



**青鸟环宇**  
JADE BIRD UNIVERSAL

**BEIJING BEIDA JADE BIRD UNIVERSAL  
SCI-TECH COMPANY LIMITED**  
**北京北大青鳥環宇科技股份有限公司**

STOCK CODE 股份代號 : 08095

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

SECOND QUARTERLY  
RESULTS REPORT

**2023**

第二季度業績報告

FOR THE SIX MONTHS ENDED 30 JUNE 2023  
截至二零二三年六月三十日止六個月

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

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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

**香港聯合交易所有限公司（「聯交所」）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。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。

## SECOND 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 six months ended 30 June 2023 together with the unaudited comparative figures for the corresponding period in 2022 as follows:

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

For the six months ended 30 June 2023

## 第二季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零二三年六月三十日止六個月之未經審核綜合業績，連同二零二二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)

截至二零二三年六月三十日止六個月

|   | Notes<br>附註 | Three months ended<br>30 June<br>截至六月三十日止<br>三個月 |                                   | Six months ended<br>30 June<br>截至六月三十日止<br>六個月 |                                   |
|---|-------------|--|-----------------------------------|--|-----------------------------------|
|   |             | 2023<br>二零二三年<br>RMB'000<br>人民幣千元                | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2023<br>二零二三年<br>RMB'000<br>人民幣千元              | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| <b>Revenue</b>  |             | <b>132,946</b>                                   | 30,240                            | <b>229,644</b>                                 | 84,548                            |
| Cost of sales and services                                    |             | <u>(108,845)</u>                                 | <u>(23,328)</u>                   | <u>(182,463)</u>                               | <u>(74,220)</u>                   |
| <b>Gross profit</b>   |             | <b>24,101</b>                                    | 6,912                             | <b>47,181</b>                                  | 10,328                            |
| Other gains and income  | 4           | (1,279)  | 4,520                             | 556  | 8,344                             |
| Reversal of impairment loss<br>on trade and other receivables |             | -  | -                                 | 113  | -                                 |
| Distribution costs  |             | (947)  | (638)                             | (1,614)  | (789)                             |
| Administrative expenses                                       |             | (17,750)   | (15,147)                          | (35,101)                                       | (27,678)                          |
| Other expenses  |             | (1,692)  | (1,223)                           | (2,810)  | (1,574)                           |
| Gain on partial disposal of<br>an associate                   |             | 365,534  | -                                 | 365,534  | -                                 |
| Loss on deemed partial disposal of<br>an associate            |             | (769)  | -                                 | (769)  | -                                 |
| Loss on disposal of an associate                              |             | <u>(31,966)</u>                                  | <u>-</u>                          | <u>(31,966)</u>                                | <u>-</u>                          |
| <b>Profit/(loss) from operations</b>                          |             | <b>335,232</b>                                   | (5,576)                           | <b>341,124</b>                                 | (11,369)                          |
| Finance costs   | 6           | (10,581)   | (7,270)                           | (22,215)                                       | (13,741)                          |
| Share of profits of associates                                |             | 48,924   | 65,160                            | 71,277   | 89,442                            |
| Share of losses of joint ventures                             |             | (129)  | -                                 | (2,141)  | (27)                              |
| <b>Profit before tax</b>                                      |             | <b>373,446</b>                                   | 52,314                            | <b>388,045</b>                                 | 64,305                            |
| Income tax (expense)/credit                                   | 7           | <u>(5,875)</u>                                   | <u>67</u>                         | <u>(10,166)</u>                                | <u>89</u>                         |
| <b>Profit for the period</b>                                  | 8           | <b>367,571</b>                                   | 52,381                            | <b>377,879</b>                                 | 64,394                            |

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

For the six months ended 30 June 2023

**簡明綜合損益及其他全面收益表  
(未經審核)(續)**

截至二零二三年六月三十日止六個月

|  | Notes<br>附註                             | Three months ended<br>30 June<br>截至六月三十日止<br>三個月 |                                   | Six months ended<br>30 June<br>截至六月三十日止<br>六個月 |                                   |
|--|---|--|-----------------------------------|--|-----------------------------------|
|  |   | 2023<br>二零二三年<br>RMB'000<br>人民幣千元                | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2023<br>二零二三年<br>RMB'000<br>人民幣千元              | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| <b>Other comprehensive income after tax:</b>   |   |  |                                   |  |                                   |
| <i>Items that will not be reclassified to profit or loss:</i>                                      | 除稅後其他全面收益：<br>不會重新分類至損益之<br>項目：         |  |                                   |  |                                   |
| Fair value changes of financial assets at fair value through other comprehensive income (“FVTOCI”) | 以公平值計入其他全面收益（「以公平值計入其他全面收益」）之財務資產之公平值變動 | 278  | 10,817                            | 3,096  | 7,073                             |
| Share of other comprehensive income of associates  | 應佔聯營公司其他全面收益                            | 4,603  | (308)                             | 6,150  | (3,477)                           |
| Share of other comprehensive income of joint ventures  | 應佔合營企業其他全面收益                            | (9)  | —                                 | (9)  | —                                 |
|  |   | <u>4,872</u>                                     | <u>10,509</u>                     | <u>9,237</u>                                   | <u>3,596</u>                      |
| <i>Items that may be reclassified to profit or loss:</i>   | 可重新分類至損益之項目：                            |  |                                   |  |                                   |
| Exchange differences on translating foreign operations   | 換算海外業務之匯兌差異                             | 937  | 1,255                             | (872)  | (213)                             |
|  |   | <u>937</u>                                       | <u>1,255</u>                      | <u>(872)</u>                                   | <u>(213)</u>                      |
| <b>Other comprehensive income for the period, net of tax</b>                                       | <b>本期間其他全面收益（除稅後）</b>                   | <b>5,809</b>                                     | <b>11,764</b>                     | <b>8,365</b>                                   | <b>3,383</b>                      |
| <b>Total comprehensive income for the period</b>   | <b>本期間全面收益總額</b>                        | <b>373,380</b>                                   | <b>64,145</b>                     | <b>386,244</b>                                 | <b>67,777</b>                     |
| <b>Profit/(loss) for the period attributable to:</b>   | <b>應佔本期間溢利／（虧損）：</b>                    |  |                                   |  |                                   |
| Owners of the Company  | 本公司擁有人                                  | 366,407  | 55,393                            | 377,275  | 71,024                            |
| Non-controlling interests  | 非控股權益                                   | 1,164  | (3,012)                           | 604  | (6,630)                           |
|  |   | <u>367,571</u>                                   | <u>52,381</u>                     | <u>377,879</u>                                 | <u>64,394</u>                     |

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

For the six months ended 30 June 2023

**簡明綜合損益及其他全面收益表  
(未經審核)(續)**

截至二零二三年六月三十日止六個月

|   | Notes<br>附註            | Three months ended<br>30 June<br>截至六月三十日止<br>三個月 |                                   | Six months ended<br>30 June<br>截至六月三十日止<br>六個月 |                                   |
|---|------------------------|--|-----------------------------------|--|-----------------------------------|
|   |                        | 2023<br>二零二三年<br>RMB'000<br>人民幣千元                | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2023<br>二零二三年<br>RMB'000<br>人民幣千元              | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| <b>Total comprehensive income for the period attributable to:</b> |                        |  |                                   |  |                                   |
| Owners of the Company   | 本公司擁有人                 | 372,103  | 67,054                            | 385,594  | 74,312                            |
| Non-controlling interests   | 非控股權益                  | 1,277  | (2,909)                           | 650  | (6,535)                           |
|   |                        | <u>373,380</u>                                   | <u>64,145</u>                     | <u>386,244</u>                                 | <u>67,777</u>                     |
|   |                        | <b>RMB<br/>人民幣</b>                               | <b>RMB<br/>人民幣</b>                | <b>RMB<br/>人民幣</b>                             | <b>RMB<br/>人民幣</b>                |
| <b>Earnings per share</b>   |                        |  |                                   |  |                                   |
| Basic and diluted<br>(cents per share)                            | 每股盈利<br>基本及攤薄<br>(每股分) | 9<br><u>24.19</u>                                | 3.66                              | <u>24.91</u>                                   | 4.69                              |

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2023

# 簡明綜合財務狀況表

於二零二三年六月三十日

|  |             |                       | <b>30 June<br/>2023</b><br>二零二三年<br>六月三十日<br><b>RMB'000</b><br>人民幣千元 | 31 December<br>2022<br>二零二二年<br>十二月三十一日<br>RMB'000<br>人民幣千元 |
|--|-------------|-----------------------|--|---|
|  | Notes<br>附註 |                       |  |   |
| <b>Non-current assets</b>                                |             | <b>非流動資產</b>          |  |   |
| Property, plant and equipment                            | 11          | 物業、廠房及設備              | 399,039  | 393,072   |
| Investment properties                                    |             | 投資物業                  | 190,374  | 195,592   |
| Goodwill   |             | 商譽                    | 39,812   | 39,812  |
| Other intangible assets                                  |             | 其他無形資產                | 13,429   | 14,242  |
| Biological assets  |             | 生物資產                  | 1,179  | 1,136   |
| Investments in associates                                |             | 於聯營公司之投資              | 2,594,836  | 3,333,037   |
| Investments in joint ventures                            |             | 於合營企業之投資              | 148,761  | 182,171   |
| Financial assets at FVTOCI                               |             | 以公平值計入其他全面收益<br>之財務資產 | 253,825  | 239,150   |
| Deposit for purchase of property,<br>plant and equipment |             | 購買物業、廠房及設備的按金         | 1,343  | 9,359   |
| Deferred tax assets                                      |             | 遞延稅項資產                | 9,281  | 9,239   |
|  |             |                       | <b>3,651,879</b>   | <b>4,416,810</b>  |
| <b>Current assets</b>                                    |             | <b>流動資產</b>           |  |   |
| Inventories  |             | 存貨                    | 22,488   | 20,749  |
| Trade and other receivables                              | 12          | 貿易及其他應收款項             | 1,314,324  | 354,386   |
| Pledged bank deposits                                    |             | 已抵押銀行存款               | 1,412  | 1,244   |
| Cash and cash equivalents                                |             | 現金及現金等價物              | 370,325  | 227,690   |
|  |             |                       | <b>1,708,549</b>   | <b>604,069</b>  |
| <b>Total assets</b>                                      |             | <b>總資產</b>            | <b>5,360,428</b>   | <b>5,020,879</b>  |
| <b>Current liabilities</b>                               |             | <b>流動負債</b>           |  |   |
| Trade and other payables                                 | 13          | 貿易及其他應付款項             | 198,326  | 234,671   |
| Bank and other loans                                     |             | 銀行及其他貸款               | 754,379  | 763,578   |
| Lease liabilities  |             | 租賃負債                  | 3,371  | 3,294   |
| Current tax liabilities                                  |             | 流動稅項負債                | 8,704  | 4,706   |
|  |             |                       | <b>964,780</b>   | <b>1,006,249</b>  |
| <b>Net current assets/(liabilities)</b>                  |             | <b>流動資產／(負債)淨值</b>    | <b>743,769</b>   | <b>(402,180)</b>  |
| <b>Total assets less current liabilities</b>             |             | <b>總資產減流動負債</b>       | <b>4,395,648</b>   | <b>4,014,630</b>  |

**CONDENSED CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION (Continued)**

At 30 June 2023

**簡明綜合財務狀況表 (續)**

於二零二三年六月三十日

|   |              | Notes<br>附註 | <b>30 June<br/>2023<br/>二零二三年<br/>六月三十日<br/>RMB'000<br/>人民幣千元</b> | 31 December<br>2022<br>二零二二年<br>十二月三十一日<br>RMB'000<br>人民幣千元 |
|---|--------------|-------------|---|---|
| <b>Non-current liabilities</b>                  | <b>非流動負債</b> |             |   |   |
| Bank and other loans                            | 銀行及其他貸款      |             | 174,200   | 179,950   |
| Lease liabilities                               | 租賃負債         |             | 74,454  | 73,428  |
| Deferred tax liabilities                        | 遞延稅項負債       |             | 32,286  | 32,788  |
|   |              |             | <b>280,940</b>  | <b>286,166</b>  |
| <b>NET ASSETS</b>                               | <b>資產淨值</b>  |             | <b>4,114,708</b>  | <b>3,728,464</b>  |
| <b>Equity</b>                                   | <b>權益</b>    |             |   |   |
| Share capital                                   | 股本           | 14          | 151,446   | 151,446   |
| Reserves  | 儲備           |             | 3,791,716   | 3,406,122   |
| Equity attributable to owners<br>of the Company | 本公司擁有人應佔權益   |             | <b>3,943,162</b>  | <b>3,557,568</b>  |
| Non-controlling interests                       | 非控股權益        |             | 171,546   | 170,896   |
| <b>TOTAL EQUITY</b>                             | <b>總權益</b>   |             | <b>4,114,708</b>  | <b>3,728,464</b>  |

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

For the six months ended 30 June 2023

## 簡明綜合權益變動表(未經審核)

截至二零二三年六月三十日止六個月

|  |                                | Attributable to owners of the Company<br>本公司擁有人應佔 |                 |               |                                      |                                    |               |                  |           |                           |              |
|--|--------------------------------|---|-----------------|---------------|--------------------------------------|------------------------------------|---------------|------------------|-----------|---------------------------|--------------|
|  |                                | Share capital                                     | Capital reserve | Reserve funds | Foreign currency translation reserve | Financial assets at FVTOCI reserve | Other reserve | Retained profits | Total     | Non-controlling interests | Total equity |
|  |                                | 股本  | 資本儲備            | 儲備基金          | 匯兌儲備                                 | 以公平值計入其他全面收益之財務資產儲備                | 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 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                      | -   | -               | -             | (3,785)                              | 7,073                              | -             | 71,024           | 74,312    | (6,535)                   | 67,777       |
| 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                       | -   | -               | -             | -                                    | -                                  | (25)          | 25               | -         | -                         | -            |
| Transfer of gain on disposal of financial assets at FVTOCI                 | 轉撥出售以公平值計入其他全面收益之財務資產的收益       | -   | -               | -             | -                                    | (3,497)                            | -             | 3,497            | -         | -                         | -            |
| Transfer upon reclassification from financial asset at FVTOCI to associate | 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 | -   | -               | -             | -                                    | 10,776                             | -             | (10,776)         | -         | -                         | -            |
| Changes in equity for the period   | 本期間權益變動                        | -   | -               | -             | (3,785)                              | 14,352                             | (25)          | 63,770           | 74,312    | 5,937                     | 80,249       |
| At 30 June 2022  | 於二零二二年六月三十日                    | 151,446   | 605,810         | 107,494       | (65,340)                             | (125,354)                          | 5,518         | 2,569,685        | 3,249,259 | 179,533                   | 3,428,792    |
| At 1 January 2023  | 於二零二三年一月一日                     | 151,446   | 605,810         | 107,494       | (53,426)                             | (16,708)                           | (18,516)      | 2,781,468        | 3,557,568 | 170,896                   | 3,728,464    |
| Total comprehensive income for the period                                  | 本期間全面收益總額                      | -   | -               | -             | 5,276                                | 3,043                              | -             | 377,275          | 385,594   | 650                       | 386,244      |
| Appropriation of safety production fund                                    | 安全生產基金撥款                       | -   | -               | -             | -                                    | -                                  | (155)         | 155              | -         | -                         | -            |
| Transfer upon deemed partial disposal/partial disposal of an associate     | 視作部分出售/部分出售一間聯營公司時轉撥           | -   | -               | -             | 417                                  | (465)                              | -             | 48               | -         | -                         | -            |
| Transfer upon disposal of an associate                                     | 出售一間聯營公司時轉撥                    | -   | -               | -             | -                                    | 21,254                             | -             | (21,254)         | -         | -                         | -            |
| Changes in equity for the period   | 本期間權益變動                        | -   | -               | -             | 5,693                                | 23,832                             | (155)         | 356,224          | 385,594   | 650                       | 386,244      |
| At 30 June 2023  | 於二零二三年六月三十日                    | 151,446   | 605,810         | 107,494       | (47,733)                             | 7,124                              | (18,671)      | 3,137,692        | 3,943,162 | 171,546                   | 4,114,708    |



**CONDENSED CONSOLIDATED STATEMENT OF  
CASH FLOWS (UNAUDITED)**

For the six months ended 30 June 2023

**簡明綜合現金流量表(未經審核)**

截至二零二三年六月三十日止六個月

|   |                     | <b>Six months ended 30 June</b><br>截至六月三十日止六個月  |                                   |
|---|---------------------|---|-----------------------------------|
|   |                     | <b>2023</b><br>二零二三年<br><b>RMB'000</b><br>人民幣千元 | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| Net cash (used in)/generated from operating activities  | (用於)／源自經營活動之現金淨額    | <b>(94,637)</b>                                 | 99,272                            |
| Net cash generated from/(used in) investing activities  | 源自／(用於)投資活動之現金淨額    | <b>286,155</b>                                  | (38,937)                          |
| Net cash used in financing activities                   | 用於融資活動之現金淨額         | <b>(46,172)</b>                                 | (34,476)                          |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>        | <b>現金及現金等價物增加淨額</b> | <b>145,346</b>                                  | 25,859                            |
| Effect of foreign exchange rate changes                 | 外幣匯率變動之影響           | <b>(2,711)</b>                                  | (2,666)                           |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b> | <b>期初之現金及現金等價物</b>  | <b>227,690</b>                                  | 99,933                            |
| <b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>       | <b>期末之現金及現金等價物</b>  | <b>370,325</b>                                  | 123,126                           |

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 Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. 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制有限責任公司。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）及香港中環皇后大道中138號威亨大廈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」）頒佈之香港會計準則第34號「中期財務報告」編製。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二零二三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（「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 2023. 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 second 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 2022. 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二零二三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。

編製本未經審核第二季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零二二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 30 June<br>截至六月三十日<br>止三個月   |  | Six months ended 30 June<br>截至六月三十日<br>止六個月 |                                   |
|--|---|--|---|-----------------------------------|
|  | 2023<br>二零二三年<br>RMB'000<br>人民幣千元   | 2022<br>二零二二年<br>RMB'000<br>人民幣千元        | 2023<br>二零二三年<br>RMB'000<br>人民幣千元           | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
|  | <b>Revenue from contracts with customers within the scope of HKFRS 15</b><br>Disaggregated by major products or service lines | 香港財務報告準則第15號範圍內之客戶合約收入<br>按主要產品或服務線劃分之明細 |   |                                   |
| - Rendering of travel and leisure services | 37,274  | 15,613                                   | 74,885                                      | 27,278                            |
| - Sales of wine and related products       | 2,428   | 2,610                                    | 4,240                                       | 4,692                             |
| - Sales and production of LED devices      | 15,140  | 12,017                                   | 24,176                                      | 12,017                            |
| - Sales of metallic products               | 78,104  | -  | 126,343                                     | 40,561                            |
|  | <b>132,946</b>  | <b>30,240</b>                            | <b>229,644</b>                              | <b>84,548</b>                     |

The Group derives all revenue from the transfer of goods and services at a point in time except for the revenue from leisure services which are recognised at 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 June<br>截至六月三十日止三個月 |                                   | Six months ended 30 June<br>截至六月三十日止六個月 |                                   |
|----------------------------|--------|---|-----------------------------------|---|-----------------------------------|
|                            |        | 2023<br>二零二三年<br>RMB'000<br>人民幣千元         | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2023<br>二零二三年<br>RMB'000<br>人民幣千元       | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| Bank interest income       | 銀行利息收入 | 728                                       | 353                               | 1,685                                   | 644                               |
| Government grants          | 政府補貼   | 539                                       | 125                               | 3,726                                   | 760                               |
| Financial guarantee income | 財務擔保收入 | -   | 2,385                             | (2,940)                                 | 4,743                             |
| Tax incentives             | 稅項優惠   | 472                                       | 882                               | 472                                     | 882                               |
| Others                     | 其他     | (3,018)                                   | 775                               | (2,387)                                 | 1,315                             |
|                            |        | <u>(1,279)</u>                            | <u>4,520</u>                      | <u>556</u>                              | <u>8,344</u>                      |

## 5. SEGMENT INFORMATION

The Group determines its operating segments based on its strategic business units that are managed separately by the chief operating decision-maker. Each strategic unit requires different technology, development and marketing strategies.

During the period, the Group had four reportable segments, which were managed separately based on their business nature:

|                                     |   |
|-------------------------------------|---|
| Tourism development                 | - development of travel and leisure business  |
| Investment holding                  | - holding of fund, debt and equity investment, including management fee income  |
| Trading of metallic products        | - sales and purchases of metallic products  |
| Sales and production of LED devices | - development, manufacture and sale of high-end ceramic high-power LED devices and modules  |
| All other segments                  | - business activities and operating segments not separately reported, including production and sales of wine and related products |

The accounting policies of the operating segments are the same as those applied by the Group in the consolidated financial statements. Segment profits or losses do not include interest income, unallocated other gains and income, finance costs and unallocated corporate expenses. Segment assets do not include unallocated corporate assets. Segment non-current assets do not include financial assets at FVTOCI and deferred tax assets.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

## 5. 分部資料

本集團根據主要營運決策人獨立管理的策略業務單位而釐訂經營分部。各策略業務單位需要不同技術、發展及市場策略。

於期內，本集團有四個可報告分部，並根據彼等的業務性質獨立管理：

|            |                                   |
|------------|-----------------------------------|
| 旅遊業發展      | - 發展旅遊及休閒業務                       |
| 投資控股       | - 持有基金及權益投資，包括管理費收入               |
| 買賣金屬產品     | - 銷售及採購金屬產品                       |
| 銷售及生產LED器件 | - 研發、生產及銷售高端陶瓷大功率LED器件及模組         |
| 所有其他分部     | - 業務活動及經營分部並非獨立報告，包括生產及銷售葡萄酒及相關產品 |

經營分部之會計政策與本集團於綜合財務報表所應用的一致。分部溢利或虧損不包括利息收入、未分配其他收益及收入、融資成本及未分配企業開支。分部資產不包括未分配企業資產。分部非流動資產不包括以公平值計入其他全面收益之財務資產及遞延稅項資產。

本集團入賬分部間銷售及轉讓時猶如向第三方銷售或轉讓，即按現行市價。

## 5. SEGMENT INFORMATION (Continued)

## 5. 分部資料(續)

Information about operating segment profit or loss:

經營分部溢利或虧損之資料：

|                                       |                              | Tourism<br>development<br>旅遊業發展<br>RMB'000<br>人民幣千元 | Investment<br>holding<br>投資控股<br>RMB'000<br>人民幣千元 | Trading of<br>metallic<br>products<br>買賣<br>金屬產品<br>RMB'000<br>人民幣千元 | Sales and<br>production of<br>LED devices<br>銷售及<br>生產LED器件<br>RMB'000<br>人民幣千元 | All other<br>segments<br>所有<br>其他分部<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---------------------------------------|------------------------------|---|---|--|---|---|---------------------------------|
| <b>Six months ended 30 June 2023</b>  | <b>截至二零二三年六月三十日<br/>止六個月</b> |   |   |  |   |   |                                 |
| Revenue from external customers       | 來自外界客戶之收入                    | 74,885  | -   | 126,343  | 24,176  | 4,240   | 229,644                         |
| Segment profit/(loss)                 | 分部溢利/(虧損)                    | 32,181  | 398,823   | 2,313  | (8,173)   | (6,643)   | 418,501                         |
| Interest income                       | 利息收入                         |   |   |  |   |   | 1,685                           |
| Finance costs                         | 融資成本                         |   |   |  |   |   | (22,215)                        |
| Unallocated other gains and<br>income | 未分配其他收益及<br>收入               |   |   |  |   |   | 992                             |
| Unallocated corporate expenses        | 未分配企業開支                      |   |   |  |   |   | (10,918)                        |
| Profit before tax                     | 除稅前溢利                        |   |   |  |   |   | 388,045                         |
| <b>Other segment information:</b>     | <b>其他分部資料：</b>               |   |   |  |   |   |                                 |
| Depreciation and amortisation         | 折舊及攤銷                        | 12,787  | 2   | -  | 4,570   | 417   | 17,776                          |
| Share of profits of associates        | 應佔聯營公司溢利                     | -   | 71,277  | -  | -   | -   | 71,277                          |
| Share of losses of joint ventures     | 應佔合營企業虧損                     | -   | (2,141)   | -  | -   | -   | (2,141)                         |
| <b>Six months ended 30 June 2022</b>  | <b>截至二零二二年<br/>六月三十日止六個月</b> |   |   |  |   |   |                                 |
| Revenue from external<br>customers    | 來自外界客戶之<br>收入                | 27,278  | -   | 40,561   | 12,017  | 4,692   | 84,548                          |
| Segment profit/(loss)                 | 分部溢利/(虧損)                    | 2,104   | 86,982  | 522  | (3,901)   | (160)   | 85,547                          |
| Interest income                       | 利息收入                         |   |   |  |   |   | 644                             |
| Finance costs                         | 融資成本                         |   |   |  |   |   | (13,741)                        |
| Unallocated corporate expenses        | 未分配企業開支                      |   |   |  |   |   | (8,145)                         |
| Profit before tax                     | 除稅前溢利                        |   |   |  |   |   | 64,305                          |
| <b>Other segment information:</b>     | <b>其他分部資料：</b>               |   |   |  |   |   |                                 |
| Depreciation and amortisation         | 折舊及攤銷                        | 7,028   | 3   | -  | 1,385   | 388   | 8,804                           |
| Share of profits of associates        | 應佔聯營公司溢利                     | -   | 89,442  | -  | -   | -   | 89,442                          |
| Share of losses of joint ventures     | 應佔合營企業虧損                     | -   | (27)  | -  | -   | -   | (27)                            |

## 5. SEGMENT INFORMATION (Continued)

## 5. 分部資料(續)

Information about operating segment assets:

經營分部資產之資料：

|                                  |                           | Tourism<br>development | Investment<br>holding | Trade of<br>metallic<br>products<br>買賣<br>金屬產品 | Sales and<br>production of<br>LED devices<br>銷售及<br>生產LED器件 | All other<br>segments<br>所有<br>其他分部 | Total            |
|----------------------------------|---------------------------|------------------------|-----------------------|--|---|-------------------------------------|------------------|
|                                  |                           | RMB'000<br>人民幣千元       | RMB'000<br>人民幣千元      | RMB'000<br>人民幣千元                               | RMB'000<br>人民幣千元  | RMB'000<br>人民幣千元                    | RMB'000<br>人民幣千元 |
| <b>At 30 June 2023</b>           | <b>於二零二三年六月三十日</b>        |                        |                       |  |   |                                     |                  |
| Segment assets                   | 分部資產                      | <u>824,942</u>         | <u>3,866,659</u>      | <u>171,422</u>                                 | <u>123,794</u>  | <u>25,359</u>                       | <u>5,012,176</u> |
| Unallocated corporate assets     | 未分配企業資產                   |                        |                       |  |   |                                     |                  |
| Property, plant and equipment    | 物業、廠房及設備                  |                        |                       |  |   |                                     | 5,170            |
| Cash and cash equivalents        | 現金及現金等價物                  |                        |                       |  |   |                                     | 311,714          |
| Others                           | 其他                        |                        |                       |  |   |                                     | 31,368           |
|                                  |                           |                        |                       |  |   |                                     | <u>348,252</u>   |
| Total assets                     | 總資產                       |                        |                       |  |   |                                     | <u>5,360,428</u> |
| <b>Segment assets including:</b> | <b>分部資產包括：</b>            |                        |                       |  |   |                                     |                  |
| Investments in associates        | 於聯營公司之投資                  | 64,266                 | 2,530,570             | -  | -   | -                                   | 2,594,836        |
| Investments in joint ventures    | 於合營企業之投資                  | -                      | 148,761               | -  | -   | -                                   | 148,761          |
| Additions to non-current assets  | 添置非流動資產                   | <u>11,063</u>          | <u>-</u>              | <u>-</u>                                       | <u>1,067</u>  | <u>-</u>                            | <u>12,130</u>    |
| <b>At 31 December 2022</b>       | <b>於二零二二年<br/>十二月三十一日</b> |                        |                       |  |   |                                     |                  |
| Segment assets                   | 分部資產                      | <u>824,538</u>         | <u>3,725,220</u>      | <u>157,646</u>                                 | <u>125,013</u>  | <u>23,065</u>                       | <u>4,855,482</u> |
| Unallocated corporate assets     | 未分配企業資產                   |                        |                       |  |   |                                     |                  |
| Property, plant and equipment    | 物業、廠房及設備                  |                        |                       |  |   |                                     | 5,318            |
| Cash and cash equivalents        | 現金及現金等價物                  |                        |                       |  |   |                                     | 134,691          |
| Others                           | 其他                        |                        |                       |  |   |                                     | 25,388           |
|                                  |                           |                        |                       |  |   |                                     | <u>165,397</u>   |
| Total assets                     | 總資產                       |                        |                       |  |   |                                     | <u>5,020,879</u> |
| <b>Segment assets including:</b> | <b>分部資產包括：</b>            |                        |                       |  |   |                                     |                  |
| Investments in associates        | 於聯營公司之投資                  | 64,266                 | 3,268,771             | -  | -   | -                                   | 3,333,037        |
| Investments in joint ventures    | 於合營企業之投資                  | -                      | 182,171               | -  | -   | -                                   | 182,171          |
| Additions to non-current assets  | 添置非流動資產                   | <u>33,355</u>          | <u>-</u>              | <u>-</u>                                       | <u>95,161</u>   | <u>32</u>                           | <u>128,548</u>   |



## 5. SEGMENT INFORMATION (Continued)

Geographical information:

|                               | Revenue<br>Six months ended<br>收入<br>截至以下日期止六個月       |   | Non-current assets<br>非流動資產                           |   |
|-------------------------------|---|---|---|---|
|                               | 30 June<br>2023<br>二零二三年<br>六月三十日<br>RMB'000<br>人民幣千元 | 30 June<br>2022<br>二零二二年<br>六月三十日<br>RMB'000<br>人民幣千元 | 30 June<br>2023<br>二零二三年<br>六月三十日<br>RMB'000<br>人民幣千元 | 31 December<br>2022<br>二零二二年<br>十二月三十一日<br>RMB'000<br>人民幣千元 |
| PRC except Hong Kong 中國(香港除外) | 214,366   | 79,856  | 3,371,143   | 4,151,010   |
| The United States 美國          | 4,240   | 4,692   | 17,630  | 17,411  |
| Singapore 新加坡                 | 11,038  | -   | -   | -   |
|                               | <b>229,644</b>  | 84,548  | <b>3,388,773</b>                                      | 4,168,421   |

In presenting the geographical information, revenue is based on the locations of the customers.

Revenue from each of the major customers, which amounted to 10% or more of the Group's revenue is set out below:

|                                      | Six months ended<br>截至以下日期止六個月                        |   |
|--------------------------------------|---|---|
|                                      | 30 June<br>2023<br>二零二三年<br>六月三十日<br>RMB'000<br>人民幣千元 | 30 June<br>2022<br>二零二二年<br>六月三十日<br>RMB'000<br>人民幣千元 |
| Customer A (Note (i))* 客戶A(附註(i))*   | 115,304   | N/A不適用  |
| Customer B (Note (ii))* 客戶B(附註(ii))* | N/A不適用  | 40,561  |
|                                      | <b>115,304</b>  | 40,561  |

\* Revenue from one customer (2022: one) was derived by the segment engaging in trading of metallic products.

(i) This customer did not contribute over 10% of the total revenue of the Group for the six months ended 30 June 2022.

(ii) This customer did not contribute over 10% of the total revenue of the Group for the six months ended 30 June 2023.

## 5. 分部資料(續)

地域資料：

就呈列地區資料而言，收入乃基於客戶之位置而定。

來自各主要客戶(佔本集團收入10%或以上者)的收入載列如下：

\* 來自一名(二零二二年：一名)客戶的收入均源自從事買賣金屬產品的分部。

(i) 該客戶並無貢獻本集團截至二零二二年六月三十日止六個月的總收益超過10%。

(ii) 該客戶並無貢獻本集團截至二零二三年六月三十日止六個月的總收益超過10%。

## 6. FINANCE COSTS

## 6. 融資成本

|   | Three months<br>ended 30 June<br>截至六月三十日止三個月 |                                   | Six months<br>ended 30 June<br>截至六月三十日止六個月 |                                   |
|---|--|-----------------------------------|--|-----------------------------------|
|   | 2023<br>二零二三年<br>RMB'000<br>人民幣千元            | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2023<br>二零二三年<br>RMB'000<br>人民幣千元          | 2022<br>二零二二年<br>RMB'000<br>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 | 13,104                                       | 9,659                             | 25,511                                     | 17,122                            |
| Net foreign exchange (gain)/losses 外幣匯兌(收益)/虧損淨額                    | (2,523)                                      | (2,389)                           | (3,296)                                    | (3,381)                           |
|   | <b>10,581</b>                                | <b>7,270</b>                      | <b>22,215</b>                              | <b>13,741</b>                     |

## 7. INCOME TAX EXPENSE/(CREDIT)

## 7. 所得稅開支/(抵免)

|                                | Three months<br>ended 30 June<br>截至六月三十日止三個月 |                                   | Six months<br>ended 30 June<br>截至六月三十日止六個月 |                                   |
|--------------------------------|--|-----------------------------------|--|-----------------------------------|
|                                | 2023<br>二零二三年<br>RMB'000<br>人民幣千元            | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2023<br>二零二三年<br>RMB'000<br>人民幣千元          | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| Current tax 即期稅項               |  |                                   |  |                                   |
| Provision for the period 本期間撥備 |  |                                   |  |                                   |
| PRC 中國                         | 6,238  | (12)                              | 10,708                                     | 21                                |
| The United States 美國           | -  | 1                                 | 2  | 2                                 |
|                                | <b>6,238</b>                                 | <b>(11)</b>                       | <b>10,710</b>                              | <b>23</b>                         |
| Deferred tax 遞延稅項              | (363)  | (56)                              | (544)                                      | (112)                             |
|                                | <b>5,875</b>                                 | <b>(67)</b>                       | <b>10,166</b>                              | <b>(89)</b>                       |

For the six months ended 30 June 2023, Hong Kong Profits Tax has not been provided as there is no estimated assessable profits arising in Hong Kong (2022: Nil).

於截至二零二三年六月三十日止六個月，由於香港並無產生估計應課稅溢利，故並無計提香港利得稅撥備(二零二二年：無)。

## 7. INCOME TAX EXPENSE/(CREDIT) (Continued)

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.

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% (2022: 25%).

## 8. PROFIT FOR THE PERIOD

The Group's profit for the period is stated at after charging the following:

## 7. 所得稅開支／(抵免)(續)

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

本公司於中國成立之其他附屬公司通常須就應課稅收入按稅率25% (二零二二年：25%) 繳納所得稅。

## 8. 本期間溢利

本集團本期間溢利已扣除以下各項：

|  |          | Three months<br>ended 30 June<br>截至六月三十日止三個月 |                                   | Six months<br>ended 30 June<br>截至六月三十日止六個月 |                                   |
|--|----------|--|-----------------------------------|--|-----------------------------------|
|  |          | 2023<br>二零二三年<br>RMB'000<br>人民幣千元            | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 | 2023<br>二零二三年<br>RMB'000<br>人民幣千元          | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| Amortisation of other<br>intangible assets | 其他無形資產攤銷 | 444  | 108                               | 912  | 202                               |
| Depreciation                               | 折舊       | 8,862  | 5,081                             | 17,034                                     | 8,813                             |

## 9. 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 June 2023 is based on the profit for the period attributable to owners of the Company of RMB366,407,000 (2022: RMB55,393,000) and the weighted average number of ordinary shares of 1,514,464,000 (2022: 1,514,464,000) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the three months ended 30 June 2023 and 2022. 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 six months ended 30 June 2023 is based on the profit for the period attributable to owners of the Company of RMB377,275,000 (2022: RMB71,024,000) and the weighted average number of ordinary shares of 1,514,464,000 (2022: 1,514,464,000) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the six months ended 30 June 2023 and 2022. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

## 10. DIVIDEND

The Board proposed the payment of an interim dividend of RMB0.067 per ordinary share (inclusive of applicable tax) for the six months ended 30 June 2023 (2022: Nil).

## 11. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group had additions to property, plant and equipment of approximately RMB20,070,000 and disposed of property, plant and equipment with net book value of approximately RMB1,000.

## 9. 每股盈利

### 每股基本及攤薄盈利

截至二零二三年六月三十日止三個月，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366,407,000元(二零二二年：人民幣55,393,000元)及期內已發行普通股加權平均數1,514,464,000(二零二二年：1,514,464,000)股計算。概無就截至二零二三年及二零二二年六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。

截至二零二三年六月三十日止六個月，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377,275,000元(二零二二年：人民幣71,024,000元)及期內已發行普通股加權平均數1,514,464,000(二零二二年：1,514,464,000)股計算。概無就截至二零二三年及二零二二年六月三十日止六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。

## 10. 股息

董事會建議就截至二零二三年六月三十日止六個月派付中期股息每股普通股人民幣0.067元(含適用稅項)(二零二二年：零)。

## 11. 物業、廠房及設備

期內，本集團之物業、廠房及設備添置約為人民幣20,070,000元，並出售賬面淨值約人民幣1,000元之物業、廠房及設備。

## 12. TRADE AND OTHER RECEIVABLES

## 12. 貿易及其他應收款項

|                                    |           | <b>30 June<br/>2023</b><br>二零二三年<br>六月三十日<br><b>RMB'000</b><br>人民幣千元 | <b>31 December<br/>2022</b><br>二零二二年<br>十二月三十一日<br><b>RMB'000</b><br>人民幣千元 |
|------------------------------------|-----------|--|--|
| Trade and bills receivables        | 應收貿易賬款及票據 | <b>162,433</b>   | 100,095  |
| Less: allowance for doubtful debts | 減：呆賬撥備    | <b>(867)</b>   | (837)  |
|                                    |           | <b>161,566</b>   | 99,258   |
| Advances to staff                  | 預付員工款項    | <b>4,002</b>   | 4,236  |
| Deposits                           | 按金        | <b>2,520</b>   | 2,520  |
| Due from associates                | 應收聯營公司款項  | <b>120</b>   | 26,060   |
| Due from a joint venture           | 應收合營企業款項  | <b>30,714</b>  | 30,714   |
| Due from shareholders              | 應收股東款項    | <b>266</b>   | 248  |
| Due from related parties           | 應收關聯方款項   | <b>527</b>   | 27   |
| Loans and interest receivables     | 應收貸款及利息   | <b>65,407</b>  | 51,990   |
| Other receivables                  | 其他應收款項    | <b>1,118,649</b>   | 224,832  |
| Less: allowance for doubtful debts | 減：呆賬撥備    | <b>(86,845)</b>  | (103,328)  |
|                                    |           | <b>1,135,360</b>   | 237,299  |
| Advances to suppliers              | 預付供應商款項   | <b>1,742</b>   | 16,525   |
| Prepayments                        | 預付款項      | <b>15,656</b>  | 1,304  |
|                                    |           | <b>1,314,324</b>   | 354,386  |

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is sometimes required. The credit period was generally 3 months, starting from the date on which the goods are delivered or services are rendered as this is the point in time that the consideration is unconditional. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise the credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforesaid and the fact that the Group's trade receivables relate to a number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

根據本集團之貿易條款，除新客戶有時須預先付款外，本集團客戶大多享有賒賬期。賒賬期一般為三個月，由交付貨品或提供服務之日起計算，因為此乃代價變為無條件的時間點。每名客戶均有最高信貸額。本集團致力嚴格控制其未償還應收款項，並設有信貸控制部，務求將信貸風險減至最低。高級管理人員會定期檢討逾期欠款。基於上述各項，加上本集團應收貿易賬款來自眾多不同客戶，故信貸風險並無過分集中。應收貿易賬款並不計息。

## 12. TRADE AND OTHER RECEIVABLES (Continued)

The aging analysis of the trade receivables, based on the date on which the goods are delivered or services are rendered as this is the point in time that the consideration is unconditional, was as follows:

|                    |        | <b>30 June<br/>2023</b><br>二零二三年<br>六月三十日<br><b>RMB'000</b><br>人民幣千元 | 31 December<br>2022<br>二零二二年<br>十二月三十一日<br><b>RMB'000</b><br>人民幣千元 |
|--------------------|--------|--|--|
| Less than 3 months | 少於三個月  | <b>108,195</b>   | 57,494   |
| 3 to 6 months      | 三至六個月  | <b>53,333</b>  | 41,726   |
| 6 to 12 months     | 六至十二個月 | -  | -  |
| 1 to 2 years       | 一至兩年   | -  | 18   |
| 2 to 3 years       | 兩至三年   | <b>38</b>  | 20   |
|                    |        | <b>161,566</b>   | 99,258   |

## 12. 貿易及其他應收款項 (續)

應收貿易賬款之賬齡分析(根據由交付貨品或提供服務之日,因為此乃代價成為無條件的時間點)如下:

## 13. TRADE AND OTHER PAYABLES

|                                     |            | <b>30 June<br/>2023</b><br>二零二三年<br>六月三十日<br><b>RMB'000</b><br>人民幣千元 | 31 December<br>2022<br>二零二二年<br>十二月三十一日<br><b>RMB'000</b><br>人民幣千元 |
|-------------------------------------|------------|--|--|
| Trade payables                      | 應付貿易賬款     | <b>65,563</b>  | 70,183   |
| Contract liabilities                | 合約負債       | <b>957</b>   | 1,381  |
| Accruals and other payables         | 應計費用及其他應付款 | <b>105,129</b>   | 92,969   |
| Salaries and staff welfare payables | 應付薪金及員工福利  | <b>12,982</b>  | 16,953   |
| Due to associates                   | 應付聯營公司款項   | <b>6,019</b>   | 6,019  |
| Due to a joint venture              | 應付合營企業款項   | -  | 31,339   |
| Due to related parties              | 應付關連人士款項   | <b>7,676</b>   | 15,827   |
|                                     |            | <b>198,326</b>   | 234,671  |

## 13. 貿易及其他應付款項

### 13. TRADE AND OTHER PAYABLES (Continued)

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

|                 |          | <b>30 June<br/>2023</b> | 31 December<br>2022 |
|-----------------|----------|-------------------------|---------------------|
|                 |          | 二零二三年<br>六月三十日          | 二零二二年<br>十二月三十一日    |
|                 |          | <b>RMB'000</b>          | RMB'000             |
|                 |          | 人民幣千元                   | 人民幣千元               |
| 0 to 90 days    | 0至90日    | 24,380                  | 27,476              |
| 91 to 180 days  | 91至180日  | 501                     | 1,119               |
| 181 to 360 days | 181至360日 | 2,091                   | 367                 |
| Over 1 years    | 超過一年     | <u>38,591</u>           | <u>41,221</u>       |
|                 |          | <u>65,563</u>           | <u>70,183</u>       |

### 13. 貿易及其他應付款項(續)

根據收貨日期釐定之應付貿易賬款賬齡分析如下：

### 14. SHARE CAPITAL

### 14. 股本

|                                    | Number of shares |                |                  | Amount        |               |                |
|------------------------------------|------------------|----------------|------------------|---------------|---------------|----------------|
|                                    | 股數               |                |                  | 金額            |               |                |
|                                    | Non-listed       | Non-listed     |                  | Non-listed    |               |                |
|                                    | shares           | H shares       | Total            | shares        | H shares      | Total          |
| 非上市股份                              | H股               | 總計             | 非上市股份            | H股            | 總計            |                |
| '000                               | '000             | '000           | RMB'000          | RMB'000       | RMB'000       |                |
| 千股                                 | 千股               | 千股             | 人民幣千元            | 人民幣千元         | 人民幣千元         |                |
| Registered, issued and fully paid: | 已註冊、已發行及繳足：      |                |                  |               |               |                |
| Shares of RMB0.10 each             | 每股面值人民幣0.10元之股份  |                |                  |               |               |                |
| At 1 January 2023 and              | 於二零二三年一月一日及      |                |                  |               |               |                |
| at 30 June 2023                    | 於二零二三年六月三十日      |                |                  |               |               |                |
|                                    | <u>700,000</u>   | <u>814,464</u> | <u>1,514,464</u> | <u>70,000</u> | <u>81,446</u> | <u>151,446</u> |

## 15. ACQUISITION OF A SUBSIDIARY

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:

## 15. 收購一家附屬公司

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<br>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)          |
|   |           | <hr/>            |
|   |           | 62,362           |
| Non-controlling interests               | 非控股權益     | (12,472)         |
| Goodwill                                | 商譽        | 34,596           |
|   |           | <hr/>            |
| Total consideration – satisfied by cash | 總代價－以現金結付 | 84,486           |



## 16. MATERIAL RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following balances with related parties included in the consolidated statement of financial position:

## 16. 重大關連人士交易

- (a) 除綜合財務報表其他部分披露之該等關連人士交易及結餘外，本集團之綜合財務狀況表包括以下與關連人士之結餘：

|   |                              | <b>30 June<br/>2023</b><br>二零二三年<br>六月三十日<br><b>RMB'000</b><br>人民幣千元 | 31 December<br>2022<br>二零二二年<br>十二月三十一日<br><b>RMB'000</b><br>人民幣千元 |
|---|------------------------------|--|--|
| Due from associates   | 應收聯營公司款項                     | <u>120</u>   | <u>26,060</u>  |
| Due from a joint venture  | 應收合營企業款項                     | <u>30,714</u>  | <u>30,714</u>  |
| Due from shareholders   | 應收股東款項                       | <u>266</u>   | <u>248</u>   |
| Due from a related company controlled by Peking University                          | 應收一家由北京大學控制之關連公司款項           | <u>27</u>  | <u>27</u>  |
| Due from a related company controlled by a non-controlling interest of a subsidiary | 應收一家由一家附屬公司之一名非控股權益控制之關連公司款項 | <u>500</u>   | <u>-</u>   |
| Due to associates   | 應付聯營公司款項                     | <u>6,019</u>   | <u>6,019</u>   |
| Due to a joint venture  | 應付合營企業款項                     | <u>-</u>   | <u>31,339</u>  |
| Due to related companies controlled by Peking University                            | 應付由北京大學控制之關連公司款項             | <u>5,931</u>   | <u>5,882</u>   |
| Due to a related company controlled by a non-controlling interest of a subsidiary   | 應付一家由一家附屬公司之一名非控股權益控制之關連公司款項 | <u>1,745</u>   | <u>9,945</u>   |

## 16. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Compensation of key management personnel of the Group:

|                              |        | Six months ended 30 June<br>截至六月三十日止六個月 |                                   |
|------------------------------|--------|---|-----------------------------------|
|                              |        | 2023<br>二零二三年<br>RMB'000<br>人民幣千元       | 2022<br>二零二二年<br>RMB'000<br>人民幣千元 |
| Short term employee benefits | 短期僱員福利 | 2,137                                   | 1,933                             |
| Post-employment benefits     | 離職福利   | 231                                     | 170                               |
|                              |        | <b>2,368</b>                            | <b>2,103</b>                      |

## 16. 重大關連人士交易 (續)

(b) 本集團主要管理人員酬金：

## 17. FINANCIAL GUARANTEE

As at 30 June 2023, the Group issued guarantees to a bank in respect of banking facilities granted to an associate.

At the end of the reporting period, the directors do not consider it probable that a claim will be made against the Group under the guarantee. The maximum liability of the Group at the end of the reporting period under the guarantee issued is the facility granted by bank amounted RMB100,000,000 (31 December 2022: RMB300,000,000). The Group has not recognised any deferred income in respect of the financial guarantee as its fair value was considered insignificant.

## 17. 財務擔保

於二零二三年六月三十日，本集團就一間聯營公司獲授的銀行融資向一間銀行發出擔保。

於報告期末，董事並不認為本集團可能將根據擔保被追討索償。於報告期末，本集團就已發行擔保下之負債上限為銀行授出之融資人民幣100,000,000元（二零二二年十二月三十一日：人民幣300,000,000元）。本集團並無就財務擔保確認任何遞延收入，因為其公平值被視為微不足道。

## 18. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

|   | <b>30 June<br/>2023</b><br>二零二三年<br>六月三十日<br><b>RMB'000</b><br>人民幣千元 | 31 December<br>2022<br>二零二二年<br>十二月三十一日<br><b>RMB'000</b><br>人民幣千元 |
|---|--|--|
| Contracted but not provided for<br>Property, plant and equipment<br>Unpaid balance of capital<br>contribution<br>to associates and joint ventures | 44,028   | 58,042   |
| 已訂約惟未撥備<br>物業、廠房及設備<br>向聯營公司及合營企業<br>注資之未付餘款  | <b>97,424</b>  | 115,425  |

## 19. SUBSEQUENT EVENTS

On 8 August 2023, the Board proposed the payment of an interim dividend of RMB0.067 per ordinary share (inclusive of applicable tax) for the six months ended 30 June 2023.

## 18. 資本承擔

本集團於報告期間結算日之資本承擔如下：

## 19. 期後事件

於二零二三年八月八日，董事會建議就截至二零二三年六月三十日止六個月派付中期股息每股普通股人民幣0.067元（含適用稅項）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overall performance

The Group is principally engaged in tourism development business, investment holding of diversified portfolios, sales of metallic products, sales and production of LED devices and other businesses including wine and related products.

During the period under review, the business and financial performance of the Group was improved as a result of the relaxation and removal of the novel coronavirus pneumonia (“COVID-19”) epidemic (the “Epidemic”) restrictions by the government of the PRC since December 2022. For the six months ended 30 June 2023, as a result of the increase in fare revenue of the environmental shuttle bus service generated by the Group’s tourism development business and the increase in volume of the Group’s trading of metallic products business, total revenue recorded by the Group amounted approximately RMB229.6 million (2022: RMB84.5 million), representing an increase of 171.6% compared with the corresponding period of 2022, and the gross profit was increased by 356.8% to approximately RMB47.2 million (2022: RMB10.3 million). During the reporting period, the Group recognised a gain of approximately RMB365.5 million (2022: Nil) on the partial disposal of equity interests in Jade Bird Fire Co., Ltd. (“Jade Bird Fire”), an associate of the Company. The Group’s share of profits of associates amounted to approximately RMB71.3 million (2022: RMB89.4 million), representing a decrease of 20.3% year-on-year. Such decrease was mainly attributable to the decrease in equity interests in Jade Bird Fire held by the Company. Details of the partial disposal of equity interests in Jade Bird Fire are further set out in the section of “Investment holding” below. The Group recorded a profit from operations of approximately RMB341.1 million as compared with a loss from operations of approximately RMB11.4 million for the corresponding period in 2022; and the increase in profit attributable to owners of the Company by 431.2% to approximately RMB377.3 million (2022: RMB71.0 million) for the six months ended 30 June 2023, mainly because of the gain on partial disposal of equity interests in Jade Bird Fire recognised by the Group.

## 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、銷售金屬產品、銷售及生產LED器件以及包括葡萄酒及相關產品在內的其他業務。

於回顧期間，本集團的業務及財務表現因中國政府自二零二二年十二月起放寬及取消新型冠狀病毒肺炎（「2019冠狀病毒病」）疫情（「疫情」）限制而有所改善。截至二零二三年六月三十日止六個月，由於本集團旅遊發展業務所產生的環保穿梭巴士服務的車費收入增加及本集團金屬產品貿易業務量增加，本集團錄得的總收入約為人民幣2.296億元（二零二二年：人民幣8,450萬元），較二零二二年同期增加171.6%，而毛利增加356.8%至約人民幣4,720萬元（二零二二年：人民幣1,030萬元）。於報告期內，本集團就部分出售青島消防股份有限公司（「青島消防」，本公司之聯營公司）股權而確認收益約人民幣3.655億元（二零二二年：無）。本集團應佔聯營公司溢利約為人民幣7,130萬元（二零二二年：人民幣8,940萬元），按年減少20.3%。該減少主要是由於本公司持有的青島消防股權減少所致。部分出售青島消防股權的進一步詳情載於下文「投資控股」一節。本集團錄得經營溢利約人民幣3.411億元，而二零二二年同期則錄得經營虧損約人民幣1,140萬元；而截至二零二三年六月三十日止六個月，本公司擁有人應佔溢利增加431.2%至約人民幣3.773億元（二零二二年：人民幣7,100萬元），主要由於本集團確認部分出售青島消防股權的收益所致。

## 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.

As a result of the relaxation of 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 increased by about 160.4% year-on-year for the six months ended 30 June 2023. 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 six months ended 30 June 2023, the Group's tourism development business recorded revenue of approximately RMB74.9 million (2022: RMB27.3 million), representing an increase by 174.5% when compared with the corresponding period of 2022.

### Investment holding

As at 30 June 2023, 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 in the PRC and are private enterprises principally engaged in semiconductor materials and display devices businesses, the investment in Jade Bird Fire, a A share listed company in the PRC and the investments in financial assets at FVTOCI including listed companies in Hong Kong and private companies in the PRC and Hong Kong.

During the period under review, the Group disposed its 40% equity interest in Beijing Jade Bird Hengsheng Investment Fund (Limited Partnership) ("HS Fund") to an independent party at the consideration of RMB15,484,000 in cash, having considered the prospects of the investments held by HS Fund. HS Fund ceased to be an associate of the Group, and the Group recorded a loss on disposal of an associate of approximately RMB32.0 million for the six months ended 30 June 2023.

## 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。

由於中國政府放寬為遏制國內疫情而實施的政策及措施，截至二零二三年六月三十日止六個月，參觀衡山風景區的遊客及香客人數按年增加約160.4%。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。截至二零二三年六月三十日止六個月，本集團的旅遊發展業務錄得收入約人民幣7,490萬元(二零二二年：人民幣2,730萬元)，較二零二二年同期增加174.5%。

### 投資控股

於二零二三年六月三十日，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(持有中國民營企業的股權投資)以及主要從事半導體材料及顯示屏裝置業務的民營企業)、投資於青島消防(一間中國A股上市公司)以及投資於以公平值計入其他全面收之財務資產(包括香港上市公司及中國及香港的私營公司)。

於回顧期內，本集團考慮到北京青島恒盛投資基金(有限合夥)(「恒盛基金」)持有的投資前景，以現金代價人民幣15,484,000元出售其於恒盛基金的40%股權予一名獨立人士。恒盛基金不再是本集團的聯營公司，而本集團於截至二零二三年六月三十日止六個月錄得出售一間聯營公司虧損約人民幣3,200萬元。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Investment holding (Continued)

Reference is made to the announcements of the Company dated 21 November 2022 and 29 March 2023 and the circular of the Company dated 10 March 2023. On 21 November 2022, the Company and an independent third party entered into the share transfer agreement, pursuant to which the Company has conditionally agreed to sell, and the independent third party has conditionally agreed to purchase, the 44,900,000 shares of Jade Bird Fire, representing then 7.49% of equity interests in Jade Bird Fire at the consideration of RMB1,101,846,000. The partial disposal of the Company's equity interests in Jade Bird Fire constituted a very substantial disposal of the Company under the GEM Listing Rules. The approval of the shareholders of the Company in respect of the share transfer agreement and the transaction contemplated thereunder was obtained at the special general meeting of the Company held on 29 March 2023. Upon the completion of the disposal taken place on 5 May 2023, the Company recognised an gain of partial disposal of an associate of approximately RMB365.5 million for the six months ended 30 June 2023 and held approximately 23.82% equity interest in Jade Bird Fire as at 30 June 2023. Jade Bird Fire continued to be accounted as an associate of the Company in the consolidated financial statements of the Company using the equity method.

The segment total assets of investment holding business increased by 3.8% to approximately RMB3,866.7 million as at 30 June 2023 (31 December 2022: RMB3,725.2 million).

### Trading of metallic products

During the period, the Group is engaged in sales and purchases of metallic products in the PRC. For the six months ended 30 June 2023, revenue generated from the Group's trading of metallic products business amounted to approximately RMB126.3 million (2022: RMB40.6 million), representing an increase by 211.5% year-on-year. The increase was mainly attributable to the increase in orders entered by the Group with the recovery of the economy and the market. The gross margin was 2.4% (2022: 2.0%) during the period.

## 管理層討論及分析(續)

### 投資控股(續)

謹此提述本公司日期為二零二二年十一月二十一日及二零二三年三月二十九日的公告以及本公司日期為二零二三年三月十日的通函。於二零二二年十一月二十一日，本公司與一名獨立第三方訂立股份轉讓協議，據此，本公司已有條件同意出售及獨立第三方已有條件同意購買青鳥消防之44,900,000股股份(相當於當時青鳥消防之7.49%股權)，代價為人民幣1,101,846,000元。根據GEM上市規則，部分出售本公司於青鳥消防的股權構成本公司之非常重大出售事項。本公司於二零二三年三月二十九日舉行的臨時股東大會上，已就股份轉讓協議及其項下擬進行的交易取得本公司股東的批准。於二零二三年五月五日落實完成出售事項後，本公司已於截至二零二三年六月三十日止六個月確認部分出售一間聯營公司的收益約人民幣3.655億元及於二零二三年六月三十日於青鳥消防持有約23.82%權益。青鳥消防繼續作為本公司聯營公司於本公司之綜合財務報表按權益法入賬。

於二零二三年六月三十日，投資控股業務的分部總資產增加3.8%至約人民幣38.667億元(二零二二年十二月三十一日：人民幣37.252億元)。

### 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。截至二零二三年六月三十日止六個月，產生自本集團的金屬產品貿易業務之收入約為人民幣1.263億元(二零二二年：人民幣4,060萬元)，按年增加211.5%。有關增加主要由於隨著經濟及市場復甦，本集團訂立的訂單有所增加所致。期內的毛利率為2.4%(二零二二年：2.0%)。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Sales and production of LED devices

In March 2022, the Company entered into 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. 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 financial results of Guangdong Lumen have been consolidated with the results of the Company since the completion of its acquisition in April 2022. During the six months ended 30 June 2023, revenue generated from Guangdong Lumen amounted to approximately RMB24.2 million (2022: RMB12.0 million).

### 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 RMB4.2 million (2022: RMB4.7 million), which remained stable.

### Outlook

Looking ahead, China's economy is expected to rebound as the mobility and activity pick up after the lifting of the Epidemic restrictions. The recovery of the economic growth will have a positive impact on the performance of the Group's business, in particular the Group's tourism development business benefited with the expected full recovery of the tourism market in the PRC.

## 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，本公司與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。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。

廣東流銘的財務業績自二零二二年四月完成其收購事項後已與本公司的業績綜合入賬。於截至二零二三年六月三十日止六個月，廣東流銘產生的收益約為人民幣2,420萬元(二零二二年：人民幣1,200萬元)。

### 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420萬元(二零二二年：人民幣470萬元)。

### 前景

展望未來，隨著疫情限制解除後人流及活動回升，中國經濟有望反彈。恢復經濟增長將對本集團的業務表現產生積極影響，尤其是本集團的旅遊發展業務將受惠於中國旅遊市場的預期全面復甦。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Outlook (Continued)

The Group would closely monitor the pace of the China's economic recovery and would assess the impact on the performance of its main businesses and the existing investment portfolio held by the Group. The Group would carefully assess investment opportunities in the market; and would continue to explore investment projects with promising development potential in a prudent manner and explore more opportunities to expand the Group's source of income.

### Material acquisitions and disposals of subsidiaries and affiliated companies

Saved as disclosed herein this section, during the six months ended 30 June 2023, the Group did not effect any material acquisitions and disposals which would be required to be disclosed under the GEM Listing Rules.

### Liquidity, financial resources and capital structure

During the six months ended 30 June 2023, the Group's major operations were financed mainly by the internal financial resources and by corporate borrowings. As at 30 June 2023, the Group had cash and cash equivalents of approximately RMB370.3 million, which were denominated mainly in Renminbi ("RMB"), Hong Kong dollars ("HK\$") and US dollars ("USD").

As at 30 June 2023, the Group had net assets of approximately RMB4,114.7 million. The Group had total outstanding borrowings of approximately RMB928.6 million which consisted of secured bank and other loans of approximately RMB876.8 million, and unsecured bank and other loans of approximately RMB51.8 million. The bank and other loans were denominated in RMB and USD and bore interest rates ranging from nil to 6.0% per annum.

As at 30 June 2023, the Company's outstanding number of issued non-listed shares and H shares of RMB0.10 each were 700,000,000 shares and 814,464,000 shares respectively.

The gearing ratio of the Group as at 30 June 2023, which is measured by total loans and lease liabilities to total equity, was 24.5% (31 December 2022: 28.7%).

## 管理層討論及分析 (續)

### 前景 (續)

疫情過後，本集團將密切關注中國經濟復甦的步伐，並評估對其主要業務及本集團所持有現有投資組合的表現的影響。本集團將審慎評估市場的投資機遇；將繼續以審慎態度探索具發展潛力的投資項目，並探索更多機遇以擴大本集團的收入來源。

### 重大收購及出售附屬公司及聯屬公司

除本節所披露者外，截至二零二三年六月三十日止六個月內，本集團並無落實任何須根據GEM上市規則作出披露的重大收購及出售。

### 流動資金、財務資源及資本架構

於截至二零二三年六月三十日止六個月，本集團主要靠內部財務資源及企業借貸維持其主要營運。於二零二三年六月三十日，本集團有現金及現金等價物約人民幣3.703億元，主要以人民幣（「人民幣」）、港元（「港元」）及美元（「美元」）計值。

於二零二三年六月三十日，本集團的淨資產約為人民幣41.147億元。本集團的未償還借貸總額約人民幣9.286億元，包括有抵押銀行及其他貸款約人民幣8.768億元以及無抵押銀行及其他貸款約人民幣5,180萬元。銀行及其他貸款以人民幣及美元計值，並按介乎零至6.0%之年利率計息。

於二零二三年六月三十日，本集團已發行非上市股份及H股股份的每股面值為人民幣0.10元，該兩類股份的已發行股數分別為700,000,000股及814,464,000股。

於二零二三年六月三十日，本集團之資產負債比率（即貸款及租賃負債總額相對總權益的比率）為24.5%（二零二二年十二月三十一日：28.7%）。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Significant investments held

As at 30 June 2023, the Group held financial assets at FVTOCI of approximately RMB253.8 million, representing 4.7% of the total assets of the Group.

Saved as herein this section, for the six months ended 30 June 2023, the Group had no significant investment held.

### Future plans for material investments or capital assets

Saved as disclosed herein this section, the Group did not have any significant investment plans as at 30 June 2023.

### Contingent liabilities

The Group had contingent liabilities in the sum of approximately RMB100 million in respect of guarantee for banking facilities granted to an associate of the Company.

Saved as disclosed above, the Group did not have any other significant contingent liabilities as at 30 June 2023.

### Foreign exchange exposure

The Group is exposed to certain foreign currency risk as most of its business activities, assets and liabilities are denominated in USD, RMB, HK\$, Canadian dollars and Euro. The Group has not formulated a foreign currency hedging policy as turnover and most of the production costs are denominated in RMB and they are automatically matched, leaving limited currency risk. The Group continues to monitor its foreign exchange exposure and will take measures to lower the foreign currency risk when necessary.

### Charge on assets

As at 30 June 2023, the Group's certain fixed assets with carrying amount of approximately RMB226.7 million (31 December 2022: RMB277.1 million), investment properties with carrying amount of approximately RMB176.8 million (31 December 2022: RMB195.6 million) and bank deposit of approximately RMB1.4 million (31 December 2022: RMB1.2 million) were pledged as securities for the Group's bank and other loans.

## 管理層討論及分析(續)

### 持有之重大投資

於二零二三年六月三十日，本集團持有以公平值計入其他全面收益之財務資產約人民幣2.538億元，佔本集團總資產的4.7%。

除本節所載者外，截至二零二三年六月三十日止六個月，本集團並無持有重大投資。

### 重大投資或資本資產之未來計劃

除本節披露者外，於二零二三年六月三十日，本集團並無任何重大投資計劃。

### 或然負債

本集團就擔保本公司一間聯營公司獲授之銀行融資承擔或然負債，金額約為人民幣1億元。

除上文披露者外，於二零二三年六月三十日，本集團並無任何其他重大或然負債。

### 外幣風險

由於本集團大部分業務活動、資產及負債以美元、人民幣、港元、加拿大元及歐元為單位，故須面對若干外幣風險。本集團並無制定外幣對沖政策，因本集團之營業額及大部分生產成本均以人民幣計值，故此可自動對沖，貨幣風險有限。本集團將繼續密切監察其匯兌風險，並會於有需要時採取適當措施減低外幣風險。

### 資產抵押

於二零二三年六月三十日，本集團有賬面值約為人民幣2.267億元(二零二二年十二月三十一日：人民幣2.771億元)的若干固定資產、投資物業賬面值約人民幣1.768億元(二零二二年十二月三十一日：人民幣1.956億元)及銀行存款約人民幣140萬元(二零二二年十二月三十一日：人民幣120萬元)已質押作本集團銀行及其他貸款的抵押品。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Employees and remuneration policy

The Group considers people as the valuable assets. The Directors are of the view that the Group maintains good working relations with its employees. The Group had workforce of 635 people situated mainly in the PRC, Hong Kong and the United States at the end of reporting year, up 8.7% since the end of 2022. The Group strictly complied with applicable labour law and regulations. Competitive remuneration package with medical and travel insurance are offered to the staff. Adequate retirement funds and provident funds are contributed on a timely basis. The Group emphasizes on working safety and sets out proper safety guidelines and provides adequate training to workers. Staffs are free to set up trade union according to applicable laws while the supervisory committee of the Company had representative from the workforce.

Director's emoluments consist of fees, salaries and allowances, and discretionary bonus determined according to the performance of individual Director. The remuneration of the Directors is determined having regard to each of their duties and responsibilities in the Company.

The Group's staff costs, including directors' emoluments, employees' salaries and retirement benefits scheme contribution amounted to approximately RMB34.5 million for the six months ended 30 June 2023 (2022: RMB26.6 million), which was in line with the increase in workforce of the Group.

### PROPOSED INTERIM DIVIDEND

On 8 August 2023, the Board proposed the payment of an interim dividend of RMB0.067 per ordinary share (inclusive of applicable tax) for the six months ended 30 June 2023 (the "Interim Dividend"). Based on 1,514,464,000 shares of the Company ("the Shares") in issue, the Interim Dividend, if declared and paid, will amount to an aggregate amount of approximately RMB101,469,000 (inclusive of applicable tax). The Interim Dividend will be denominated and declared in RMB, and payable in RMB to holders of non-listed Shares and in HK\$ to holders of H Shares. The proposed payment of the Interim Dividend is subject to the approval by the shareholders of the Company at a special general meeting to be convened and held by the Company. The date of the special general meeting, the record date, the book closure period for the shares for payment of the Interim Dividend and further details about the proposed distribution of the Interim Dividend will be announced separately by the Company.

## 管理層討論及分析 (續)

### 僱員及薪酬政策

本集團視人材為重要資產。董事認為本集團與其僱員保持良好的工作關係。於報告期末，本集團聘有635名員工（主要位於中國、香港及美國），較二零二二年底增加8.7%。本集團嚴格遵守適用之勞工法例及法規。本集團為員工提供具競爭力之薪酬組合，包括醫療保險及出埠保險，並如期作出充足之退休金及強積金供款。本集團重視工作安全及設定妥善的安全指引，並為工人提供充足培訓。員工可根據有關法例自由成立工會，而本公司監事會有員工代表參與。

董事酬金包括袍金、薪金及津貼，以及根據個別董事表現釐定之酌情花紅。董事的薪酬乃根據彼等在本公司的每項職責及責任而釐定。

截至二零二三年六月三十日止六個月，本集團員工成本（包括董事酬金、僱員薪金及退休福利計劃供款）與本集團僱員人數增加相符，約為人民幣3,450萬元（二零二二年：人民幣2,660萬元）。

### 建議中期股息

於二零二三年八月八日，董事會建議就截至二零二三年六月三十日止六個月派付中期股息每股普通股人民幣0.067元（含適用稅項）（「中期股息」）。根據本公司1,514,464,000股已發行股份（「股份」）計算，中期股息（倘宣派並支付）總額將約為人民幣101,469,000元（含適用稅項）。中期股息將以人民幣計值及宣派，並以人民幣支付予非上市股份持有人及以港元支付予H股持有人。建議派付中期股息須待本公司股東於本公司召開及舉行的臨時股東大會上批准後方可作實。本公司將另行公佈臨時股東大會的日期、記錄日期、暫停辦理派付中期股息適用股份的過戶登記手續期間以及有關建議派發中期股息的進一步詳情。

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

As at 30 June 2023, the interests (including interests in shares and short positions) of Directors, supervisors (the "Supervisors"), and chief executives 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 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

於二零二三年六月三十日，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 | Interest in H Shares | Approximate percentage of total number of issued non-listed Shares | Approximate percentage of total number of issued H Shares | Approximate percentage of the Company's total issued Shares |
|------------------------|-------------------------------|-------------------------------|----------------------|--|---|---|
| 姓名                     | 身份                            | 於非上市股份之權益                     | 於H股之權益               | 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  |
| Supervisor             | 監事                            |                               |                      |  |   |   |
| Ms. Zhou Min<br>周敏女士   | Beneficiary of trust<br>信託受益人 | 205,414,000                   | -                    | 29.34%   | -   | 13.56%  |
| Non-executive Director | 非執行董事                         |                               |                      |  |   |   |
| Mr. Liu Ziyi<br>劉子毅先生  | Beneficial owner<br>實益擁有人     | -                             | 2,311,000            | -  | 0.28%   | 0.15%   |

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.

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。

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

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

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 30 June 2023.

### **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)**

除上文披露者外，於二零二三年六月三十日，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 June 2023, 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

於二零二三年六月三十日，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<br>股東名稱   | Note<br>附註 | Capacity<br>身份                               | Interest in non-listed Shares<br>於非上市股份之權益 | Interest in H Shares<br>於H股之權益 | Approximate percentage of total number of issued non-listed Shares<br>已發行非上市股份總數概約百分比 | Approximate percentage of total number of issued H Shares<br>已發行H股總數概約百分比 | Approximate percentage of total number of issued Shares<br>已發行股份總數概約百分比 |
|---|------------|--|--|--------------------------------|---|---|---|
| Peking University<br>北京大學   | (a)        | Interest of controlled corporation<br>受控法團權益 | 200,000,000                                | -                              | 28.57%  | -   | 13.21%  |
| Beida Asset Management Co., Ltd.<br>北大資產經營有限公司                          | (a)        | Interest of controlled corporation<br>受控法團權益 | 200,000,000                                | -                              | 28.57%  | -   | 13.21%  |
| Beijing Beida Jade Bird Software System Co., Ltd.<br>北京北大青鳥軟件系統有限公司     | (a)        | Interest of controlled corporation<br>受控法團權益 | 200,000,000                                | -                              | 28.57%  | -   | 13.21%  |
| Beida Microelectronics Investment Limited<br>北大微電子投資有限公司                | (a)        | Interest of controlled corporation<br>受控法團權益 | 200,000,000                                | -                              | 28.57%  | -   | 13.21%  |
| Gifted Pillar Limited   | (a)        | Interest of controlled corporation<br>受控法團權益 | 200,000,000                                | -                              | 28.57%  | -   | 13.21%  |
| Rainbow Mountain Holdings Limited<br>彩峰控股有限公司                           | (a)        | Interest of controlled corporation<br>受控法團權益 | 200,000,000                                | -                              | 28.57%  | -   | 13.21%  |
| Beijing Rainbow Mountain Sci-Tech Development Co., Ltd.<br>北京彩峰科技發展有限公司 | (a)        | Beneficial owner<br>實益擁有人                    | 200,000,000                                | -                              | 28.57%  | -   | 13.21%  |
| Grand East (H.K.) Limited<br>怡興(香港)有限公司                                 |            | Beneficial owner<br>實益擁有人                    | 110,000,000                                | -                              | 15.71%  | -   | 7.26%   |

**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<br>股東名稱                               | Note<br>附註 | Capacity<br>身份                               | Interest in non-listed Shares<br>於非上市股份之權益 | Interest in H Shares<br>於H股之權益 | Approximate percentage of total number of issued non-listed Shares<br>已發行非上市股份總數概約百分比 | Approximate percentage of total number of issued H Shares<br>已發行H股總數概約百分比 | Approximate percentage of total number of issued Shares<br>已發行股份總數概約百分比 |
|---|------------|--|--|--------------------------------|---|---|---|
| Heng Huat Investments Limited                             | (b)        | Interest of controlled corporation<br>受控法團權益 | 205,414,000                                | -                              | 29.34%  | -   | 13.56%  |
| Dynamic Win Assets Limited<br>致勝資產有限公司                    | (b)        | Beneficial owner<br>實益擁有人                    | 205,414,000                                | -                              | 29.34%  | -   | 13.56%  |
| Mongolia Energy Corporation Limited<br>蒙古能源有限公司           | (c)        | Interest of controlled corporation<br>受控法團權益 | 84,586,000                                 | -                              | 12.08%  | -   | 5.58%   |
| New View Venture Limited                                  | (c)        | Beneficial owner<br>實益擁有人                    | 84,586,000                                 | -                              | 12.08%  | -   | 5.58%   |
| Asian Technology Investment Company Limited<br>亞洲技術投資有限公司 |            | Beneficial owner<br>實益擁有人                    | 50,000,000                                 | -                              | 7.14%   | -   | 3.30%   |
| Huang Taomei<br>黃桃梅                                       | (d)        | Interest of controlled corporation<br>受控法團權益 | -  | 126,214,000                    | -   | 15.50%  | 8.33%   |
| Merida Group Limited                                      | (d)        | Interest of controlled corporation<br>受控法團權益 | -  | 126,214,000                    | -   | 15.50%  | 8.33%   |
| Nippon Incubation Co. Ltd.                                | (d)        | Interest of controlled corporation<br>受控法團權益 | -  | 126,214,000                    | -   | 15.50%  | 8.33%   |
| Brilliant Smile Limited                                   | (d)        | Interest of controlled corporation<br>受控法團權益 | -  | 126,214,000                    | -   | 15.50%  | 8.33%   |
| Asia Development Capital (HK) Limited                     | (d)        | Beneficial owner<br>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) These H Shares are held by Asia Development Capital (HK) Limited, which is wholly owned by Brilliant Smile Limited which is in turn wholly owned by Nippon Incubation Co., Ltd, which is in turn wholly owned by Merida Group Limited, which is in turn wholly owned by Huang Taomei.

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 June 2023.

## 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) 該等H股由Asia Development Capital (HK) Limited持有，而Asia Development Capital (HK) Limited由Brilliant Smile Limited全資擁有，而Brilliant Smile Limited由Nippon Incubation Co., Ltd全資擁有，而Nippon Incubation Co., Ltd由Merida Group Limited全資擁有，而Merida Group Limited由黃桃梅全資擁有。

除上文披露者外，於二零二三年六月三十日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

## COMPETING INTERESTS

As at 30 June 2023, 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.

## CORPORATE GOVERNANCE PRACTICES

The Board is of the view that the Company has complied with all the code provisions of the Code on Corporate Governance Practices as set out in Part 2 of Appendix 15 of the GEM Listing Rules during the six months ended 30 June 2023.

## 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 six months ended 30 June 2023.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and required standard of dealings and its code of conduct regarding security transactions by the Directors throughout the six months ended 30 June 2023.

## 競爭權益

於二零二三年六月三十日，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。

## 企業管治常規

董事會認為，本公司於截至二零二三年六月三十日止六個月已遵守GEM上市規則附錄十五第二部分所載企業管治守則之所有守則條文。

## 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二零二三年六月三十日止六個月內，概無購買、贖回或出售本公司任何上市證券。

## 有關董事進行證券交易的行為守則

本公司已採納一套有關董事進行證券交易的行為守則，該守則不遜於GEM上市規則第5.48條至第5.67條所載之交易必守標準。經計及向全體董事作出特定查詢，截至二零二三年六月三十日止六個月，董事均已遵守相關行為守則及交易必守標準以及有關董事進行證券交易的行為守則。



## 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 second quarterly results report for the six months ended 30 June 2023 and concluded the meeting with agreement to the contents of the second quarterly results report.

By order of the Board

**Beijing Beida Jade Bird Universal Sci-Tech Company Limited**

**Ni Jinlei**

*Chairman*

Beijing, the PRC, 8 August 2023

*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二零二三年六月三十日止六個月之第二季度業績報告，並於會上議定落實第二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，北京，二零二三年八月八日

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」。



**青鸟环宇**  
JADE BIRD UNIVERSAL

