



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)

**FIRST QUARTERLY
RESULTS REPORT**

2023

第一季度業績報告

FOR THE THREE MONTHS ENDED 31 MARCH 2023
截至二零二三年三月三十一日止三個月

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。

FIRST QUARTERLY RESULTS (UNAUDITED)

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

For the three months ended 31 March 2023

第一季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零二三年三月三十一日止三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

截至二零二三年三月三十一日止三個月

		Notes	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
		附註		
Revenue	收入	3	96,698	54,308
Cost of sales and services	銷售及服務成本		(73,618)	(50,892)
Gross profit	毛利		23,080	3,416
Other gains and income	其他收益及收入	4	1,835	3,824
Reversal of impairment loss on trade and other receivables	貿易及其他應收款項之減值虧損撥回		113	-
Distribution costs	分銷成本		(667)	(151)
Administrative expenses	行政開支		(17,351)	(12,531)
Other expenses	其他開支		(1,118)	(351)
Profit/(Loss) from operations	經營溢利／(虧損)		5,892	(5,793)
Finance costs	融資成本	5	(11,634)	(6,471)
Share of profit of associates	應佔聯營公司溢利		22,353	24,282
Share of loss of joint ventures	應佔合營企業虧損		(2,012)	(27)
Profit before income tax	除所得稅前溢利		14,599	11,991
Income tax (expense)/credit	所得稅(開支)／抵免	6	(4,291)	22
Profit for the period	本期間溢利		10,308	12,013

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

For the three months ended 31 March 2023

簡明綜合損益及其他全面收益表(續)

截至二零二三年三月三十一日止三個月

	Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Other comprehensive income after tax:	其他除稅後全面收益：		
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>		
Fair value changes of financial assets at fair value through other comprehensive income ("FVTOCI")	以公平值計入其他全面收益(「以公平值計入其他全面收益」)之財務資產之公平值變動	2,818	(3,744)
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	1,547	(3,169)
		<u>4,365</u>	<u>(6,913)</u>
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外業務之匯兌差異	(1,809)	(1,468)
		<u>(1,809)</u>	<u>(1,468)</u>
Other comprehensive income for the period, net of tax	本期間其他全面收益，已除稅	<u>2,556</u>	<u>(8,381)</u>
Total comprehensive income for the period	本期間全面收益總額	<u>12,864</u>	<u>3,632</u>
Profit/(Loss) for the period attributable to:	應佔本期間溢利／(虧損)：		
Owners of the Company	本公司擁有人	10,868	15,631
Non-controlling interests	非控股權益	(560)	(3,618)
		<u>10,308</u>	<u>12,013</u>

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

For the three months ended 31 March 2023

簡明綜合損益及其他全面收益表(續)

截至二零二三年三月三十一日止三個月

		Notes 附註	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Total comprehensive income for the period attributable to:	應佔本期間全面收益總額：			
Owners of the Company	本公司擁有人		13,491	7,258
Non-controlling interests	非控股權益		(627)	(3,626)
			<u>12,864</u>	<u>3,632</u>
			RMB 人民幣	RMB 人民幣
Earnings per share	每股盈利			
Basic and diluted (cents per share)	基本及攤薄(每股分)	7	<u>0.72</u>	<u>1.03</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2023

簡明綜合權益變動表

截至二零二三年三月三十一日止三個月

		Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests	Total equity
		Share capital	Capital reserve	Reserve funds	Foreign currency translation reserve	Financial assets at FVTOCI reserve	Other reserve	Retained profits	Total		
		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	-	-	-	(4,629)	(3,744)	-	15,631	7,258	(3,626)	3,632
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(129)	129	-	-	-
Transfer of gain on disposal of financial assets at FVTOCI	轉移出售以公平值計入其他全面收益之財務資產的收益	-	-	-	-	(3,316)	-	3,316	-	-	-
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	-	-	-	(4,629)	3,716	(129)	8,300	7,258	(3,626)	3,632
At 31 March 2022	於二零二二年三月三十一日	151,446	605,810	107,494	(66,184)	(135,990)	5,414	2,514,215	3,182,205	169,970	3,352,175
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	-	-	-	(142)	2,765	-	10,868	13,491	(627)	12,864
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(219)	219	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	(142)	2,765	(219)	11,087	13,491	(627)	12,864
At 31 March 2023	於二零二三年三月三十一日	151,446	605,810	107,494	(53,568)	(13,943)	(18,735)	2,792,555	3,571,059	170,269	3,741,328

Note:

1. GENERAL INFORMATION

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

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

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

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

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 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」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包含香港財務報告準則、香港會計準則及詮釋。該等綜合財務報表亦符合GEM上市規則之適用披露條文。

本集團於本期間已採納香港會計師公會所頒佈並於二零二三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的香港財務報告準則。採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大變動。

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

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 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 first quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 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。

編製本未經審核第一季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零二二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:

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收入		
Disaggregated by major products or service lines	按主要產品或服務線劃分之明細		
– Rendering of travel and leisure services	– 提供旅遊及休閒服務	37,611	11,665
– Sales of wine and related products	– 銷售葡萄酒及相關產品	1,812	2,082
– Sales and production of LED devices	– 銷售及生產LED器件	9,036	–
– Sales of metallic products	– 銷售金屬產品	48,239	40,561
		96,698	54,308

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

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	957	291
Government grants	政府補貼	3,187	635
Financial guarantee income	財務擔保收入	(2,940)	2,358
Others	其他	631	540
		1,835	3,824

4. 其他收益及收入

5. FINANCE COSTS

5. 融資成本

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Interest on bank, other loans and lease liabilities	銀行、其他貸款及租賃負債利息	12,407	7,463
Net foreign exchange gain	外幣匯兌收益淨額	(773)	(992)
		11,634	6,471

6. INCOME TAX EXPENSE/(CREDIT)

6. 所得稅開支／(抵免)

		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current tax	即期稅項		
Provision for the period	本期間撥備		
– PRC	– 中國	4,470	33
– The United States	– 美國	2	1
		4,472	34
Deferred tax	遞延稅項	(181)	(56)
		4,291	(22)

For the three months ended 31 March 2023, Hong Kong Profits Tax has not been provided as there is no estimated assessable profits arising in Hong Kong (2022: Nil).

於截至二零二三年三月三十一日止三個月，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）。

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

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

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%).

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。

7. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company for the three months ended 31 March 2023 is based on the profit for the period attributable to owners of the Company of RMB10,868,000 (2022: RMB15,631,000) 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 31 March 2023 and 2022. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

8. DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2023 (2022: Nil).

7. 每股盈利

每股基本及攤薄盈利

截至二零二三年三月三十一日止三個月，本公司擁有人應佔的每股基本盈利乃根據本公司擁有人應佔本期間溢利人民幣10,868,000元（二零二二年：人民幣15,631,000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三月三十一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。

8. 股息

董事會不建議派發截至二零二三年三月三十一日止三個月之中期股息（二零二二年：無）。

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 three months ended 31 March 2023, total revenue recorded by the Group amounted approximately RMB96.7 million (2022: RMB54.3 million), representing an increase of 78.1% compared with the corresponding period of 2022. The gross profit was increased by 575.6% to approximately RMB23.1 million (2022: RMB3.4 million); and the Group recorded a profit from operations of approximately RMB5.9 million as compared with a loss from operations of approximately RMB5.8 million for the corresponding period in 2022, mainly because of the increase in total revenue and gross profit generated by the Group during the first quarter of 2023. During the reporting period, the businesses of the Group’s associates remained steady and the Group’s share of profits of associates amounted to approximately RMB22.4 million (2022: RMB24.3 million), representing a decrease of 7.9%. The Group recorded the decrease in profit attributable to owners of the Company by 30.5% to approximately RMB10.9 million (2022: RMB15.6 million) for the three months ended 31 March 2023, mainly because of the increase in the finance costs resulting from the increase in the bank and other loans for continuous business expansion and development of 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。截至二零二三年三月三十一日止三個月，本集團錄得的總收入約為人民幣9,670萬元（二零二二年：人民幣5,430萬元），較二零二二年同期增加78.1%。毛利增加575.6%至約人民幣2,310萬元（二零二二年：人民幣340萬元）；及本集團錄得經營溢利約人民幣590萬元，而二零二二年同期則錄得經營虧損約人民幣580萬元，主要由於本集團於二零二三年第一季度產生總收入及毛利有所增加所致。於報告期，本集團聯營公司的業務穩健，而本集團應佔聯營公司溢利減少7.9%至約人民幣2,240萬元（二零二二年：人民幣2,430萬元）。截至二零二三年三月三十一日止三個月，本集團就本公司擁有人應佔溢利減少30.5%至約人民幣1,090萬元（二零二二年：人民幣1,560萬元），主要由於用於本集團持續業務擴張及發展的銀行及其他貸款增加，導致融資成本增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Tourism development

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

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 186% year-on-year for the three months ended 31 March 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 three months ended 31 March 2023, the Group's tourism development business recorded revenue of approximately RMB37.6 million (2022: RMB11.7 million), representing an increase by 222.4% when compared with the corresponding period of 2022.

Investment holding

As at 31 March 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 and property projects in the PRC and private enterprises principally engaged in semiconductor materials and display devices businesses, the investment in Jade Bird Fire Co., Ltd. ("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.

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，截至二零二三年三月三十一日止三個月，參觀衡山風景區的遊客及香客人數按年增加約186%。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。截至二零二三年三月三十一日止三個月，本集團的旅遊發展業務錄得收入約人民幣3,760萬元(二零二二年：人民幣1,170萬元)，較二零二二年同期增加222.4%。

投資控股

於二零二三年三月三十一日，本集團的投資控股業務主要包括投資於一間附屬公司、投資於聯營公司及合營企業(為私募股權基金(持有中國民營企業及物業項目的股權投資))以及主要從事半導體材料及顯示屏裝置業務的民營企業、投資於青島消防股份有限公司(「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)。

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 held approximately 23.89% equity interest in Jade Bird Fire and 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.

Trading of metallic products

During the period, the Group is engaged in sales and purchases of metallic products in the PRC. The Group continues to explore more opportunities for to expand the Group's source of income. For the three months ended 31 March 2023, revenue generated from the Group's trading of metallic products business amounted to approximately RMB48.2 million (2022: RMB40.6 million), representing an increase by 18.9% 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 3.4% (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，本公司於青鳥消防持有約23.89%權益，而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。

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。本集團繼續探索更多機遇以擴大本集團的收入來源。截至二零二三年三月三十一日止三個月，產生自本集團的金屬產品貿易業務之收入約為人民幣4,820萬元（二零二二年：人民幣4,060萬元），按年增加18.9%。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3.4%（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 Pioneer Opto Co., Ltd. (“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 three months ended 31 March 2023, revenue generated from Guangdong Lumen amounted to approximately RMB9.0 million (2022: Nil).

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 RMB1.8 million (2022: RMB2.1 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.

The Group would closely monitor the performance of its main businesses and the existing investment portfolio held by the Group and would assess the impact on its main businesses during the post-Epidemic period. The Group would continue to explore investment projects with promising development potential in a prudent manner and carefully assess investment opportunities in the market.

管理層討論及分析 (續)

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新銳流銘光電有限公司（「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。於截至二零二三年三月三十一日止三個月，廣東流銘產生的收益約為人民幣900萬元（二零二二年：無）。

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180萬元（二零二二年：人民幣210萬元）。

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。

疫情過後，本集團將密切關注其主要業務及本集團所持有現有投資組合的表現，並評估對其主要業務的影響。本集團將繼續以審慎態度探索具發展潛力的投資項目，並仔細評估市場上的投資機會。

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

As at 31 March 2023, the interests (including interests in shares and short positions) of Directors, supervisors (the “Supervisors”), and chief executives of the Company in the shares (the “Shares”) and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

Long positions in ordinary shares and underlying Shares

Name 姓名	Capacity 身份	Number of non-listed Shares held 持有非上市 股份數目	Number of H Shares held 持有H股 數目	Approximate percentage of total number of issued non-listed Shares 已發行 非上市股份 總數 概約百分比	Approximate percentage of total number of issued H Shares 已發行H股 總數概約 百分比	Approximate percentage of total number of issued Shares 已發行股份 總數概約 百分比
Supervisor 監事						
Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	29.34%	-	13.56%
Non-executive Director 非執行董事						
Mr. Liu Ziyi 劉子毅先生	Beneficial owner 實益擁有人	-	2,311,000	-	0.28%	0.28%

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

於二零二三年三月三十一日，董事、監事（「監事」）及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據GEM上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

普通股及相關股份之好倉

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

Note: The above Supervisor is taken to be interested in the issued share capital of the Company through her interest as beneficiary, among other beneficiaries, of Heng Huat trust ("Heng Huat Trust"). By a declaration of Heng Huat Trust made as a deed on 19 July 2000, the shares of Heng Huat Investments Limited ("Heng Huat") were held as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd., Beijing Beida Jade Bird Limited and Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win Assets Limited ("Dynamic Win"), and is taken to be interested in 205,414,000 Shares which Dynamic Win is interested.

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 31 March 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)

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股股份中擁有權益。

除上文披露者外，於二零二三年三月三十一日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據GEM上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

董事及監事購入股份之權利

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

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

At 31 March 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

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

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二三年三月三十一日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

本公司普通股及相關股份之好倉

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

主要股東及其他人士於股份及相關股份之權益及淡倉 (續)

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

本公司普通股及相關股份之好倉 (續)

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

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

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

Notes:

- (a) Peking University is taken to be interested in 13.21% of the total issued share capital of the Company through 200 million non-listed Shares (representing approximately 13.21% of the Company's total issued share capital) in which Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. ("Beijing Rainbow Mountain") is interested. Peking University owns 100% equity interest in Beida Asset Management Co., Ltd. which in turn owns 48% equity interest in Beijing Beida Jade Bird Software System Co., Ltd. which in turn owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Gifted Pillar 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 31 March 2023.

COMPETING INTERESTS

As at 31 March 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.

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，於二零二三年三月三十一日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

競爭權益

於二零二三年三月三十一日，概無董事及監事以及彼等各自之聯繫人士(定義見GEM上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據GEM上市規則與本集團有任何利益衝突。

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the three months ended 31 March 2023.

AUDIT COMMITTEE

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

The Audit Committee currently comprises 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 first quarterly results report for the three months ended 31 March 2023 and concluded the meeting with agreement to the contents of the first quarterly results report.

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

Beijing, the PRC, 12 May 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".

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三月三十一日止三個月內概無購買、贖回或出售本公司任何上市證券。

審核委員會

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

審核委員會目前由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三月三十一日止三個月之第一季度業績報告，並於會上議定落實第一季度業績報告之內容。

承董事會命
**北京北大青鳥環宇
科技股份有限公司**
主席
倪金磊

中國，北京，二零二三年五月十二日

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