% of the net proceeds from the placing would be applied as working capital of the Group. As a result of the placing, on 6 February 2017, the total number of issued H shares of the Company was increased from 581,760,000 H shares to 678,720,000 H shares, and the total number of issued shares of the Company (including both the H shares and the promoters shares) was increased from 1,281,760,000 shares to 1,378,720,000 shares. Details of the above were disclosed in the announcements of the Company dated 11 January 2017 and 6 February 2017. As at 30 September 2017, approximately RMB43.3 million was applied to capital contribution to associates and payments for investments, and the remaining balance was deposited in bank. In respect of the net proceeds of the placing completed on 11 July 2016, approximately RMB58.4 million was used for acquisition of equity interests in associate and subsidiary, capital contribution to associate and payments for investments; approximately RMB4.6 million was applied as working capital of the Group; and the remaining balance was deposited in bank as at 30 September 2017.

Outlook

The Group's manufacture and sale of electronic fire equipment business will continue to emphasize on quality service by strengthening its capacity of research and development and investing in advanced equipment and human resources. The Group will penetrate the market and increase its competitiveness by providing support to the dealers, establishing regional technical supports, cooperating with fire safety professional websites in the area of product marketing and promotion, achieving strategic cooperation with real estate companies, and conducting product conferences and exploring overseas markets.

管理層討論及分析(續)

資本結構

於二零一七年一月十一日，本公司與第三方配售代理訂立配售協議，據此，本公司有條件同意藉配售代理按竭盡所能基準配售最多96,960,000股配售H股予不少於六名(惟不超過十名)獨立承配人，配售價為每股配售H股1.43港元(相當於約人民幣1.27元)，較H股於二零一七年一月十一日之收市價每股1.74港元(相當於約人民幣1.55元)折讓約17.8%。配售於二零一七年二月六日完成，募集所得款項淨額約1.379億港元(相當於約人民幣1.221億元)，代表每股配售H股淨配售價約1.42港元(相當於約人民幣1.26元)。董事擬將配售所得款項淨額約70%用於潛在收購及/或發展新業務，而配售所得款項淨額約30%將應用於本集團之營運資金。配售后，於二零一七年二月六日，本公司已發行H股總數由581,760,000股H股增加至678,720,000股H股，而本公司已發行股份總數(包括H股及發起人股份)由1,281,760,000股增加至1,378,720,000股。上述事項之詳情已於本公司日期為二零一七年一月十一日及二零一七年二月六日之公佈披露。於二零一七年九月三十日，約人民幣4,330萬元應用於向聯營公司注資及投資的款項，而結餘則存入銀行。至於二零一六年七月十一日完成的配售所得款項淨額，於二零一七年九月三十日，約人民幣5,840萬元用作收購聯營公司及附屬公司股權、向聯營公司注資以及投資之款項；而約人民幣460萬元應用於本集團之營運資金；而結餘則存入銀行。

展望

本集團藉加強研發能力及投資於先進設備和人力資源，在製造及銷售電子消防設備的業務中仍會著重優質服務。本集團將向代理商提供支援、成立地區技術支援、在產品宣傳和推廣上與消防安全專業網站合作、實現與房地產公司的戰略合作，以及舉辦產品發佈會及探索海外市場，藉此打入市場及提升自身競爭能力。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook (Continued)

With regard to tourism development business, pilgrims will continue to make up the majority of visitors with a stable turnout. As tourism becomes an integral part of daily life, development of tourism industry has been high in agenda for many regions, benefiting tourism industry in the PRC with forthcoming opportunities.

Disclosure under Rule 17.24 of the GEM Listing Rules

As at 30 September 2017, the aggregate amount of financial assistance provided by the Group to its affiliated companies, including (i) shareholder's loan provided to an affiliated company; and (ii) guarantees provided by the Group in relation to bank facilities of its affiliated companies is RMB536,400,000 in total, which exceeds 8% in the asset ratio as defined under Rules 19.08(1) of the GEM Listing Rules. Details on the financial assistance and guarantee as at 30 September 2017 are set out below:

管理層討論及分析(續)

展望(續)

就旅遊發展業務而言，旅客繼續以香客為主，人數依然穩定。由於旅遊成為日常生活的重要環節，旅遊業發展受到各地區高度重視，從而帶來中國旅遊行業接踵而至的機遇。

根據創業板上市規則第17.24條的披露資料

於二零一七年九月三十日，本集團提供予聯屬公司的財務資助，包括(i)提供予聯屬公司之股東貸款；及(ii)本集團為聯屬公司之銀行融資所作出之擔保合共總金額為人民幣536,400,000元，超逾創業板上市規則第19.08(1)條所界定的資產比率之8%。於二零一七年九月三十日的財務資助及擔保之詳情如下：

Name of Affiliated Company 聯屬公司名稱	Aggregate Amount of Financial Assistance and Guarantee 財務資助 及擔保金額 之總額 RMB'000 人民幣千元
Changsha Songya Lake Construction Investment Co., Ltd. ("Songya Lake Construction") 長沙松雅湖建設投資有限公司(「松雅湖建設」)	346,400 <small>(note 1)(註1)</small>
Chuanqi (Hunan) Enterprise Development Co., Ltd. ("Chuanqi Enterprise") 傳奇(湖南)實業發展有限公司(「傳奇實業」)	190,000 <small>(note 2)(註2)</small>
	536,400

Notes:

- The amount includes (i) a guarantee of RMB200,000,000 to Bank A and Bank B by the Company; (ii) a guarantee of RMB113,000,000 to Bank C by Chuanqi Tourism Investment Co., Ltd ("Chuanqi Tourism"), a non-wholly owned subsidiary of the Company; and (iii) an interest-free and unsecured shareholder's loan of RMB33,400,000 from Chuanqi Tourism to Songya Lake Construction. The total amount of the facilities from Bank A and Bank B to Songya Lake Construction is RMB986,000,000 and the total amount of the facilities from Bank C to Songya Lake Construction is RMB800,000,000.
- The amount includes a guarantee of RMB190,000,000 to a bank by Chuanqi Tourism. The total amount of the facilities from the bank to Chuanqi Enterprise is RMB190,000,000.

註：

- 其中包括：(i)本公司向銀行甲及銀行乙提供人民幣2億元擔保；(ii)本公司非全資附屬公司傳奇旅遊投資有限公司(「傳奇旅遊」)向銀行丙提供人民幣1.13億元擔保；及(iii)傳奇旅遊向松雅湖建設提供的人民幣3,340萬元的不計息無擔保股東貸款。銀行甲及銀行乙給予松雅湖建設的融資總額為人民幣9.86億元；而銀行丙給予松雅湖建設的融資總額為人民幣8億元。
- 其中包括傳奇旅遊向一間銀行提供人民幣1.9億元擔保。該銀行向傳奇實業授出的融資總額為人民幣1.9億元。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Disclosure under Rule 17.24 of the GEM Listing Rules (Continued)

The unaudited combined statement of financial position of the above affiliated companies and the Group's attributable interests in the above affiliated companies based on its unaudited consolidated financial statements for the nine months ended 30 September 2017 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

根據創業板上市規則第17.24條的披露資料(續)

根據上述聯屬公司截至二零一七年九月三十日止九個月之未經審核綜合財務報表(遵照中國公認會計原則編製,並已就會計政策差異作出調整),上述聯屬公司之未經審核合併財務狀況表及本集團應佔上述聯屬公司之權益呈列如下:

		Combined statement of financial position 合併財務 狀況表 RMB'000 人民幣千元	Group's attributable interests 本集團 應佔權益 RMB'000 人民幣千元
Assets	資產	3,181,062	894,732
Liabilities	負債	(2,800,465)	(784,867)
Net assets	淨資產	380,597	109,865

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 2017, 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:

於二零一七年九月三十日,董事、監事(「監事」)及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份(「股份」)及相關股份中,擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據創業板上市規則第5.46條另行知會本公司及聯交所之權益(包括股份權益及淡倉)如下:

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

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)

Long positions in ordinary shares and underlying shares of the Company

於本公司普通股及相關股份之好倉

Name 姓名	Capacity 身分	Interests in promoters Shares (Note) 於發起人 股份之權益 (附註)		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		
		Interests in H Shares 於H股 之權益			Approximate percentage of the Company's total number of issued H Shares 佔本公司 已發行 H股總數 概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司 已發行 股本總數 概約百分比	
Director 董事							
Mr. Zhang Wanzhong 張萬中先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	205,414,000	-	205,414,000	29.34%	-	14.90%
Supervisor 監事							
Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	205,414,000	29.34%	-	14.90%

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

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」)、北京北大青鳥有限責任公司(「北大青鳥」)及北京北大宇環微電子系統有限公司以及彼等各自之附屬公司及聯營公司以及本公司超過300名僱員之利益，持有Heng Huat Investments Limited(「Heng Huat」)之股份。Heng Huat實益擁有致勝資產有限公司(「致勝」)全部已發行股本權益，因而視作於致勝擁有權益之205,414,000股本公司股份中擁有權益。許振東先生、張萬中先生及徐祇祥先生(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。前董事許振東先生及徐祇祥先生分別於二零一五年五月五日辭任。

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 2017.

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 30 September 2017, 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:

董事、監事及最高行政人員於股份及相關股份之權益及淡倉(續)

於本公司普通股及相關股份之好倉(續)

除上文披露者外，於二零一七年九月三十日，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。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一七年九月三十日，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：

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
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%	14.50%
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%	14.50%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	14.50%
4. Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司	(a)	Directly beneficially owned 直接實益擁有	115,000,000	16.43%	8.34%
5. Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Through controlled corporations 透過受控制公司	85,000,000	12.14%	6.16%
6. Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd 三亞青鳥油服基地建設服務有限公司	(a)	Through a controlled corporation 透過一家受控制公司	85,000,000	12.14%	6.16%
7. Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd 海口青鳥遠望科技發展有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	6.16%
8. Grand East (H.K.) Limited 怡興(香港)有限公司		Directly beneficially owned 直接實益擁有	110,000,000	15.71%	7.98%
9. Heng Huat Investments Limited Heng Huat Investments Limited	(b)	Through a controlled corporation 透過一家受控制公司	205,414,000	29.34%	14.90%
10. Dynamic Win Assets Limited 致勝資產有限公司	(b)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	14.90%
11. Mongolia Energy Corporation Limited 蒙古能源有限公司	(c)	Through a controlled corporation 透過一家受控制公司	84,586,000	12.08%	6.13%
12. New View Venture Limited New View Venture Limited	(c)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	6.13%
13. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Directly beneficially owned 直接實益擁有	50,000,000	7.14%	3.63%

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

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

Notes:

- (a) Peking University is taken to be interested in 14.50% of the total issued share capital of the Company through the following companies:
- (i) 115 million promoters Shares (representing approximately 8.34% of the Company's total issued share capital) held by Beida Jade Bird, which is 46% beneficially owned by Jade Bird Software. Jade Bird Software is 48% beneficially owned by Beida Asset Management Co., Ltd., a wholly owned subsidiary of Peking University;
- (ii) 85 million promoters Shares (representing approximately 6.16% of the Company's total issued share capital) in which Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd. ("Haikou Jade Bird") is interested. Jade Bird Software owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd which in turn owns 100% equity interest in Haikou Jade Bird; and
- (iii) Mr. Zhang Wanzhong is a supervisor of Beida Jade Bird.
- (b) The promoters Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat. 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 promoters Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.

Save as disclosed above, no person, other than the Directors and Supervisors, whose interests are set out in the section "Directors', Supervisors' and chief executives' interests and short positions in shares and underlying shares" above, had registered interests or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO as at 30 September 2017.

COMPETING INTERESTS

As at 30 September 2017, none of the Directors and Supervisors and their respective associates (as defined in the GEM Listing Rules) had interests in a business which competes or may compete with the businesses of the Group, or may have any conflicts of interest with the Group pursuant to the GEM Listing Rules.

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

本公司普通股及相關股份之好倉(續)

附註：

- (a) 北京大學被視為透過下列公司，擁有本公司已發行股本總數14.50%權益：
- (i) 1.15億股發起人股份(佔本公司已發行股本總數約8.34%)由北大青島持有，而北大青島由青島軟件實益擁有46%，青島軟件由北京大學全資附屬公司北大資產經營有限公司實益擁有48%；
- (ii) 8,500萬股發起人股份(佔本公司已發行股本總數約6.16%)，海口青島遠望科技發展有限公司(「海口青島」)於當中擁有權益。青島軟件擁有北京微電子投資有限公司100%股權，而北京微電子投資有限公司擁有三亞青島油服基地建設服務有限公司46%股權，而三亞青島油服基地建設服務有限公司則擁有海口青島100%股權；及
- (iii) 張萬中先生為北大青島之監事。
- (b) 該等發起人股份由致勝持有，而致勝由Heng Huat全資實益擁有。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) 該等發起人股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。

除上文披露者外，於二零一七年九月三十日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

競爭權益

於二零一七年九月三十日，概無董事及監事以及彼等各自之聯繫人士(定義見創業板上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據創業板上市規則與本集團有任何利益衝突。

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the nine months ended 30 September 2017.

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 four independent non-executive Directors, namely Mr. Shao Jiulin, Mr. Li Juncai, Mr. Lin Yan and Mr. Li Chonghua. Mr. Shao Jiulin is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's third quarterly results report for the nine months ended 30 September 2017 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 2017

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

This report will remain on the GEM website at "www.hkgem.com" on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at "www.jbu.com.cn".

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二零一七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。

審核委員會目前由四名獨立非執行董事組成，成員為邵九林先生、李俊才先生、林岩先生及李崇華先生，邵九林先生為審核委員會主席。審核委員會已召開會議以審閱本集團截至二零一七年九月三十日止九個月之第三季度業績報告，並於會上議定落實第三季度業績報告之內容。

承董事會命
**北京北大青鳥環宇
 科技股份有限公司**
 主席
倪金磊

中國，北京，二零一七年十一月八日

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

本報告在刊登之日起計將在創業板網站「www.hkgem.com」之「最新公司公告」網頁內最少保存七日，並登載於本公司網站「www.jbu.com.cn」。



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