

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

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

香港聯合交易所有限公司(「聯交所」) GEM (「GEM」) 的特色

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

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

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

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

THIRD QUARTERLY RESULTS (UNAUDITED)

The board of the Directors (the “Board”) announced the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months ended 30 September 2022 together with the unaudited comparative figures for the corresponding period in 2021 as follows:

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

For the nine months ended 30 September 2022

第三季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零二二年九月三十日止九個月之未經審核綜合業績，連同二零二一年同期之未經審核比較數字如下：

簡明綜合損益及其他全面收益表(未經審核)

截至二零二二年九月三十日止九個月

		Notes 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	
			2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收入	3	124,747	125,686	209,295	328,212
Cost of sales and services	銷售及服務成本		(94,957)	(111,212)	(169,177)	(279,028)
Gross profit	毛利		29,790	14,474	40,118	49,184
Other gains and income	其他收益及收入	4	5,567	3,108	13,911	10,999
Distribution costs	分銷成本		(568)	(487)	(1,357)	(2,363)
Administrative expenses	行政開支		(23,152)	(15,705)	(50,830)	(44,955)
Other expenses	其他開支		(2,042)	(10)	(3,616)	(11)
Profit/(loss) from operations	經營溢利/(虧損)		9,595	1,380	(1,774)	12,854
Finance costs	融資成本	5	(13,269)	(6,385)	(27,010)	(18,215)
Share of profits of associates	應佔聯營公司溢利		61,687	60,070	151,129	134,281
Share of (losses)/profits of joint ventures	應佔合營企業(虧損)/溢利		(14)	(1)	(41)	109
Profit before tax	除稅前溢利		57,999	55,064	122,304	129,029
Income tax expense	所得稅開支	6	(2,302)	(666)	(2,213)	(3,403)
Profit for the period	本期間溢利		55,697	54,398	120,091	125,626

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

For the nine months ended 30 September 2022

**簡明綜合損益及其他全面收益表(未
經審核)(續)**

截至二零二二年九月三十日止九個月

	Notes 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	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Other comprehensive income after tax:					
<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")	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	(1,256)	(3,883)	5,817	(2,048)
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	1,908	(4,951)	(1,569)	(6,243)
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收益	-	-	-	(11)
		<u>652</u>	<u>(8,834)</u>	<u>4,248</u>	<u>(8,302)</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	6,941	(389)	6,728	(2,277)
		<u>6,941</u>	<u>(389)</u>	<u>6,728</u>	<u>(2,277)</u>
Other comprehensive income for the period, net of tax	本期間其他全面收益 (除稅後)	<u>7,593</u>	<u>(9,223)</u>	<u>10,976</u>	<u>(10,579)</u>
Total comprehensive income for the period	本期間全面收益總額	<u>63,290</u>	<u>45,175</u>	<u>131,067</u>	<u>115,047</u>
Profit/(Loss) for the period attributable to:	應佔本期間溢利/(虧損)：				
Owners of the Company	本公司擁有人	51,691	57,733	122,715	129,151
Non-controlling interests	非控股權益	4,006	(3,335)	(2,624)	(3,525)
		<u>55,697</u>	<u>54,398</u>	<u>120,091</u>	<u>125,626</u>
Total comprehensive income for the period attributable to:	應佔本期間全面收益總額：				
Owners of the Company	本公司擁有人	59,175	48,501	133,487	118,587
Non-controlling interests	非控股權益	4,115	(3,326)	(2,420)	(3,540)
		<u>63,290</u>	<u>45,175</u>	<u>131,067</u>	<u>115,047</u>
		RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣
Earnings per share	每股盈利				
Basic and diluted (cents per share)	基本及攤薄(每股分)	7			
		<u>3.41</u>	<u>3.81</u>	<u>8.10</u>	<u>8.78</u>

**CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY (UNAUDITED)**

For the nine months ended 30 September 2022

簡明綜合權益變動表(未經審核)

截至二零二二年九月三十日止九個月

		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 reserve	Other reserves	Retained profits			Total
		股本	資本儲備	儲備基金	匯兌儲備	資產儲備	其他儲備	留存盈利	合計	非控股 權益	總權益
		RMB'000	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	人民幣千元
At 1 January 2021	於二零二一年一月一日	137,872	562,519	107,494	(42,766)	(159,121)	5,694	2,344,002	2,955,694	149,142	3,104,836
Issue of shares	發行股份	13,574	43,288	-	-	-	-	-	56,862	-	56,862
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(9,835)	(729)	-	129,151	118,587	(3,540)	115,047
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	34,353	34,353
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(276)	276	-	-	-
Share of transfer of gain on disposal of financial assets at FVTOCI in investments in associates	分佔於聯營公司之投資之以公平值計入其他全面收益之財務資產之出售收益轉移	-	-	-	-	(2,250)	-	2,250	-	-	-
Changes in equity for the period	本期間權益變動	13,574	43,288	-	(9,835)	(2,979)	(276)	131,677	175,449	30,813	206,262
At 30 September 2021	於二零二一年九月三十日	151,446	605,807	107,494	(52,601)	(162,100)	5,418	2,475,679	3,131,143	179,955	3,311,098
At 1 January 2022	於二零二二年一月一日	151,446	605,810	107,494	(61,555)	(139,706)	5,543	2,505,915	3,174,947	173,596	3,348,543
Total comprehensive income for the period	本期間全面收益總額	-	-	-	4,955	5,817	-	122,715	133,487	(2,420)	131,067
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	12,472	12,472
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(342)	342	-	-	-
Transfer of gain on disposal of financial assets at FVTOCI	轉移出售以公平值計入其他全面收益之財務資產的收益	-	-	-	-	(3,697)	-	3,697	-	-	-
Transfer upon reclassification from financial assets at FVTOCI to associates	自以公平值計入其他全面收益之財務資產重新分類至聯營公司後轉撥	-	-	-	-	(1,224)	-	1,224	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	4,955	896	(342)	127,978	133,487	10,052	143,539
At 30 September 2022	於二零二二年九月三十日	151,446	605,810	107,494	(56,600)	(138,810)	5,201	2,633,893	3,308,434	183,648	3,492,082

Note:

1. GENERAL INFORMATION

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

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are the development of travel and leisure business, investment holding, production and sales of wine and related products, sales and purchases of metallic products and sales and production of LED devices.

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 2022. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods.

附註：

1. 一般資料

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

本公司的主要業務為投資控股。本公司的附屬公司之主要業務為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、銷售及採購金屬產品以及銷售及生產LED器件。

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二零二二年一月一日開始之會計年度生效的所有與其營運有關之新訂及經修訂的香港財務報告準則。採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大變動。

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

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2022. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

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

The accounting policies adopted in preparing these unaudited third quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2021. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

2. 編製基準及重大會計政策(續)

本集團並無提早應用已頒佈但尚未於二零二二年一月一日開始之財政年度生效之新訂及經修訂的香港財務報告準則。董事預期本集團將於有關新訂及經修訂的香港財務報告準則生效後，在綜合財務報表中應用有關準則。本集團現正評估(倘適用)所有將於未來期間生效之新訂及經修訂的香港財務報告準則之潛在影響，惟目前未能確定此等新訂及經修訂的香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

簡明綜合財務報表未經審核，惟已經本公司審核委員會(「審核委員會」)審閱。

編製本未經審核第三季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零二一年十二月三十一日止年度之年度經審核綜合財務報表所用者貫徹一致。本簡明綜合財務報表應與上述經審核財務報表一併閱讀。

3. REVENUE

Disaggregation of revenue

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

	Three months ended		Nine months ended	
	30 September		30 September	
	截至九月三十日		截至九月三十日	
	止三個月		止九個月	
	2022	2021	2022	2021
	二零二二年	二零二一年	二零二二年	二零二一年
	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
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收入			
Disaggregated by major products or service lines	按主要產品或服務線劃分之明細			
- Rendering of travel and leisure services	46,725	30,974	74,003	84,302
- Sales of wine and related products	2,731	2,734	7,423	7,837
- Sales of metallic products	66,274	91,978	106,835	236,073
- Sales of LED devices	9,017	-	21,034	-
	<u>124,747</u>	<u>125,686</u>	<u>209,295</u>	<u>328,212</u>

The Group derives all revenue from the transfer of goods and services at a point in time except for the revenue from certain travel and leisure services which are recognised over the time.

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：

除若干旅遊及休閒服務之收入是隨時間確認外，本集團所有收入是來自於某一時間點轉移貨品及服務。

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	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	441	720	1,085	1,554
Government grants	政府補貼	421	-	1,181	-
Financial guarantee income	財務擔保收入	2,411	2,411	7,154	7,154
Tax incentives	稅項優惠	256	(735)	1,138	525
Gain on bargain purchase of a subsidiary (note 9(b))	收購附屬公司之議價收益 (附註9(b))	-	-	-	2
Reversal of impairment loss on trade and other receivables, net	貿易及其他應收款項之減值虧損撥回淨額	-	-	-	6
Others	其他	2,038	712	3,353	1,758
		5,567	3,108	13,911	10,999

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	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 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的利息	10,226	6,830	27,348	18,402
Net foreign exchange losses/(gain)	外幣匯兌虧損/(收益)淨額	3,043	(445)	(338)	(187)
		13,269	6,385	27,010	18,215

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	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current tax	即期稅項				
Provision for the period	本期間撥備				
PRC	中國	3,142	666	3,163	3,378
The United States	美國	—	—	2	25
		<u>3,142</u>	<u>666</u>	<u>3,165</u>	<u>3,403</u>
Deferred tax	遞延稅項	(840)	—	(952)	—
		<u>2,302</u>	<u>666</u>	<u>2,213</u>	<u>3,403</u>

No provision for Hong Kong Profits Tax is required for the nine months ended 30 September 2022 and 2021 since the Group had no assessable profit for both periods.

概無於截至二零二二年及二零二一年九月三十日止九個月計提香港利得稅撥備，因為本集團於該兩個期間並無應課稅溢利。

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

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

The subsidiaries of the Company established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2021: 25%).

本公司於中國成立之附屬公司通常須就應課稅收入按稅率25% (二零二一年：25%) 繳納所得稅。

7. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company for the three months ended 30 September 2022 is based on the profit for the period attributable to owners of the Company of RMB51,691,000 (2021: RMB57,733,000) and the weighted average number of ordinary shares of 1,514,460,000 (2021: 1,514,460,000) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the three months ended 30 September 2022 and 2021. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

The calculation of basic earnings per share attributable to owners of the Company for the nine months ended 30 September 2022 is based on the profit for the period attributable to owners of the Company of RMB122,715,000 (2021: RMB129,151,000) and the weighted average number of ordinary shares of 1,514,460,000 (2021: 1,470,707,692) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the nine months ended 30 September 2022 and 2021. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

8. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2022 (2021: Nil).

7. 每股盈利

每股基本及攤薄盈利

截至二零二二年九月三十日止三個月，本公司擁有人應佔每股基本盈利乃分別根據本公司擁有人應佔本期間溢利人民幣51,691,000元（二零二一年：人民幣57,733,000元）及期內已發行普通股加權平均數1,514,460,000（二零二一年：1,514,460,000）股計算。概無就截至二零二二年及二零二一年九月三十日止三個月之每股基本盈利之金額作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

截至二零二二年九月三十日止九個月，本公司擁有人應佔每股基本盈利乃分別根據本公司擁有人應佔本期間溢利人民幣122,715,000元（二零二一年：人民幣129,151,000元）及期內已發行普通股加權平均數1,514,460,000（二零二一年：1,470,707,692）股計算。概無就截至二零二二年及二零二一年九月三十日止九個月之每股基本盈利之金額作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

8. 股息

董事會不建議就截至二零二二年九月三十日止九個月派付中期股息（二零二一年：零）。

9. ACQUISITION OF SUBSIDIARIES

- (a) In April 2022, the Company acquired a 80% equity interest in Guangdong Lumen Pioneer Opto Co., Ltd. (“Guangdong Lumen”) at a consideration of RMB84,486,160 from an independent third party of the Company. Guangdong Lumen became a direct non-wholly owned subsidiary of the Company. Guangdong Lumen is principally engaged in the development, manufacture and sale of high-end ceramic high-power LED devices and modules, and the research and development and manufacturing of special light sources.

The fair value of the identifiable assets and liabilities of Guangdong Lumen acquired as at the date of acquisition are as follows:

9. 收購附屬公司

- (a) 於二零二二年四月，本公司以代價人民幣84,486,160元向本公司獨立第三方收購廣東新銳流銘光電有限公司（「廣東流銘」）的80%股權。廣東流銘成為本公司的直接非全資附屬公司。廣東流銘主要從事高端陶瓷大功率LED器件及模件的研發、生產和銷售，以及特殊光源的研發和生產。

所收購的廣東流銘的可識別資產及負債於收購日期的公平值如下：

		RMB'000 人民幣千元
Net assets acquired:	所收購的淨資產：	
Property, plant and equipment	物業、廠房及設備	37,176
Other intangible assets	其他無形資產	20,955
Inventories	存貨	19,970
Trade and other receivables	貿易及其他應收款項	19,183
Cash and cash equivalents	現金及現金等價物	1,300
Trade and other payables	貿易及其他應付款項	(20,095)
Lease liabilities	租賃負債	(8,295)
Deferred tax liabilities	遞延稅項負債	(7,832)
		62,362
Non-controlling interests	非控股權益	(12,472)
Goodwill	商譽	34,596
		84,486
Total consideration – satisfied by cash	總代價－以現金結付	84,486

9. ACQUISITION OF SUBSIDIARIES (Continued)

- (b) In June 2021, the Group acquired a 2% equity interest in Chuanqi (Hunan) Cultural Tourism Company Limited (“Chuanqi Cultural”), a then associate of the Group, at a consideration of RMB1 in cash together with capital contribution commitment of RMB1,400,000 from an independent third party of the Company. Immediately after the acquisition, the Group owned a total of 51% indirect interest in Chuanqi Cultural; and Chuanqi Cultural ceased to be an associate of the Company and became a subsidiary of the Company. Chuanqi Cultural was participated in tourism development projects in Hunan Province.

The fair value of the identifiable assets and liabilities of Chuanqi Cultural acquired as at the date of acquisition are as follows:

9. 收購附屬公司(續)

- (b) 於二零二一年六月，本集團以代價現金人民幣1元連同出資承諾人民幣1,400,000元向本公司一名獨立第三方收購傳奇(湖南)文化旅遊有限公司(「傳奇文化」，本集團當時的聯營公司)的2%股權。緊隨收購事項後，本集團合共擁有傳奇文化51%的間接權益；而傳奇文化不再為本公司的聯營公司，並成為本公司的附屬公司。傳奇文化參與湖南省的旅遊開發項目。

所收購的傳奇文化的可識別資產及負債於收購日期的公平值如下：

		RMB'000 人民幣千元
Net assets acquired:	所收購的淨資產：	
Property, plant and equipment	物業、廠房及設備	134,396
Deposit for purchase of property, plant and equipment	購置物業、廠房及設備的按金	9,722
Inventories	存貨	107,584
Trade and other receivables	貿易及其他應收款項	14,979
Cash and cash equivalents	現金及現金等價物	694
Trade and other payables	貿易及其他應付款項	(54,838)
Bank and other loans	銀行及其他貸款	(143,830)
		68,707
Non-controlling interests	非控股權益	(34,353)
Fair value of investment in an associate, before the acquisition	收購事項前於一間聯營公司的投資的公平值	(34,352)
Bargain purchase	議價購買	(2)
Consideration – satisfied by cash	代價 – 以現金結付	–

MANAGEMENT DISCUSSION AND ANALYSIS

Overall performance

The Group is principally engaged in tourism development business, investment holding of diversified portfolios and other businesses including sales of metallic products and wine and related products. During the period, the Group acquired 80% equity interest in Guangdong Lumen, which is principally engaged in sales and production of high-end ceramic high-power LED devices and modules, further details of which were set out in the section headed “Sales and production of LED devices” below.

During the period under review, the business and financial performance of the Group were affected as a result of the frequent outbreaks of the novel coronavirus pneumonia (“COVID-19”) epidemic (the “Epidemic”) in the PRC. For the nine months ended 30 September 2022, total revenue recorded by the Group amounted to approximately RMB209.3 million (2021: RMB328.2 million), representing a decrease of 36.2% compared with the corresponding period of 2021. The gross profit was decreased by 18.4% to approximately RMB40.1 million (2021: RMB49.2 million); and the Group recorded a loss from operations of approximately RMB1.8 million as compared with a profit from operations of approximately RMB12.9 million for the corresponding period in 2021. Such decrease in total revenue and profit from operations was mainly attributable to the decrease in revenue generated by the Group’s tourism development business, in particular the fare revenue of the environmental shuttle bus service, as a result of the Epidemic during the reporting period, and the decrease in orders entered into by the Group’s trading of metallic products business. Benefited from the continued expansion in the businesses of the Group’s associates in particular Jade Bird Fire Co., Ltd. (“Jade Bird Fire”), a A share listed company in the PRC, the Group’s share of profits of associates amounted to approximately RMB151.1 million (2021: RMB134.3 million), representing an increase of 12.5%. The Group recorded a decrease in profit attributable to owners of the Company by 5.0% to approximately RMB122.7 million for the nine months ended 30 September 2022 (2021: RMB129.2 million), despite of the loss from operations, mainly because of the increase in the Group’s share of profits of associates during the reporting period.

管理層討論及分析

整體表現

本集團主要從事旅遊發展業務、多元化投資組合投資控股以及包括銷售金屬產品以及葡萄酒及相關產品在內的其他業務。期內，本集團收購廣東流銘（主要從事高端陶瓷大功率LED器件及模組的生產和銷售）的80%股權，進一步詳情載於下文「銷售及生產LED器件」一節。

於回顧期間，本集團的業務及財務表現受在中國不斷爆發的新型冠狀病毒肺炎（「2019冠狀病毒病」）疫情（「疫情」）所影響。截至二零二二年九月三十日止九個月，本集團錄得的總收入約為人民幣2.093億元（二零二一年：人民幣3.282億元），較二零二一年同期減少36.2%。毛利減少18.4%至約人民幣4,010萬元（二零二一年：人民幣4,920萬元）；及本集團錄得經營虧損約人民幣180萬元，而二零二一年同期則錄得經營溢利約人民幣1,290萬元。上述的總收入及經營溢利減少主要由於本集團旅遊發展業務產生的收入受報告期內疫情影響而減少（尤其是環保穿梭巴士服務票價收入），以及本集團金屬產品貿易業務所訂立之訂單減少所致。受惠於本集團聯營公司（尤其是青島消防股份有限公司（「青島消防」，一間中國A股上市公司））業務持續擴張，本集團應佔聯營公司溢利約為人民幣1.511億元（二零二一年：人民幣1.343億元），增幅為12.5%。儘管錄得經營虧損，截至二零二二年九月三十日止九個月，本集團就本公司擁有人應佔溢利減少5.0%至約人民幣1.227億元（二零二一年：人民幣1.292億元），主要由於本集團於報告期內應佔聯營公司溢利增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Tourism development

The Company, through its subsidiaries and associates, is engaged in provision of environmental shuttle bus service and property management services, and operation of tourist facilities, entertainment performance, tourist service center and tourist souvenir shops in the tourist area at Nanyue District, Hunan Province, the PRC; and also participated in several tourism development projects in Hunan Province, including the development of tourist sight project located at Tianzi Mountain.

Due to the frequent outbreaks of the Epidemic and the policies and measures implemented by the government of the PRC to deter the Epidemic in the PRC, the number of tourists and pilgrims visiting Hengshan Mountain scenic area was decreased by about 8.0% for the nine months ended 30 September 2022. During the period, fare revenue from tourists and pilgrims continued to be the main source of income of the Group's tourism development business. For the nine months ended 30 June 2022, the Group's tourism development business recorded revenue of approximately RMB74.0 million (2021: RMB84.3 million), representing a decrease by 12.2% when compared with the corresponding period of 2021

Investment holding

As at 30 September 2022, the Group's investment holding business mainly included investments in a subsidiary, the associates and joint ventures which are private equity funds with equity investments in private enterprises and property projects in the PRC, the investment in Jade Bird Fire, and the investments in financial assets at FVTOCI including listed companies in Hong Kong and private companies in the PRC and Hong Kong.

On 7 July 2022, the Company entered into a capital increase agreement with the existing shareholders of Eta Semiconductor Technology (Shanghai) Co., Ltd. ("Eta Shanghai"), pursuant to which the Company agreed to inject RMB100,000,000 into Eta Shanghai of which (i) RMB14,903,862.95 shall be contributed to the registered capital of Eta Shanghai; and (ii) the remaining balance shall be contributed to the capital reserve of Eta Shanghai. Eta Shanghai is principally engaged in the technical development, technical service, technical consultation and technical transfer of semiconductor and new material technology; and the sale of semiconductor materials and equipment.

管理層討論及分析(續)

旅遊發展

本公司通過其附屬公司及聯營公司於中國湖南省南嶽區的旅遊區從事提供環保穿梭巴士服務及物業管理服務，以及營運旅遊設施、娛樂表演、旅遊服務中心及旅遊紀念品商店；及參與湖南省多個旅遊開發項目，包括開發位於天子山的旅遊景觀項目。

由於不斷爆發疫情，以及中國政府實施政策及措施以便在中國防控疫情，截至二零二二年九月三十日止九個月，參觀衡山風景區的遊客及香客人數減少約8.0%。期內，來自遊客及香客的票價收入繼續為本集團的旅遊發展業務的主要收入來源。截至二零二二年九月三十日止九個月，本集團的旅遊發展業務錄得收入約人民幣7,400萬元(二零二一年：人民幣8,430萬元)，較二零二一年同期減少12.2%。

投資控股

於二零二二年九月三十日，本集團的投資控股業務主要包括投資於一間附屬公司、投資於聯營公司及合營企業(為私募股權基金(持有中國民營企業及物業項目的股權投資))、投資於青島消防以及投資於以公平值計入其他全面收益之財務資產(包括香港上市公司以及中國及香港的私營公司)。

本公司與鎔特半導體科技(上海)有限公司(「鎔特上海」)現有股東於二零二二年七月七日訂立增資協議。據此，本公司同意向鎔特上海增資人民幣100,000,000元，其中(i)人民幣14,903,862.95元將注入鎔特上海的註冊資本；及(ii)餘額將注入鎔特上海的資本儲備。鎔特上海主要從事半導體和新材料技術的技術開發、技術服務、技術諮詢和技術轉讓；及半導體材料和設備的銷售。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Investment holding (Continued)

The Directors considered that the investment in Eta Shanghai represented good investment opportunities and were in line with the Group's vision to invest in target companies or businesses having promising outlooks and prospects. The transaction would allow the Group to enlarge its investment in Eta Shanghai and its business activities. One of the existing shareholders, which owned 34.12% of Eta Shanghai before the capital injection by the Company, is wholly owned by the spouse of Mr. Liu Ziyi, the non-executive Director. As such, Eta Shanghai is an associate of Mr. Liu Ziyi and a connected person of the Company under the GEM Listing Rules. The transaction contemplated under the capital injection by the Company constituted a connected transaction for the Company. The approval of the independent shareholders of the Company in respect of the capital injection agreement and the transactions contemplated thereunder was obtained at a special general meeting of the Company of the Company held on 9 September 2022. Upon the completion of capital injection by the Company, the Company held approximately 22.681% equity interest in Eta Shanghai, which was treated as interest in an associate in the Company's financial statements.

Trading of metallic products

During the period, the Group is engaged in sales and purchases of metallic products in the PRC. For the nine months ended 30 September 2022, revenue generated from the Group's trading of metallic products business amounted to approximately RMB106.8 million (2021: RMB236.1 million), representing a decrease by 54.7% year-on-year. The decrease was mainly attributable to the decrease in orders entered into by the Group after considering the price fluctuation of the metallic products. The gross margin was 2.3% (2021: 2.2%) during the period.

管理層討論及分析(續)

投資控股(續)

董事認為，於鎩特上海的投資實屬投資良機，並符合本集團的願景，即投資於具有可觀前景的目標公司或業務。該等交易讓本集團得以擴大其對鎩特上海及其業務活動的投資。在本公司增資前擁有鎩特上海34.12%權益的其中一名現有股東由非執行董事劉子毅先生的配偶全資擁有。因此，根據GEM上市規則，鎩特上海為劉子毅先生的聯繫人及本公司的關連人士。本公司增資項下擬進行的交易構成本公司的關連交易。於本公司於二零二二年九月九日舉行的臨時股東大會上就增資協議及據此擬進行的交易取得本公司獨立股東批准。於本公司完成增資後，本公司持有鎩特上海約22.681%的股權，並在本公司的財務報表中被視為於聯營公司的權益。

金屬產品貿易

本集團於期內在中國從事金屬產品銷售及採購。截至二零二二年九月三十日止九個月，產生自本集團的金屬產品貿易業務之收入約為人民幣1.068億元(二零二一年：人民幣2.361億元)，按年減少54.7%。該減少主要由於本集團考慮金屬產品的價格波動後訂立的訂單減少所致。期內的毛利率為2.3%(二零二一年：2.2%)。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Sales and production of LED devices

On 10 March 2022, the Company entered into (i) an equity transfer agreement with an independent third party and Guangdong Lumen for the acquisition of the 80% equity interest in Guangdong Lumen at the consideration of RMB84,486,160; and (ii) a repurchase agreement pursuant to which upon occurrence of certain repurchase events, Shanghai Shengjin Venture Capital Co., Ltd. (“Shanghai Shengjin”) may require the Company or Guangdong Lumen to repurchase the 20% equity interest in Guangdong Lumen owned by Shanghai Shengjin at the option price of RMB22 million plus interest of 10% per annum, if applicable. Upon the completion in April 2022, Guangdong Lumen became a direct non-wholly owned subsidiary of the Company and the financial results of Guangdong Lumen would be consolidated with the results of the Group. Revenue generated from Guangdong Lumen after the completion of acquisition amounted to approximately RMB21.0 million.

Guangdong Lumen is principally engaged in the development, manufacture and sale of high-end ceramic high-power LED devices and modules, focusing on the research and development and manufacturing of special light sources such as automotive, stage, curing, flash and plant growth. The products manufactured include car lamp series, mobile lighting series, color light series, etc.. The Board considered that the acquisition represented a good opportunity to expand the Group’s business into the development, manufacture and sale of high-end ceramic high-power LED devices and modules, in view of the promising future prospect of the market of the LED industries, which could further expand the source of the Group’s operating income and profit and could bring returns to the shareholders of the Company.

Other businesses

The Group operated a winery, namely The Winery at la Grange, at the State of Virginia, the United States, which owned a vineyard and is principally engaged in the production and sales of wine and related products. Revenue generated from the winery amounted to approximately RMB7.4 million (2021: RMB7.8 million), which remained stable.

管理層討論及分析(續)

銷售及生產LED器件

於二零二二年三月十日，本公司(i)與一名獨立第三方及廣東流銘訂立股權轉讓協議，以收購廣東流銘的80%股權，代價為人民幣84,486,160元；及(ii)訂立購回協議，據此，在發生若干購回事件時，上海盛今創業投資有限公司(「上海盛今」)可要求本公司或廣東流銘按期權價格人民幣22,000,000元加上按年息10%計算的利息(如適用)購回上海盛今於廣東流銘擁有的20%股權。於二零二二年四月完成後，廣東流銘已成為本公司的直接非全資附屬公司，而廣東流銘的財務業績將與本集團的業績綜合入賬。於收購事項完成後產生自廣東流銘之收入約為人民幣2,100萬元。

廣東流銘主要從事高端陶瓷大功率LED器件及模組的研發、生產和銷售，專注於汽車、舞台、固化、閃光及植物生長等特殊光源的研發和生產。生產的產品包括車燈系列、移動照明系列、彩光系列等。董事會認為，鑑於LED產業的市場前景秀麗，收購事項是拓展本集團業務至高端陶瓷大功率LED器件及模組的研發、生產和銷售之良機，可進一步擴大本集團的營業收入及利潤來源，並可為本公司股東帶來回報。

其他業務

本集團於美國弗吉尼亞州經營一間名為The Winery at la Grange的釀酒廠，其擁有葡萄園，並主要從事生產及銷售葡萄酒及相關產品。釀酒廠產生的收入維持穩定，錄得約人民幣740萬元(二零二一年：人民幣780萬元)。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Outlook

Looking ahead, the performance of the Group's business will still be affected in light of the evolving situation regarding the Epidemic and the policies and measures implemented by the government of the PRC against the Epidemic.

The Group would closely monitor the performance of its main businesses and the existing investment portfolio held by the Group. The Group would only explore investment projects with promising development potential in a prudent manner and carefully assess investment opportunities in the market in order to create a better return for its shareholders. The Group will keep continuous attention on the development and situation of the COVID-19 and react actively to its impact on the financial position and operating results of the Group.

USE OF PROCEEDS FROM PLACING UNDER GENERAL MANDATE

In respect of the placing completed on 30 March 2021, the Directors intended that approximately 80% of net proceeds from the placing would be applied to potential mergers and acquisitions and/or development of new businesses; and approximately 20% 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 17 March 2021 and 30 March 2021 (the "Announcements").

The net proceeds applied up to 30 September 2022 and in accordance with the proposed applications set out in the Announcements are as follows:

		Net proceeds (RMB in million) 所得款項淨額 (人民幣百萬元)		
		Available 可用	Utilised 已動用	Unutilised 未動用
Potential mergers and acquisitions and/or development of new business	潛在合併及收購及／或 發展新業務	45.4	45.4	-
Working capital of the Group	本集團的營運資金	11.4	9.0	2.4
		56.8	54.4	2.4

The balance of the unutilised net proceeds amounting to approximately RMB2.4 million was placed as deposits in banks, and the Group currently expects that the unutilised net proceeds will be used by December 2022.

管理層討論及分析(續)

前景

展望將來，鑑於疫情不斷變化的情況以及中國政府實施的防疫政策與措施，本集團的業務表現仍將受到影響。

本集團將密切監察其主要業務的表現以及本集團持有的現有投資組合的表現。本集團將僅會審慎探索具良好發展潛力的投資項目及小心評估市場投資機遇，以期為其股東創造更佳回報。本集團將持續關注2019冠狀病毒病的發展及情況，並積極應對疫情對本集團的財務狀況及經營業績產生的影響。

根據一般授權進行配售事項之所得款項用途

就於二零二一年三月三十日完成的配售事項，董事擬將配售事項所得款項淨額約80%用於潛在合併及收購及／或發展新業務，而配售事項所得款項淨額約20%將應用為本集團之營運資金。上述事項之詳情披露於本公司日期為二零二一年三月十七日及二零二一年三月三十日之公佈（「該等公佈」）。

截至二零二二年九月三十日根據該等公佈所載的建議用途已動用的所得款項淨額如下：

		Net proceeds (RMB in million) 所得款項淨額 (人民幣百萬元)		
		Available 可用	Utilised 已動用	Unutilised 未動用
Potential mergers and acquisitions and/or development of new business	潛在合併及收購及／或 發展新業務	45.4	45.4	-
Working capital of the Group	本集團的營運資金	11.4	9.0	2.4
		56.8	54.4	2.4

未動用所得款項淨額餘額約人民幣240萬元已存入銀行，而本集團目前預計未動用所得款項淨額將於二零二二年十二月前動用。

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

As at 30 September 2022, 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

於二零二二年九月三十日，董事、監事（「監事」）及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據GEM上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

本公司普通股及相關股份之好倉

Name	Capacity	Interest in non-listed Shares held	Interest in H Shares held	Approximate percentage of total number of the issued non-listed Shares	Approximate percentage of total number of the issued H Shares	Approximate percentage of total number of the issued Shares
				已發行非上市股份總數概約百分比	已發行H股總數概約百分比	已發行股份總數概約百分比
姓名	身份	於非上市股份持有的權益	於H股持有的權益			

Supervisor 監事

Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	29.34%	-	13.56%
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Non-executive Director 非執行董事

Mr. Liu Ziyi 劉子毅先生	Beneficial owner 實益擁有人	-	2,311,000	-	0.28%	0.15%
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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 Supervisor is taken to be interested in the issued share capital of the Company through her interest as beneficiary, 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, the shares of Heng Huat Investments Limited ("Heng Huat") were held as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd., Beijing Beida Jade Bird Limited 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.

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 30 September 2022.

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：上述監事因其身為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，受託人為北京北大青鳥軟件系統有限公司、北京北大青鳥有限責任公司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。

除上文披露者外，於二零二二年九月三十日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據GEM上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

董事及監事購入股份之權利

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

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

At 30 September 2022, the following interests and short positions of the issued share capital of the Company were recorded in the register of interests required to be maintained by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares and underlying shares of the Company

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二二年九月三十日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

本公司普通股及相關股份之好倉

Name of shareholder 股東名稱	Note 附註	Capacity 身份	Interest in non-listed Shares 於非上市股份之權益	Interest in H Shares 於H股之權益	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
Peking University 北京大學	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beida Asset Management Co., Ltd. 北大資產經營有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Gifted Pillar Limited	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Rainbow Mountain Holdings Limited 彩峰控股有限公司	(a)	Interest of controlled corporation 受控法團權益	200,000,000	-	28.57%	-	13.21%
Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. 北京彩峰科技發展有限公司	(a)	Beneficial owner 實益擁有人	200,000,000	-	28.57%	-	13.21%

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	Interest in non-listed Shares 於非上市股份之權益	Interest in H Shares 於H股之權益	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
Grand East (H.K.) Limited 怡興(香港)有限公司		Beneficial owner 實益擁有人	110,000,000	-	15.71%	-	7.26%
Heng Huat Investments Limited	(b)	Interest of controlled corporation 受控法團權益	205,414,000	-	29.34%	-	13.56%
Dynamic Win Assets Limited 致勝資產有限公司	(b)	Beneficial owner 實益擁有人	205,414,000	-	29.34%	-	13.56%
Mongolia Energy Corporation Limited 蒙古能源有限公司	(c)	Interest of controlled corporation 受控法團權益	84,586,000	-	12.08%	-	5.58%
New View Venture Limited	(c)	Beneficial owner 實益擁有人	84,586,000	-	12.08%	-	5.58%
Asian Technology Investment Company Limited 亞洲技術投資有限公司		Beneficial owner 實益擁有人	50,000,000	-	7.14%	-	3.30%
Allied Properties (H.K.) Limited 聯合地產(香港)有限公司	(d)	Interest of controlled corporation 受控法團權益	-	38,117,000	-	4.68%	2.52%
Chang Hongna 常紅娜	(e)	Interest of controlled corporation 受控法團權益	-	126,214,000	-	15.50%	8.33%
Gallantlion Resources Pte. Ltd.	(e)	Beneficial owner 實益擁有人	-	126,214,000	-	15.50%	8.33%

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 13.21% of the total issued share capital of the Company through 200 million non-listed Shares (representing approximately 13.21% of the Company's total issued share capital) in which Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. ("Beijing Rainbow Mountain") is interested. Peking University owns 100% equity interest in Beida Asset Management Co., Ltd. which in turn owns 48% equity interest in Beijing Beida Jade Bird Software System Co., Ltd. which in turn owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Gifted Pillar Limited which in turn owns 100% equity interest in Rainbow Mountain Holdings Limited which in turn owns 100% equity interest in Beijing Rainbow Mountain.
- (b) The non-listed 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 non-listed Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (d) The latest disclosure of interest notice filed by Allied Properties (H.K.) Limited has not taken into account the increase in the number of total issued H shares of the Company from 678,720,000 H shares to 814,464,000 H shares on 30 March 2021 due to the completion of placing of the new H shares of the Company. The percentage level of the deemed interest in the H shares of the Company through indirectly non-wholly owned subsidiary of Allied Property (H.K.) Limited was below 5% as at 30 September 2022.
- (e) The H Shares are held by Gallantlion Resources Pte. Ltd., which is beneficially 100% owned by Chang Hongna.
- (f) Mr. Ni Jinlei, an executive Director and Mr. Fan Yimin, a Supervisor are the directors of Beijing Beida Jade Bird Software System Co., Ltd..

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北京彩峰科技發展有限公司(「北京彩峰」)於當中擁有權益的2億股非上市股份(佔本公司已發行股本總數約13.21%)擁有本公司已發行股本總數13.21%權益。北京大學擁有北大資產經營有限公司100%股權，而北大資產經營有限公司擁有北京北大青島軟件系統有限公司48%股權，而北京北大青島軟件系統有限公司擁有北大微電子投資有限公司100%股權，而北大微電子投資有限公司擁有Gifted Pillar Limited 46%股權，而Gifted Pillar Limited擁有彩峰控股有限公司100%股權，而彩峰控股有限公司擁有北京彩峰100%股權。
- (b) 該等非上市股份由致勝持有，而致勝由Heng Huat全資實益擁有。有關Heng Huat的更多詳情，請參閱上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節內附註。
- (c) 該等非上市股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (d) 聯合地產(香港)有限公司作出的最新權益披露通告並未計及於二零二一年三月三十日本公司已發行H股總數由於配售本公司之新H股完成而由678,720,000股H股增加至814,464,000股H股。於二零二二年九月三十日，通過聯合地產(香港)有限公司之間接非全資附屬公司於本公司H股擁有之視作權益之百分比水平低於5%。
- (e) 該等H股由Gallantlion Resources Pte. Ltd.持有，而Gallantlion Resources Pte. Ltd.由常紅娜全資擁有。
- (f) 執行董事倪金磊先生及監事范一民先生為北京北大青島軟件系統有限公司的董事。

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)

Save as disclosed above, no person, other than the Directors and Supervisors, whose interests are set out in the section “Directors’, Supervisors’ and chief executives’ interests and short positions in shares and underlying shares” above, had registered interests or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO as at 30 September 2022.

COMPETING INTERESTS

As at 30 September 2022, none of the Directors and Supervisors and their respective associates (as defined in the GEM Listing Rules) had interests in a business which competes or may compete with the businesses of the Group, or may have any conflicts of interest with the Group pursuant to the GEM Listing Rules.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the nine months ended 30 September 2022.

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)

除上文披露者外，於二零二二年九月三十日，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

於二零二二年九月三十日，概無董事及監事以及彼等各自之聯繫人士（定義見GEM上市規則）於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據GEM上市規則與本集團有任何利益衝突。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零二二年九月三十日止九個月內，概無購買、贖回或出售本公司任何上市證券。

AUDIT COMMITTEE

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

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei. Mr. Tang Xuan is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's third quarterly results report for the nine months ended 30 September 2022 and concluded the meeting with agreement to the contents of the third quarterly results report.

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

Beijing, the PRC, 8 November 2022

As at the date of this report, Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are executive Directors, Mr. Liu Ziyi is non-executive Director and Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei are independent non-executive Directors.

This report will remain on the Stock Exchange's website at "www.hkexnews.hk" on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at "www.jbu.com.cn".

審核委員會

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

審核委員會目前由三名獨立非執行董事組成，成員為唐炫先生、李崇華先生及沈維先生，唐炫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二零二二年九月三十日止九個月之第三季度業績報告，並於會上議定落實第三季度業績報告之內容。

承董事會命
**北京北大青鳥環宇科技
股份有限公司**
主席
倪金磊

中國，北京，二零二二年十一月八日

於本報告日期，倪金磊先生、鄭重女士、王興業先生及關雪明女士為執行董事，劉子毅先生則為非執行董事，而唐炫先生、李崇華先生及沈維先生為獨立非執行董事。

本報告在刊登之日起計將在聯交所網站「www.hkexnews.hk」之「最新上市公司公告」網頁內最少保存七日，並登載於本公司網站「www.jbu.com.cn」。



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