



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

**2019** FIRST QUARTERLY RESULTS REPORT 第一季度業績報告

FOR THE THREE MONTHS ENDED 31 MARCH 2019  
截至二零一九年三月三十一日止三個月

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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。

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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。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，且無誤導成分；及本報告並無遺漏其他事項致使其所載任何聲明產生誤導。

## FIRST QUARTERLY RESULTS (UNAUDITED)

The board of the Directors (the “Board”) announced the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 31 March 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

For the three months ended 31 March 2019

## 第一季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零一九年三月三十一日止三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

截至二零一九年三月三十一日止三個月

			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
			Note 附註	
<b>Revenue</b>	收入	3	<b>392,187</b>	274,445
Cost of sales and services	銷售及服務成本		<b>(224,778)</b>	(144,665)
<b>Gross profit</b>	毛利		<b>167,409</b>	129,780
Other gains and income	其他收益及收入	4	<b>3,688</b>	4,161
Impairment loss on trade and other receivables, net	貿易及其他應收款項減值淨額		<b>(8,306)</b>	(6,103)
Distribution costs	分銷成本		<b>(34,353)</b>	(26,725)
Administrative expenses	行政開支		<b>(33,459)</b>	(26,954)
Other expenses	其他開支		<b>(25,096)</b>	(18,790)
<b>Profit from operations</b>	經營溢利		<b>69,883</b>	55,369
Finance costs	融資成本	5	<b>(2,993)</b>	(7,904)
Share of losses of associates	應佔聯營公司虧損		<b>(4,720)</b>	(5,323)
Share of losses of joint ventures	應佔合營企業虧損		<b>(593)</b>	(165)
<b>Profit before tax</b>	除稅前溢利		<b>61,577</b>	41,977
Income tax expense	所得稅開支	6	<b>(14,236)</b>	(11,046)
<b>Profit for the period</b>	本期間溢利		<b>47,341</b>	30,931

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

For the three months ended 31 March 2019

簡明綜合損益及其他全面收益表(續)

截至二零一九年三月三十一日止三個月

	Note 附註	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
<b>Other comprehensive income after tax:</b>			
<i>Items that will not be reclassified to profit or loss:</i>			
Fair value changes of financial assets at fair value through other comprehensive income ("FVTOCI")	其他除稅後全面收益： 不會重新分類至損益之項目： 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)	2,285	(10,634)
		<u>2,285</u>	<u>(10,634)</u>
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations	可重新分類至損益之項目： 換算海外業務之匯兌差異	(10,369)	(19,042)
Share of other comprehensive income of joint ventures	攤佔合營企業其他全面收益	(31)	12
		<u>(10,400)</u>	<u>(19,030)</u>
<b>Other comprehensive income for the period, net of tax</b>	本期間其他全面收益，已除稅	<u>(8,115)</u>	<u>(29,664)</u>
<b>Total comprehensive income for the period</b>	本期間全面收益總額	<u>39,226</u>	<u>1,267</u>
<b>Profit for the period attributable to:</b>	應佔本期間溢利：		
Owners of the Company	本公司擁有人	22,815	15,110
Non-controlling interests	非控股權益	24,526	15,821
		<u>47,341</u>	<u>30,931</u>
<b>Total comprehensive income for the period attributable to:</b>	應佔本期間全面收益總額：		
Owners of the Company	本公司擁有人	18,461	(13,218)
Non-controlling interests	非控股權益	20,765	14,485
		<u>39,226</u>	<u>1,267</u>
		RMB 人民幣	RMB 人民幣
<b>Earnings per share</b>	每股盈利		
Basic and diluted (cents per share)	基本及攤薄(每股分)	7	7
		<u>1.65</u>	<u>1.10</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2019

## 簡明綜合權益變動表

截至二零一九年三月三十一日止三個月

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests	Total equity	
		Share capital	Capital reserve	Reserve funds	Foreign currency translation reserve	Financial assets at FVTOCI 以公平值計入其他全面收益之財務資產	Other reserves	Retained profits			Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2018	於二零一八年一月一日	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	-	-	-	(17,694)	(10,634)	-	15,110	(13,218)	14,485	1,267
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	876	876
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(217)	217	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	(17,694)	(10,634)	(217)	15,327	(13,218)	15,361	2,143
At 31 March 2018	於二零一八年三月三十一日	137,872	562,519	149,610	(76,960)	121,958	16,078	844,046	1,755,123	735,268	2,490,391
At 1 January 2019	於二零一九年一月一日	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	-	-	-	(6,639)	2,285	-	22,815	18,461	20,765	39,226
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	7,752	7,752
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(256)	256	-	-	-
Transfer of gain on disposal of financial assets at FVTOCI	出售以公平值計入其他全面收益之財務資產之收益轉移	-	-	-	-	(1,233)	-	1,233	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	(6,639)	1,052	(256)	24,304	18,461	28,517	46,978
At 31 March 2019	於二零一九年三月三十一日	137,872	562,519	152,577	(50,729)	(44,775)	16,128	995,104	1,768,696	928,697	2,697,393

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 6th Floor, Bank of China Building, 2A Des Voeux 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 research, development, manufacture, marketing, contract work and sale of electronic fire alarm systems and related products, the development of travel and leisure business, investment holding and production and sales of wine and related products.

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

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

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 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.

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責任公司。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）及香港中環德輔道中2A號中國銀行大廈6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研究、開發、製造、市場推廣、合約工程及銷售電子消防報警系統及相關產品、發展旅遊及休閒業務、投資控股、生產及銷售葡萄酒及相關產品。

## 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之香港財務報告準則。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之會計政策及本期間和過往期間之呈報數額造成重大變動。

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

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.

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").

## 2. 編製基準及重大會計政策 (續)

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。

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款項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。該規定之影響為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。

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

The accounting policies adopted in preparing these unaudited first quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 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.

## 3. REVENUE

### Disaggregation of revenue

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

		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
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	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		
- Sales and contract works of embedded system products and related products	- 銷售嵌入式系統產品及相關產品及合約工程	362,543	241,532
- Rendering of travel and leisure services	- 提供旅遊及休閒服務	27,683	31,091
- Sales of wine and related products	- 銷售葡萄酒及相關產品	1,961	1,822
		<b>392,187</b>	<b>274,445</b>

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

## 2. 編製基準及重大會計政策(續)

編製本未經審核第一季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零一八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. 收入

### 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：

本集團全部收益來自某一時間點轉移貨品和服務。



#### 4. OTHER GAINS AND INCOME

#### 4. 其他收益及收入

		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
Bank interest income	銀行利息收入	705	476
Government grants	政府補貼	-	1,280
Others	其他	2,983	2,405
		<u>3,688</u>	<u>4,161</u>

#### 5. FINANCE COSTS

#### 5. 融資成本

		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
Interest on bank, other loans and lease liabilities	銀行、其他貸款及租賃負債利息	3,475	2,542
Net foreign exchange (gain)/loss	外幣匯兌(收益)/虧損淨額	(482)	5,362
		<u>2,993</u>	<u>7,904</u>

#### 6. INCOME TAX EXPENSE

#### 6. 所得稅開支

		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
Current tax – PRC Enterprise Income Tax Provision for the period	即期稅項－中國企業所得稅 本期間撥備	<u>14,236</u>	<u>11,046</u>

No provision for Hong Kong Profits Tax is required for the three months ended 31 March 2019 and 2018 since the Group had no assessable profit for both 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.

概無於截至二零一九年及二零一八年三月三十一日止三個月計提香港利得稅撥備，因為本集團於該兩個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。

## 6. INCOME TAX EXPENSE (Continued)

Three subsidiaries of the Company had been certified by the relevant PRC authorities as high technology enterprises. Pursuant to the Income Tax Law in the PRC, the three subsidiaries are subject to PRC Enterprise Income Tax (“EIT”) at a rate of 15% effective for three years within 2019.

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% (2018: 25%).

## 7. EARNINGS PER SHARE

### Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of RMB22,815,000 (2018: RMB15,110,000) 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 31 March 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 three months ended 31 March 2019 (2018: Nil).

## 6. 所得稅開支(續)

本公司三間附屬公司獲中國有關機關認證為高新科技企業。根據中國所得稅法，該三間附屬公司須按15%之稅率繳交中國企業所得稅(「企業所得稅」)，於二零一九年前三個年度生效。

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

## 7. 每股盈利

### 每股基本及攤薄盈利

本公司擁有人應佔每股基本盈利乃根據本公司擁有人應佔本期間溢利人民幣22,815,000元(二零一八年：人民幣15,110,000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三月三十一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。

## 8. 股息

董事會不建議派發截至二零一九年三月三十一日止三個月之中期股息(二零一八年：無)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overall performance

The Group is principally engaged in manufacture and sale of electronic fire equipment business, tourism development business and investment holding of diversified portfolios.

The Group's manufacture and sale of electronic fire equipment and tourism development segments continued to be the core source of revenue. As a result of continued satisfactory performance of manufacture and sale of electronic fire equipment segment, the Group's revenue for the three months ended 31 March 2019 amounted to approximately RMB392.2 million, representing an increase of 42.9% as compared with approximately RMB274.4 million in 2018. The Group reported a comparatively higher cost of sales, in particular the cost of materials, and the gross profit rose 29.0% year-on-year to approximately RMB167.4 million (2018: RMB129.8 million) with gross profit margin of approximately 43% (2018: 47%). Impairment loss on trade and other receivables increased to approximately RMB8.3 million (2018: RMB6.1 million) as a result of increase in the Group's revenue and trade receivables. The Group's total operating expenses, including distribution costs, administrative expenses and other expenses, were increased by 28.1% to approximately RMB92.9 million (2018: RMB72.5 million), following to the continued growth of the Group's main businesses, in particular, the increase in distribution costs and research and development costs of the manufacture and sale of electronic fire equipment segment to achieve strong sales performance and maintain competitiveness. During the reporting period, profit attributable to owners of the Company increased 51.0% year-on-year to approximately RMB22.8 million (2018: RMB15.1 million), mainly because of the increase in the Group's revenue.

### Manufacture and sale of electronic fire equipment

The Group focused on research, development, manufacture, marketing and sale of fire safety products, including fire automatic alarm and control linkage system, electrical fire monitoring system, automatic gas fire extinguishing system and gas detection monitoring system. The Group aims to provide comprehensive fire safety solution that integrates fire protection, security, monitoring and intelligent identification. The Group mainly distributes its fire safety products through dealers across the region in the PRC, and actively explores overseas markets. Its headquarter is located in Beijing with main production facilities in Hebei, Beijing and Sichuan, the PRC.

## 管理層討論及分析

### 整體表現

本集團主要從事製造及銷售電子消防設備業務、旅遊發展業務及多元化投資組合投資控股。

本集團的製造及銷售電子消防設備及旅遊發展分部繼續成為本集團的核心收入來源。由於製造及銷售電子消防設備分部的表現持續令人滿意，本集團截至二零一九年三月三十一日止三個月的收入約為人民幣3.922億元，較二零一八年約人民幣2.744億元增加42.9%。本集團錄得較高銷售成本（尤其是材料成本），以及毛利按年增長29.0%至約人民幣1.674億元（二零一八年：人民幣1.298億元），而毛利率約為43%（二零一八年：47%）。貿易及其他應收款項的減值虧損增加至約人民幣830萬元（二零一八年：人民幣610萬元），此乃由於本集團收入以及貿易應收款項增加。本集團總經營開支（包括分銷成本、行政開支及其他開支）增加28.1%至約人民幣9,290萬元（二零一八年：人民幣7,250萬元），原因為本集團的主要業務持續增長，尤其是製造及銷售電子消防設備分部的分銷成本及研發成本增加，以達致強勁銷售表現及維持競爭力。於報告期間，本公司擁有人應佔溢利按年增加51.0%至約人民幣2,280萬元（二零一八年：人民幣1,510萬元），主要因本集團收入增加所致。

### 製造及銷售電子消防設備

本集團專門研究、開發、製造、營銷及銷售消防安全設備，包括消防自動報警及聯動控制系統、電子消防監控系統、自動氣體滅火系統及氣體檢測監控系統。本集團旨在提供綜合消防安全解決方案，集消防、安全、監控及智能識別於一體。本集團主要以中國各地的經銷商分銷其消防安全產品，並積極開拓海外市場。其總部位於北京，主要生產設施則位於中國河北、北京和四川。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

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

The Group's fire safety products was highly recognized and favored by customers because of its leading position in the industry and sound marketing system. The Group has been awarded the "National Product and Service Quality Integrity Demonstration Enterprise" by the China Association for Quality Inspection for four consecutive years. With its strong R&D platform, the Group has taken the lead in developing the dedicated chips for fire safety products, and the smoke detectors using self-developed chips were sent for inspection and certification during the period. The Group also co-organized industry promotion campaign in Shijiazhuang, that enabled the Group to better understand the market and obtain valuable front-line information for formulation of sales policies and product development.

Revenue generated from the manufacture and sale of electronic fire equipment business increased from approximately RMB241.5 million in 2018 to approximately RMB362.5 million in 2019, representing a growth of 50.1%. During the period under review, the Group's production of various fire safety products has increased significantly compared with the same period of last year, mainly due to the steady growth of dealers' delivery orders, the launch of new products and the additions of new production lines and advanced equipment. New subsystem products such as electrical fire system products and fire power monitoring system products have enriched the Group's product portfolio and maintained a high growth rate once launched. In addition, the Group has obtained international certifications for its fire safety products, which further stimulated sales growth.

### 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.

## 管理層討論及分析 (續)

### 製造及銷售電子消防設備 (續)

本集團的消防安全產品因其在行業的領先地位及完善的營銷系統而深受客戶的高度認可及喜愛。本集團連續四年獲中國質量檢驗協會頒發「全國產品和服務質量誠信示範企業」獎項。期內，憑藉強大的研發平台，本集團率先開發消防安全產品專用芯片，並對使用自行開發芯片的煙霧探測器進行檢驗及認證。本集團亦於石家莊協辦行業推廣活動，有助本集團更深入了解市場，並就制定銷售政策及產品開發取得寶貴的前線資訊。

製造及銷售電子消防設備的收入由二零一八年約人民幣2.415億元增加至二零一九年約人民幣3.625億元，錄得升幅50.1%。於回顧期間，本集團各款消防安全產品的產量較去年同期大幅增長，因經銷商的發貨訂單穩定增長、推出新產品及添置新生產線及先進設備。新型子系統產品如電氣火災系統產品及消防電源監控系統產品豐富了本集團的產品組合，並於推出後維持高增長率。此外，本集團已為其消防安全產品取得國際認證，進一步刺激銷售增長。

### 旅遊業發展

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。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Tourism development (Continued)

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. During the period under review, the number of tourists and pilgrims at Hengshan Mountain scenic area taking the environmental bus with full-priced ticket recorded a decrease of 8.8% year-on-year to approximately 0.43 million, while the service utilisation rate of the Group's environmental bus service was 84%.

For the three months ended 31 March 2019, the Group's tourism development business recorded revenue of approximately RMB27.7 million (2018: RMB31.1 million), representing a decrease by 10.9% when compared with the corresponding year of 2018. Such decrease was mainly attributable to the decrease in number of visitors to Hengshan Mountain scenic area and road icing during the Chinese New Year period.

### Investment holding

As at 31 March 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.

### Outlook

Looking ahead, the Group's manufacture and sale of electronic fire equipment business will actively explore the market and continue to pay attention to marketing and promotion through high-quality industry exhibitions, professional fire protection websites and journals. The Group will focus on the investment in the platform for research and development and establish high calibre pre-sales and after-sales teams to provide guarantee for the improvement of product performance and quality.

It will be the peak season of the Group's tourism development business in the second quarter. The number of tourists and pilgrims visiting Hengshan Mountain scenic area is expected to be increased during the Labour Day Golden Week and the Dragon Boat Festival.

## 管理層討論及分析 (續)

### 旅遊業發展(續)

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利潤及現金流。於回顧期間，購買環保巴士全價票的衡山風景區遊客及慕名而來者，同比減少8.8%，至約43萬人，而本集團環保巴士服務的使用率則為84%。

截至二零一九年三月三十一日止三個月，本集團的旅遊發展業務錄得收入約人民幣2,770萬元(二零一八年：人民幣3,110萬元)，較二零一八年減少10.9%。有關跌幅乃主要由於衡山風景區的旅客數目減少及春節期間道路結冰。

### 投資控股

於二零一九年三月三十一日，本集團的投資控股業務主要包括投資於一間附屬公司，為一項私募股權基金，持有於主要從事製造及銷售二極管相關產品及電子貿易業務的中國私營企業的股權投資、投資於其他綜合收益中以公平值計量的財務資產(包括香港上市公司及一家中國私營企業)、投資於聯營及合營企業(包括投資中國私營企業的私募股權基金)，以及在中國投資於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投資。

### 前景

展望未來，本集團的製造及銷售電子消防設備業務將積極開拓市場，透過高質量行業展覽、專業防火網站及報刊持續著重營銷及推廣。本集團將關注研發平台的投資及建立優質的售前及售後團隊，為改善產品表現及品質提供保障。

第二季度乃本集團旅遊發展業務的旺季。五一黃金周及端午節到訪衡山風景區的遊客及香客預期有所增加。

## USE OF PROCEEDS FROM PLACING 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 31 March 2019, approximately RMB103.9 million was applied to capital contribution to associates and investment of the Company and payments for investments of the Group; approximately RMB12.5 million was applied as working capital of the Group; and the remaining balance of approximately HK\$1.7 million (equivalent to approximately RMB1.5 million) was deposited in bank.

## DISCLOSURE UNDER RULE 17.24 OF THE GEM LISTING RULES

As at 31 March 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 RMB423,400,000 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 31 March 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) (註1)
Chuanqi (Hunan) Enterprise Development Co., Ltd. ("Chuanqi Enterprise")	傳奇(湖南)實業發展有限公司 (「傳奇實業」)	190,000 (Note 2) (註2)
		<hr/> <b>423,400</b>

## 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。於二零一九年三月三十一日，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1,250萬元已用作本集團之營運資金；而結餘約170萬港元(相當於約人民幣150萬元)則已存入銀行。

## 根據GEM上市規則第17.24條的披露資料

於二零一九年三月三十一日，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423,400,000元，超逾GEM上市規則第19.07(1)條所界定的資產比率之8%。於二零一九年三月三十一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 Bank A and Bank B by the Company; and (ii) an interest-free and unsecured shareholder's loan of RMB33,400,000 from Chuanqi Tourism Investment Co., Ltd. ("Chuanqi Tourism"), a non-wholly owned subsidiary of the Company to Songya Lake Construction. The total amount of the facilities from Bank A and Bank B 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 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 31 March 2019 prepared in accordance with the generally accepted accounting principles in the PRC, adjusted for any differences in accounting policies, are presented below:

		<b>Combined statement of financial position 合併財務 狀況表 RMB'000 人民幣千元</b>	<b>Group's attributable interests 本集團 應佔權益 RMB'000 人民幣千元</b>
Assets	資產	3,904,279	1,098,402
Liabilities	負債	<u>(3,553,443)</u>	<u>(996,984)</u>
Net assets	淨資產	<u>350,836</u>	<u>101,418</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)本公司向銀行甲及銀行乙提供人民幣2億元擔保；及(ii)本公司一間非全資附屬公司傳奇旅遊投資有限公司(「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。銀行甲及銀行乙給予松雅湖建設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。

根據上述聯屬公司截至二零一九年三月三十一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 31 March 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:

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

## 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

於二零一九年三月三十一日，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：

### 本公司普通股及相關股份之好倉

Name 姓名	Capacity 身份	Number of ordinary Shares 普通股數目			Total 總計	Approximate percentage of the Company's total number of issued promoters Shares 估本公司已發行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
		Interests in promoters Shares (Note) 於發行人股份之權益 (附註)	Interests in H Shares 於H股之權益					
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)

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

Note: The above Directors and Supervisors are taken to be interested in the issued share capital of the Company through their respective interests as beneficiaries, among other beneficiaries, of Heng Huat trust ("Heng Huat Trust"). By a declaration of Heng Huat Trust made as a deed on 19 July 2000, Mr. Xu Zhendong, Mr. Zhang Wanzhong and Ms. Liu Yue (who has been replaced by Mr. Xu Zhixiang since 9 May 2003 as a trustee) declared that they held the shares of Heng Huat Investments Limited ("Heng Huat") as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd. ("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 31 March 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)

### 本公司普通股及相關股份之好倉(續)

附註：上述董事及監事因彼等各自身為Heng Huat信託（「Heng Huat信託」）其中受益人之權益，被視作於本公司已發行股本中擁有權益。根據於二零零零年七月十九日以契據形式作出之Heng Huat信託聲明書，許振東先生、張萬中先生及劉越女士（徐祇祥先生自二零零三年五月九日起擔任彼之接承受託人）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。許振東先生及徐祇祥先生各自為前董事，已於二零一五年五月五日辭任。

除上文披露者外，於二零一九年三月三十一日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據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

## 主要股東及其他人士於股份及相關股份之權益及淡倉

At 31 March 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:

於二零一九年三月三十一日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

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

### 本公司普通股及相關股份之好倉

Name of shareholder 股東名稱	Note 附註	Capacity 身份	Number of promoters Shares held 持有發起人 股份數目	Approximate percentage of the Company's total number of issued promoters Shares 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 issued share capital 估本公司全部 已發行股本 概約百分比
1. Peking University 北京大學	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	14.50%
2. Beida Asset Management Co., Ltd. 北大資產經營有限公司	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	14.50%
3. Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a)	Through controlled corporations 透過受控制公司	200,000,000	28.57%	14.50%
4. Beijing Beida Jade Bird Limited 北京北大青鳥有限責任公司	(a)	Directly beneficially owned 直接實益擁有	115,000,000	16.43%	8.34%
5. Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Through controlled corporations 透過受控制公司	85,000,000	12.14%	6.16%
6. Sanya Jade Bird Youfu Jidi Construction Service Co., Ltd 三亞青鳥油服基地建設服務有限公司	(a)	Through a controlled corporation 透過一家受控制公司	85,000,000	12.14%	6.16%

**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	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 issued share capital 估本公司全部 已發行股本 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)	Directly beneficially owned 直接實益擁有	85,000,000	12.14%	6.16%
8. Grand East (H.K.) Limited 怡興(香港)有限公司		Directly beneficially owned 直接實益擁有	110,000,000	15.71%	7.98%
9. Heng Huat Investments Limited	(b)	Through a controlled corporation 透過一家受控制公司	205,414,000	29.34%	14.90%
10. Dynamic Win Assets Limited 致勝資產有限公司	(b)	Directly beneficially owned 直接實益擁有	205,414,000	29.34%	14.90%
11. Mongolia Energy Corporation Limited 蒙古能源有限公司	(c)	Through a controlled corporation 透過一家受控制公司	84,586,000	12.08%	6.13%
12. New View Venture Limited	(c)	Directly beneficially owned 直接實益擁有	84,586,000	12.08%	6.13%
13. Asian Technology Investment Company Limited 亞洲技術投資有限公司		Directly beneficially owned 直接實益擁有	50,000,000	7.14%	3.63%

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

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

Notes:

- (a) Peking University is taken to be interested in 14.50% of the total issued share capital of the Company through the following companies:
- (i) 115 million promoters Shares (representing approximately 8.34% of the Company's total issued share capital) held by Beida Jade Bird, which is 46% beneficially owned by Jade Bird Software. Jade Bird Software is 48% beneficially owned by Beida Asset Management Co., Ltd., a wholly owned subsidiary of Peking University; and
- (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.
- (b) The promoters Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat. Please refer to the note to the section "Directors', Supervisors' and chief executives' interests and short positions in shares and underlying shares" above for further details of Heng Huat.
- (c) The promoters Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.

Save as disclosed above, no person, other than the Directors and Supervisors, whose interests are set out in the section "Directors', Supervisors' and chief executives' interests and short positions in shares and underlying shares" above, had registered interests or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO as at 31 March 2019.

## COMPETING INTERESTS

As at 31 March 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.

## 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，而北大青鳥由青鳥軟件實益擁有46%，青鳥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%；及
- (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。青鳥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鳥油服基地建設服務有限公司46%股權，而三亞青鳥油服基地建設服務有限公司則擁有海口青鳥100%股權。
- (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更多資料，請參閱上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節內附註。
- (c) 該等發起人股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。

除上文披露者外，於二零一九年三月三十一日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

## 競爭權益

於二零一九年三月三十一日，概無董事及監事以及彼等各自之聯繫人士(定義見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。

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

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

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 first quarterly results report for the three months ended 31 March 2019 and concluded the meeting with agreement to the contents of the first quarterly results report.

By order of the Board  
**Beijing Beida Jade Bird Universal  
Sci-Tech Company Limited**  
**Ni Jinlei**  
*Chairman*

Beijing, the PRC, 7 May 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.*

## 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三月三十一日止三個月內概無購買、贖回或出售本公司任何上市證券。

## 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、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三月三十一日止三個月之第一季度業績報告，並於會上議定落實第一季度業績報告之內容。

承董事會命  
北京北大青鳥環宇  
科技股份有限公司  
主席  
倪金磊

中國，北京，二零一九年五月七日

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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