



BEIJING BEIDA JADE BIRD UNIVERSAL
SCI-TECH COMPANY LIMITED

北京北大青鳥環宇科技股份有限公司

STOCK CODE 股份代號：08095

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

2019 THIRD QUARTERLY RESULTS REPORT 第三季度業績報告

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2019
截至二零一九年九月三十日止九個月

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

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

香港聯合交易所有限公司(「聯交所」) GEM(「GEM」)的特色

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

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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GEM證券上市規則(「GEM上市規則」)的規定而提供有關北京北大青鳥環宇科技股份有限公司(「本公司」)的資料。本公司各董事(「董事」)願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確完整，且無誤導或欺詐成分，亦無遺漏其他事項致使本報告所載任何聲明產生誤導。

THIRD QUARTERLY RESULTS (UNAUDITED)

The board of the Directors (the “Board”) announced the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months ended 30 September 2019 together with the unaudited comparative figures for the corresponding period in 2018 as follows:

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

For the nine months ended 30 September 2019

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」)截至二零一九年九月三十日止九個月之未經審核綜合業績，連同二零一八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)

截至二零一九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	
			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
Continuing operations	持續經營業務					
Revenue	收益	3	56,485	53,149	121,269	121,381
Cost of sales and services	銷售及服務成本		(14,946)	(14,648)	(38,979)	(37,606)
Gross profit	毛利		41,539	38,501	82,290	83,775
Other gains and income	其他收益及收入	4	99	(15)	657	898
Distribution costs	分銷成本		(215)	(234)	(711)	(879)
Administrative expenses	行政開支		(12,594)	(14,550)	(36,939)	(41,480)
Other expenses	其他開支		(183)	45	(711)	(784)
Finance costs	融資成本	5	(801)	(1,456)	(4,398)	(1,822)
Share of profits/(losses) of associates	應佔聯營公司溢利/(虧損)		29,858	(2,950)	24,457	45,594
Share of losses of joint ventures	應佔合營企業虧損		(166)	(374)	(941)	(672)
Profit before tax	除稅前溢利		57,537	18,967	63,704	84,630
Income tax expense	所得稅開支	6	(8,225)	(6,889)	(14,966)	(14,990)
Profit for the period from continuing operations	來自持續經營業務的 本期間溢利		49,312	12,078	48,738	69,640
Discontinued operations	已終止經營業務					
Profit for the period from discontinued operations	來自已終止經營業務的 本期間溢利	9	854,750	120,851	988,987	250,317
Profit for the period	本期間溢利		904,062	132,929	1,037,725	319,957

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

For the nine months ended 30 September 2019

簡明綜合損益及其他全面收益表(未經審
核)(續)

截至二零一九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	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
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	6,691	25,548	14,301	28,168
Reclassification of foreign currency translation reserve to profit or loss upon deemed disposal of subsidiaries	於被視為出售附屬公司後由匯兌儲備重新分類至損益	1,776	—	1,776	—
		<u>8,467</u>	<u>25,548</u>	<u>16,077</u>	<u>28,168</u>
<i>Items that will not reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>				
Fair value changes of financial assets at fair value through other comprehensive income ("FVTOCI")	以公平值計入其他全面收益(「以公平值計入其他全面收益」)之財務資產之公平值變動	2,240	(5,991)	6,296	(17,558)
Share of other comprehensive income of associates	應佔聯營公司其他全面收入	1,861	—	1,861	—
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收入	23	(2,026)	45	(2,014)
		<u>4,124</u>	<u>(8,017)</u>	<u>8,202</u>	<u>(19,572)</u>
Other comprehensive income for the period, net of tax	本期間其他全面收益(除稅後)	<u>12,591</u>	<u>17,531</u>	<u>24,279</u>	<u>8,596</u>
Total comprehensive income for the period	本期間全面收益總額	<u>916,653</u>	<u>150,460</u>	<u>1,062,004</u>	<u>328,553</u>
Profit for the period from continuing operations attributable to:	應佔來自持續經營業務的本期間溢利：				
Owners of the Company	本公司擁有人	40,578	4,215	35,039	55,634
Non-controlling interests	非控股權益	8,734	7,863	13,699	14,006
		<u>49,312</u>	<u>12,078</u>	<u>48,738</u>	<u>69,640</u>

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

For the nine months ended 30 September 2019

簡明綜合損益及其他全面收益表(未經審
核)(續)

截至二零一九年九月三十日止九個月

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
		Note 附註			
Profit for the period from continuing and discontinued operations attributable to:	應佔來自持續及已終止經營業務的 本期間溢利：				
Owners of the Company	本公司擁有人		874,565	67,391	938,915
Non-controlling interests	非控股權益		29,497	65,538	98,810
			<u>904,062</u>	<u>132,929</u>	<u>1,037,725</u>
					<u>319,957</u>
Total comprehensive income for the period attributable to:	應佔本期間全面收益總額：				
Owners of the Company	本公司擁有人		887,749	81,239	959,175
Non-controlling interests	非控股權益		28,904	69,221	102,829
			<u>916,653</u>	<u>150,460</u>	<u>1,062,004</u>
					<u>328,553</u>
			RMB 人民幣	RMB 人民幣	RMB 人民幣
					RMB 人民幣
Earnings per share	每股盈利	7			
From continuing and discontinued operations	來自持續及已終止經營業務				
Basic and diluted (cents per share)	基本及攤薄(每股分)		<u>63.43</u>	<u>4.89</u>	<u>68.10</u>
					<u>13.54</u>
From continuing operations	來自持續經營業務				
Basic and diluted (cents per share)	基本及攤薄(每股分)		<u>2.94</u>	<u>0.31</u>	<u>2.54</u>
					<u>4.04</u>

CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY (UNAUDITED)

For the nine months ended 30 September 2019

簡明綜合權益變動表(未經審核)

截至二零一九年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital 股本 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Reserve funds 儲備基金 RMB'000 人民幣千元	Foreign currency translation reserve 匯兌儲備 RMB'000 人民幣千元	Financial assets at FVTOCI reserve 計入其他 全面收益之 財務資產 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained profits 留存溢利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元	Non- controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
Balance at 1 January 2018	於二零一八年一月一日之結餘	137,872	562,519	149,610	(59,266)	132,592	16,295	828,719	1,768,341	719,907	2,488,248
Total comprehensive income for the period	本期間全面收益總額	-	-	-	25,207	(19,573)	-	186,665	192,299	136,254	328,553
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	1,221	1,221
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(81)	81	-	-	-
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	5,065	5,065
Share of transfer of reserves of joint ventures	分佔合營企業的儲備轉撥	-	-	-	-	3,152	-	(3,152)	-	-	-
Transfer of gain on disposal of financial assets at FVTOCI	轉撥出售以公平值計入其他全面收益之財務資產所得收益	-	-	-	-	(1,287)	-	1,287	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	25,207	(17,708)	(81)	184,881	192,299	142,540	334,839
Balance at 30 September 2018	於二零一八年九月三十日之結餘	137,872	562,519	149,610	(34,059)	114,884	16,214	1,013,600	1,960,640	862,447	2,823,087
Balance at 1 January 2019	於二零一九年一月一日之結餘	137,872	562,519	152,577	(44,090)	(45,827)	16,384	970,800	1,750,235	900,180	2,650,415
Total comprehensive income for the period	本期間全面收益總額	-	-	-	13,964	6,296	-	938,915	959,175	102,829	1,062,004
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	7,752	7,752
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	21	(21)	-	-	-
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	750	750	848	1,598
Deemed disposal of subsidiaries	視作出售附屬公司	-	-	(58,628)	-	-	(10,969)	-	(69,597)	(829,287)	(898,884)
Transfer of gain on disposal of financial assets at FVTOCI	轉撥出售以公平值計入其他全面收益之財務資產所得收益	-	-	-	-	(3,862)	-	3,862	-	-	-
Changes in equity for the period	本期間權益變動	-	-	(58,628)	13,964	2,434	(10,948)	943,506	890,328	(717,858)	172,470
Balance at 30 September 2019	於二零一九年九月三十日之結餘	137,872	562,519	93,949	(30,126)	(43,393)	5,436	1,914,306	2,640,563	182,322	2,822,885

Note:

1. GENERAL INFORMATION

The Company was incorporated in the People's Republic of China (the "PRC") as a sino-foreign joint stock limited liability company. The Company's H shares are listed on GEM. The address of its registered office is 3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3, No.5 Haidian Road, Haidian District, Beijing 100080, the PRC. The addresses of its principal place of business in the PRC and Hong Kong are 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC and 17th Floor, V Heun Building, 138 Queen's Road Central, Central, Hong Kong respectively.

The Company is engaged in the marketing and sale of embedded system products and related products. The principal activities of its subsidiaries are 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 2019. Except for HKFRS 16 Leases mentioned below, 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.

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

附註：

1. 一般資料

本公司乃於中華人民共和國（「中國」）註冊成立之中外合資股份有限公司。本公司之H股於GEM上市。本公司之註冊辦事處地址為中國北京市海澱區海澱路5號燕園三區北大青鳥樓三層（郵編100080），其在中國及香港之主要營業地點分別為中國北京市海澱區成府路207號北大青鳥樓3樓（郵編100871）及香港中環皇后大道中138號威亨大廈17樓。

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」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包含香港財務報告準則、香港會計準則及詮釋。該等綜合財務報表亦符合GEM上市規則之適用披露條文。

本集團於本期間已採納香港會計師公會所頒佈並於二零一九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。除下文所述的香港財務報告準則第16號租賃外，採納該等新訂及經修訂香港財務報告準則並無對本集團於本期間和過往期間之會計政策及呈報數額造成重大變動。

香港財務報告準則第16號取代香港會計準則第17號「租賃」及其相關詮釋。該新訂準則引入有關承租人的單一會計處理模式。承租人無需區分經營和融資租賃，但需就全部租賃確認使用權資產及租賃負債（短期租賃及低價值資產之租賃可獲選擇性豁免）。香港財務報告準則第16號大致保留香港會計準則第17號有關出租人的會計處理規定。因此，出租人需繼續將租賃分類為經營或融資租賃。

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

The Group has applied the simplified transition approach and did not restate comparative amounts for the year prior to first adoption.

The standard affects primarily the accounting for the Group's operating leases. The Group's office and operating premises leases were previously classified as operating leases and the lease payments (net of any incentives received from the lessor) were recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group recognises and measures a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset are recognised in profit or loss. The Group's assets and liabilities increase and the timing of expense recognition is also be impacted as a result.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 is not material.

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 2019. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

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

The accounting policies adopted in preparing these unaudited third quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2018, except for the new and revised HKFRSs issued by HKICPA which have become effective in this period. 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)

本集團已應用簡化過渡法，並無重列首次採納前一年的比較金額。

該準則將主要影響本集團經營租賃之會計處理。本集團之辦公及營運處所租賃之前分類為經營租賃，租賃款項(扣除任何來自出租人之獎勵金額)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團就該等租賃按未來最低租賃付款之現值確認及計量負債，並確認其相應使用權資產。租賃負債之利息開支及使用權資產之折舊於損益中確認。本集團的資產及負債相應增加且開支確認之時間亦受到影響。

除確認租賃負債及使用權資產外，本集團預計於初次採納香港財務報告準則第16號後將作出的過渡性調整並不重大。

本集團並無提早應用已頒佈但尚未於二零一九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。

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，與編製本公司截至二零一八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，惟由香港會計師公會頒佈並已於本期間生效的新訂及經修訂的香港財務報告準則除外。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

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the period is as follows:

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收入			
Disaggregated by major products or service lines	按主要產品或服務線劃分之明細			
- Rendering of travel and leisure services	53,284	46,642	113,120	110,418
- Sales of wine and related products	3,201	2,889	8,149	7,345
- Management fee income	-	3,618	-	3,618
	<u>56,485</u>	<u>53,149</u>	<u>121,269</u>	<u>121,381</u>

The Group derives all revenue from the transfer of goods and services at a point in time.

3. 營業額

收入明細

期內按主要產品或服務線劃分之客戶合約收入明細如下：

本集團於某一時間點賺取所有轉撥貨品及服務收益。

4. OTHER GAINS AND INCOME

4. 其他收益及收入

	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	
	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
Bank interest income 銀行利息收入	31	32	197	186
Government grants 政府補貼	36	14	36	168
Reversal of allowance for doubtful other receivables 撥回其他應收款項呆賬撥備	-	(62)	-	506
Others 其他	32	1	424	38
	<u>99</u>	<u>(15)</u>	<u>657</u>	<u>898</u>

5. FINANCE COSTS

5. 融資成本

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
Interest on bank and other loans and lease liabilities 銀行及其他貸款及租賃負債利息	1,309	407	4,121	1,013
Net foreign exchange (gain)/loss 外幣匯兌(收益)/虧損淨額	(508)	1,049	277	809
	<u>801</u>	<u>1,456</u>	<u>4,398</u>	<u>1,822</u>

6. INCOME TAX EXPENSE

		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	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
Current tax	即期稅項				
Provision for the period	本期撥備				
PRC	中國	8,225	6,888	14,964	14,981
The United States	美國	—	1	2	9
		<u>8,225</u>	<u>6,889</u>	<u>14,966</u>	<u>14,990</u>

No provision for Hong Kong Profits Tax is required for the nine months ended 30 September 2019 and 2018 since the Group has no assessable profit for the periods.

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

The subsidiaries of the Company established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2018: 25%).

7. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic earnings per share from continuing operations and from continuing and discontinued operations attributable to owners of the Company for the three months ended 30 September 2019 is based on the profit for the period attributable to owners of the Company of RMB40,578,000 (2018: RMB4,215,000) and RMB874,565,000 (2018: RMB67,391,000) respectively and the weighted average number of ordinary shares of 1,378,720,000 (2018: 1,378,720,000) in issue during the period. No adjustment has been made to the basic profit per share amounts presented for the three months ended 30 September 2019 and 2018. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

6. 所得稅開支

概無於截至二零一九年及二零一八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。

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

本公司於中國成立之附屬公司通常須就應課稅收入按稅率25% (二零一八年：25%) 繳納所得稅。

7. 每股盈利

每股基本及攤薄盈利

截至二零一九年九月三十日止三個月，本公司擁有人應佔來自持續經營業務及來自持續及已終止經營業務的每股基本盈利乃分別根據本公司擁有人應佔本期間溢利人民幣40,578,000元 (二零一八年：人民幣4,215,000元) 及人民幣874,565,000元 (二零一八年：人民幣67,391,000元) 及期內已發行普通股加權平均數1,378,720,000 (二零一八年：1,378,720,000) 股計算。概無就截至二零一九年及二零一八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。

7. EARNINGS PER SHARE (Continued)

Basic and diluted earnings per share (Continued)

The calculation of basic earnings per share from continuing operations and from continuing and discontinued operations attributable to owners of the Company for the nine months ended 30 September 2019 is based on the profit for the period attributable to owners of the Company of RMB35,039,000 (2018: RMB55,634,000) and RMB938,915,000 (2018: RMB186,665,000) respectively and the weighted average number of ordinary shares of 1,378,720,000 (2018: 1,378,720,000) in issue during the period. No adjustment has been made to the basic profit per share amounts presented for the nine months ended 30 September 2019 and 2018. 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 2019 (2018: Nil).

9. DISCONTINUED OPERATIONS

Reference is made to the announcement of the Company dated 1 February 2013 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 (the “Proposed A Share Listing”). On 19 July 2019, Jade Bird Fire Alarm received a written approval issued by the China Securities Regulatory Commission in respect of the initial public offering of Jade Bird Fire Alarm (the “Approval”). Pursuant to the Approval, Jade Bird Fire Alarm was approved to publicly issue no more than 60 million new shares within 12 months from the date of the Approval. On 8 August 2019, Jade Bird Fire Alarm issued the *Announcement on the Listing of the Shares Offered under Initial Public Offering*, pursuant to which, 60,000,000 shares at a price of RMB17.34. The shares of Jade Bird Fire Alarm was listed on the SME Board of the Shenzhen Stock Exchange on 9 August 2019, with stock name “青島消防” (Jade Bird Fire Alarm*) and stock code 002960. Details were disclosed in the announcement of the Company dated 19 July 2019, 29 July 2019 and 8 August 2019.

7. 每股盈利(續)

每股基本及攤薄盈利(續)

截至二零一九年九月三十日止九個月，本公司擁有人應佔來自持續經營業務及來自持續及已終止經營業務的每股基本盈利乃分別根據本公司擁有人應佔本期間溢利人民幣35,039,000元(二零一八年：人民幣55,634,000元)及人民幣938,915,000元(二零一八年：人民幣186,665,000元)及期內已發行普通股加權平均數1,378,720,000(二零一八年：1,378,720,000)股計算。概無就截至二零一九年及二零一八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二零一九年九月三十日止九個月派付中期股息(二零一八年：零)。

9. 已終止經營業務

茲提述本公司日期為二零一三年二月一日之公佈及本公司日期為二零一三年二月二十七日之通函，內容有關建議分拆本公司一間附屬公司北大青島環宇消防設備股份有限公司(「青島消防」)及將青島消防擁有及營運的製造及銷售電子消防設備業務於深圳證券交易所中小企業板(「中小企業板」)獨立上市(「建議A股上市」)。於二零一九年七月十九日，青島消防接獲中國證券監督管理委員會就青島消防首次公開發售發出的書面批准(「該批准」)。根據該批准，青島消防獲准於該批准日期起12個月內公開發行不多於60,000,000股新股份。於二零一九年八月八日，青島消防發佈《首次公開發行股票上市公告書》，據此，60,000,000股股份的發行價為人民幣17.34元。青島消防股份已於二零一九年八月九日在深圳證券交易所中小企業板上市，股份簡稱為「青島消防」，股份代號為002960。詳情披露於本公司日期為二零一九年七月十九日、二零一九年七月二十九日及二零一九年八月八日之公佈。

9. DISCONTINUED OPERATIONS (Continued)

Following the completion of the Proposed A Share Listing on 8 August 2019, the equity interest of the Company in Jade Bird Fire Alarm was diluted from 51.02% to 38.27%. Jade Bird Fire Alarm ceased to be a non-wholly owned subsidiary of the Company and the Group discontinued its business of manufacture and sale of electronic fire equipment. Jade Bird Fire Alarm became associate of the Group with effect from the same date and has since been accounted for using the equity method of accounting. Accordingly, Jade Bird Fire Alarm was presented as discontinued operations in the condensed consolidated financial statements of the Company for the nine months ended 30 September 2019. The comparative figures for the nine months ended 30 September 2018 in these condensed consolidated financial statements have also been restated to present Jade Bird Fire Alarm as discontinued operations. Financial information relating to the discontinued operations for the period to the date of disposal is set out below. The financial performance presented are for the period from 1 January 2019 to 8 August 2019 (2019 column) and the nine months period ended 30 September 2018.

9. 已終止經營業務(續)

在建議A股上市於二零一九年八月八日完成後，本公司於青島消防的股權已由51.02%攤薄至38.27%。青島消防不再為本公司的非全資附屬公司，而本集團已終止其製造及銷售電子消防設備業務。青島消防自同一日期起成為本集團之聯營公司及自此以權益會計法列賬。因此，青島消防於本公司截至二零一九年九月三十日止九個月之簡明綜合財務報表呈列為已終止經營業務。該等簡明綜合財務報表中的截至二零一八年九月三十日止九個月之比較數字亦經重列，將青島消防呈列為已終止經營業務。有關於本期間至出售日期的已終止經營業務的財務資料載列如下。所呈列的財務表現代表二零一九年一月一日至二零一九年八月八日(二零一九年欄)期間及截至二零一八年九月三十日止九個月期間。

		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	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Revenue	收益	203,181	523,334	1,111,446	1,227,953
Cost of sales and services	銷售及服務成本	(105,602)	(301,241)	(656,458)	(698,185)
Gross profit	毛利	97,579	222,093	454,988	529,768
Other gains and income	其他收益及收入	1,047	7,511	9,265	16,117
Impairment loss on trade and other receivables	貿易及其他應收款項減值虧損	(5,721)	(15,088)	(31,004)	(38,582)
Distribution costs	分銷成本	(20,098)	(33,350)	(98,436)	(92,082)
Administrative expenses	行政開支	(7,745)	(17,527)	(50,469)	(48,982)
Other expenses	其他開支	(10,258)	(21,762)	(63,069)	(58,964)
Finance costs	融資成本	(920)	2,247	(4,228)	(5,126)
Share of losses of associates	應佔聯營公司之虧損	(93)	(895)	(2,015)	(3,742)
Profit before tax	除稅前溢利	53,791	143,229	215,032	298,407
Income tax expense	所得稅開支	(9,112)	(22,378)	(36,116)	(48,090)
Profit after tax from discontinued operations	來自已終止經營業務之除稅後溢利	44,679	120,851	178,916	250,317
Gain on deemed disposal of subsidiaries	被視為出售附屬公司之收益	810,071	-	810,071	-
Profit from discontinued operations	來自已終止經營業務之溢利	854,750	120,851	988,987	250,317

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

The Group is principally engaged in tourism development business and investment holding of diversified portfolios.

During the period under review, the Group discontinued its sale of electronic fire equipment business upon the completion of the listing of shares of Jade Bird Fire Alarm on the SME Board of the Shenzhen Stock Exchange. Jade Bird Fire Alarm ceased to be a non-wholly owned subsidiary of the Company and became an associate of the Group.

The Group's tourism development segments continued to be the core source of revenue. The Group's revenue and gross profit from continuing operations for the nine months ended 30 September 2019 remained steady at approximately RMB121.3 million (2018: RMB121.4 million) and approximately RMB82.3 million (2018: RMB83.8 million) respectively. During the reporting period, profit from continuing operations attributable to the owners of the Company decreased 37.1% year-on-year to approximately RMB35.0 million (2018: RMB55.6 million). The decrease was mainly attributable to the decrease in share of profits of associates from approximately RMB45.6 million in 2018 to approximately RMB24.4 million in 2019 mainly as a result of recognition of income from the property development project in the PRC by the Group's associate during the nine months ended 30 September 2018. Profit from continuing operations and discontinued operations attributable to the owners of the Company increased by 402.9% to approximately RMB938.9 million (2018: RMB186.7 million), because of the recognition of the gain on deemed disposal of Jade Bird Fire Alarm of approximately RMB810.1 million upon the completion of the Proposed A Share Listing of Jade Bird Fire Alarm.

管理層討論及分析

整體表現

本集團主要從事旅遊發展業務及多元化投資組合投資控股。

於回顧期間，本集團於完成青島消防股份於深圳證券交易所中小企業板上市後，終止其銷售電子消防設備業務。青島消防不再為本公司非全資附屬公司，並成為本集團的聯營公司。

本集團的旅遊發展分部繼續為核心收入來源。截至二零一九年九月三十日止九個月，本集團來自持續經營業務的收入及毛利維持穩定，分別為約人民幣1.213億元(二零一八年：人民幣1.214億元)及約人民幣8,230萬元(二零一八年：人民幣8,380萬元)。於報告期間，本公司擁有人應佔來自持續經營業務的溢利按年減少37.1%至約人民幣3,500萬元(二零一八年：人民幣5,560萬元)。減幅乃主要由於應佔聯營公司溢利由二零一八年約人民幣4,560萬元減少至二零一九年約人民幣2,440萬元，主要因為於截至二零一八年九月三十日止九個月本集團聯營公司確認來自中國物業發展項目的收入。本公司擁有人應佔來自持續經營業務及已終止經營業務的溢利增加402.9%至約人民幣9.389億元(二零一八年：人民幣1.867億元)，乃由於完成青島消防建議A股上市後確認視作出售青島消防收益約人民幣8.101億元。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Tourism development

The Group is engaged in provision of environmental shuttle bus service and property management services, and operation of tourist service center and tourist souvenir shops in Hengshan Mountain scenic area, the PRC. The Group also, through investments in associates, participated in several 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.

Fare revenue of environmental shuttle bus service was the main source of income of the Group's tourism development business, which continued to contribute constant profit and cash flow to the Group. For the nine months ended 30 September 2019, the Group's tourism development business recorded revenue of approximately RMB113.1 million (2018: RMB110.4 million), representing an increase by 2.4% when compared with the corresponding year of 2018. Such increase was in line with the steady growth of the number of tourists and pilgrims to Hengshan Mountain scenic area. The service utilisation rate of the Group's environmental bus service remained stable at 92%.

During the period under review, Chuanqi Tourism Investments Co., Ltd. ("Chuanqi Tourism"), a direct non-wholly owned subsidiary of the Company, entered into the sale and purchase agreement with Chuanqi (Hunan) Enterprise Development Co., Ltd. ("Chuanqi Enterprise"), an associate of the Group and a connected person of the Company, to acquire a building under construction situated at Tianzhishan Nanyue Legend Town, Nanyue District, Hengyang, Hunan, the PRC (the "Property") at the consideration of RMB39,655,700. The Property would be used for administrative and office use of Chuanqi Tourism.

管理層討論及分析 (續)

旅遊發展

本集團於中國衡山風景區從事提供環保穿梭巴士服務及物業管理服務，以及營運旅遊服務中心及旅遊紀念品商店。本集團亦透過投資於聯營公司，參與湖南省多個旅遊開發項目，包括長沙縣松雅湖地區周遭的景觀設計建設及土地開發，以及開發位於天子山的旅遊景觀項目。

環保穿梭巴士服務的票價收入是本集團旅遊發展業務的主要收入來源，繼續為本集團貢獻穩定溢利及現金流。截至二零一九年九月三十日止九個月，本集團的旅遊發展業務錄得收入約人民幣1.131億元（二零一八年：人民幣1.104億元），較二零一八年相應年度增加2.4%。有關增幅乃與衡山風景區的旅客及香客數目穩步增長一致。而本集團環保巴士服務的服務使用率維持穩定為92%。

於回顧期間，本公司一間直接非全資附屬公司傳奇旅遊投資有限公司（「傳奇旅遊」）與傳奇（湖南）實業發展有限公司（「傳奇實業」，本集團聯營公司及本公司關連人士）訂立買賣協議，以收購位於中國湖南衡陽南嶽區天子山南嶽傳奇鎮的在建樓宇（「該物業」），代價為人民幣39,655,700元。該物業將用作傳奇旅遊的行政及辦公室用途。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Investment holding

As at 30 September 2019, the Group's investment holding business mainly included investments in a subsidiary, which is a private equity fund with equity investments in private enterprises in the PRC principally engaged in manufacturing and sale of light-emitting diode related products and e-commerce business, the investments in financial assets at fair value through other comprehensive income including listed companies in Hong Kong and a private enterprise in the PRC, investments in associates and joint ventures which were private equity funds with investments in private enterprises in the PRC, and the investment in co-production of films and television dramas in the PRC. During the period, the Group did not effect any material additional new investments. For the nine months ended 30 September 2019, a gain on disposal of approximately RMB3.8 million was transferred to retained profits as a result of disposal of certain financial assets held by the Group.

Outlook

Look ahead, Hengshan Mountain scenic area is a developed tourism attraction, which is expected to maintain a stable number of tourists and performance of the Group's tourism development business during the rest of 2019. Regarding the investment holding business, in view of the recent uncertainties of global economic environment and volatile asset prices, the Group would continue to explore investment projects with promising development potential in a prudent manner and carefully assess investment opportunities in the market.

管理層討論及分析 (續)

投資控股

於二零一九年九月三十日，本集團的投資控股業務主要包括投資於一間附屬公司，其為一項私募股權基金，持有於主要從事製造及銷售發光二極管相關產品及電子商貿業務的中國民營企業的股權投資、投資於以公平值計入其他全面收益之財務資產（包括香港上市公司及一家中國民營企業）、投資於聯營公司及合營企業（為投資中國民營企業的私募股權基金），以及在中國投資聯合製作的電影及電視劇。於本期間，本集團並無進行任何重大的額外新投資。於截至二零一九年九月三十日止九個月，由於出售本集團持有的若干財務資產，出售事項收益約人民幣380萬元轉移至保留溢利。

前景

展望將來，衡山風景區為已開發的旅遊勝地，預期於二零一九年餘下期間將維持穩定旅客人數及本集團旅遊發展業務表現平穩。在投資控股業務方面，鑑於近期全球經濟環境不明朗及資產價格波動，本集團將繼續審慎探索具良好發展潛力的投資項目及小心評估市場投資機遇。

USE OF PROCEEDS FROM PLACINGS UNDER GENERAL MANDATE

In respect of the placing completed on 6 February 2017 and following the change of use of proceeds on 29 March 2018, approximately 88% of net proceeds from the placing would be applied to potential acquisitions and/or development of new businesses; and approximately 12% of the net proceeds from the placing would be applied as working capital of the Group. Details of the above were disclosed in the announcements of the Company dated 11 January 2017, 6 February 2017, 1 December 2017 and 29 March 2018. As at 30 September 2019, approximately RMB103.9 million was applied to capital contribution to associates and investment of the Company and payments for investments of the Group; and approximately RMB13.9 million was applied as working capital of the Group. All the net proceeds from the placing have been fully utilised.

DISCLOSURE UNDER RULE 17.24 OF THE GEM LISTING RULES

As at 30 September 2019, 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 RMB523,400,000 in total, which exceeds 8% in the asset ratio as defined under Rules 19.07(1) of the GEM Listing Rules. Details on the financial assistance and guarantee as at 30 September 2019 are set out below:

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」)	233,400 (Note 1) (附註1)
Chuanqi Enterprise	傳奇實業	190,000 (Note 2) (附註2)
Jade Bird Fire Alarm	青鳥消防	100,000 (Note 3) (附註3)
		<u>523,400</u>

根據一般授權進行配售事項所得款項用途

就於二零一七年二月六日完成的配售事項而言，及隨著二零一八年三月二十九日變更所得款項用途後，配售所得款項淨額約88%將用作潛在收購及／或發展新業務；而配售所得款項淨額約12%將用作本集團之營運資金。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、二零一七年二月六日、二零一七年十二月一日及二零一八年三月二十九日之公佈披露。於二零一九年九月三十日，約人民幣1.039億元已用作向本公司的聯營公司和投資注資，及本集團的投資付款；約人民幣1,390萬元已用作本集團之營運資金。所有配售所得款項淨額已獲悉數使用。

根據GEM上市規則第17.24條的披露資料

於二零一九年九月三十日，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523,400,000元，超逾GEM上市規則第19.07(1)條所界定的資產比率之8%。於二零一九年九月三十日的財務資助及擔保之詳情如下：

DISCLOSURE UNDER RULE 17.24 OF THE GEM LISTING RULES (Continued)

Notes:

- The amount includes (i) a guarantee of RMB200,000,000 to two banks by the Company; and (ii) an interest-free and unsecured shareholder's loan of RMB33,400,000 from Chuanqi Tourism, a non-wholly owned subsidiary of the Company to Songya Lake Construction. The total amount of the facilities from the two banks to Songya Lake Construction is RMB786,000,000.
- 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.
- The amount includes a guarantee of RMB100,000,000 to a bank by the Company. The total amount of the facilities from the bank to Jade Bird Fire Alarm is RMB100,000,000. Jade Bird Fire Alarm, a former subsidiary of the Company, became an associate upon the completion of the listing of its shares on the SME Board of the Shenzhen Stock Exchange in August 2019.

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 period ended 30 September 2019 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

		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	7,363,797	2,419,990
Liabilities	負債	<u>(4,280,766)</u>	<u>(1,275,876)</u>
Net assets	淨資產	<u>3,083,031</u>	<u>1,144,114</u>

根據GEM上市規則第17.24條的披露資料(續)

附註：

- 其中包括：(i)本公司向兩間銀行提供的人民幣2億元擔保；及(ii)本公司之非全資附屬公司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。兩間銀行向松雅湖建設授出的融資總額為人民幣7.86億元。
- 金額包括傳奇旅遊向一間銀行提供的人民幣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。
- 金額包括本公司向一間銀行提供的人民幣1億元擔保。該銀行向青島消防授出的融資總額為人民幣1億元。青島消防為本公司前附屬公司，在其股份於二零一九年八月於深圳證券交易所中小板完成上市後成為聯營公司。

根據上述聯屬公司截至二零一九年九月三十日止期間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：

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

As at 30 September 2019, the interests (including interests in shares and short positions) of Directors, supervisors (the "Supervisors"), and chief executives of the Company in the shares (the "Shares") and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

董事、監事及最高行政人員於股份及相關股份之權益及淡倉

於二零一九年九月三十日，董事、監事（「監事」）及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據GEM上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

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 身份	Number of promoters Shares held (Note) 持有發起人 股份數目 (附註)	Number of H Shares held 持有 H股數目	Number of Shares held 持有 股份數目	Approximate percentage of the issued promoters Shares 已發行 發起人股份 概約百分比	Approximate percentage of the issued H Shares 已發行 H股 概約百分比	Approximate percentage of the issued Shares 已發行 股份 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%

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. ("Jade Bird Software"), Beijing Beida Jade Bird Limited ("Beida Jade Bird") and Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win Assets Limited ("Dynamic Win"), and is taken to be interested in 205,414,000 shares of the Company which Dynamic Win is interested. Mr. Xu Zhendong, Mr. Zhang Wanzhong and Mr. Xu Zhixiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu Yue's resignation as a trustee on the same date) are trustees holding 60, 20 and 20 shares out of 100 shares in the issued share capital of Heng Huat. Each of Mr. Xu Zhendong and Mr. Xu Zhixiang was former Director who resigned on 5 May 2015.

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 30 September 2019.

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，彼等以受託人身份，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)以受託人身份，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。

除上文披露者外，於二零一九年九月三十日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據GEM上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

董事及監事購入股份之權利

於本期間任何時間，董事及監事或彼等各自之配偶或未成年子女並無獲授任何可藉收購本公司股份而取得利益之權利，亦無行使任何該等權利。本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事及監事獲得於任何其他法人團體之該等權利。

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

At 30 September 2019, 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

於二零一九年九月三十日，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 身份	Number of promoters Shares held 持有發起人 股份數目	Number of H Shares held 持有 H股數目	Number of Shares held 持有 股份數目	Approximate percentage of the issued promoters Shares 已發行 發起人股份 概約百分比	Approximate percentage of the issued H Shares 已發行H股 概約百分比	Approximate percentage of the issued Shares 已發行股份 概約百分比
1. Peking University 北京大學	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	200,000,000	28.57%	-	14.50%
2. Beida Asset Management Co., Ltd. 北大資產經營有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	200,000,000	28.57%	-	14.50%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青島軟件系統有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	200,000,000	28.57%	-	14.50%
4. Beijing Beida Jade Bird Limited 北京北大青島有限責任公司	(a)	Beneficial owner 實益擁有人	115,000,000	-	115,000,000	16.43%	-	8.34%
5. Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	85,000,000	12.14%	-	6.16%
6. Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd 三亞青島油服基地建設服務有限公司	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	85,000,000	12.14%	-	6.16%

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 身份	Number of promoters Shares held 持有發起人股份數目	Number of H Shares held 持有H股數目	Number of Shares held 持有股份數目	Approximate percentage of the issued promoters Shares 發起人股份概約百分比	Approximate percentage of the issued H Shares 已發行H股概約百分比	Approximate percentage of the issued Shares 已發行股份概約百分比
7. Haikou Jade Bird Yuanwang Sci-Tech Development Co., Ltd 海口青島遠望科技發展有限公司	(a)	Beneficial owner 實益擁有人	85,000,000	-	85,000,000	12.14%	-	6.16%
8. Grand East (H.K.) Limited 怡興(香港)有限公司		Beneficial owner 實益擁有人	110,000,000	-	110,000,000	15.71%	-	7.98%
9. Heng Huat Investments Limited	(b)	Interest of controlled corporation 受控法團權益	205,414,000	-	205,414,000	29.34%	-	14.90%
10. Dynamic Win Assets Limited 致勝資產有限公司	(b)	Beneficial owner 實益擁有人	205,414,000	-	205,414,000	29.34%	-	14.90%
11. Mongolia Energy Corporation Limited 蒙古能源有限公司	(c)	Interest of controlled corporation 受控法團權益	84,586,000	-	84,586,000	12.08%	-	6.13%
12. New View Venture Limited	(c)	Beneficial owner 實益擁有人	84,586,000	-	84,586,000	12.08%	-	6.13%
13. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Beneficial owner 實益擁有人	50,000,000	-	50,000,000	7.14%	-	3.63%
14. Sun Hung Kai Structured Finance Limited 新鴻基結構融資有限公司		Person having a security interest in shares 擁有股份抵押權益之人士	-	38,117,000	38,117,000	-	5.61%	2.76%

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 身份	Number of promoters Shares held 持有發起人 股份數目	Number of H Shares held 持有 H股數目	Number of Shares held 持有 股份數目	Approximate percentage of the issued promoters Shares 已發行 發起人股份 概約百分比	Approximate percentage of the issued H Shares 已發行H股 概約百分比	Approximate percentage of the issued Shares 已發行股份 概約百分比
15. Shipshape Investments Limited	(d)	Interest in controlled corporation 受控法團權益	-	38,117,000	38,117,000	-	5.61%	2.76%
16. Sun Hung Kai & Co. Limited 新鴻基有限公司	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	38,117,000	-	5.61%	2.76%
17. Allied Properties (H.K.) Limited 聯合地產(香港)有限公司	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	38,117,000	-	5.61%	2.76%
18. Allied Group Limited 聯合集團有限公司	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	38,117,000	-	5.61%	2.76%
19. Lee Seng Hui 李成輝	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	38,117,000	-	5.61%	2.76%
20. Lee Su Hwei 李淑慧	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	38,117,000	-	5.61%	2.76%
21. Lee Seng Huang 李成煌	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	38,117,000	-	5.61%	2.76%

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.
- (d) Sun Hung Kai Structured Finance Limited was a wholly-owned subsidiary of Shipshape Investments Limited, a wholly-owned subsidiary of Sun Hung Kai & Co. Limited, which in turn was a non wholly-owned subsidiary of Allied Properties (H.K.) Limited. Allied Properties (H.K.) Limited was a non wholly-owned subsidiary of Allied Group Limited in which Lee Seng Hui, Lee Su Hwei and Lee Seng Huang were the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.95% of the total number of issued shares of Allied Group Limited (inclusive of Lee Seng Hui's personal interests) as at 30 September 2019. Accordingly, all these parties were deemed to have the same long position as Sun Hung Kai Structured Finance 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 2019.

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%)由北大青鳥持有，而北大青鳥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%)，海口青鳥遠望科技發展有限公司(「海口青鳥」)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鳥100%股權；及
- (iii) 張萬中先生為北大青鳥之監事。
- (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。
- (d) 新鴻基結構融資有限公司為Shipshape Investments Limited的全資附屬公司，Shipshape Investments Limited為新鴻基有限公司的全資附屬公司，而新鴻基有限公司為聯合地產(香港)有限公司的非全資附屬公司。聯合地產(香港)有限公司為聯合集團有限公司的非全資附屬公司，其中李成輝、李淑慧及李成煌為全權信託Lee and Lee Trust的信託人。於二零一九年九月三十日，Lee and Lee Trust控制聯合集團有限公司全部已發行股份約74.95%(包括李成輝之個人權益)。因此，所有該等人士被視為與新鴻基結構融資有限公司擁有相同好倉。

除上文披露者外，於二零一九年九月三十日，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 2019, 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 2019.

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. Li Chonghua and Mr. Shen Wei. 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 2019 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, 7 November 2019

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

競爭權益

於二零一九年九月三十日，概無董事及監事以及彼等各自之聯繫人士（定義見GEM上市規則）於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據GEM上市規則與本集團有任何利益衝突。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一九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GEM上市規則所載之規定制訂其職權範圍。審核委員會對董事會負責，其主要職責包括監察本集團之財務匯報系統及風險管理及內部監控系統、審閱財務資料以及就委聘外部核數師及其獨立性向董事會提供意見。

審核委員會目前由四名獨立非執行董事組成，成員為邵九林先生、李俊才先生、李崇華先生及沈維先生。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二零一九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

北京北大青島環宇科技股份有限公司

主席

倪金磊

中國，北京，二零一九年十一月七日

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



青鸟环宇
JADE BIRD UNIVERSAL

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