



青鸟环宇
JADE BIRD UNIVERSAL

北京北大青鳥環宇科技股份有限公司
Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Stock Code 股份代號: 08095



Third Quarterly Results Report 第三季度業績報告

For the nine months ended 30 September 2010
截至二零一零年九月三十日止九個月



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

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

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

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

香港聯合交易所有限公司創業板的特色

創業板乃為較聯交所上市公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應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。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老練投資者。

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

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

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

THIRD QUARTERLY RESULTS (UNAUDITED)

The Board was delighted to announce the unaudited consolidated results of the Group for the nine months ended 30 September 2010 together with the unaudited comparative figures for the corresponding period in 2009 as follows:

第三季度業績(未經審核)

董事會欣然宣佈本集團截至二零一零年九月三十日止九個月之未經審核綜合業績，連同二零零九年同期之未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the nine months ended 30 September 2010

簡明綜合全面收益表

截至二零一零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	
			2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元
Turnover	營業額	3	94,960	75,754	191,675	151,350
Cost of sales and services	銷售及服務成本		(48,464)	(38,712)	(99,728)	(88,302)
Gross profit	毛利		46,496	37,042	91,947	63,048
Other gains and income	其他收益及收入	4	2,280	475	60,446	4,728
Distribution costs	分銷成本		(3,495)	(3,294)	(10,557)	(9,467)
Administrative expenses	行政開支		(12,063)	(6,981)	(34,051)	(22,192)
Other operating expenses	其他經營費用		(2,615)	(1,411)	(6,773)	(3,255)
Profit from operations	經營溢利		30,603	25,831	101,012	32,862
Finance costs	融資成本	5	(2,278)	(241)	(3,727)	129
Share of losses of jointly controlled entities	應佔共同控制實體虧損		(969)	(1,330)	(3,456)	(3,453)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)

For the nine months ended 30 September 2010

簡明綜合全面收益表(續)

截至二零一零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	
		2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Note 附註			
Profit before tax	除稅前溢利	27,356	24,260	93,829	29,538
Income tax expense	所得稅開支	(6,893)	(7,229)	(11,161)	(10,134)
Profit for the period	本期間溢利	20,463	17,031	82,668	19,404
Other comprehensive income after tax	其他除稅後全面收益				
Change in fair value of available-for-sale financial assets	可供銷售財務資產公平值變動	(7,217)	(441)	(12,489)	44,825
Exchange differences on translating foreign operations	換算海外業務之匯兌差異	(1,104)	(15)	(2,144)	93
Income tax relating to change in fair value of available-for-sale financial assets	與可供銷售財務資產公平值變動有關所得稅	698	(2,003)	698	(2,794)
Other comprehensive income for the period, net of tax	本期間其他全面收益，扣除稅項	(7,623)	(2,459)	(13,935)	42,124
Total comprehensive income for the period	本期間全面收益總額	12,840	14,572	68,733	61,528
Profit for the period attributable to:	應佔本期間溢利：				
Owners of the Company	本公司擁有人	9,826	8,575	64,665	8,649
Non-controlling interests	非控股權益	10,637	8,456	18,003	10,755
		20,463	17,031	82,668	19,404
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	(1,333)	4,031	51,566	39,363
Non-controlling interests	非控股權益	14,173	10,541	17,167	22,165
		12,840	14,572	68,733	61,528
		RMB cent 人民幣分	RMB cent 人民幣分	RMB cent 人民幣分	RMB cent 人民幣分
Earnings per share	每股盈利				
Basic and diluted	基本及攤薄	0.83	0.72	5.46	0.73

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the nine months ended 30 September 2010

截至二零一零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	Capital reserve	Reserve funds	Foreign currency translation reserve	Investment revaluation (deficit) /reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	資本儲備	儲備基金	匯兌儲備	投資重估儲備	留存盈利	合計	非控股權益	總權益
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2009	於二零零九年一月一日	118,480	377,720	77,974	(55,659)	(12,088)	211,042	717,469	40,122	757,591
Total comprehensive income for the period	本期間全面收益總額	-	-	-	93	30,621	8,649	39,363	22,165	61,528
Changes in equity for the period	本期間權益變動	-	-	-	93	30,621	8,649	39,363	22,165	61,528
At 30 September 2009	於二零零九年九月三十日	118,480	377,720	77,974	(55,566)	18,533	219,691	756,832	62,287	819,119
At 1 January 2010	於二零一零年一月一日	118,480	377,720	80,463	(55,613)	64,960	229,948	815,958	68,512	884,470
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(2,144)	(10,955)	64,665	51,566	17,167	68,733
Dividend to non-controlling interests	向非控股權益派付股息	-	-	-	-	-	-	-	(5,357)	(5,357)
Formation of a subsidiary	成立一家附屬公司	-	-	-	-	-	-	-	980	980
Changes in equity for the period	本期間權益變動	-	-	-	(2,144)	(10,955)	64,665	51,566	12,790	64,356
At 30 September 2010	於二零一零年九月三十日	118,480	377,720	80,463	(57,757)	54,005	294,613	867,524	81,302	948,826

Note:

1. PRINCIPAL ACTIVITIES

The Group is principally engaged in the research, development, manufacture, marketing and sale of wireless fire alarm systems and related products, the provision of network security outsource services and manufacture and sale of network security products, the sale of computer products and the development of travel and leisure business.

2. BASIS OF PRESENTATION

2.1 Adoption of new and revised HKFRSs

In the current period, the Group has adopted all the new and revised HKFRSs issued by HKICPA that are relevant to its operations and effective for accounting year beginning on 1 January 2010. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current period and prior years except as stated below.

a. Consolidation

HKAS 27 (Revised) “Consolidated and Separate Financial Statements” contains the following requirements:

- Total comprehensive income is attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance. The previous HKAS 27 requires excess losses to be allocated to the owners of the Company, except to the extent that the non-controlling shareholders have a binding obligation and are able to make an additional investment to cover the losses.
- Changes in the Company’s ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received shall be recognised directly in equity and attributed to the owners of the Company. The previous HKAS 27 does not have specific requirements for such transactions.

附註：

1. 主要業務

本集團主要從事研究、開發、製造、市場推廣及銷售無線消防報警系統及相關產品，提供網絡安全外包服務及製造及銷售網絡安全產品，銷售計算機產品及發展旅遊及休閒業務。

2. 呈列基準

2.1 採納新訂及經修訂香港財務報告準則

於本期間，本集團已採納所有由香港會計師公會頒佈且與本集團業務有關之新訂及經修訂香港財務報告準則，該等準則於二零一零年一月一日開始之會計年度生效。香港財務報告準則乃包括香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋。除以下所列者外，採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策、本集團財務報表之呈列方式及本期間和過往年度之呈報數額造成重大更改。

a. 綜合賬目

香港會計準則第27號（經修訂）「綜合及獨立財務報表」載有以下規定：

- 全面收益總額歸本公司擁有人及非控股股東，即使將導致非控股權益結餘出現虧絀。過往的香港會計準則第27號規定超額虧損分配至本公司擁有人，惟非控股股東有約束責任且能作出額外投資填補虧損除外。
- 並無導致本公司失去附屬公司控制權的擁有權變動按權益交易入賬，即與擁有人以其擁有人身分交易。非控股權益數額的調整與已付或已收代價公平值任何差額，直接於權益確認，歸本公司擁有人。過往的香港會計準則第27號對該等交易並無具體規定。

2. BASIS OF PRESENTATION (Continued)

2.1 Adoption of new and revised HKFRSs (Continued)

a. Consolidation (Continued)

- When the disposal of a subsidiary results in a loss of control, the consideration of the sale and any investment retained in that subsidiary are required to be measured at their fair values. The previous HKAS 27 does not have specific requirements for such fair value measurements.

The above requirements of HKAS 27 (Revised) has been applied prospectively from 1 January 2010 and resulted in changes in the consolidated amounts reported in the condensed consolidated statement of comprehensive income as follows:

Decrease in profit for the period attributable to non-controlling interests	本期間非控股權益應佔溢利減少
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b. Classification of prepaid land lease payments

Amendments to HKAS 17 “Leases” deleted the guidance in HKAS 17 that when the land has an indefinite economic life, the land element is normally classified as an operating lease unless title is expected to pass to the lessee by the end of the lease term.

The Group reclassifies a prepaid land lease payment as a finance lease if the lease transfers substantially all the risks and rewards incidental to ownership to the Group e.g. at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the land.

2. 呈列基準(續)

2.1 採納新訂及經修訂香港財務報告準則(續)

a. 綜合賬目(續)

- 倘出售附屬公司導致失去控制權，出售代價及於該附屬公司保留之任何投資須按公平值計量。過往的香港會計準則第27號對該等公平值計量並無具體規定。

以上香港會計準則第27號(經修訂)的規定已自二零一零年一月一日起應用，導致簡明綜合全面收益表所呈報綜合數額出現以下變動：

Nine months ended	
30 September	
截至九月三十日止九個月	
2010	2009
二零一零年	二零零九年
RMB'000	RMB'000
人民幣千元	人民幣千元

184

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b. 預付土地租賃款項分類

香港會計準則第17號「租賃」之修訂刪除香港會計準則第17號之指引，該指引指出除非所有權預期於租期結束前轉讓至承租人，否則於土地之經濟年期為無限時，土地部分一般分類為經營租賃。

倘租賃將擁有權附帶之絕大部分風險及回報轉讓予本集團(即於租賃開始時，最低租賃款項現值最少為土地公平值之絕大部分)，則本集團將預付土地租賃款項重新分類為融資租賃。

2. BASIS OF PRESENTATION (Continued)

2.1 Adoption of new and revised HKFRSs (Continued)

b. Classification of prepaid land lease payments (Continued)

Amendments to HKAS 17 has been applied retrospectively and resulted in changes in the consolidated amounts reported in the condensed consolidated financial statements as follows:

Increase in depreciation	折舊增加
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The Group has not applied the following new HKFRSs that have been issued but are not yet effective:

HKAS 24 (Revised)
香港會計準則第24號(經修訂)
Improvements to HKFRSs 2010
二零一零年香港財務報告準則之改進
HKFRS 9
香港財務報告準則第9號
Amendments to HK (IFRIC) – Int 14
香港(國際財務報告詮釋委員會)
— 詮釋第14號之修訂
Amendments to HKFRS 7
香港財務報告準則第7號之修訂

- 1 Effective for annual periods beginning on or after 1 January 2011.
- 2 Effective for annual periods beginning on or after 1 July 2011.
- 3 Effective for annual periods beginning on or after 1 January 2013.

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

2. 呈列基準(續)

2.1 採納新訂及經修訂香港財務報告準則(續)

b. 預付土地租賃款項分類(續)

香港會計準則第17號之修訂已追溯應用，並導致簡明綜合財務報表呈報之綜合金額變動，情況如下：

Nine months ended 30 September 截至九月三十日止九個月	
2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
64	64

本集團並未採用以下已頒佈但尚未生效之新訂香港財務報告準則：

Related Party Disclosures¹
關連人士之披露¹
Improvements to HKFRSs 2010¹
二零一零年香港財務報告準則之改進¹
Financial Instruments³
財務工具³
Prepayments of a Minimum Funding Requirements¹
預付最低資金規定¹
Financial Instruments: Disclosures
— Disclosures – Transfers of Financial Assets²
財務工具：披露事項披露—財務資產轉讓²

- 1 於二零一一年一月一日或之後開始年度期間生效。
- 2 於二零一一年七月一日或之後開始年度期間生效。
- 3 於二零一三年一月一日或之後開始年度期間生效。

本集團已就有關新訂香港財務報告準則之影響展開評估工作，惟現階段未能確定該等新訂香港財務報告準則會否對本集團營運業績及財務狀況構成重大影響。

2. BASIS OF PRESENTATION (Continued)

2.2 Basis of preparation

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

Save as aforesaid or as otherwise mentioned in this report, the accounting policies adopted in preparing these unaudited condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2009. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

Basis of consolidation

These condensed consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 September. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2. 呈列基準(續)

2.2 編製基準

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

除上述或本報告其他部分所述者外，編製未經審核簡明綜合財務報表所採納會計政策，與編製本公司截至二零零九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。

綜合賬目基準

本簡明綜合財務報表包括本公司及其附屬公司截至九月三十日止之財務報表。附屬公司指本集團對其擁有控制權的實體。控制權指有權支配一間實體之財務及經營政策，以從其業務中獲取利益。於評估本集團是否擁有控制權時，會考慮現時是否存在可行使或可轉換之潛在表決權及其影響。

附屬公司在控制權轉移至本集團之日起綜合入賬，及在控制權終止之日起停止綜合入賬。

出售附屬公司而導致失去控制權之盈虧乃指(i)出售代價公平值連同於該附屬公司任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關之任何商譽以及任何相關累計匯兌儲備兩者間差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓之資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已於有需要時作出調整，以確保符合本集團採納之會計政策。

2. BASIS OF PRESENTATION (Continued)

2.2 Basis of preparation (Continued)

Basis of consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the condensed consolidated statement of financial position and condensed consolidated statement of changes in equity within equity. Non-controlling interests are presented in the condensed consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the period between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

3. TURNOVER

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

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元
Sale of embedded system products and related products	銷售嵌入式系統產品及有關產品	61,651	48,436	132,575	98,143
Sale of Computers	銷售計算機產品	(5)	3,620	2,015	15,170
Rendering of travel and leisure services	提供旅遊及休閒服務	33,314	23,698	57,085	38,037
		94,960	75,754	191,675	151,350

2. 呈列基準(續)

2.2 編製基準(續)

綜合賬目基準(續)

非控股權益指並非直接或間接歸本公司之附屬公司權益。非控股權益於簡明綜合財務狀況表及簡明綜合權益變動表之權益內列賬。於簡明綜合全面收益表內，非控股權益呈列為本期間溢利或虧損及全面收益總額在非控股股東與本公司擁有人之間的分配。

溢利或虧損及其他全面收益項目歸本公司擁有人及非控股股東，即導致非控股權益結餘出現虧絀。

本公司並無導致失去附屬公司控制權之擁有人權益變動按權益交易入賬，即與以擁有人身分進行之擁有人交易。控股及非控股權益的賬面款額經調整以反映其於附屬公司相關權益之變動。非控股權益數額的調整額與已付或已收代價公平值間差額，直接於權益確認，歸本公司擁有人。

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及貿易折扣及銷售稅後之發票淨值，載列如下：

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	
		2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元
Bank interest income	銀行利息收入	971	602	1,815	1,457
Change in fair value of financial assets at fair value through profit or loss	按公平值計入溢利或虧損之財務資產公平值變動	-	(762)	-	1,959
Gain/(loss) on disposal of available-for-sale financial assets	出售可供銷售財務資產之收益/(虧損)	(134)	-	55,793	-
Interest income from loan receivables	應收貸款之利息收入	1,333	-	2,615	-
Others	其他	110	635	223	1,312
		2,280	475	60,446	4,728

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	
		2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank loan	銀行貸款利息	136	149	407	287
Interest on other loans	其他貸款利息	98	-	172	-
Net foreign exchange (gains)/losses	外幣匯兌(收益)/虧損淨額	2,044	92	3,148	(416)
		2,278	241	3,727	(129)

6. INCOME TAX EXPENSE

6. 所得稅開支

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2010 二零一零年 (Unaudited) (未經審核) RMB'000 人民幣千元	2009 二零零九年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax – Mainland China Enterprise Income Tax				
Provision for the period	6,672	7,229	10,729	9,500
Over-provision in prior period	-	(5,457)	-	(4,823)
Current tax – Hong Kong Profits Tax				
Provision for the period	221	-	432	-
Under-provision in prior period	-	5,457	-	5,457
	6,893	7,229	11,161	10,134

Hong Kong Profits Tax has been provided at a rate of 16.5% on the estimated assessable profits of the Group for the nine months ended 30 September 2010.

香港利得稅按本集團於截至二零一零年九月三十日止九個月之估計應課稅溢利按稅率16.5%撥備。

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

其他地方應課稅溢利之稅項乃根據本集團業務經營所在國家之現行法律、詮釋及慣例按當地之現行稅率計算。

During the year ended 31 December 2009, the Company and two subsidiaries of the Company have been certified by the relevant PRC authorities as high technology enterprises. Pursuant to the Income Tax law in the PRC, the Company and the two subsidiaries are subject to the enterprise income tax rate of 15% effective for the three years ending 31 December 2011.

截至二零零九年十二月三十一日止年度，本公司及其兩間附屬公司獲中國有關當局認可為高新技術企業。根據中國之所得稅法，本公司及該兩間附屬公司須按稅率15%繳納企業所得稅，於截至二零一一年十二月三十一日止三個年度生效。

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% (2009: 25%).

本公司於中國成立的其他附屬公司通常須就應課稅收入按稅率25%（二零零九年：25%）繳納所得稅。

7. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share attributable to owners of the Company for the three months ended 30 September 2010 and 2009 are based on profit for the period attributable to owners of the Company of approximately RMB9,826,000 (2009: RMB8,575,000) and the weighted average number of 1,184,800,000 (2009: 1,184,800,000) Shares in issue during the period.

The calculation of basic and diluted earning per share attributable to owners of the Company for the nine months ended 30 September 2010 and 2009 are based on profit for the period attributable to owners of the Company of approximately RMB64,665,000 (2009: RMB8,649,000) and the weighted average number of 1,184,800,000 (2009: 1,184,800,000) Shares in issue during the period.

DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2010 (2009: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Overview

Driven by the stable growth in WFAS and Tourism Development segments, turnover for the third quarter grew 51.8% quarter-over-quarter and recorded RMB95.0 million. Overall turnover accumulated to RMB191.7 million by the end of September 2010, up 26.6% year-on-year. Gross profit for the third quarter increased in parallel with turnover quarter-over-quarter and recorded RMB46.5 million. Overall gross profit surged 45.8% year-on-year to RMB91.9 million for the nine months ended 30 September 2010. Gross profit margin remained stable during the third quarter. Overall gross profit margin for the first nine months of the year stayed at 48.0%. Cost of sales and services increased by 12.9% year-on-year to RMB99.7 million for the first nine months of the year. Overall operating expenses, including distribution costs, administrative expenses and other operating expenses, increased 47.2% year-on-year to RMB51.4 million mainly due to surge in labour cost. Finance costs increased to RMB3.7 million for the nine months ended 30 September 2010 mainly as a result of exchange losses. Other gains and income were mainly the gain on disposal of partial interests in SMIC and loan interest income from the facilities advanced to certain independent third parties. Profit for the first nine months of the year rose 3.3 times year-on-year to RMB82.7 million mainly due to the gain on disposal of interests in SMIC. Profit excluding this disposal gain would be RMB26.9 million, representing 38.5% increase as compared with the same period last year. Total comprehensive income recorded RMB68.7 million by the end of September 2010, up 11.7% year-on-year mainly due to turnover increase as a result of buoyant market.

7. 每股盈利

每股基本及攤薄盈利

於截至二零一零年及二零零九年九月三十日止三個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣9,826,000元（二零零九年：人民幣8,575,000元）及期內已發行股份加權平均數1,184,800,000（二零零九年：1,184,800,000）股計算。

於截至二零一零年及二零零九年九月三十日止九個月，本公司擁有人應佔每股基本及攤薄盈利乃根據本公司擁有人應佔本期間溢利約人民幣64,665,000元（二零零九年：人民幣8,649,000元）及期內已發行股份加權平均數1,184,800,000（二零零九年：1,184,800,000）股計算。

股息

董事會不建議就截至二零一零年九月三十日止九個月派付中期股息（二零零九年：零元）。

管理層討論及分析

業務回顧

概覽

受到無線消防報警系統及旅遊業發展分部穩健增長之推動，第三季之營業額按季增長51.8%，錄得人民幣9,500萬元。截至二零一零年九月底，整體營業額累積至人民幣1.917億元，按年增加26.6%。第三季之毛利按季增長，與營業額相符，錄得人民幣4,650萬元。截至二零一零年九月三十日止九個月之整體毛利按年飆升45.8%至人民幣9,190萬元。第三季毛利率維持穩定。本年度首九個月之整體毛利率維持於48.0%之水平。於本年度首九個月，銷售及服務成本按年增加12.9%至人民幣9,970萬元。包括分銷成本、行政開支及其他經營費用之整體經營費用按年上升47.2%至人民幣5,140萬元，主要由於勞工成本飆升所致。截至二零一零年九月三十日止九個月，匯兌虧損主要導致融資成本增加至人民幣370萬元。其他收益及收入主要包括出售中芯國際部分權益所得收益及向若干獨立第三方提供融資所得貸款利息收入。本年度首九個月之溢利按年上升3.3倍至人民幣8,270萬元，主要由於出售中芯國際部分權益所得收益。倘不計此項出售收益，溢利則為人民幣2,690萬元，較去年同期增加38.5%。截至二零一零年九月底，全面收益總額錄得人民幣6,870萬元，按年增加11.7%，主要由於市場狀況利好令營業額上升。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business Review (Continued)

WFAS

This segment contributed 67.5% to the Group's turnover for the first nine months of the year and remained the largest profit contributor. Market demand remained strong, leading to a continuous growth in the business. Turnover boosted 89.0% year-on-year to RMB129.4 million by the end of September 2010.

NET

This segment contributed 1.7% to the Group's turnover for the first nine months of the year only. The Group still focused on existing customers. Market expansion is in progress.

Computers

Contribution from Computers segment continued to shrink. Segment turnover represented 1.0% of overall turnover for the nine months ended 30 September 2010 only.

Tourism Development

Thanked for the enhanced accessibility to Hengshan after the opening of Wu-Guang Express Railway as well as increase in attractiveness through alliance with local travel agencies, this segment remained the second important profit centre. It contributed 29.8% to the Group's turnover for the nine months ended 30 September 2010. Turnover boosted 50.1% year-on-year to RMB57.1 million. Around 540,000 man-times of tourists visited Hengshan in the third quarter. Total number of tourists accumulated to around 920,000 man-times by the end of September 2010. About 94% of tourists used the service provided by the Group.

Other gains and income

Other gains and income mainly represented gain on disposal of the Group's partial interests in SMIC during the nine months ended 30 September 2010 and loan interest income from the facilities advanced to certain independent third parties.

Investment in a jointly controlled entity – SBI China

In the third quarter, SBI China invested in a PRC insurance company. The target carried out its insurance business with the coastal areas as center, spreading to the entire country. It has over 1,000 bases in 32 provinces.

A further amount of USD12.3 million was injected into SBI China by the Group during the reporting period. Total contribution from the Group reached USD27.3 million.

管理層討論及分析(續)

業務回顧(續)

無線消防報警系統

本分部佔本集團本年度首九個月營業額67.5%，依然為本集團最大利潤中心。市場需求仍然殷切，帶動本業務持續增長。於二零一零年九月底前，營業額按年攀升89.0%至人民幣1.294億元。

網絡安全服務

本分部僅佔本集團本年度首九個月營業額1.7%。本集團依然專注服務現有客戶，並繼續擴展市場。

計算機產品

計算機分部之貢獻繼續縮減。截至二零一零年九月三十日止九個月分部營業額僅佔整體營業額之1.0%。

旅遊業發展

武廣高鐵開通後往來衡山之交通更添便利，加上與當地旅行社合作增加旅遊之吸引力，本分部維持第二大利潤中心之地位，佔本集團截至二零一零年九月三十日止九個月營業額29.8%。營業額按年急增50.1%至人民幣5,710萬元。於第三季約有54萬人次到訪衡山。截至二零一零年九月底，遊客總數累積至約92萬人次。約有94%遊客選用由本集團提供之服務。

其他收益及收入

其他收益及收入主要指本集團於截至二零一零年九月三十日止九個月出售中芯國際部分權益所得收益及向若干獨立第三方提供融資所得貸款利息收入。

對一間共同控制實體之投資 — SBI China

於第三季，SBI China投資一間中國保險公司。目標公司之保險業務由沿海地區發展至市中心，並拓展至全國。該公司於32個省擁有逾1,000個據點。

於報告期間，本集團進一步向SBI China注資1,230萬美元。本集團注資總額達2,730萬美元。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business Review (Continued)

Available-for-sale financial assets – SMIC

According to the latest published information, SMIC reported turnover of USD410.1 million for the third quarter of the year, up 7.6% from the second quarter and 26.8% year-on-year. Gross margins improved to 24.5% in the third quarter as compared with 15.6% in the second quarter primarily due to an increase in fab utilization and lower depreciation costs. Gain attributable to ordinary shareholders was USD30.4 million in the third quarter as compared with USD96.0 million in the second quarter. SMIC was profitable in the third quarter on both operational and net income level mainly due to a good overall market environment and internal improvements. Revenue contribution from 65 nm doubled as compared with the second quarter. 40 nm low-leakage technology process was frozen on schedule with a leading customer's endorsement. SMIC accelerated the 45 nm programs, targeting revenue in the second half of 2011.

Available-for-sale financial assets – ZJJ Tourism

According to the latest published information, ZJJ Tourism reported turnover of RMB70.5 million for the first nine months of the year, slightly down 1.2% year-on-year. ZJJ Tourism made net profit of RMB10.1 million for the first nine months while it incurred net loss of RMB9.7 million in the same period last year. Improvement in profitability was mainly the results of revamp and fare rise of major scenic spots, waive of bank interests and waive of certain government fees.

The lock-up period of the shares held in ZJJ Tourism ended in June 2010.

In order to improve its asset quality and profitability, ZJJ Tourism proposed to acquire an environmental transportation business and a real estate business in 2009. The transactions were approved by Hunan Government subsequent to the end of the reporting period.

Major Events

During the second quarter of the year, Expert China entered into an agreement with BJBU Development, a wholly-owned subsidiary of the Company, pursuant to which the latter agreed to make available a facility in a maximum aggregate amount of HK\$110 million to the former for a period of six months at an interest rate of 5% per annum. The facility was early and fully repaid by Expert China during the reporting period.

The Shareholders approved to grant to the Board disposal mandate regarding conditional disposal of 243,163,400 ordinary shares of SMIC held by the Group, being its entire investment in SMIC, during the second quarter of the year. No disposal was carried out by the Group subsequent to the approval up to date of this report.

Hong Kong Resources Holdings Company Limited whose shares are traded on The Stock Exchange (stock code: 02882) issued convertible bonds of which a principal amount of HK\$24 million was subscribed by BJBU Development in the reporting period. The convertible bonds are interest bearing at 5% per annum and due three years from issue date convertible into ordinary shares of the bond issuer at HK\$1.58 per share.

管理層討論及分析(續)

業務回顧(續)

可供銷售財務資產 — 中芯國際

根據最新近刊發資料，中芯國際於本年度第三季錄得營業額4.101億美元，較第二季上升7.6%，按年增加26.8%。第三季毛利率改善至24.5%，第二季毛利率則為15.6%，主要由於產能利用率上升及折舊成本下降。普通股股東於第三季之應佔收益為3,040萬美元，於第二季則為9,600萬美元。於第三季，中芯國際在營運及淨收入水平方面均獲利，主要由於良好的整體市場環境及內部改進。來自65納米產品的收益貢獻較第二季倍增。40納米低漏電工藝技術的開發已如期完成，並已通過主要客戶的認可。中芯國際加快研發45納米技術專案，目標於二零一一年下半年錄得收益。

可供銷售財務資產 — 張家界旅遊

根據最新近刊發資料，張家界旅遊於本年度首九個月錄得營業額人民幣7,050萬元，按年微跌1.2%。張家界旅遊於首九個月錄得淨利潤人民幣1,010萬元，去年同期則出現淨虧損人民幣970萬元。溢利改善主要由於主要景點翻新及入場費上調，以及獲豁免銀行利息及若干政府費用所致。

本集團所持張家界旅遊股份之禁售期於二零一零年六月屆滿。

為改善其資產質素及盈利能力，張家界旅遊於二零零九年擬收購一項環保運輸業務及一項房地產業務。該等交易於報告期間結算日之後已獲得湖南省政府批准。

重大事件

於本年度第二季，Expert China與本公司全資附屬公司開曼發展訂立協議，據此，開曼發展同意向Expert China提供最高總金額為1.1億港元之融資，為期六個月，年利率為5厘。Expert China已於報告期間內提早清還有關融資。

股東於本年度第二季批准向董事會授出關於有條件出售本集團所持中芯國際243,163,400股普通股(為其於中芯國際之全部投資)之出售授權。截至本報告日期止，本集團於授權獲批後並無進行出售。

股份於聯交所買賣之香港資源控股有限公司(股份代號：02882)於報告期間發行可換股債券，當中本金額2,400萬港元獲開曼發展認購。可換股債券按年利率5厘計息，自發行日期起三年內可按每股1.58港元兌換為債券發行人之普通股。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Liquidity and Financial Resources

Group net assets reached RMB948.8 million at the end of reporting period, up 7.3% since 31 December 2009 mainly the result of profits accumulated in the first nine months of the year. Current ratio (being the ratio of current assets to current liabilities) dropped from 4.0 to 3.5 since the end of 2009. Gearing ratio (being the ratio of total interest-bearing debts to total equity) rose from 1.1% to 1.9%. Cash and cash equivalents dropped slightly by 1.3% to RMB549.0 million. Financial position remains sound.

Exposure to Foreign Currencies

The Group exposes to certain foreign currency risk as most of its business activities, assets and liabilities are denominated in USD, HK\$ and RMB. The Group does not formulate a foreign currency hedging policy at present as RMB, being the functional currency of the Group, is relatively strong. The Group will closely monitor its exposure and take measures to lower the foreign currency risk when necessary.

Capital Commitments

The Group had capital contribution commitments to jointly controlled entities totaled approximately USD22.7 million as at the end of reporting period.

Human Resources

The Group had 821 employees at the end of the reporting period, up 10.3% from the second quarter and 25.3% since the end of 2009 respectively. Workforce expanded to cope with business growth. The Group offers competitive remuneration package to its staff including medical insurance and travel insurance. The Group strictly follows the requirements regarding mandatory provident fund in Hong Kong and state-managed pension scheme in the PRC respectively.

Director's emoluments consist of fees, salaries and allowances, and discretionary bonus determined according to the performance of individual Director.

Outlook

The Group reported satisfactory results for the past three quarters. In the remaining period of the year, the Group will continue its current sales strategy in WFAS business. The Group targets to complete the set-up process of Canada WFAS branch by the end of the year. As low season has begun, the Group foresees a drop in number of Hengshan tourists in the coming months. However, the Group is optimistic about the performance of Tourism Development business in 2010.

管理層討論及分析(續)

資金流動性及財政資源

本集團資產淨值於報告期間結算日達人民幣9.488億元，自二零零九年十二月三十一日以來增加7.3%，主要由於本年度首九個月累積之溢利所致。流動比率(即流動資產相對流動負債之比率)自二零零九年末由4.0下跌至3.5。資本負債比率(即計息債務總額相對總權益之比率)由1.1%上升至1.9%。現金及現金等價物輕微下跌1.3%至人民幣5.49億元。財務狀況維持穩健。

外幣風險

由於本集團大部分業務活動、資產及負債以美元、港元及人民幣為單位，故須面對若干外幣風險。本集團之功能貨幣人民幣匯價相對強勢，故本集團現時並無制定外幣對沖政策。本集團將密切監察其風險，並於需要時採取適當措施減低外幣風險。

資本承擔

於報告期間結算日，本集團承諾向共同控制實體注資合共約2,270萬美元。

人力資源

於報告期間結算日，本集團聘用821名員工，較第二季增加10.3%，而自二零零九年底以來則上升25.3%。為配合業務增長，本集團於本年度增聘人手。本集團為員工提供具競爭力之薪酬待遇，包括醫療保險及出埠保險。本集團分別嚴守香港強制性公積金及中國國家管理退休計劃之規定。

董事酬金包括袍金、薪金及津貼以及按個別董事表現釐訂之酌情花紅。

展望

本集團於過去三季度錄得理想業績。在本年度餘下期間，本集團將繼續現有無線消防報警系統業務之銷售策略。本集團之目標為於本年年底前完成開設加拿大無線消防報警分公司之工作。由於淡季已開始，本集團預期未來數月到訪衡山的遊客人數將會下降。然而，本集團對二零一零年旅遊業發展的表現抱樂觀態度。

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

As at 30 September 2010, the interests (including interests in shares and short positions) of Directors, Supervisors and chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they are taken or deemed to have under such provisions of the SFO) and required to be entered into the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to Rules 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long Positions in Shares:

Name of Director	Capacity	Number of ordinary Shares			Total	Approximate percentage of the Company's total number of issued promoters shares	Approximate percentage of the Company's total number of issued H shares	Approximate percentage of the Company's total issued share capital
		Personal interests in H Shares	Other interests in promoters Shares (Note a)					
董事姓名	身分	於H股之個人權益	於發起人股份之其他權益 (附註a)	總計	佔本公司已發行發起人股份總數概約百分比	佔本公司已發行H股總數概約百分比	佔本公司已發行股本總數概約百分比	
Mr. Zhang Wan Zhong 張萬中先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	12,070,000	205,414,000	217,484,000	29.34%	2.49%	18.36%	
Mr. Zhang Yong Li (Note b) 張永利先生(附註b)	Beneficiary of trust 信託受益人	-	205,414,000	205,414,000	29.34%	NA 不適用	17.34%	
Mr. Chu Yu Guo 初育國先生	Beneficial owner 實益擁有人	13,114,000	-	13,114,000	-	2.71%	1.11%	
Mr. Xu Zhi Xiang 徐祗祥先生	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	11,527,000	205,414,000	216,941,000	29.34%	2.38%	18.31%	
Mr. Liu Yong Jin 劉永進先生	Beneficiary of trust 信託受益人	-	205,414,000	205,414,000	29.34%	NA 不適用	17.34%	
Ms. Feng Ping (Note c) 馮萍女士(附註c)	Beneficial owner and beneficiary of trust 實益擁有人及信託受益人	12,070,000	205,414,000	217,484,000	29.34%	2.49%	18.36%	
Name of Supervisor								
監事姓名								
Mr. Li Ming Chun (Note d) 李明春先生(附註d)	Beneficiary of trust 信託受益人	-	205,414,000	205,414,000	29.34%	NA 不適用	17.34%	
Ms. Zhou Min (Note e) 周敏女士(附註e)	Beneficiary of trust 信託受益人	-	205,414,000	205,414,000	29.34%	NA 不適用	17.34%	

Remarks: NA represents "not applicable"

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

於二零一零年九月三十日，董事、監事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8部分已知會本公司及聯交所（包括於該等證券及期貨條例條文項下被當作或視作擁有之權益），及根據證券及期貨條例第352條須記錄於本公司所存管登記冊或根據創業板上市規則第5.46條已知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

股份好倉：

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

Note:

- (a) 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 Zhen Dong (a former Director), Mr. Zhang Wan Zhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhi Xiang 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 JB Software, Beida Jade Bird, Yu Huan and Xinda Real Estate 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, and is taken to be interested in 205,414,000 shares of the Company which Dynamic Win is interested. Mr. Xu Zhen Dong, Mr. Zhang Wan Zhong and Mr. Xu Zhi Xiang (who replaced Ms. Liu Yue as a trustee on 9 May 2003 upon Ms. Liu'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.
- (b) Mr. Zhang Yong Li was appointed as Director on 8 January 2010. He resigned from the Supervisory Committee on the same date.
- (c) Ms. Feng Ping is interested in the promoters Shares by virtue of the interests held by her spouse.
- (d) Mr. Li Ming Chun was appointed as Supervisor on 8 January 2010. He resigned from the Board on the same date.
- (e) Ms. Zhou Min was appointed as Supervisor on 30 June 2010.

Save as disclosed above, none of the Directors, Supervisors and chief executive 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 2010.

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：

- (a) 上述董事及監事因彼等各自以Heng Huat信託(「Heng Huat信託」)其中受益人身分擁有之權益，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(前董事)、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，為青鳥軟件、北大青鳥、宇環及信達地產股份有限公司及其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(徐祇祥先生於劉越女士於二零零三年五月九日辭任受託人後於同日擔任彼之接任受託人)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股股份。
- (b) 張永利先生於二零一零年一月八日獲委任為董事。彼於同日向監事會辭任。
- (c) 馮萍女士因其配偶持有之權益而於發起人股份中擁有權益。
- (d) 李明春先生於二零一零年一月八日獲委任為監事。彼於同日向董事會辭任。
- (e) 周敏女士於二零一零年六月三十日獲委任為監事。

除上文披露者外，於二零一零年九月三十日，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條已另行知會本公司及聯交所之權益或淡倉。

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the employee share option scheme below, at no time during the reporting 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.

EMPLOYEE SHARE OPTION SCHEME

The Company approved a share option scheme on 5 July 2000, pursuant to which the Board may, at its discretion, grant share option to any full-time employees (including directors of the Company and its subsidiaries) of the Group to subscribe for H Shares subject to a maximum aggregate of 30% of the Company's Shares in issue from time to time. However, employees who are Mainland China nationals shall not be entitled to exercise the option until the current restrictions on Mainland China nationals from subscribing for or dealing in H Shares imposed by the relevant PRC law and regulations have been abolished or removed. No options have been granted by the Company to any employees of the Group since the date of establishment of the share option scheme. The scheme had expired on 4 July 2010.

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

At 30 September 2010, 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 Shares:

Name	Note	Capacity and nature of interests	Number of Shares held	Approximate percentage of the Company's total number of issued promoters shares 估本公司已發行發起人股份總數概約百分比	Approximate percentage of the Company's total number of issued H shares 估本公司已發行H股總數概約百分比	Approximate percentage of the Company's total issued share capital 估本公司已發行股本總數概約百分比
名稱	附註	身分及權益性質	持有股份數目			
1. Peking University 北京大學	(a)	Through controlled corporations 透過受控制公司	310,000,000	44.29%	NA 不適用	26.16%
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	310,000,000	44.29%	NA 不適用	26.16%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a), (c)	Directly beneficially owned and through a controlled corporation 直接實益擁有及透過一間受控制公司	310,000,000	44.29%	NA 不適用	26.16%

董事及監事購入股份之權利

除下述僱員購股權計劃披露者外，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藉收購本公司股份而取得之權利，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。

僱員購股權計劃

本公司於二零零零年七月五日批准一項購股權計劃，根據此項計劃，董事會可酌情向本集團任何全職僱員（包括本公司及其附屬公司之董事）授出購股權，認購最多為不時本公司已發行股份總數30%之H股股份。然而，在現時有關中國法規對中國大陸公民認購或買賣H股之限制廢除或撤銷前，屬於中國公民之僱員無權行使購股權。本公司自購股權計劃成立日期以來概無向任何本集團員工授出購股權。該項計劃已於二零一零年七月四日屆滿。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一零年九月三十日，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，記錄下列人士於本公司已發行股本中之權益及淡倉：

股份好倉：

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

Long positions in 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)

股份好倉：(續)

Name	Note	Capacity and nature of interests	Number of Shares held	Approximate percentage of the Company's total number of issued promoters shares 佔本公司已發行發起人股份總數概約百分比	Approximate percentage of the Company's total number of issued H shares 佔本公司已發行H股總數概約百分比	Approximate percentage of the Company's total issued share capital 佔本公司已發行股本總數概約百分比
名稱	附註	身分及權益性質	持有股份數目			
4. Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司	(a), (b)	Directly beneficially owned and through a controlled corporation 直接實益擁有及透過一間受控制公司	200,000,000	28.57%	NA 不適用	16.88%
5. Beijing Beida High Technology Investment Co., Ltd. 北京北大高科技產業投資有限公司	(a)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	NA 不適用	7.17%
6. Heng Huat Investments Limited	(d)	Through a controlled corporation 透過一間受控制公司	205,414,000	29.34%	NA 不適用	17.34%
7. Dynamic Win Assets Limited 致勝資產有限公司	(d)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	NA 不適用	17.34%
8. Mr. Xu Zhen Dong 許振東先生	(e)	Trustee and beneficially of trust 受託人及信託受益人	205,414,000	29.34%	NA 不適用	17.34%
9. Mongolia Energy Corporation Limited 蒙古能源有限公司	(f)	Through a controlled corporation 透過一間受控制公司	84,586,000	12.08%	NA 不適用	7.14%
10. New View Venture Limited	(f)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	NA 不適用	7.14%
11. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Directly beneficially owned 直接實益擁有	50,000,000	7.14%	NA 不適用	4.22%
12. Taifook Securities Company Limited 大福證券有限公司	(g)	Directly beneficially owned 直接實益擁有	80,800,000	NA 不適用	16.67%	6.82%
13. Taifook Finance Company Limited 大福財務有限公司	(g)	Through a controlled corporation 透過一間受控制公司	80,800,000	NA 不適用	16.67%	6.82%
14. Taifook (BVI) Limited	(g)	Through controlled corporations 透過受控制公司	80,800,000	NA 不適用	16.67%	6.82%

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

Long positions in Shares: (Continued)

Notes:

- (a) Peking University is taken to be interested in 26.16% of the total issued share capital of the Company through the following companies:
- (i) 85 million Shares (representing approximately 7.17% of the Company's total issued share capital) held by Beida High Technology, which is beneficially owned by Peking University;
 - (ii) 110 million Shares (representing approximately 9.28% of the Company's total issued share capital) held by JB Software itself, which is 48% beneficially owned by Peking University; and
 - (iii) 115 million Shares (representing approximately 9.71% of the Company's total issued share capital) held by Beida Jade Bird itself, which is beneficially owned by Peking University.

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

On 21 January 2008, the Company was notified by JB Software that it had entered into a share transfer agreement with HZ Jade Bird on 18 January 2008 whereas it agreed to transfer to HZ Jade Bird 110 million Shares subject to approval by 國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council). The transfer was still pending for approval at the end of the reporting period.

On 3 November 2009, the Company was notified by HZ Jade Bird that it entered into a share transfer agreement with Beida High Technology on the same date whereas it agreed to transfer to Beida High Technology 85 million Shares. Beida High Technology is 80% beneficially owned by Guangzhou Beida Jade Bird BIS Co., Ltd. while the latter is 80% beneficially owned by Beida Jade Bird. The transfer was effective upon completion of registration in Administration for Industry & Commerce and Bureau of Commerce during the reporting period.

- (b) The interests of Beida Jade Bird comprise 115 million Shares held by it and 85 million Share held by Beida High Technology.
- (c) The interests of JB Software comprise 110 million Shares held by it and 200 million Shares held by Beida Jade Bird, which is 46% beneficially owned by JB Software.

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

股份好倉：(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額26.16%權益：
- (i) 由北大高科技持有之8,500萬股股份(佔本公司已發行股本總數約7.17%)，而北大高科技則由北京大學實益擁有；
 - (ii) 由青島軟件本身持有之1.1億股股份(佔本公司已發行股本總數約9.28%)，而青島軟件由北京大學實益擁有48%；及
 - (iii) 由北大青鳥持有之1.15億股股份(佔本公司已發行股本總數約9.71%)，而北大青鳥由北京大學實益擁有。

北大資產經營有限公司由北京大學全資擁有。

於二零零八年一月二十一日，本公司接獲青島軟件知會，其於二零零八年一月十八日與杭州青鳥訂立股份轉讓協議，據此，該公司同意向杭州青鳥轉讓1.1億股股份，惟轉讓須待國務院國有資產監督管理委員會批准。於報告期間結算日，轉讓仍有待批准。

於二零零九年十一月三日，本公司接獲杭州青鳥知會，該公司於同日與北大高科技訂立股份轉讓協議，據此，杭州青鳥同意將8,500萬股股份轉讓予北大高科技。北大高科技由廣州北大青鳥商用信息系統有限公司實益擁有80%，而後者則由北大青鳥實益擁有80%。轉讓已於報告期間內在工商行政管理總局及商務部完成登記時生效。

- (b) 北大青鳥之權益包括本身所持1.15億股股份及由北大高科技所持8,500萬股股份。
- (c) 青島軟件之權益包括本身持有之1.1億股股份及由北大青鳥持有之2億股股份。北大青鳥由青島軟件實益擁有46%。

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

Long positions in Shares: (Continued)

Notes: (Continued)

- (d) The Shares are held by Dynamic Win, which is beneficially wholly owned by Heng Huat.
- (e) Mr. Xu Zhen Dong is taken to be interested in the Shares through his interests as beneficiary of Heng Huat Trust. Details of the nature of his interests are set out in note (a) of the section "Directors', Supervisors' and chief executive's interests and short position in Shares and underlying Shares" on page 17.
- (f) The Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (g) The Shares are held by Taifook Securities Company Limited, which is directly wholly-owned by Taifook Finance Company Limited and indirectly wholly-owned by Taifook (BVI) 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 executive's 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 2010.

COMPETING INTERESTS

As at 30 September 2010, 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.

EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Group disposed of 5 million shares of ZJJ Tourism for an aggregate consideration of RMB40.5 million.

Save as disclosed above and in section "Management Discussion and Analysis", the Group had no significant events after 30 September 2010 (2009: Nil).

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

股份好倉：(續)

附註：(續)

- (d) 股份由致勝持有，而致勝由Heng Huat全資實益擁有。
- (e) 許振東先生透過彼作為Heng Huat信託受益人之權益被視為擁有股份權益。其權益性質詳情載於第17頁「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」一節附註(a)內。
- (f) 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。
- (g) 股份由大福證券有限公司持有，該公司由大福財務有限公司直接全資擁有及由Taifook (BVI) Limited間接全資擁有。

除上文披露者外，於二零一零年九月三十日，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

於二零一零年九月三十日，概無董事及監事及彼等各自之聯繫人士(定義見創業板上規規則)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，或根據創業板上規規則與本集團有任何利益衝突。

報告期間後事項

於報告期間結算日後，本集團以總代價人民幣4,050萬元出售500萬股張家界旅遊股份。

除上文及「管理層討論及分析」一節披露者外，本集團於二零一零年九月三十日後並無發生任何重大事項(二零零九年：無)。

AUDIT COMMITTEE

The Company established its Audit Committee with terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include monitoring the financial reporting system and internal control procedure of the Group, reviewing financial information and advising the Board on the engagement and independence of external auditors.

Audit Committee comprises three members. The chairman is Professor Nan Xiang Hao. The two members are Mr. Cai Chuan Bing and Mr. Lin Yan. All of them are independent non-executive Directors. Audit Committee had held a meeting to review the Group's third quarterly results report for the nine months ended 30 September 2010 and concluded the meeting with agreement to the contents of the quarterly report.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with all the code provisions of the Code on Corporate Governance Practices as set out in Appendix 15 to the GEM Listing Rules during the nine months ended 30 September 2010.

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 2010 (2009: Nil).

By order of the Board
Beijing Beida Jade Bird Universal Sci-Tech Company Limited
Chu Yu Guo
Chairman

Beijing, the PRC, 10 November 2010

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第5.28及5.33條制訂其職權範圍。審核委員會主要職責包括監察本集團之財務匯報系統及內部監控程序、審閱財務資料以及就委聘外聘核數師及其獨立性向董事會提供意見。

審核委員會由三名成員組成，南相浩教授為主席，其餘兩名成員分別為蔡傳炳先生及林岩先生，全體均為獨立非執行董事。審核委員會已召開會議以審閱本集團截至二零一零年九月三十日止九個月之第三季度業績報告，並於會上議定落實季度報告之內容。

企業管治常規守則

本公司於截至二零一零年九月三十日止九個月已遵守創業板上市規則附錄15所載企業管治常規守則當中所有守則條文。

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二零一零年九月三十日止九個月內概無購買、贖回或出售任何本公司上市證券(二零零九年：無)。

承董事會命
北京北大青鳥環宇科技股份有限公司
主席
初育國

中國北京，二零一零年十一月十日

GLOSSARY

“Audit Committee”
「審核委員會」

指

audit committee of the Company
本公司審核委員會

“Beida High Technology”
「北大高科技」

指

Beijing Beida High Technology Investment Co., Ltd.
北京北大高科技產業投資有限公司

“Beida Jade Bird”
「北大青鳥」

指

Beijing Beida Jade Bird Limited
北京北大青鳥有限責任公司

“BJBU Development”

「開曼發展」

指

Beida Jade Bird Universal Sci-Tech (Cayman) Development Company Limited
北大青鳥環宇科技(開曼)發展有限公司

“Board”
「董事會」

指

Board of Directors
董事會

“Company”
「本公司」

指

Beijing Beida Jade Bird Universal Sci-Tech Company Limited
北京北大青鳥環宇科技股份有限公司

“Computers”
「計算機產品」

指

computer products of the Group
本集團之計算機產品

“Director(s)”
「董事」

指

director(s) of the Company
本公司董事

“Dynamic Win”
「致勝」

指

Dynamic Win Assets Limited
致勝資產有限公司

“Expert China”

Expert China Investments Limited

“GEM”
「創業板」

指

the Growth Enterprise Market of The Stock Exchange
聯交所創業板

“GEM Listing Rules”
「創業板上市規則」

指

Rules Governing the Listing of Securities on GEM
創業板證券上市規則

“Group”
「本集團」

指

Company and its subsidiaries
本公司及其附屬公司

“H Share(s)”
「H股」

指

overseas-listed foreign Share(s) listed on GEM
於創業板上市之海外上市外資股

“HK\$”
「港元」

指

Hong Kong dollars
港元

“HKFRSs”
「香港財務報告準則」

指

Hong Kong Financial Reporting Standards
香港財務報告準則

“HKICPA”
「香港會計師公會」

指

Hong Kong Institute of Certified Public Accountants
香港會計師公會

“HZ Jade Bird”
「杭州青鳥」

指

Hang Zhou Beida Jade Bird Sci-Tech Co., Ltd.
杭州北大青鳥科技有限公司

詞彙

GLOSSARY (Continued)

詞彙(續)

“JB Software” 「青鳥軟件」	指	Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司
“NET” 「網絡安全服務」	指	provision of network security outsource services and manufacture and sale of network security products by the Group 本集團提供之網絡安全外包服務以及製造與銷售網絡安全產品
“PRC” 「中國」	指	People’s Republic of China 中華人民共和國
“RMB” 「人民幣」	指	Renminbi 人民幣
“SBI China”	指	SBI & BDJB China Fund, L.P.
“SFO” 「證券及期貨條例」	指	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (as amended from time to time) 香港法例第571章證券及期貨條例，經不時修訂
“Share(s)” 「股份」	指	ordinary share(s) issued by the Company with a nominal value of RMB0.10 each 本公司所發行每股面值人民幣0.10元之普通股
“Shareholder(s)” 「股東」	指	shareholder(s) of the Company 本公司股東
“SMIC” 「中芯國際」	指	Semiconductor Manufacturing International Corporation 中芯國際集成電路製造有限公司
“Supervisor(s)” 「監事」	指	supervisor(s) of the Company 本公司監事
“Supervisory Committee” 「監事會」	指	supervisory committee of the Company 本公司監事會
“The Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Tourism Development” 「旅遊業發展」	指	travel and leisure business of the Group 本集團之旅遊及休閒業務
“USD” 「美元」	指	United States dollars 美元
“WFAS” 「無線消防報警系統」	指	wireless fire alarm systems and related products of the Group 本集團之無線消防報警系統及其相關產品
“Yu Huan” 「宇環」	指	Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. 北京北大有環微電子系統有限公司
“ZJJ Tourism” 「張家界旅遊」	指	Zhang Jia Jie Tourism Development Co., Ltd. 張家界旅遊開發股份有限公司



青鸟环宇
JADE BIRD UNIVERSAL

北京北大青鳥環宇科技股份有限公司
Beijing Beida Jade Bird Universal
Sci-Tech Company Limited



This quarterly report is printed on environmental friendly paper
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