

inspur 浪潮

浪潮國際有限公司*

INSPUR INTERNATIONAL LIMITED

(於開曼群島註冊成立的有限公司 Incorporated in the Cayman Islands with limited liability)
(股份代號 Stock Code : 596)

Annual Report 09
年度報告

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MiscIO_1_Polarity=Low
MiscIO_1_Trigger=Edge
MiscIO_1_Output_State=Low
MiscIO_1_Type=Input
MiscIO_2_Type=Input
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MiscIO_3_Type=Input
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MiscIO_3_Trigger=Edge
MiscIO_3_Output_State=Low
MiscIO_3_Output_State=High
MiscIO_4_Type=Input

* 僅供識別 For identification purpose only

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EXECUTIVE DIRECTORS

Mr. Sun Pishu
Mr. Wang Xingshan
Mr. Chen Dongfeng
Mr. Dong Hailong

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Meng Xiang Xu
Mr. Liu Ping Yuan
Mr. Wong Lit Chor, Alexis

COMPANY SECRETARY

Ms. Chan Wing

COMPLIANCE OFFICER

Mr. Dong Hailong

AUDIT COMMITTEE

Mr. Meng Xiang Xu
Mr. Liu Ping Yuan
Mr. Wong Lit Chor, Alexis

REMUNERATION COMMITTEE

Mr. Meng Xiang Xu
Mr. Sun Pishu
Mr. Wong Lit Chor, Alexis

NOMINATION COMMITTEE

Mr. Meng Xiang Xu
Mr. Sun Pishu
Mr. Wong Lit Chor, Alexis

AUTHORIZED REPRESENTATIVES

Ms. Chan Wing
Mr. Dong Hailong

AUDITORS

Deloitte Touche Tohmatsu

執行董事

孫丕恕先生
王興山先生
陳東風先生
董海龍先生

獨立非執行董事

孟祥旭先生
劉平源先生
黃烈初先生

公司秘書

陳穎女士

監察主任

董海龍先生

審核委員會

孟祥旭先生
劉平源先生
黃烈初先生

薪酬委員會

孟祥旭先生
孫丕恕先生
黃烈初先生

提名委員會

孟祥旭先生
孫丕恕先生
黃烈初先生

授權代表

陳穎女士
董海龍先生

核數師

德勤 • 關黃陳方會計師行

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China Limited
Agriculture Bank of China Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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WEBSITE

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MAIN BOARD STOCK CODE

596

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
中國工商銀行
中國農業銀行

主要股份過戶及登記處

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

香港股份過戶登記分處

香港中央證券登記有限公司
香港
皇后大道東183號
合和中心
17樓1712-1716室

註冊辦事處

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香港主要營業地點

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九龍灣
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主板股份代號

596

Financial Summary

財務概要

		For the year ended 31 December				2009
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
Revenue	收入	<u>729,561</u>	<u>870,619</u>	<u>922,174</u>	<u>1,841,584</u>	<u>2,155,705</u>
Profit before taxation	除稅前溢利	29,158	27,917	42,848	373,651	288,595
Taxation	稅項	<u>(4,943)</u>	<u>(2,770)</u>	<u>(2,558)</u>	<u>(40,138)</u>	<u>(36,064)</u>
Profit for the year	年度溢利	<u>24,215</u>	<u>25,147</u>	<u>40,290</u>	<u>333,513</u>	<u>252,531</u>
Profit for the year attributable to:	以下人士應佔年內溢利：					
Owners of the Company	本公司擁有人	24,215	25,160	38,801	311,633	254,501
Minority interests	少數股東權益	—	(13)	1,489	21,880	(1,970)
		<u>24,215</u>	<u>25,147</u>	<u>40,290</u>	<u>333,513</u>	<u>252,531</u>
		At 31 December				
		於十二月三十一日				
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	288,939	433,346	743,654	1,419,306	2,074,163
Total liabilities	負債總值	<u>(167,234)</u>	<u>(268,501)</u>	<u>(460,058)</u>	<u>(619,288)</u>	<u>(633,529)</u>
		<u>121,705</u>	<u>164,845</u>	<u>283,596</u>	<u>800,018</u>	<u>1,440,634</u>
TOTAL EQUITY	權益總額					
Equity attributable to owners of the Company	本公司擁有人應佔股權	121,705	158,127	274,654	787,148	1,439,440
Minority interests	少數股東權益	—	6,718	8,942	12,870	1,194
		<u>121,705</u>	<u>164,845</u>	<u>283,596</u>	<u>800,018</u>	<u>1,440,634</u>

On behalf of the Board of Directors of Inspur International Limited (the "Company"), I am pleased to announce the financial report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2009.

FINANCIAL SUMMARY

During the year under review, the Group recorded a turnover of approximately HK\$2,155,705,000, increased by 17% as compared with HK\$1,841,584,000 last year. Profit attributable to shareholders declined from HK\$311,633,000 to HK\$254,501,000, representing a decrease of 18%. Earnings per share decreased by approximately 28%, from HK\$10.22 cents of the corresponding period last year to HK\$7.37 cents. The Board of Directors recommended the payment of a final dividend of HK\$1 cent per share for the year ended 31 December 2009.

BUSINESS REVIEW AND PROPECTS

2009 is an exceptional year full of challenges for the development of the Group.

During the year, the economies around the world were mired in the global financial crisis. Substantial adjustments were made in China's economy. Driven by China's RMB4 trillion stimulus package and the stimulus measures for the ten major industries, the general economy of China was on a steady recovery track despite the imbalanced development of different sectors. Based on its analysis on the prospects of the IT industry, the Group focused on its "specialization" strategy to satisfy customers' need by acting promptly and precisely. With the leadership of the Board of Directors and the cooperation of the entire management and staff, the competitive edges and business characteristics of the Company were capitalised to the full and operation risks were strictly controlled. As such, the Group maintained satisfactory liquidity and its entire business recorded steady growth.

本人謹代表浪潮國際有限公司（「本公司」）董事會，欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零零九年十二月三十一日止年度之業績報告。

財務摘要

於回顧年度，本集團錄得營業額約2,155,705,000港元，較上年度之1,841,584,000港元增長約17%。股東應佔溢利為254,501,000港元，較上年度之311,633,000港元，下降18%。每股盈利由7.37港仙，去年同期為10.22港仙，下降約28%。董事會建議就截至二零零九年十二月三十一日止年度派發末期股息1港仙。

業務回顧展望

二零零九年度是不平凡的一年，也是本集團發展歷程中面對困難、迎難而上的一年。

這一年，國際金融危機給全球經濟形勢帶來沉重的壓力，國內宏觀微觀經濟出現了重大調整。在國家4萬億經濟刺激計劃及十大產業振興規劃的帶動下，國內總體經濟形勢在逐漸好轉，但各行業的發展並不平衡。公司認真分析了IT產業面臨的新形勢，堅持「專注化」戰略，「以客戶為關注焦點」，推行「快速反應，精準執行」的企業作風，在董事局領導下、在全體管理層和全體員工的通力合作、共同努力下，發揮公司現有優勢和業務特點，嚴格控制營運風險，保持了良好的現金流，集團整體業務也實現了較平穩的增長。

In 2009, the Group's implementation of a series of strategic acquisitions further enlarged the business scale of the Company and optimised its product structure. Its integrated IT services business was developed with a focus on the comprehensive solution. In addition, the integration of the IT services business and the original IT trade business created synergy effects. The Group's vast domestic and overseas customer base and nationwide coverage of its marketing network consolidated its leadership or competitive edges in the IT services sectors such as ERP, taxation, telecom and E-Government.

Despite the achievements above, we have recognised the severe competition of the IT industry and the Company's difficulties and problems in its development. One of the examples was that the significant drop in the software outsourcing business acquired in 2008 resulted in the substantial goodwill impairment during the year. As the business scale of the Group grows slow with limited mass market presence and profitability, its risk resistance capability was insufficient. The existing organisation structure is not efficient to meet the quick feedback to market needs of the comprehensive solution provision. The entire management should be more cautious and aggressive in dealing with challenges.

OUTLOOK

In 2010, in spite of the rebound of China's economy, the implementation of China's stimulus measures for the IT industry, as well as the implementation of the industry standards or planning related to new businesses such as computing, logistic network and 3G network, the industrialisation and informationisation of China will be expedited and will create development opportunities for the Group. However, with the unstable economic recovery, the IT market of China will face pressure and challenges arising from domestic and overseas competition. To cope with such challenges, the entire staff of the Company should maintain cooperation for carrying out its further development, capitalising on its competitive edges and adopt proper measures.

2009年，集團繼續透過一系列戰略性收購，進一步擴大公司業務規模、優化產品結構，深入發展以全面解決方案為核心的綜合IT服務業務。同時，通過對IT服務業務及原有IT貿易業務的整合，較好地發揮了整合之規模協同效應。集團擁有眾多國內外客戶、營銷網絡覆蓋全國，鞏固了在ERP、稅務、電信、電子政務等IT服務領域的領航者或優勢地位。

在看到上述所取得的成績的同時，我們認識到IT行業競爭的激烈，看到公司自身在發展中還存在不少的困難和問題，如：08年收購的軟件外包業務出現了明顯的下滑，導致期內的巨額商譽減值；集團整體產業規模增長緩慢，市場力量仍顯薄弱，盈利能力不強，抗風險能力不夠；現有的組織架構效能不足以迅速回應市場需求，提供全面整體解決方案的能力有待於進一步增強。整體管理層必須增強憂患意識，積極應對各種挑戰，扎扎實實地做好各項工作。

前景展望

2010年，雖然國家宏觀經濟形勢總體好轉，並隨著國家電子信息產業振興政策的深入，以及圍繞雲計算、物聯網和三網融合等新興熱點的相關產業標準或規劃的逐步出台，整個國家工業化與信息化的融合步伐將加快，對於本集團來說將是難得的發展機遇。但經濟復蘇基礎並不牢固，中國IT市場將承受國內外競爭的壓力和挑戰。這需要公司同仁繼續齊心協力，堅持發展，立足於優勢業務，採取措施，克服困難、彌補不足。

In the coming year, the Group will optimise and adjust its existing organization structure based on customers' demand to enhance its management level. It will also strengthen its market system establishment and increase its marketing and promotion efforts to explore the domestic and international markets and expand the scale and market share of its core business. Research and development efforts will be increased to improve product market competitiveness to strive for efficient technology, technological improvement and enhancement of solution services capacity and efficiency. In addition, as for the IT services and industry application, the Group will seize the opportunities for overseas acquisition, integrate upstream and downstream resources and optimise its product chains. External cooperation will also be reinforced and strategic partners will be identified to create strategic alliance for further enlarging its core business scale to maintain its leading position in the IT services sector.

Looking forward, the Group will continue to seek new opportunities by striving for product innovation and introducing new business model and to create wealth for the society and satisfactory returns for the Company and shareholders.

APPRECIATION

The Group's outstanding performance is attributed to the supports of our business partners, staff, management and shareholders. On behalf of the Board of Directors, I would like to take this opportunity to extend my gratitude and appreciation to our shareholders and staff for their continued supports and valuable contributions during the year.

Sun Pishu

Chairman

Hong Kong, 8 April 2010

新的一年，本集團將根據客戶需求對現有組織結構進行優化和調整，提高集團精細化管理水平。加強市場體系建設，加大市場投入和開拓力度，積極拓展國內、國際兩個市場，擴張核心業務規模和市場佔有率。加大研發投入，提升產品市場競爭力，向技術要效益，不斷提升技術和方案解決的服務能力和效率。同時圍繞著IT服務和行業應用領域，擇機在海內外進行並購，整合上下游資源，完善集團產品鏈；加強對外合資合作，尋找戰略合作夥伴，締結戰略聯盟，進一步做深化作大核心業務規模，繼續保持在IT服務領域特的領先地位。

展望未來，本集團將繼續努力奮鬥，不斷創新新產品、新模式以及繼續尋求新的商機，期望為為社會創造更多的財富，為公司及股東帶來理想回報。

致謝

本集團擁有今天的成績，全賴業務夥伴、員工、管理層及股東的支持。本人謹代表董事會向全體股東致以衷心的謝意，感謝大家一直以來對集團的鼎力支持，並對全體員工於過去一年為集團所作出的寶貴貢獻致意。

孫丕恕

主席

香港，二零壹零年四月八日

FINANCIAL REVIEW

Capitalizing on its successful business transformation and synergies achieved in 2008, the Group further consolidated its major business by implementing strategies to become a leading integrated IT service provider in China. Principally engaged in solution provision, our integrated IT service business covers a wide range of industries and sectors, including ERP, taxation, telecom, finance, E-government, software outsourcing and digital media. During the year, turnover of IT service business made up about 69% of total turnover of the Group, representing an increase of over 20% as compared with the corresponding period of last year. Its segment results accounted for 85% of the overall results. With such significant results, the Group will continue to attach great efforts on IT service business in its future strategies.

(1) Turnover

During the year, turnover of the Group maintained a steady growth. The Group recorded a turnover of approximately HK\$2,155,705,000 (2008: HK\$1,841,584,000), representing an increase of approximately 17% as compared with last year, which was mainly attributable to the increase in turnover of IT service business. During the year, IT service business recorded a turnover of approximately HK\$1,483,446,000 (2008: HK\$1,233,817,000), representing an increase of approximately 20% as compared with last year. The increase was mainly due to the growth of ERP business and telecom IT services.

During the year, overseas sales of IT products had a turnover of approximately HK\$145,671,000 (2008: HK\$171,418,000), representing a decrease of 15% as compared with last year.

IT components trading had a turnover of approximately HK\$526,588,000 during the year (2008: HK\$436,349,000), representing an increase of nearly 21% as compared with last year.

財務回顧

在2008年度業務成功轉型和整合的基礎上，本集團確立了立足於優勢業務，定位於國內領軍的綜合IT服務供應商的戰略。以解決方案為核心的IT服務業務覆蓋了ERP、稅務、電信、金融、電子政務、軟件外包、數字媒體等行業和領域。本年IT服務業務佔本集團總營業額近69%，比去年同期增長超過20%，其分類業績貢獻約佔整體比重的85%。進一步確定了IT服務業務在本集團的核心地位和未來的投入方向。

(1) 營業額

本年內，營業額保持穩定增長。本年內錄得營業額約為2,155,705,000港元(二零零八年：1,841,584,000港元)，較去年增長約為17%。營業額增長主要來自於IT服務業務營業額增加。本年內IT服務業務錄得營業額約為1,483,446,000港元(二零零八年：1,233,817,000港元)，較去年增長約為20%。營業額的增長主要貢獻來自於ERP業務和通信行業IT服務業務的增長。

本年內IT產品國際銷售錄得營業額約145,671,000港元(二零零八年：171,418,000港元)，較去年減少15%。

本年內IT元器件貿易錄得營業額約526,588,000港元(二零零八年：436,349,000港元)，較去年增長近21%。

(2) Gross profit

Gross profit of the Group was approximately HK\$498,403,000 during the year (2008: HK\$514,182,000), representing a decrease of 3.07% as compared with last year. The Group's consolidated gross profit margin for the year decreased by 4.8% to 23.12% (2008: 27.92%). The decrease was mainly due to the drop in gross profit margins mainly from ERP, financial IT service and software outsourcing business segments and also keen market competition.

(3) Selling and distribution cost

During the year, selling and distribution cost amounted to approximately HK\$106,571,000 (2008: HK\$69,053,000), representing an increase of 54.33% as compared with last year, which was mainly due to the increase in the marketing and promotion expenses in financial IT service and taxation business.

(4) Impairment loss and other intangible asset

During the year, the impairment loss on goodwill and other intangible asset amount to approximately HK\$79,332,000(2008: Nil). Our management recognised the full impairment on Goodwill and partial on the other intangible asset arising in the acquisition of software outsourcing in 2008 as a result of the much lower-than-expected profit contribution and future economic benefits.

(5) Profit attributable to shareholders

Net profit attributable to shareholders for the year was approximately HK\$254,501,000 (2008: HK\$311,633,000), representing a decrease of 18.33% as compared with last year, which was primarily due to the decrease in gross profit margin of the Company and expenses incurred for the impairment loss on intangible assets and goodwill of software outsourcing business. Net margin of the Company for the year was 11.71% (2008: 18.09%), representing a decrease of 6.4% as compared with 2008.

Basic and diluted earnings per share were HK\$7.37 cents (2008: HK\$10.22 cents) and HK\$5.62 cents (2008: 7.02 cents) respectively.

(2) 毛利

本年內集團錄得毛利約498,403,000港元(二零零八年：514,182,000港元)，較去年減少3.07%。本年內集團的綜合毛利率為：23.12%(二零零八年：27.92%)，下降4.8%。毛利率同比下降的主要因為因市場競爭激烈，ERP、金融IT服務業務和軟件外包業務的毛利率下降。

(3) 銷售及分銷成本

本年內銷售及分銷成本約106,571,000港元(二零零八年：69,053,000港元)，較去年增長54.33%，主要是因為金融IT服務和稅務IT服務的市場推廣費用增加。

(4) 商譽和其他無形資產的減值

本年內，商譽和其他無形資產的減值費用約79,332,000港元(二零零八年：無)。管理層確認由2008年收購軟件外包業務引致全部商譽和部分其他無形資產的減值主要系軟件外包業務盈利貢獻和未來經濟利益遠遜收購預期。

(5) 股東應佔溢利

本年內股東應佔溢利淨額約為254,501,000港元(二零零八年：311,633,000港元)，較去年下降18.33%。溢利下降主要系公司的整體毛利率下降及軟件外包業務的無形資產及商譽減值支出所致。本年內公司取得了11.71%(二零零八年：18.09%)的淨利潤率，相對08年下降6.4%。

每股基本及攤薄後每股盈利分別為7.37港仙(二零零八年：10.22港仙)和5.62港仙(二零零八年：7.02港仙)。

(6) Financial resources and liquidity

As at 31 December 2009, shareholder's funds of the Group amounted to HK\$1,439,440,000 (31 December 2008: HK\$787,148,000). Current assets amounted to HK\$1,703,256,000, of which HK\$918,347,000 was bank deposits and cash balance which were mainly denominated in Renminbi.

Current liabilities, including trade and bills payables, amounts due to fellow subsidiaries, other payables and accrued expenses and taxation payable, amounted to HK\$381,904,000. The Group's current assets were around 4.46 times over its current liabilities (31 December 2008: 3.21 times).

As at 31 December 2009, the Group had no bank borrowings.

Gearing ratio of the Group, calculated as total interest-bearing borrowings divided by shareholders' equity, was 0.13 (2008: 0.32).

FOREIGN EXCHANGE EXPOSURE

All of the Group's purchase and sales are mainly denominated in United States Dollars and Renminbi. The Group has not used any derivative instrument to hedge against its currency exposures. The Directors believe that with its sound financial position, the Group is able to meet its foreign exchange liabilities as and when they become due.

CONTINGENT LIABILITIES

As at 31 December 2009, the Group had no material contingent liabilities (31 December 2008: Nil).

CAPITAL STRUCTURE

The Group finances its operations mainly from shareholder equity, internal generated funds and funds raised through placing of shares in 2009.

On 1 June 2009, the Company completed a placing of 310,000,000 ordinary shares to certain investors at a price of HK\$1.40 per share, receiving net proceeds of approximately HK\$420 million.

(6) 財務資源及流動性

於二零零九年十二月三十一日，本集團之股東資金為1,439,440,000港元(二零零八年十二月三十一日：787,148,000港元)。流動資產為1,703,256,000港元，其中主要為銀行存款和現金結餘918,347,000港元，主要為人民幣。

流動負債為381,904,000港元，主要包括應付賬款、應付同系附屬公司款項、其他應付賬款及應計開支以及應付稅款。本集團的流動資產約為其流動負債的4.46倍(二零零八年十二月三十一日：3.21倍)。

於二零零九年十二月三十一日，本集團並無銀行借款。

本集團之權益負債比率(以總計息負債除以股東權益計算)為0.13(二零零八年十二月三十一日：0.32)。

外匯風險

本集團之採購及銷售主要以美元及人民幣計值。本集團並無使用任何衍生工具以對沖其貨幣風險。董事相信，在本集團財務狀況穩健之情況下，本集團將可應付其到期的外匯負債。

或然負債

於二零零九年十二月三十一日，本集團並無重大或然負債(二零零八年十二月三十一日：無)。

資本架構

本集團主要以股東資金、內部產生資金及2009年配售所得的資金作為其經營業務的資金。

於二零零九年六月一日，本公司已按每股股份1.40港元之價格向若干投資者完成配售合計310,000,000之普通股，所得款項淨額約為4.2億港元。

ACQUISITIONS

Pursuant to an acquisition agreement dated 27 April 2009, the Group agreed to acquire additional 46.67% equity interests in Shandong Inspur E-Government Software Limited (“Inspur E-Government”) at a consideration of RMB11,000,000. Inspur E-Government is principally engaged in the development and distribution of e-government software. The acquisition was completed during the period, since then the Group has owned the entire equity interests in Inspur E-Government.

Pursuant to an acquisition agreement dated 1 June 2009, the Group agreed to acquire the entire equity interests in Jinan Inspur Communication Limited (“Jinan Communication”) at a consideration of RMB130,000,000. Jinan Communication is an investment holding company and holds 30% equity interests in Qingdao Lejin Inspur Digital Communication Limited (“Qingdao Lejin”). Qingdao Lejin is principally engaged in development, manufacturing and sales of wireless GSM mobile phones and value-added software for mobile phones. The acquisition was completed in July 2009.

Pursuant to an assets and business transfer agreement dated 3 September 2009, the Group agreed to purchase all assets and business owned by a digital media department at a consideration of RMB30,000,700. The digital media department focuses its efforts on the provision of integral solution for the transformation from traditional media to new media and the related consultancy services and has developed a series of information technology services on integral solution for the new media, digital TV system for integral translation solution, video-on-demand operation system and the related fields in new media, mounting a leading position in the domestic industry. The Group believes that the acquisition will prompt Inspur International to enter into the novel media industry and achieve synergies with other existing information technology industries of Inspur International, thereby consolidating its leading position in the provision of integrated IT services in the PRC. The acquisition was completed in September 2009.

EMPLOYEE INFORMATION

As at 31 December 2009, the Group had 2,774 employees (2008: 3,072), representing a decrease of 298 employees in 2009. The decrease was mainly as a result of the redundancy of some of the employees under the market recession of software outsourcing business in 2009.

收購事項

根據日期為二零零九年四月二十七日之收購協議，本集團同意以代價人民幣11,000,000元收購山東浪潮電子政務軟件有限公司（「浪潮電子政務」）之額外46.67%股本權益。浪潮電子政務主要從事開發及分銷電子政務軟件。本期完成事項收購，收購完成後，本集團於浪潮電子政務之股權增加到100%。

根據日期為二零零九年六月一日之收購協議，本集團同意以代價人民幣130,000,000元收購濟南浪潮數字通信有限公司（「濟南通信」）之100%股本權益。濟南通信為投資控股公司，其持有青島樂金浪潮數字通信有限公司（「青島樂金」）之30%股本權益，青島樂金主要從事開發、生產及銷售無線GSM流動電話及相關增值軟件。於本年七月完成該事項收購。

根據日期為二零零九年九月三日之資產及業務轉讓協議，本集團同意以代價人民幣30,000,700元收購數字媒體事業部之全部資產與業務。數字媒體事業部一直致力於為傳統媒體向新媒體的革新轉變提供整體解決方案及諮詢服務，並在新媒體之整體解決方案、數字電視整體平移解決方案、視頻點播系統及新媒體之相關領域開發出一系列資訊科技服務，在國內同行業中居前列。我們相信收購事項將加速浪潮國際進入新媒體領域，並與浪潮國際現有之其他資訊技術行業產生協同效益，鞏固其於國內綜合IT服務供應商的領導地位。於本年九月完成事項收購。

僱員資料

於二零零九年十二月三十一日，本集團有2,774名僱員（二零零八年：3,072名僱員）。2009年度僱員人數的減少298人，主要是由於軟件外包業務萎縮，裁減部分員工。

Total employee remuneration, including directors' remuneration and mandatory provident fund contributions, amounted to approximately HK\$181,150,000 (2008: approximately HK\$153,202,000).

According to a comprehensive remuneration policy, which was formulated by the Group and reviewed by the management, employees are remunerated based on their performance and experience. On top of basic salaries, discretionary bonus and share options may be granted to eligible employees with reference to the Group's and the employee's performance. In addition, the Group provides mandatory provident fund, medical and insurance schemes for employees. The Group also offers continuous education and training programmes to the management and other employees to enhance their skills and knowledge.

CHARGES ON ASSETS

As at 31 December 2009, none of the Group's assets was pledged (31 December 2008: Nil).

BUSINESS REVIEW

In 2009, global economy struggled under the financial crisis and the IT industry was no exception. The timely launch of the RMB4 trillion economic stimulus package and ten industries' revitalization plan by the PRC Government boosted overall economy. Signs of recovery are everywhere. Major fields of IT investment are on the right track to revive.

In 2009, the Group further expanded its business scale, refined its product mix and consolidated its business and operation modes as an integrated IT services provider with the provision of solution as its core business through a series of strategic acquisitions. In addition, the Group achieved the economic synergy through integrating IT service business and existing IT trading business. For customer relations management, the Group considered customers as our strategic assets by placing great emphasis on customer management and services. While exploiting existing customer resources, the Group proactively established new customer network. Apart from reinforcing research and development efforts, the Group also expanded new markets, products and industries to weather the financial crisis and achieve satisfactory

本年內，僱員薪酬總額(包括董事及強制性公積金供款)約為181,150,000港元(二零零八年：約153,202,000港元)。

本集團提供了經管理層審查的全面的薪酬政策，根據僱員之表現、經驗釐定僱員薪酬。本集團參考其業績及個別員工之表現向合資格員工授予基本薪金以外之酌情花紅及購股權。此外，本集團亦向員工提供強制性公積金計畫及醫療保障計畫及為管理人員和其他僱員投資繼續教育及培訓專案，以不斷提升他們的技能及知識。

資產抵押

截止二零零九年十二月三十一日，本集團的資金並無被質押(二零零八年十二月三十一日：無)。

業務回顧

2009年，因受金融危機的影響，全球實體經濟受到了衝擊，IT行業也不可避免的受到了經濟危機的影響。中國政府適時推出了4萬億經濟刺激計畫及十大產業振興規劃，總體經濟形勢逐步好轉，積極效果逐步體現，主要領域的IT投資有所恢復。

2009年，集團繼續透過一系列戰略性收購，進一步擴大公司業務規模、優化產品結構，進一步確立了以提供全面解決方案為核心的綜合IT服務的商業和運營模式。同時，通過對IT服務業務及原有IT貿易業務的整合，較好地發揮了整合之規模協同效應。在客戶關係管理上，本集團以「客戶為公司戰略性資產」思想為指導，高度重視客戶管理和服務，深挖現有客戶資源的同時，積極拓展新客戶；同時加大研發力度，不斷的開發新市場，新產品和新行業，令集團渡過了金融危機，並取得了良好的表現。截至報

results. With numerous domestic and overseas customers and a nationwide sales network, the Group became a leading IT services enterprise with competitive edges in ERP, taxation, telecom and E-government as at the end of the reporting period.

(1) IT services business

The IT services business of the Group covers ERP, telecom, taxation, finance and government sectors. Principally engaged in comprehensive solution provisions, its integrated IT services range from IT consultancy services, hardware, equipment to application of software, assembling of systems, operation maintenance and outsourcing.

ERP

As an experienced domestic management software provider, the Group has been in leading position in terms of customer base and high-end market of China for the seventh consecutive year. In respect of our centralized group management solution, upon the successful launch of upgraded PS10 and GS5.0 products through the technical collaboration with Microsoft Corporation in 2008, the Group devoted to enhancing product stability, user-friendliness and features based on the verification results by various high-end customers. Ultimately, the Group released GS5.0.1, an upgraded version of GS5.0. GS5.0.1 is one of the most advanced ERP products in the PRC at present and is developed fully based on the GSP business under SOA structure to facilitate the implementation of a centralized management model. It also leads the high-end development of informationization trend of China. In addition, adopting innovative virtualization technology and achieving green installation, this version strengthened the competitive edges of Inspur's ERP-GS series over major rivals in large-scale and concentrated applications.

The Company emphasized on technology innovation and reinforced investment in the research and development of GSP platform. The new features of GSP platform, including alert systems, interface services, data exchange services and safe search engine for enterprises, has been developed. In particular, the interface technology and data exchange technology are among the state-of-the-art technologies in

告期末，集團擁有眾多國內外客戶，行銷網路覆蓋全國，鞏固了在ERP、稅務、電信、電子政務等IT服務領域的領航者或優勢地位。

(1) IT服務業務

本集團所從事的IT服務業務，是指圍繞ERP、電信、稅務、金融、政府等行業，提供以全面解決方案為核心的包括IT諮詢服務、硬體設備、應用軟件、系統集成、運行維護、外包等在內的綜合IT服務。

ERP

作為中國資深管理軟件廠商，本集團連續7年獲得中國集團保持在集團客戶領域、高端市場的領先地位。本集團在集中式集團管理解決方案中，通過與微軟在技術層面的合作，於2008年成功推出全面升級後的企業管理軟件PS10及GS5.0產品後，通過多家高端客戶的深入使用驗證，穩定性、易用性和性能等方面一直在不斷的提升。在此基礎上，今年發佈GS5.0的升級版本GS5.0.1，作為目前國內先進的ERP產品之一，面向集團企業支援「集中式」管理模式，全面基於SOA架構的GSP基礎業務平台開發，引領國內高端資訊化。同時，該版本採用自主創新的虛擬化技術，實現綠色安裝，提高了用戶體驗，產品性能進一步提升，鞏固了浪潮ERP—GS系列產品在大規模集中應用場景中性能遠優於主要對手的競爭優勢。

公司堅持技術創新，加大對GSP平台的研發投入力度，完成了GSP平台的預警服務、組合介面服務、資料交換服務、企業安全搜索引擎等新特性，其中組合介面和資料交換技術處於國內領先水準。公司逐步建立起基於GSP基礎業務平台的研

the PRC. The Company established research guidelines and management standards based on the GSP business platform. It also fortified the research and development of vertical project management to enhance substantially the possibility of successful completion. In addition, based on the GSP platform, the Group maintained a management platform for research and development with synergy and high efficiency to bolster the entire life cycle management of products. The Company launched industry-focused products and solution based on GS version for major industries, including military, shipbuilding, infrastructure, coal mining, pharmaceutical, fast consuming goods and annuity etc, to establish a foundation to tap into these major industries.

With the addition of six module, namely, performance assessment, cost accounting, workshop costs, vertical supervision, facilitates management and loadometer management, Inspur's self-developed product, ERP-PS10, accelerates the realization of dynamic integration of finance, business and production through continuous optimization and upgrade. This product enhances the consistency, synchronization and completeness of logistics, information flow and capital flow. It also ensures the comprehensive data flow between financial budget, control and financial analysis while improving the transparency and standardization of business flow and streamlining production and management. PS10 is available in multi-language versions and is characterized by various innovative technologies. Inspur has applied for the national patent for PS10. The multi-language versions of PS10 was successfully implemented in the oversea subsidiaries of China Communications Construction Company (CCCC) Group and others, which facilitate our entry into the international market and exemplify the development of multi-language versions for other products.

In 2009, the Company established a team specialized for managing key customer information to strengthen strategic cooperation. The Company formed alliances with strategic customers to participate in their informationization three-to-five-years' strategic plan. We also set up an IT services department specialized for the IT services operation of the Company. "Inspur's ERP Implementation corporate service management system" has been established based on the

髮指南及管理規範，加強研發立項專案管理，按計劃達成率明顯提高；同時，依託GSP平台，打造協同高效的研發管理平台，支援產品全生命週期管理。隨後還相繼推出基於GS產品的軍工、造船、基建、煤炭、醫藥、快速消費品、年金等重点行業產品和解決方案，為深入重點行業發展奠定了基礎。

浪潮研發的ERP-PS10產品通過持續完善與升級，新增績效考核，成本核算，車間成本，垂直監控，設備管理，地磅管理6個業務模組，可以實現動態的財務、業務、生產一體化，實現物流、資訊流、資金流高度一致性、同步性和完整性，實現財務預算、財務控制和財務分析的完全動態化，業務流的透明化和規範化，生產管理的精細化和合理化。PS10發佈了多語言版本，採用多種創新技術，已申請國家專利。多語言版的PS10產品有利的推動了浪潮ERP國際化，目前PS10已在在中交集團海外公司等企業實現成功應用，為公司其他產品支援多語言起到了良好的借鑒。

2009年，公司成立了大客戶資訊化建設小組，與戰略客戶締結聯盟，幫助客戶進行3-5年的資訊化戰略規劃，將合作的層次提升到規劃的高度。公司成立了IT服務事業部，專

customer satisfaction evaluation results mode. Through this evaluation mode, we can overall provide better informationization service and solutions, including IT planning and system maintenance for our customer.

The Company continued to consolidate its leading position in a variety of high-end sectors, such as group management, business intelligence and supply chain, by successfully entering into agreements of software supply and service with a number of famous enterprises directly under the SASAC, such as Sinopec, Sinograin, CCGRP, China Railway Group, CRCC, China Aerospace Science and Technology, Air China, COMAC, ADBC, Jiangnan Shipyard, China Hengtian Group and BOC, to ensure stable sales growth.

In 2010, adhering to our strategy “lead in the high-end market, focus on industry, breakthrough channel”, the Group will adopt effective measures to fortify strategic alliance through self-innovation and external collaboration. The Group will cater for customers’ requirement by enhancing the product features and applications. Through innovative research and development and sales and distribution models, the Group will promote the application of ERP among customers in top-tier industries. It will encourage the upgrade and value-added applications among existing PS customers through extended sales channel to exploit the SME market. We will support our sale channel to transform to value-added service provider. Keeping pace with the concurrent applications trend in SAAS, computing, 3G network, logistic network’s application for 3G and RFID, the Group will follow up the integrated application of corporate ERP system so as to leverage the Group’s integrated solution applications.

Telecom IT services

The year 2009 saw the debut of 3G operations in the PRC. The three major telecom operators in the PRC, namely, China Mobile, China Unicom and China Telecom, adopted moderate development strategies to establish a large-scale 3G network while maintaining and upgrading relevant 2G services. Being one of major service providers of these three telecom operators, the Company leveraged its accumulated industry experiences and market expansion capabilities to provide customers with integrated solutions focusing on

門負責公司IT服務運營工作，建立了浪潮ERP「公司級實施服務管理框架體系」，完成了客戶滿意度評估模型，為客戶提供IT規劃、系統運維等整體資訊化服務方案。

公司繼續保持在在集團管理、商務智慧、供應鏈等高端領域的領先地位，成功與中石化、中國儲備糧、中國交通建設、中國中鐵工、中國鐵建、中國航太科技、中國航空、中國商飛、中國農業發展、江南造船、中國恆天、中國銀行等諸多大型中央企業簽署了軟件產品供應與服務協定，為穩定集團銷售增長提供了有力保障。

2010年，公司將繼續貫徹「引領高端、專注行業、突破渠道」的戰略思想，採取有力舉措，通過自主研發和對外合作，締結戰略聯盟，提升產品適應面與適用性，滿足客戶需求；通過創新研發和行銷模式，深挖公司高端和優勢行業客戶的ERP應用，挖掘PS老客戶升級及增值應用，支援渠道向增值服務商轉型，向中小企業市場擴張，進一步提升在細分市場的佔有率。同時，緊跟SAAS、雲計算、3G網路、物聯網對3G、RFID等新技術的應用趨勢，跟進企業ERP系統的集成應用，以發揮本集團綜合解決方案的優勢。

通信行業IT服務

2009年是國內運營商開始建設和發展3G的元年，中國移動、中國聯通和中國電信三大運營商均採取了穩健的發展策略，在大規模進行3G網路建設的同時，注意維護和提升2G相關服務。公司作為三家運營商的重要服務供應商之一，憑藉多年來積累的行業優勢和不斷開拓的市場能力，能夠為客戶提供面向業務、

business, operation and maintenance and services. In particular, the Group's professional and specialized team of technology experts offered localized technology supporting services for the three major operators in the PRC.

With the increasing application of 3G technology, the applications of mobile internet and data business are highlighted and the requirements of OSS and other relevant IT services are tightened. The Company grasped the opportunities to actively participate in the formulation of the OSS plan and standardization, laying a sound foundation for the future market development. Driven by both the increasing demand and the need for accelerated planning, the Company established an integrated OSS and accelerated the formation of new business.

In 2009, the Company participated in the formulation of TD network management and network optimization specification for China Mobile. The Company implemented TD network management access control in Inspur's delegated provinces. During debut competition in the Jiangsu Mobile TD network, the Company consolidated its TD integration solution capabilities. The Company participated in the application plan of network management at both provincial and headquarter level of WCDMA of China Unicom and formulated relevant standards. In Shandong, we completed the pilot establishment of WCDMA and passed the verification test. We also successfully bid for WCDMA networks management in Tianjin and Hainan provinces. The Company participated in the operation and maintenance of network management and completed the formulation of OSS planning at the provincial level and at headquarters of Unicom Group. The Company also conducted special investigations and coordination of alert systems, customer portals, operation and maintenance portals, relevant business processes and IT network management. Furthermore, the Company participated in network optimization of CDMA of China Telecom. It was responsible for compiling standards of topology, security management and key security module into the Functional Specification of Mobile Network Management System (移動網絡管理系統功能規範) guiding the establishment of mobile communication for China Telecom.

面向運維、面向服務多層次的綜合解決方案；在全國範圍內，通過專業化、專注化、專家級的技術隊伍，為三大運營商提供本地化的技術支援。

3G技術的應用，使得移動互聯網、資料業務的應用提供成為重心，同時對運維支撐系統(OSS)及其它相關IT服務提出了更高的要求。公司緊緊抓住機遇，積極參與OSS規劃和規範的制訂工作，為後續市場開展打下良好的基礎。同時根據業務和規劃快速梳理產品需求，在「需求+規劃」雙驅動下，構建融合的運營支撐系統，加快新業務的推動。

2009年，公司參與了中國移動TD網管、網優規範的制定，在浪潮負責的省份，實施TD網的管理接入；完成江蘇移動的TD大會戰，並形成對TD的綜合解決方案能力。參與完成了中國聯通集團公司的WCDMA省級和總部網管應用規劃，並制定了相關規範；在山東完成WCDMA試點建設並通過驗收測試，並成功中標山東、天津、海南等省；參與完成了聯通集團公司主體運維省級和總部網管應用及OSS規劃方案，並對預警系統、客戶門戶、運維門戶、相關業務流程、IT網管安全等進行了專題研究和梳理。參與完成中國電信集團CDMA網優規劃工作，負責拓撲、安全管理、重點保障模組等的規範編寫，形成了中國電信集團指導移動通信建設的《移動網路管理系統功能規範》。

In 2009, the Company was granted the qualification of Grade A product agent by China Mobile Group. The Company constructed an intelligent multi-dimensional dispatch system (智能化多維調度系統) and achieved all-rounded command integrating 2G, TD and WLAN networks to ensure network quality, telecom service and telecom security, which secured the network quality of the 11th National Games of the People's Republic of China. The Company enhanced investment in research and development of new products, launched and promoted products of integrated resources management system. As at the date of this report, the integrated resources platforms constructed by the Company have already made its presence in seven provinces among those China Mobile has established integrated resources management system. The Group has surpassed its major rivals to be the leader in resource management of China Mobile Group.

Concentrating on its existing bases including Shandong, Jiangsu and Hunan, the Company endeavoured to extend its market reach and boost demand by entering into new projects and exploring new partnerships such as Sichuan Mobile and Liaoning Mobile. The Group's OSS has presence in the market of China Mobile in 16 provinces, the market of China Unicom in five provinces and the market of China Telecom in a number of provinces.

Apart from the above, the Group promoted the healthy business development through exploring demand of customers and markets. Taking new businesses such as data business as new focus, the Group actively engaged in the research and development of telecom management and other IT services value-added business. Besides, the Group consolidated overseas development strategy, expanded overseas telecom markets and enhanced localized applications of OSS in overseas markets through cooperation with large-scale telecom equipment providers. The group won of tenders and entered into contracts with telecom companies in numerous countries, such as Nigeria, Saudi Arabia, Indonesia, Chili, Canada and Libya. As at the date of this report, the Company's OSS has made presence in 15 countries. In particular, the contract in Canada marked the Group's entrance into developed countries in North America.

2009年，公司被授予中國移動集團資訊化產品甲級代理商資質；承建了「智慧化多維調度系統」，實現了2G、TD、WLAN三網合一綜合的指揮調度，為第十一屆全國運動會提供了良好的網路品質、通信服務與通信保障工作。公司加大新產品研發投入，推進綜合資源管理系統產品化，並進行推廣；截止目前，公司承建的綜合資源平台在中國移動已經啟動綜合資源管理系統建設的省份中已經佔據了7個省份，超越主要競爭對手，佔領了在中國移動集團資源管理方面的制高點。

公司以山東、江蘇、湖南等「老根據地」為中心深挖市場和需求，簽下多個新項目；而且還新開拓了四川移動、遼寧移動等新市場，使得公司在電信運營支撐系統(OSS)市場已佔據中國移動16個省，中國聯通5個省以及電信多個省市的市場份額。

除上述外，集團還通過深入發掘客戶和市場需求，以資料業務等新業務增長點，積極研發電信管理和其他IT服務增值業務，促進業務均衡發展。同時進一步鞏固了「搭船出海」的海外發展戰略，通過與大型電信設備商的合作，積極開拓海外電信市場，強化對OSS的海外市場的本地化應用，先後中標及簽約尼日利亞、沙特、印尼、智利、加拿大、利比亞等。截至目前，公司的OSS產品已在海外十五個國家得到應用，特別是簽單加拿大，實現了在北美發達國家的突破。

In the face of the 3G era and immense opportunities brought by the integration of computing and 3-network, trailing operators closely, the Group will seize the chance to engage in the research of new business support models of operators and focus the development of OSS. Besides, replying on the ONEOSS2.0 of China Mobile, the Group will consolidate the development of integrated resources products as well as develop and promote products such as integrated supervision, integrated analysis, integrated network optimization and standardization platform for information gathering. Furthermore, the Company will explore value-added businesses, including data business and mobile payment to lay a solid foundation for the sustainable development of the Company. The Company will further consolidate its existing business in the developed provinces and increase business scale in the region in order to extend its geographical coverage and expand its market share.

IT services for taxation

This business of the Group's IT services for tax management principally includes the provision of tax-collection cashier machines, tax management software and integrated tax-control solutions for taxation authorities and commercial customers. The Company has the capability to develop tax-related software products independently, including tax management, invoice management and data analysis management systems which have been launched and applied in Beijing, Guangxi, Hebei, Shandong and Anhui.

The tax-collection cashier machine market in the PRC is large and has enormous potential. Since the introduction of the concept of "tax management based on invoices" and the relevant documents by the State Administrative of Taxation in 2005, a total of 12 provinces and municipalities have accomplished tender of tax-collection cashier machines. The Company has maintained its leading position in the industry as it was selected as the contractor for 10 provinces and municipalities, including Guangdong, Beijing, Shanghai, Liaoning, Jiangsu and Heilongjiang. In particular, the Company was the only tax management contractor which won the tenders of Guangdong, Shanghai, Beijing and Jiangsu, these four provinces with highest tax revenue in the PRC. The sales of the Group's tax-collection cashier machines ranked first in the PRC in seven consecutive years, which is far ahead other competitors.

面對3G時代的到來以及雲計算和三網融合帶來的機會，集團將抓住歷史性機遇，緊跟運營商步伐，研究運營商新的支撐業務模式，精確規劃OSS發展方向；以中國移動ONEOSS2.0為依託，在鞏固發展綜合資源產品的同時，繼續開發推廣綜合監控、綜合分析、綜合網優、統一採集平台等產品，同時探索進入資料業務和手機支付等增值服務業務，為公司可持續發展打下基礎；進一步鞏固現有發達省份區域業務，努力提升發展中區域的業務規模，穩步拓展新的區域市場，提高市場覆蓋範圍，提高市場佔有率。

稅務行業IT服務

本集團的稅務行業IT服務業務主要涵蓋向稅務機關及商業用戶提供稅控收銀機、稅控管理軟件和稅控一體化解決方案。公司擁有獨立的稅務相關軟件發展能力，開發的稅務決策系統、發票管理系統、資料分析系統等軟件產品在北京、廣西、河北、山東、安徽等推廣使用。

中國稅控收銀機市場規模和潛力巨大，自2005年國稅總局提出「以票控稅」的管理思想和相關檔出台後，截至目前，全國已共計12個省市完成了稅控收銀機的招標工作，浪潮成功入圍廣東、北京、上海、遼寧、江蘇、黑龍江等10個省市，繼續保持業內的領航者水準，特別是浪潮是唯一一家同時中標廣東、上海、北京和江蘇列全國稅收收入前四位的稅控廠商。本集團銷售的稅控收銀機已連續七年穩居國內市場第一，遙遙領先於其他競爭對手。

The Company devotes in product innovation based on market demands. To cater for the transformation of taxation administration from management-oriented to service-oriented operation, the Company has developed the automatic ratepaying machines (“ARM”). Upon the further improvement, the ARM offers more than 20 automatic tax management functions and materialized the first integrated tax management platform for both national and local tax. It has commenced trial run in 12 provinces such as Shandong, Jilin, Shanxi, Hebei, Chongqing and Shanghai.

In 2010, the Group will closely monitor the latest development of tax management market, carry out in-depth investigation into the market competition and adopt measures to analyze, follow up and deal with the impacts of innovative “information tax management” and “online tax reporting” on traditional tax management of “tax management based on invoices”. The Group aims to consolidate its technological leading status in the tax management industry by leveraging on its differentiated competitive edges and technological advantages in both hardware and software. In order to optimize and strengthen the two core business, tax paying service and tax collection management, the Company will develop value-added services for tax bureau and tax payers through reallocation of tax business resources and centralized planning, and the construction of Golden Tax Project Phase III and the formulation of relevant standards. It is expected that related IT services of integrated solution for taxation management, such as software series for taxation, tax-collection cashier machines and ARMs will boost the growth of the Group's results.

Financial IT services

Financial business is the traditional business of the Company which serves financial institutions, such as Industrial and Commercial Bank of China, Agricultural Bank of China, Bank of China and China Construction Bank. In 2009, after financial crisis, we have not figured out a more efficient coping strategy to fight with declining IT services procurement from financial industry. Our revenue and market shares shrunk under the vigorous market competition in 2009. The Company has to adopt effective measures for a turnaround in 2010.

公司緊跟市場需求，進行了產品創新，為配合稅務局由管理型向服務型政府的轉變，自主研發了自動辦稅終端（ARM），通過對產品功能的進一步完善，ARM實現自助辦稅業務功能多達20餘項，並首創了國、地稅一體化自助辦稅平台。目前已經開始在山東，吉林，山西，河北，重慶，上海等12個省試點使用。

2010年，本集團將密切關注稅控環境最新變化，深入研究市場競爭狀況，採取措施分析、跟進和應對「資訊管稅」、「網路報稅」等新思想給「以票控稅」等傳統稅控模式帶來的影響。堅持走差異化競爭路線，凸顯軟硬一體化的技術優勢，鞏固在稅控行業內的技術領先地位。公司將整合稅務業務資源，統一規劃和積極跟進國家金稅三期建設和相關標準的制定，圍繞優化納稅服務和加強稅收徵管兩個核心業務，大力開拓稅務局端和納稅人端的增值服務，希望通過包括稅務行業系列軟件系統、稅控收銀機，自助辦稅終端等的稅務行業整體解決方案相關的IT服務，為本集團的業績提供穩定的支撐。

金融行業IT服務

金融業務是公司的傳統業務，長期服務於工農中建等金融機構。2009年，由於對金融危機帶來的金融IT採購萎縮沒有採取出更加高效的應對策略，導致2009年在面對激烈的市場競爭中，收入下降，市場份額萎縮，2010年必須採取有效措施改變現狀。

In view of the lackluster operation environment of the entire financial sector, particularly in the first quarter of the year, the Group timely adjusted its market strategy with a focus on the financial IT services. The strategy aimed at network expansion and management improvement, especially for the IT integration solution of bank network and management. The Group enhanced its communication with existing customers and improved its services while entering into agreements with new customers such as China CITIC Bank, Ping An Insurance (Group), Agriculture bank of China Henan and Chongqing Branch, ICBC Liaoning and Hubei Branch, Chongqing Rural Commercial Bank and Shandong Rural Credit Cooperative Union etc to expand its customer base. To cater for IT market demands on product innovation and risk management from banks in face of financial crisis, we developed new products designated for agriculture, farmers and rural areas, including the credit risk management system, value and performance management system, CSAP, cash payment system, and online banking terminal software.

In the future, the IT construction of finance industry will recover following the steady growth of the China economy. Growth in IT construction of financial institutions which involved the agricultural sector will be noteworthy due to the policy of agriculture, farmers and rural areas. The Group aims to develop in this area. By introducing external forces, seeking for strategic cooperation, strengthening its teams and raising consultation capacity, the Group do strive to enhance its core competitiveness and capacity in integrated solutions as well as provide better services for financial customers. The application of the Company's products in relevant industries and fields will also be further expanded.

Governmental IT service - E-government

With the gradual promotion of government IT construction and the continuous market discipline improvement, the Company's leading position in the E-government approval prefect was strengthened. During the year, the Company enhanced and extended its customer base for continuous market coverage expansion while expanding the potential of its existing customers. It further enriched the ECGAP product line by launching a series of products including the urban Administrative Law Enforcement, the integrated monitoring

在金融環境整體欠佳的上半年，特別是第一季度，針對金融IT服務市場的狀況，公司及時調整了市場策略，提出「面向網點，面向管理」的方針，側重銀行網點和銀行管理的IT綜合方案。在加強原有客戶的維護和服務的基礎上，積極開拓新客戶，如：中信銀行、平安集團、河南農行、重慶農行、遼寧工行、湖北工行、重慶農村商業銀行、山東農信等等。同時因金融危機的出現促使銀行在產品創新和市場風險管理方面的IT服務業務需求提升，公司相對應的開發了多款新產品以滿足市場需要，如面向三農銀行的信用風險管理系統、價值績效管理系統、客戶差異化行銷與服務系統(CSAP)的開發，現金繳費系統的開發、網銀終端軟件的開發等。

未來隨著中國經濟的平穩增長，金融行業資訊化建設將逐漸回暖，特別是「三農」政策將使涉農金融機構的IT建設將可能出現較大增長，集團要在此領域精耕細作，通過引進外部力量，尋求戰略合作，優化人才隊伍，提升諮詢能力等提升核心競爭力，提升一體化綜合解決方案的能力，為金融客戶提供更加優質的服務；並加強拓展本公司產品在相關的行業和領域中的應用。

政府行業IT服務-電子政務

隨著政府資訊化建設的逐步推進以及市場的不斷規範，本公司電子政務審批領域的主導地位越來越強。本年內，公司一方面加強和開拓新客戶，不斷擴大市場覆蓋範圍，另一方面深挖已有客戶的潛力；開發的行政執法、綜合監察、績效考核、公共資源交易、紀委辦公等系列產品進一步豐富了ECGAP產品

system, the efficiency supervision system, the public resources system and the office system for discipline committee to facilitate its provision of system application and comprehensive solutions for new and existing customers. In 2009, the coverage of the Company's ECGAP product extended to Jiangxi, which is the first provincial customer and ten new prefectural-level cities, including Xiamen, Shijiazhuang, Shangqiu, Foshan and Liu Pan Shui. As at the end of the reporting period, the Company's ECGAP product covered 14 provinces with approximately accumulated 60 prefectural-level cities, in which half of the prefectural-level cities in Shandong, Hebei and Fujian are using the Company's products. The Company has remained to be the largest player in terms of market shares.

The Company has planned to expand its market shares to 100 prefectural-level cities in the next two years. The Company will adopt a combination of product-oriented and customer-oriented strategies and endeavour in developing new products in order to achieve scale expansion and rapid development. It will grasp new and high-end customers while maintaining relationships with the existing customers. Investment in research and development will also increase to maintain competitiveness of products. The Company will strengthen project management and develop multi-product projects, which further diversify the product lines, enhance market sales capacities and also develop as a new income source of the Group.

Software outsourcing business

In respect of the software outsourcing business, the Group provided the IT outsourcing ("ITO") services (such as system application, development and maintenance services, software product and embedded software development, quality warranty and testing), the business process outsourcing ("BPO") services and the product development outsourcing ("PDO") services (such as semi-finished parts and platform development) mainly for international customers. These services, ranging from low to high end, offered comprehensive technological support to customers.

群，並在新老客戶得到應用。2009年，公司的ECGAP系列產品成功簽約江西省，成為第一個全省級的客戶，並新增了廈門、石家莊、商丘、佛山、六盤水等十餘個地市級客戶。截至報告期末，覆蓋了14個省，累計地市級客戶約60個，其中，山東、河北和福建有超過一半的地市在使用公司的產品，市場佔有率繼續穩居首位。

公司計畫在未來2年內，力爭將本公司市場份額將擴展到100個地級市。為此目標，本公司將實行產品驅動與客戶驅動相結合策略，堅持走產品化道路，擴大規模、快速發展作為首要任務；搶佔新客戶、深挖老客戶、增加高端客戶；加大研發投入，保持產品競爭力；深化專案管理，建立多產品專案實施體系，進一步豐富產品線，提高市場銷售能力，將其培育和打造為集團新的業務增長點。

軟件外包業務

在外包業務中，本集團主要針對國際客戶提供系統應用開發維護服務，軟件產品及嵌入式軟件發展，品質保證及測試等資訊技術外包(ITO, IT Outsourcing)服務，業務流程外包(BPO, Business Process Outsourcing)服務以及小型產品中間件及開發平台的開發(PDO, Product Development Outsourcing)，為客戶提供從低端到高端的全線技術支援。

In 2009, the adverse impacts of the financial tsunami on the Japanese, US and European markets induced a shrink in the global outsourcing market, and the market price of outsourcing services continued to decline due to fierce market competition. In face of such adversities, the Company adopted proactive initiatives to explore new opportunities through optimizing business and manpower structure, enhancing win-win co-operation, and actively expanding overseas and domestic market and service area in order to ward off risk. In the software testing and quality assurance business sector, we keep in with Microsoft and other strategic customers continuing in corporation in many areas. In the enterprise application R&D area, the Company also deepen corporation with Furukawa, FITEC, Mitsubishi etc. Meanwhile, in the mobile communications industry, Inspur also highlights its advantages in the operations supporting system development, the terminal application development, BPO services etc.

Nevertheless, affected by the global economic downturn, the volume and price of outsourcing business from major customers has down. The turnover of IT software outsourcing for 2009 decreased by approximately 36% compared to last year. The software outsourcing business was acquired by the Group in 2008, the profit in 2009 and future economic benefit is far lower than the expectation and forecast made upon its acquisition. As such, the Company has accounted impairment loss for all goodwill and partial of intangible assets of such business. The IT software outsourcing business recorded loss in this year.

In 2010, in view of the current market condition and economic development overseas, the outsourcing business will still face certain difficulties. The Company is looking forward to the revival of outsourcing business from the haze of financial crisis following the gradual recovery of economy in Europe, United States and Japan. Under the current market circumstances, the Company has planned to consolidate the cooperation with existing customers and explore other marketing channels and business fields. It will also expand new market channels and business fields in China while placing emphasis on the Microsoft and Japanese business.

2009年，金融海嘯給日本和歐美市場帶來了不利影響，全球外包市場規模萎縮，市場競爭加劇，外包服務市場價格持續下降。對此，公司果斷採取了多種措施積極應對，通過優化業務和人員結構、加強雙贏合作，積極擴展國內外市場和服務領域，以抵禦風險。在軟件測試及品質保證業務領域，公司保持了與微軟等戰略客戶的在多個方面的持續合作；在企業應用開發領域，公司與古河電工FITEC、三菱等客戶的合作也在繼續深化；同時，在移動通信行業，浪潮在運營支援系統開發、終端應用開發、BPO服務等方面的優勢也得以凸顯。

但由於國際經濟大環境不景氣的影響，承接的主要客戶外包業務的數額和價格在下調，公司09年IT軟件外包營業額同比下降約36%，由於軟件外包業務為本集團2008年的收購專案，2009年的盈利和未來經濟效益遠遜於收購時的預期，因而公司對該業務的全部商譽和部分的無形資產進行了減值撥備。IT軟件外包業務本年出現虧損。

2010年，從目前的市場情況和海外的實體經濟發展來看，外包業務依然面臨巨大的壓力。公司期待著隨著歐美日經濟的逐步好轉，外包業務也能夠逐步走出谷底，走出金融危機的陰霾。目前市場環境下，公司計畫將在繼續鞏固原有客戶合作的基礎上，積極擴展市場管道和業務領域；在側重微軟業務和日本業務領域的同時，拓展中國國內新的市場管道和業務領域，多方挖掘新

The Company is eager to seek for new business opportunities and new income source by expanding its outsourcing business mode through flexible ways such as strategic cooperation, joint venture and acquisitions.

(2) International sales of IT products

The Group's international sales of IT products cover the provision of IT products and services to South American markets. During the reporting period, this business grew steadily. Turnover amounted approximately to HK\$145,671,000 (corresponding period of last year: HK\$171,418,000), representing a decrease of around 15% over last year. The amount accounted for 6.76% of total turnover of the Group and contributed to 3.94% of segment results. The Company intends to establish new sales network through expansion of overseas businesses with international sales of IT products. With this network, new products and services will boost the growth of the overseas IT services business of the Company and materialize the target of internationalization of the Group.

(3) IT components trading

During the reporting period, components trading business recorded turnover of approximately HK\$526,588,000, accounting for 24.43% of total turnover of the Group and contributing to 11.37% of segment results. The Company will maintain the stable development of IT components business through enlarging its customer base and sales channels.

Prospects

By reviewing our business last year, the Company clearly recognises the severe competition of the IT industry and the challenges and problems for its future development. Due to the lingering impacts of the financial crisis, the Group's business such as software outsourcing and sales of international IT products decreased significantly. The competitive edges of its financial IT services are obscure with insufficient competitiveness. As the Group's overall business scale is still relative small, its market presence remains insignificant. The inefficient integration of its existing structure should be improved through reinforcing coordination between departments and optimizing and

的業務需求，並通過戰略合作、合資、並購等更加開放和靈活的方式拓展外包業務模式，尋找新的收入增長點。

(2) IT產品國際銷售

本集團IT產品國際銷售是針對南美洲市場提供IT產品與服務，本報告期內該項業務保持平穩發展，實現營業額約為145,671,000(去年同期171,418,000港元)，較去年實現減少15%，佔本集團總營業額的6.76%。分部業績貢獻佔3.94%。公司希望未來通過IT產品國際銷售，進一步拓展集團海外業務。在此銷售網路下，新的產品和服務為公司海外IT服務業務的增長提供契機，實現集團國際化戰略目標的實現。

(3) IT元器件貿易

本報告期內，IT元器件貿易實現營業額約為526,588,000港元，佔本集團總營業額的24.43%，分部業績貢獻佔11.37%。公司將通過拓展新的客戶群，保持公司本身的管道優勢，維持IT元器件業務的穩定發展。

前景展望

綜述去年的業務，我們清醒的認識到IT行業競爭的嚴酷性，看到公司在發展中還存在不少的困難和問題。由於金融危機的持續影響，集團的軟件外包、國際IT產品銷售等業務出現了明顯的下滑；金融行業IT服務的產品的優勢不明顯，市場競爭力不足；集團整體產業規模仍然偏小，市場力量仍顯薄弱；現有的組織架構整合效率尚不足，仍有待進一步加強部門協調，完善和增強全面整體解決方案和服務的能力。因

enhancing comprehensive solutions and services. As such, the Group should make concrete preparation and launch efficient initiatives with determination for tackling each challenge.

In 2010, with the Chinese government's implementation of the stimulus policy for the information technology industry and the introduction of standards or plans for emerging industries such as computation, machine-machine and the integration of telecommunications networks, cable TV networks and the Internet, the industrialization and informationization of the PRC will be accelerated and will be favourable to the Group. On the other hand, in spite of the upturn of China's economy, the recovery of the real economy is unstable and subject to many uncertainties. In particular, the influx of overseas peers to China's market triggered by the slow recovery of overseas markets has intensified the competition of the domestic market in which the Company operates. The future development of the Company will be full of competition and challenges. To cope with the challenges and strive for improvement, the Company will be committed to maintaining its leading position through the cooperation of all its staff and implementation of various initiatives.

In the coming year, the Group will further optimize and adjust its existing organizational structure based on customer and market demands for enhancing its specialized management and coordination. More efforts will be put on the establishment of systems for market and product development for the expansion of its domestic and overseas markets and strengthen the scale and market share of its core business. Through its commitment to research and development, its competitiveness will be enhanced along with continuous improvement in its technological and service capability and efficiency. In respect of IT services and application, the Group will seize opportunities for merger and acquisition for its markets and products at home and abroad to integrate upstream and downstream resources and optimize its value chain. By reinforcing its joint venture and forming alliances with strategic partners, the Group will expand its core business and maintain its leading position in the IT services industry to achieve higher profitability and create better value for shareholders.

此必須增強憂患意識，積極面對各種挑戰，紮紮實實地開展和落實各項工作。

2010年，隨著國家電子資訊產業振興政策的深入，以及圍繞雲計算、物聯網和三網融合等新興熱點的相關產業標準或規劃的逐步出台，整個國家工業化與資訊化的融合步伐將加快，這對於本集團來說將是難得的發展機遇。但同時，也要看到，雖然國家宏觀經濟形勢總體好轉，實體經濟復蘇基礎並不牢固，不確定的因素還很多；特別是由於海外市場的復蘇緩慢，使很多海外的同行更加傾向進入中國市場，因而使公司所在的行業的中國市場的競爭明顯加劇，公司未來的行業發展將承受頗大的競爭壓力和挑戰。這需要我們公司同仁繼續齊心協力，堅持發展，立足於優勢業務，採取措施，克服困難、彌補不足。

新的一年，本集團將根據客戶和市場的需求對現有組織結構進一步進行優化和調整，提高集團精細化管理和協調水準。加強市場體系和產品體系的建設，加大國內外市場開拓力度，擴張核心業務規模及市場佔有率。加大研發投入，提升產品競爭力，向技術要效益並不斷提升服務的能力和效率。同時圍繞著IT服務和行業應用領域，擇機在海內外進行市場和產品的並購，整合上下游資源，完善集團價值鏈；加強對外合資合作，尋找戰略合作夥伴，締結戰略聯盟，進一步做深化作大核心業務規模，繼續保持在IT服務領域的領先地位，不斷提升盈利能力，為股東創造更大的價值。

DIRECTORS

Mr. Sun Pishu, aged 47, is the chairman of the Board. He joined the Group in August 1998. Mr. Sun is currently a delegate of the People's Congress of the PRC. He graduated from Shandong University with a Bachelor of Science degree in wireless electronics in 1983. He has attained over 26 years' experience in the IT industry particularly with its service in the Inspur Group. He was awarded the title of Key Award Technological Personnel (重獎科技人員) by the Shandong provincial government. He was also awarded as The 13th Top Ten Outstanding Youth Award in the PRC in 2002. He is a director of a number of members of the Inspur Group as well as Inspur Corporation and is the chairman of Inspur Corporation and Inspur Electronic Information Industry Co. Ltd., a company listed on the Shenzhen Stock Exchange. Mr. Sun is responsible for and devotes a substantial part of his time and effort for the overall planning and development of the Group.

Mr. Wang Xingshan, aged 45, is a researcher. Mr. Wang graduated in Xian Jiaotong University with a Master degree in computer and maths sciences in 1987. In early 1990, Mr. Wang as a visiting scholar conducted research relating to corporate management and software engineering in Japan Productivity Center. Mr. Wang joined the Inspur Group in 1987, he had worked in several departments of Inspur Group. Currently, he is the Director and General Manager of the Inspur Shandong Gensoft Incorporation and a director of a number of subsidiaries of the Inspur Group. Mr. Wang has attained over 20 years' experience in the operation and management of the IT industry in the mainland China, in particularly in the field of software and IT service, and has been granted several awards at national and provincial level and was awarded one of the top ten China's software industry leader in 2002. He is also the Executive director of China Software Industry Association, and the vice executive president of China's Manufacture Information Engineering of China, qualified assessor of the National 863 Program, the adjunct professor of Huazhong University of Science and Technology and Shandong University.

董事

孫丕恕先生，47歲，董事會主席。孫先生於一九九八年八月加入本集團，孫先生目前為中國人大代表。他於一九八三年畢業於山東大學，持有無線電理學士。他於IT業（特別是於浪潮集團服務）擁有超過26年經驗，更獲山東省政府授予重獎科技人員。孫先生於二零零二年亦獲頒發中國第十三屆十大傑出青年。他亦為浪潮集團多間成員公司及浪潮公司的董事、浪潮公司及浪潮電子信息產業股份有限公司（一間於深圳證券交易所上市的公司）的主席。孫先生投入其大部分時間並負責本集團整體規劃及發展。

王興山，45歲，研究員。王先生於一九八七年畢業於西安交通大學計算數學專業，擁有碩士學位。王先生於一九九零年代初作為訪問學者赴日本生產性本部研究企業管理與軟體工程。於一九八七年加入浪潮集團工作，曾服務於浪潮集團若干部門，現為浪潮集團山東通用軟件有限公司董事長兼總經理，並於浪潮集團若干附屬公司擔任董事職務。王先生於中國IT行業（特別是軟體與IT服務行業）的運營和管理有著超過20年的經驗，多項成果獲國家或省專項獎勵，當選為二零零二年度中國軟體產業十大領軍人物之一，亦為中國軟體協會常務理事，中國製造業資訊化常務副理事長，國家863計畫評審專家，華中科技大學、山東大學兼職教授。

Directors and Senior Management Profile

董事及高級管理層簡歷

Mr. Chen Dongfeng, aged 46, is the senior engineer. Mr. Chen graduated from Shandong Industry University with a Bachelor degree in computer science in 1984. Mr Chen joined the Inspur Group in 1984, he had worked in several departments of the Inspur Group. Currently, he is the General Manager of Inspur Communication Information System Limited and a director of a number of subsidiaries of the Inspur Group. Mr. Chen has attained over 25 years' experience in the IT industry in the mainland China, in particularly in the field of communication, he was responsible for managing the joint venture between the Group and Ericsson as well as the joint venture between the Group and LG.

Mr. Dong Hailong, aged 32, is responsible for maintaining and improving the relationship between the Company and its suppliers. Mr. Dong graduated from Southwest Jiaotong University with a Bachelor degree in Telecommunication Engineering in 1999. Mr. Dong joined the Company in 2002.

Mr. Meng Xiang Xu, aged 47, is an independent non-executive Director and joined the Group in March 2003. Mr. Meng graduated from Computing Technology Institute of Academy of Science (中國科學院計算所), majoring in computer application, and has obtained a Doctorate degree in 1998. He currently holds a senior position in a number of universities and committees including the dean of Computer Science and Technology College of Shandong University (山東大學計算機科學與技術學院), dean, professor and PhD tutor of Shandong University Qilu Software College (山東大學齊魯軟件學院), head of the expert group for the digitalisation of Shandong province (山東省信息化工作領導小組專家組) and supervisor of Shandong Province Manufacturing Information Technical Engineering Technology Research Center (山東省製造業信息化工工程技術研究中心). He is mainly engaged in the research and development of computer-aided design and graphics, and human interaction with computers.

陳東風先生，46歲，高級工程師。陳先生於一九八四年畢業於山東工業大學電腦專業，擁有學士學位。於一九八四年加入浪潮集團工作，曾服務於浪潮集團若干部門。現為浪潮通信信息系統有限公司總經理，並於浪潮集團若干附屬公司擔任董事職務。陳先生於中國IT行業的運營和管理有著超過二十五年的經驗，尤其於通信行業經驗豐富，曾負責浪潮集團與愛立信以及浪潮與LG合資公司的管理工作。

董海龍先生，32歲，負責維持及改善本公司與其供應商的關係。董先生於一九九九年畢業於西南交通大學，持有電訊工程學士學位。董先生於二零零二年加入本公司。

孟祥旭先生，47歲，獨立非執行董事，於二零零三年三月加入本集團，於一九九八年畢業於中國科學院計算所，主修電腦應用並取得博士學位，目前擔任多間大學及委員會的高級職位，包括山東大學計算機科學與技術學院院長、山東大學齊魯軟件學院院長、教授及博士生導師、山東省信息化工作領導小組專家組組長及山東省製造業信息化工程技術研究中心主任。孟先生主要從事電腦輔助設計、圖形學及電腦人機交互研發。

Mr. Liu Ping Yuan, aged 74, is an independent non-executive Director and joined the Group in March 2003. Mr. Liu has been in the IT related industry for over 40 years. He had undertaken a number of important positions in the PRC central Government, deputy chairman of Ministry of Posts and Telecommunication of PRC (中華人民共和國郵電部) and secretary general of the Chinese Committee of the 22nd Meeting of the International Postal Association (萬國郵政聯盟大會中國組委會) and member of the Ninth National Political Consultative Committee (中華人民共和國政治協商會議). He is currently chairman of Chinese Postal Association (中華全國集郵聯合會).

Mr. Wong Lit Chor, Alexis, aged 51, graduated from University of Toronto, Canada in 1981 with bachelor's degree in arts majoring in economics and commerce and has obtained a master of business administration degree from The Chinese University of Hong Kong in 1987. He has over 20 years of banking, investment, corporate finance and securities dealing experience gained by working as a senior executive in a number of listed local and PRC financial services companies. Mr. Wong is also an independent non-executive director of a company listed on the Main Board and a company listed on the GEM Board of the Stock Exchange of Hong Kong.

SENIOR MANAGEMENT

Ms. Chan Wing, aged 39, is chief financial officer, authorised representative and company secretary of the Company. She is a member of The Hong Kong Institute of Certified Public Accountants and the Chinese Institute of Certified Public Accountants respectively. Prior to joining our company, Ms. Chan served as a company secretary, authorized representative, qualified accountant, chief financial officer and director of a company listing on the main board of The Stock Exchange of Hong Kong Limited

劉平源先生，74歲，獨立非執行董事，於二零零三年三月加入本集團，於IT相關行業擁有超過40年經驗。劉先生曾擔任多個中國政府主要職位，包括中華人民共和國郵電部副部長、第二十二屆萬國郵政聯盟大會中國組委會副主席及秘書長，及第九屆中華人民共和國政治協商會議委員。彼現時為中華全國集郵聯合會會長。

黃烈初先生，51歲，於一九八一年修畢加拿大多倫多大學學士學位，主修經濟及商務，並於一九八七年修畢香港中文大學工商管理碩士學位。彼曾於多家香港及中國資本的上市金融公司出任高層行政人員，於銀行業務、投資、企業融資及證券交易等方面擁有逾二十年經驗。黃先生現亦為於香港證券交易所掛牌之一家主板公司和一家創業板公司之獨立非執行董事。

高級管理層

陳穎女士，39歲，公司首席財務官、授權代表及公司秘書。她是香港會計師公會及中國註冊會計師協會會員。於加入本集團前，陳女士曾擔任一間其股份於香港聯合交易所有限公司主板上市的公司之合資格會計師、公司秘書、財務總監及董事。

Directors and Senior Management Profile

董事及高級管理層簡歷

Mr. Zoubo, aged 31, is the manager of marketing department responsible for sales and marketing activities of the Group, in particular in maintaining relationship with existing customers, and identifying and soliciting new customers. He has extensive experience in business operation, Mr. Zou was graduated from Huazhong University of Science and Technology with a bachelor degree in management and law in 2001. Mr. Zou joined the Group in 2006.

Mr. Wu Lizhong, aged 42, is the deputy general manager of Inspur International and general manager of Shandong Inspur Business System Company Limited. He is a senior economist. He graduated from the College of Business and Economics of Australian National University with a Master Degree in Business Management. Before joining the Inspur Group in 1994, Mr. Wu had worked in several subsidiaries of the Group and acted as director of certain subsidiaries. Mr. Wu is an expert in computerisation of tax management and is the vice-chairman of the Tax Control Device Committee of the China Computer Industry Association (中國計算機協會稅控設備分會). His has won various national and provincial awards for his achievements.

Mr. Sun Chengtong, aged 45, is the deputy general manager of Inspur International and general manager of Inspur (Shandong) Electronic Information Company Limited. He is a senior engineer. He gained his Master Degree from the School of Business Administration of Shandong University. Mr. Sun worked in Bank of China in the 1990s and was responsible for the development of banking software and the management of banking business. He joined the Inspur Group in 2000. Mr. Sun has over 20 years experience in the financial IT industry of the PRC. He had organised and participated in various important banking software development projects. Mr. Wu had extensive experience in the financial IT sector and was awarded the Second Prize for Excellent Computer Application in Shandong Province (山東省計算機應用優秀成果二等獎).

鄒波先生，31歲，市場推廣部經理，負責本集團的銷售及市場推廣活動，特別是維持與現有客戶之關係，以及物色及招徠新客戶。鄒先生於二零零一年畢業於華中科技大學，持有管理學和法學學士學位。鄒先生於二零零六年加入本集團。

武立忠，42歲，浪潮國際副總經理兼山東浪潮商用系統有限公司總經理。高級經濟師，管理學碩士學位，畢業於澳大利亞國立大學經濟管理學院。武先生於一九九四年加入浪潮集團工作，曾在浪潮集團多個附屬公司任職，並於浪潮集團若干附屬公司擔任董事職務。武先生長期致力於稅務行業信息化建設，擔任中國計算機協會稅控設備分會副理事長，多項成果獲得國家或省專項獎勵。

孫成通，45歲，浪潮國際副總經理兼浪潮(山東)電子信息有限公司總經理。高級工程師。碩士學位，畢業於山東大學工商管理專業。孫先生於一九九零年代就職於中國銀行，從事銀行軟件的開發和銀行業務部門的管理工作，於二零零零年加入浪潮集團，現任。孫先生從事中國金融IT行業二十多年，主持和參與了多項大型銀行應用軟件系統的開發工作，具有豐富的金融IT工作經驗，曾獲山東省計算機應用優秀成果二等獎。

The Board is pleased to present this Corporate Governance Report for the year ended 31 December 2009.

The Board believes that good corporate governance practices are essential for effective management and enhancement of shareholders' value and investors' confidence.

The Company has taken a proactive approach in strengthening corporate governance practices, increasing transparency and sustaining accountability to shareholders through effective internal control.

董事會欣然公佈本公司截至二零零九年十二月三十一日止年度的企業管治報告。

董事會相信良好的企業管治常規對有效管理及提升股東價值與投資者信心十分重要。

本公司已積極透過有效的內部監控，加強企業管治常規，增加透明度及維持對股東的問責性。

THE BOARD

The Company has adopted and complied with the principles set out in the Code of Corporate Governance Practices (the “CG Code”) contained in Appendix 14 (for Main Board) of the Listing Rules.

In the opinion of the Board, the Company has complied with all the code provision set out in the CG Code throughout the year ended 31 December 2009 with the exception of (i) a notice of at least 14 days, as required under Code A.1.3, was not adequately given for some regular board meeting which were scheduled on date such that most directors were able to attend, (ii) the chairman of the Board, as required under Code E.1.2, was not able to attend the annual general meeting because of other conference committed.

The Company will improve its meeting scheduling and arrangement in order to ensure full compliance with Code A.1.3 and E.1.2 in future.

The Board will continue to enhance the corporate governance standards and practices of the Company as benefiting the conduct and growth of its business and to regularly review such standards and practices to ensure that they comply with statutory and professional standards and align with the latest developments. The key corporate governance principles and practices are as follows:

The Board is responsible for establishing policies, strategies and plans, providing leadership in creating value and overseeing the Company's financial performance, evaluating the performance of management on behalf of the shareholders. Directors are charged with the task of promoting the success of the Company and making the best interest of the Company. The day-to-day management, administration and operation of the Company are in charge by the executive directors and senior management under the leadership of the Chief Executive Officer. The Board has also delegated various responsibilities to the Board Committees. Further details of these committees are set out in this report.

The Board meets and discusses on regular basis when required on the activities and development in the business of the Group. During the financial year ended 31 December 2009, the Board held nine meetings. The attendance of the directors at the board meetings are as follows:

董事會

本公司已採用及盡力遵守上市規則附錄14企業管治常規守則(「守則」)所載的原則。

董事會認為，本公司截至二零零九年十二月三十一日止的期間一直遵守守則的所有守則條文，惟以下除外：(i)若干常規會議未能按守則A.1.3要求給予不少於14天的通知期以致能令大部分董事均能出席該常規會議；(ii)董事會主席因出席其他會議未能按守則E.1.2要求出席股東周年大會。

本公司將會在會議議程和安排上作出改善，以確保日後完全遵從守則第A.1.3及E.1.2項條文。

董事會將繼續加強執行有利於本公司業務操守及發展的企業管治標準及常規，並定期檢討該等標準及常規，以確保本公司符合法定及專業標準，以及參照標準的最新發展。主要的企業管治原則和做法如下：

董事會負責制訂政策、策略與計劃，並領導創造價值及代表股東監督本公司的財務表現及評價管理層業績。董事承擔著為公司的成功提升及創造最大利益的任務。公司的日常管理、行政及營運由公司的執行董事與高級管理層在首席執行官的領導下進行運作。此外，董事會亦已將各種職責分派至董事會各附屬委員會。該等委員會之詳情載於本報告內。

董事會定期及在本公司的業務發展需要時舉行會議討論相關事宜。於截至二零零九年十二月三十一日止財政年度內，董事會共召開九次會議。董事出席董事會會議之情況如下：

Directors' attendance at Board meetings

Directors	Number of attendance
Mr. Sun Pishu	6/9
Mr. Wang Xingshan	0/0
Mr. Chan Dongfeng	0/0
Mr. Dong Hailong ²	7/7
Mr. Zhang Lei ³	9/9
Mr. Wang Miao ²	2/2
Mr. Leung Chi Ho ³	9/9
Mr. Xin Wei Hua ³	6/9
Mr. Wang, Alex Hung ¹	1/1
Mr. Meng Xiang Xu	8/9
Mr. Liu Ping Yuan	9/9
Mr. Wong Lit Chor, Alexis	9/9

Notes:

1. Mr. Wang, Alex Hung was resigned on 29 January 2009. Only one Board meeting of the Company was held during the period prior to his resignation.
2. Mr. Wang Miao was resigned on 31 March 2009. Two Board meetings of the Company were held during the period prior to his resignation. Mr. Dong Hailong was appointed as an executive director at the same day. Seven Board meetings were held during the period after Mr. Dong's appointment.
3. Mr. Zhang Lei, Mr. Leung Chi Ho and Mr. Xin Wei Hua were resigned on 27 Oct. 2009. Nine Board meetings of the Company were held during the period prior to his resignation.
4. Mr. Wang Xingshan and Mr. Chen Dongfeng were appointed as executive directors on 27 Oct. 2009. No meeting was held during the period after their appointments.
5. Mr. Meng Xiang Xu has one conference leave due to business trip.
6. Mr. Sun Pishu and Mr. Xin Wei Hua as overlapping directors did not attend the meeting for 3 times due to the meeting of Board approving connected parties' transactions with Inspur Group.

董事出席董事會會議之情況：

董事	出席次數
孫丕恕先生	6/9
王興山先生	0/0
陳東風先生	0/0
董海龍先生 ²	7/7
張磊先生 ³	9/9
王渺先生 ²	2/2
梁智豪先生 ³	9/9
辛衛華先生 ³	6/9
王衡先生 ¹	1/1
孟祥旭先生	8/9
劉平源先生	9/9
黃烈初先生	9/9

附註：

1. 王衡先生於二零零九年一月二十九日辭任，其辭任前，本公司曾舉行1次董事會會議。
2. 王渺先生於二零零九年三月三十一日辭任，其辭任前，本公司曾舉行2次董事會會議。同日董海龍先生當選為董事，其當選之後，本公司共舉行7董事會會議。
3. 張磊先生，梁智豪先生及辛衛華先生於二零零九年十月二十七日辭任，其辭任前，本公司曾舉行9次董事會會議。
4. 王興山先生和陳東風先生於二零零九年十月二十七日當選董事，在其當選後，本公司未舉行董事會。
5. 孟祥旭先生由於出差，有一次會議請假。
6. 三次董事會由於和浪潮集團關連交易，孫丕恕先生和辛衛華先生作為雙重董事主動避席。

Board Minutes are kept by the Company Secretary of the Company and are sent to the Directors for records and are open for inspection by the Directors.

Directors have timely access to all relevant information as well as the advice and services of the Company Secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any director may request independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

In the Board, the Chairman and CEO are separate persons in order to preserve independence and have a balanced judgment of views. Mr. Sun Pishu, the Chairman of the Board, has executive responsibilities and provides leadership to the Board so that the Board works effectively and discharges its responsibilities and that all key and appropriate issues are discussed by the Board in a timely manner. The new appointed CEO, Mr. Wang Xingshan is an Executive Director and has executive responsibilities over the business directions, daily operational decisions and performance of management of the Group. The Board also comprises Independent Non-Executive Directors who bring strong independent judgment, knowledge and experience to the Board. As noted below, all the Audit Committee members are Independent Non-Executive Directors. This structure is to ensure a sufficient balance of power and authority in place within the Group.

董事會會議記錄乃由公司秘書保存，並會送呈各董事作為記錄及會公開讓董事查閱。

董事可如期取得所有相關資料，以及獲得公司秘書與高級管理層的意見及服務，以確保符合董事會程序及所有適用法例及規例。任何董事均可於適當情況下，向董事會作出合理要求以尋求獨立專業意見，費用由本公司支付。

主席及首席執行官

董事會主席及首席執行官由不同人士擔任，可維持獨立性及有均衡之判斷觀點。董事會主席孫丕恕先生，彼負有執行責任並領導董事會，使董事會有效運作及履行其職責，並使董事會及時處理所有重要及適當之問題。目前，新任首席執行官王興山先生乃執行董事，在本公司全面轉型後，對未來業務方向，日常管理營運決策及集團管理層表現負有執行責任。此外，董事會設有獨立非執行董事職位，向董事會提供明智之獨立判斷，豐富之知識及經驗。誠如下文所述，全體審核委員會成員均為獨立非執行董事。此架構可確保本集團內部權力及授權維持充分平衡。

BOARD COMPOSITION

Under the need of the business transformation and development the board was restructured. Now the Board comprises four Executive Directors, being Mr. Sun Pishu, Mr. Wang Xingshan, Mr. Chen Dongfeng and Mr. Dong Hailong and three Independent Non-Executive Directors, being Mr. Meng Xiang Xu, Mr. Liu Ping Yuan and Mr. Wong Lit Chor, Alexis.

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced board composition is formed to ensure strong independence exists across the Board. The biographies of the Directors are set out in Directors and Senior Management Profile section to the annual report, which demonstrates a diversity of skills, expertise, experience and qualifications.

The Company has received annual confirmation of independence from the three Independent Non-Executive Directors in accordance with Rule 3.13 of the Main Board Listing Rules. The Board has assessed their independence and concluded that all the Independent Non-Executive Directors are independent within the definition of the Listing Rules.

APPOINTMENTS, RE-ELECTION AND REMOVAL

The Board has established a Nomination Committee (the “NC”) in 2005. The committee consists of one Executive Director, Mr. Sun Pishu, with two Independent Non-Executive Directors, Mr. Meng Xiang Xu and Mr. Wong Lit Chor, Alexis. The primary purpose of the NC is to review the structure, size and composition (including the skills, knowledge and experiences) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes. The Committee identified suitable individual qualified to become board members and makes recommendation to the Board on relevant matters relating to the appointment or reappointment of directors if necessary, in particular, candidates who can add value to the management through their contributions in the relevant strategic business areas and which appointments will result on the constitution of strong and diverse Board.

董事會之組成

在二零零九年隨著業務轉型和發展的需要，董事會進行改組調整。目前由以下四名執行董事：孫丕恕先生、王興山先生、陳東風先生和董海龍先生；及三名獨立非執行董事：孟祥旭先生、劉平原先生及黃烈初先生組成。

董事會成員間並無任何財務、業務、家族或其他重大／相關關係。董事會以如此均衡之架構組成，目的在確保整個董事會擁有穩固之獨立性。各董事履歷載於年報的董事及高級管理層簡歷內，當中載列各董事之多樣化技能、專業知識、經驗及資格。

本公司已接獲該三名獨立非執行董事根據主板上市規則第3.13條發出之年度獨立性確認書。董事會已評估彼等之獨立性，並確認全體獨立非執行董事均屬上市規則所界定之獨立人士。

委任、重選及罷免

董事會已於二零零五年成立提名委員會，目前該委員會成員為一名執行董事孫丕恕先生和兩名獨立非執行董事孟祥旭先生及黃烈初先生先生。提名委員會之主要目的為定期檢討董事會之架構、人數及組成（包括技術、知識及經驗），並就任何擬作出之變動向董事會提出建議。該委員會物色合資格成為董事會成員之適當人選，並會就委任或重新委任董事之有關事宜向董事會提出推薦建議（如必要），尤其是通過在有關策略性業務領域之貢獻為本集團管理增值之候選人，且彼等之委任將可產生一個強大及多元化之董事會。

The procedure and process of appointment, re-election and removal of director are laid down in the Company's Articles of Association (the "Articles of Association"). According to the Articles of Association, all directors of the Company are subject to retirement by rotation at least once every three years. Besides, any new director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall submit himself/herself for re-election by shareholders at the next following annual general meeting.

The meetings of the NC should be held when necessary.

RESPONSIBILITIES OF DIRECTORS

Every newly appointed director is ensured to have a proper understanding of the operations and business of the Group and that he is fully aware of his responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the issuer. The Directors are continually updated with legal and regulatory developments, business and market changes and the strategic development of the Group to facilitate the discharge of their responsibilities.

The Independent Non-Executive Directors take an active role in board meetings, contribute to the development of strategies and policies and make sound judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standard of conduct. They will take lead where potential conflicts of interests arise. They are also members of various board committees and scrutinize the overall performance of the Group in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed issuers (the "Model Code") set out in Appendix 10 of Main Board Listing Rule as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries to all Directors, all Directors confirmed that they have complied with the requirement set out under the Model Code throughout the period ended 31. December 2009.

委任、重選及罷免董事的程序及過程載於本公司的組織章程細則（「組織章程」）。根據組織章程，本公司全體董事須最少每三年輪值退任一次。此外，由董事會委任以填補臨時空缺或新增的新董事，須於隨後的股東周年大會上由股東重選。

提名委員會會議有需要時召開。

董事之責任

須確保每位新受聘董事對本集團之營運及業務有適當理解，以及完全知悉彼在法規及普通法、上市規則、適用之法律規定及其他監管規定以及發行人之業務及管治政策下之職責。董事須持續提升其在法律及規管的發展、業務和市場變動及本集團之策略發展的知識，以便履行彼等之職責。

獨立非執行董事在董事會會議上擔當活躍角色，可為制訂策略及政策作出貢獻，並就策略、政策、表現、問責、資源、重大委任及行為準則事宜作出可靠之判斷。彼等會於潛在利益衝突出現時發揮牽頭引導作用。彼等亦出任多個董事委員會之成員，監察本集團在實現議定企業目標及指標時之整體表現，並監督表現之呈報。

董事進行之證券交易

本公司已採納主板上市規則附錄10所載之證券交易標準守則（通稱「標準守則」），作為自身規管董事買賣本公司證券之行為守則。經本公司向全體董事作出特定查詢後，全體董事已確認至二零零九年十二月三十一日始終遵守標準守則所訂之規定。

SUPPLY OF AND ACCESS TO INFORMATION

In respect of regular board meetings, an agenda and the accompanying board papers are sent in full to all Directors at least 3 days before the intended date of a meeting. Board papers are circulated to the Directors to ensure they have adequate information before the meeting for the ad hoc projects.

The Management has the obligation to supply the Board and its committees with adequate information in a timely manner to enable it to make informed decisions. Where any director requires more information than is volunteered by the Management, each director has separate and independent access to the issuer's senior management to make further enquires if necessary.

All Directors are entitled to have unlimited access to the board papers and relevant materials. Such information is prepared to enable the Board to make an informed decision on matters placed before it.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company established a remuneration committee in 2005.

The committee consists of one Executive Director, Mr. Sun Pishn, with two Independent Non-Executive Directors, Mr. Meng Xiang Xu and Mr. Wong Lit Chor, Alexis.

The principal duties of the remuneration committee are to make recommendations to the Board on the policy and structure for the remuneration of the Directors and senior management, and to consider and approve remuneration for the directors and senior management by reference to corporate goals and objectives. The committee shall meet at least once a year if necessary. During the year, no share or option was granted under the Share Option Scheme and no meeting of remuneration committee was held.

資料之提供及獲取

就董事會常規會議而言，議程及相關會議檔會在擬定召開會議日期前至少三天呈交全體董事。董事會文件供董事傳閱，以保證彼等於召開特別事項會議之前獲得充足資料。

管理層有責任向董事會及其附屬委員會及時提供充足之資料，以供董事會作出知情決定。倘有任何董事要求獲得除管理層自願提供之資料以外之其他資料，董事可透過不同及獨立途徑接觸高級管理層，以作出進一步諮詢(如必要)。

全體董事均有權無限制地取得董事會會議檔及有關材料。編製該等資料旨在使董事會可對提呈事項作出知情決定。

董事及高級管理層酬金

本公司於二零零五年設立薪酬委員會。

薪酬委員會目前由一名執行董事孫丕恕先生和兩名獨立非執行董事孟祥旭先生及黃烈初先生組成。

薪酬委員會的主要職責為就董事及高級管理人員的薪酬政策及架構向董事會提供推薦意見，以及參照企業目標及目的考慮及審批董事及高級管理人員的薪酬。如有需要，委員會將最少每年舉行一次會議。於年內，並無根據購股權計劃授出股份或購股權，並無舉行薪酬委員會會議。

ACCOUNTABILITY AND AUDIT

The Management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial and other information put before the approval by the Board.

The Directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and in presenting the quarterly results, interim and annual financial statements and announcements to shareholders. The Directors aim to present a balanced and understandable assessment of the Group's, position and prospects. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern, the Board therefore continues to adopt the going concern approach in preparing the accounts.

The Board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price-sensitive announcement and other financial disclosures required under the Listing Rules, and reports to the regulators.

The Company applied the principles and complied with all the code provisions set out in the CG Code throughout the year ended 31 December 2009. During the year 2009, the Board, through performed by the external firm, has conducted a review of the effectiveness of the Group's internal control system covering all material financial, operational and risk management functions. These reports are reviewed and appropriate actions are taken.

問責及審核

管理層向董事會提供有關解釋及資料，令董事會可對提呈董事會批准之財務及其他資料作出知情評估。

董事確認須負責為每一財政年度編製能真實及公平地反映本集團業務狀況之財務報告，向股東提呈中期及年度財務報表及公告時，董事須努力提呈一項平衡及容易理解之本集團現況及前景之評估。董事會並不知悉任何與一些事件或情況有關之重大不確定因素，而該等事件或情況會對本集團的持續經營能力投下重大疑惑，因此，董事會仍然採用持續經營基準編製賬目。

董事會確認，其有責任在本公司年報及中期報告、其他價格敏感公佈及上市規則規定之其他財務披露中，提供平衡、清晰及易於理解之評估，並向監管機構申報。

本公司於截至二零零九年十二月三十一日止之整個年度已應用企業管治守則所載原則，並盡力遵守守則內之所有守則條文。在二零零九年度，董事會通過由外部獨立公司審查本公司的包含所有財務、業務及風險管理功能等內部控制制度的效力。這些報告被復查並採取了適當的行動。

AUDIT COMMITTEE

The Audit Committee currently comprises all three Independent Non-Executive Directors of the Company, Mr. Meng Xiang Xu, Mr. Liu Ping Yuan and Mr. Wong Lit Chor, Alexis as the members, who among themselves possess a wealth of management experience in the financial profession and commercial sectors.

Directors' attendance at Audit Committee meetings

Directors	Number of attendance
Mr. Wong Lit Chor, Alexis (Chairman of the Audit Committee)	2/2
Mr. Meng Xiang Xu	2/2
Mr. Liu Ping Yuan	2/2

The Audit Committee meets the external auditors at least once a year to discuss any areas of concerns during the audits without the presence of the management. The Audit Committee reviews the interim and annual reports before submission to the Board. The Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Company's interim and annual reports.

AUDITORS' REMUNERATION

During the year, the remuneration paid to the Company's auditors, Messrs Deloitte Touche Tohmatsu, is set out as follows:

	Fee paid/payable HK\$'000
Services rendered	
Audit services	1,900
Other consultancy fee	Nil

審核委員會

審核委員會目前由本公司全部三名獨立非執行董事組成，黃烈初先生出任主席，孟祥旭先生及劉平源先生為委員會成員，彼等於財務專業及商業具有豐富之管理經驗。

董事出席審核委員會會議之情況

董事	出席次數
黃烈初先生(審核委員會主席)	2/2
孟祥旭先生	2/2
劉平源先生	2/2

審核委員會每年最少一次與外聘核數師舉行會議，討論審核過程中之任何問題，管理層不得與會。審核委員會於遞交業績予董事會前先行審閱中期及全年報告。該委員會於審閱本公司中期及全年報告時，不僅注意會計政策及慣例變動之影響，亦兼顧須遵守會計政策、上市規則及法律之規定。

核數師酬金

年內，向本公司核數師德勤·關黃陳方會計師行支付之酬金載列如下：

	已付／應付費用 千港元
已提供服務	
審計服務	1,900
其他顧問費	Nil

COMMUNICATIONS WITH SHAREHOLDERS

The Company's annual general meeting provides a good opportunity for communication between the Board and the Company's shareholders. Chairman of the Board and Committees are normally present to answer queries raised by shareholders. External auditors also attend the annual general meeting every year. Notice of the annual general meeting and related papers are sent to shareholders at least 20 clear business days before the meeting.

VOTING BY POLL

At the 2009 annual general meeting, the procedures for demanding a poll by the shareholders were incorporated in an annual general meeting circular. The procedures for demanding a poll by shareholders and for conducting a poll were also explained by the chairman at the annual general meeting.

與股東進行溝通

本公司之股東週年大會為董事會與本公司之股東提供溝通良機。董事會及各委員會之主席一般均出席以解答股東提出之問題，而外聘核數師每年均會出席股東週年大會。股東週年通告及有關檔於大會舉行日期前最少二十工作日寄予股東。

以投票方式表決

於二零零九年股東週年大會上，股東要求以投票方式表決的程序已載於股東週年大會通函內。大會主席亦已於會上向股東解釋股東要求以投票方式表決及進行投票表決的程序。

The directors have pleasure in presenting their annual report and the audited consolidated financial statements for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are trading in IT components, manufacture of IT products, IT solution and service and provision of outsourcing software services.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2009, the five largest customers accounted for approximately 25.8% of the Group's total turnover. The five largest suppliers accounted for approximately 41.65% of the Group's total purchases. In addition, the largest customer accounted for approximately 7.91% of the Group's total turnover while the largest supplier accounted for approximately 21.37% of the Group's total purchases.

Except for Inspur Group Limited ("Inspur Corporation"), the substantial shareholder of the Company, and its subsidiaries (together referred to as "the Inspur Group"), none of the directors, their associates or any shareholders (which, to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers. Sales to and purchases from the Inspur Group amounted to approximately 3.04% and 3.59% respectively of the total sales and total purchases of the Group for the year ended 31 December 2009.

SHARE CAPITAL

Details of movement during the year of the Company's share capital are set out in note 28 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2009 are set out in the consolidated Income Statement on page 62.

董事欣然提呈本公司及本集團截至二零零九年十二月三十一日止年度的年報連同經審核綜合財務報表。

主要業務

本公司為投資控股公司。本集團的主要業務為銷售IT元件、製造IT產品、IT系統方案及軟件外包服務。

主要客戶及供應商

截至二零零九年十二月三十一日止年度，本集團五大客戶佔本集團營業總額約25.8%，而本集團五大供應商佔本集團購貨總額約41.65%。此外，本集團最大客戶佔本集團營業總額約7.91%，而本集團最大供應商佔本集團購貨總額約21.37%。

除本公司大股東浪潮集團有限公司（「浪潮公司」）及其附屬公司（總稱「浪潮集團」）以外，董事、彼等的聯繫人士或就董事所知，擁有本公司已發行股本5%以上的股東概無擁有本集團五大客戶及供應商的任何權益。浪潮集團的營業額及採購額分別佔本集團截至二零零九年十二月三十一日止年度的總營業額及總採購額約為3.04%及3.59%。

股本

年內，本公司股本的變動詳情已載於綜合財務報表附註28內。

業績及分配

本集團截至二零零九年十二月三十一日止年度的業績已載於第62頁的綜合損益表內。

FINAL DIVIDENDS

At the Annual General Meeting ("AGM") of the Company to be held on 26 May 2010 ("Forthcoming AGM"), the Board of Directors (the "Board") will recommend a final dividend of HK\$0.01 per share with aggregated amount of HK\$37,701,210 (2008: HK\$ 0.02 per share) for the year ended 31 December 2009. Subject to the approval of shareholders at the Forthcoming AGM, the final dividend will be payable on 6 July 2010 to shareholders whose name appears on the register of members of the Company on 26 May 2010.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2009, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Memorandum and Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

RETIREMENT BENEFIT SCHEME

Details of the Group's retirement benefit scheme are set out in note 36 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 39 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

末期股息

本公司董事會(「董事會」)將於二零一零年五月二十六日召開的股東週年大會(「股東週年大會」)(「應屆股東週年大會」)上建議派發截至二零零九年十二月三十一日止年度之末期股息，每股0.01港元總計37,701,210港元(二零零八年：0.02港元)。倘於應屆股東週年大會上獲得批准後，末期股息將於二零一零年七月六日派發予於二零一零年五月二十六日名列在本公司股東名冊之股東。

購買、出售或贖回上市證券

截至二零零九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份。

優先購買權

本公司的公司組織章程大綱及細則以及開曼群島法例並無任何優先購買權的條文，以規定本公司按比例向現有股東發行新股。

退休金計劃

本集團的退休金計劃詳情已載於綜合財務報表附註36內。

附屬公司

本公司附屬公司的詳情已載於綜合財務報表附註39內。

物業、廠房及設備

本集團的物業、廠房及設備於年內的變動詳情載於綜合財務報表附註16內。

CONNECTED TRANSACTIONS

Particulars of the Group's related party transactions are set out in note 37 to the consolidated financial statements, certain of which also constitute connected transactions under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). The connected transactions are as follows:

1. On 8 April 2004, the Company and the Inspur Group entered into a trademark licence agreement (the "Trademark Licence Agreement") which allowed the Group to use the trademark "Lang Chao" in Hong Kong, Taiwan and the People's Republic of China free of charge.

Further details of such continuing connected transaction were disclosed in the Company's prospectus dated 20 April 2004 (the "Prospectus").

The independent non-executive directors have reviewed the above connected transaction and confirmed that the above transaction was in accordance with the relevant agreement governing the terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

2. On 12 January 2009, the Company entered into a new framework agreement ("New Framework Agreement") with Inspur Group Limited, substantial shareholder, which integrate the current continuing connected transactions with Inspur Group Limited and its subsidiaries (collectively referred to as "Inspur Group") under five categories of activities which are in line with the current business model of the Group. The major terms set out as follow:

1. Supply Transactions

The Inspur Group will, with reference to the then market prices, pay a premium of not less than 1.5% above the purchase price paid by the Group, without taking into account of rebates received from suppliers, for all computer components sourced overseas by the Group on their behalf.

關連交易

於綜合財務報表附註37披露與本集團有關連人士進行之交易。當中若干與有關連人士進行之交易根據香港聯合交易所有限公司證券上市規則（「上市規則」）第14A章，均構成關連交易。關連交易如下：

1. 於二零零四年四月八日，本公司與浪潮集團已訂立商標特許協議（「商標特許協議」），以容許本集團於香港、台灣及中華人民共和國使用「浪潮」商標。

上述持續關連交易之詳情載於本公司在二零零四年四月二十日之招股章程（「招股章程」）。

上述關連交易已經獨立非執行董事審閱，並就此確認上述交易按照相關協議條款進行，而該等條款誠屬公平合理且對本公司股東整體有利。

2. 於二零零九年一月十二日，本公司已與大股東浪潮集團有限公司及其附屬公司（統稱：浪潮集團）訂立新框架協議（「新框架協議」），將目前公司的持續關連交易綜合分為五個業務類別。主要條款如下：

1. 供應交易

對於本集團為浪潮集團進行的採購海外電腦配件，浪潮集團將參考當時市場價格，支付高於本集團所付購買價不少於1.5%之溢價，而並不計及從供應商獲得的回扣。

Also, the Group will supply various IT products and IT services to Inspur Group. The price per unit for the computer products to be supplied by the Group will be agreed between the parties by reference to the then prevailing markets rates of such IT products and IT services.

The maximum annual caps under Supply Transactions will not exceed HK\$400,000,000, HK\$460,000,000 and HK\$530,000,000 for each of the financial year ended 31 December 2009, 2010 and 2011 respectively.

Further details of such continuing connected transaction were disclosed in the Company's circular dated 27 February 2009 (the "Circular").

The aggregate transactions under Supply Transactions for the year ended 31 December 2009 amounted to approximately HK\$393,259,000.

The independent non-executive directors have reviewed the above connected transactions for the year ended 31 December 2009 and confirmed that the Supply Transactions were (i) in the ordinary course and usual course of the Group's business; (ii) on terms no less favourable to the Group than terms available to independent third parties who are not connected persons of the Group as defined in the Listing Rules; and (iii) in accordance with the relevant agreement governing the Supply Transactions on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole.

當然本集團也將為浪潮集團供應多種的IT產品和IT服務。本集團將供應之電腦產品的單價將參照IT產品和IT服務當時之市場費率協定。

供應交易截至二零零九年，二零一零年及二零一一年十二月三十一日止財政年度的年度上限分別為400,000,000港元，460,000,000港元及530,000,000港元。

上述持續關連交易之進一步詳情於二零零九年二月二十七日的通函(「通函」)中披露。

截至二零零九年十二月三十一日止年度，累計供應交易協定項下的金額約為393,259,000港元。

獨立非執行董事已審閱截至二零零九年十二月三十一日止年度之上述關連交易，並確認供應交易乃(i)在本集團日常一般業務中進行；(ii)按不遜於本集團獲獨立第三者(並非上市規則所指之本集團關連人士)給予之條款進行；及(iii)按照規管供應交易之相關協議進行，而該等條款屬公平合理且對本集團股東整體有利。

2. Selling Agency Transactions

The Group appoints Inspur Group to act as selling agent in the sale of the products and services of the Group. In return, the Inspur Group will receive a commission of 1% of the total sales value of the products and the services. The maximum annual caps of the value of transactions under Selling Agency Transactions will not exceed HK\$108,000,000, HK\$125,000,000 and HK\$145,000,000 for each of the financial year ended 31 December 2009, 2010 and 2011 respectively. The expected maximum amounts of commissions to be paid by the Group to the Inspur Group will not exceed HK\$1,080,000, HK\$1,250,000 and HK\$1,450,000 for each of the financial year ended 31 December 2009, 2010 and 2011 respectively.

Further details of such continuing connected transaction were disclosed in the Circular.

The aggregate transactions under Selling Agency Transactions for the year ended 31 December 2009 amounted to approximately HK\$73,670,000 and the related commission amounted to approximately HK\$647,000.

The independent non-executive directors have reviewed the above connected transactions for the year ended 31 December 2009 and confirmed that the Selling Agency Transactions were (i) in the ordinary course and usual course of the Group's business; (ii) on terms no less favourable to the Group than terms available to independent third parties who are not connected persons of the Group as defined in the Listing Rules; and (iii) in accordance with the relevant agreement governing the Selling Agency Transactions on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole.

2. 銷售代理協定

本集團委聘浪潮集團擔任本集團產品及服務銷售之銷售代理。作為回報，浪潮集團將收取不高於產品及服務銷售總值1%之佣金。截至二零零九年、二零一零年及二零一一年十二月三十一日止各個財政年度，根據銷售代理協定的交易金額年度上限分別將不超過108,000,000港元、125,000,000港元及145,000,000港元。截至二零零九年、二零一零年及二零一一年十二月三十一日止各財政年度，本集團支付給浪潮集團的佣金最高上限分別為不超過1,080,000港元、1,250,000港元及1,450,000港元。

上述持續關連交易之進一步詳情於通函中披露。

截至二零零九年十二月三十一日止年度，累計銷售代理協定項下交易金額約為73,670,000港元及相關佣金的金額約為647,000港元。

獨立非執行董事已審閱截至二零零九年十二月三十一日止年度之上述關連交易，並確認銷售代理協定乃(i)在本集團日常一般業務中進行；(ii)按不遜於本集團獲獨立第三者(並非上市規則所指之本集團關連人士)給予之條款進行；及(iii)按照規管銷售代理協議之相關協議進行，而該等條款屬公平合理且對本集團股東整體有利。

3. Purchase Transactions

The Group will purchase the computer hardware and software products by the Group from the Inspur Group. The price per unit of the computer products and components purchased from Inspur Group will be agreed between parties with reference to the then prevailing markets prices of such computer hardware and software products at the relevant time.

The maximum annual caps under supply Transactions will not exceed HK\$132,000,000, HK\$145,000,000 and HK\$160,000,000 for each of the financial year ended 31 December 2009 and 2010 and 2011 respectively.

Further details of such continuing connected transaction were disclosed in the Circular.

The aggregate transactions under Purchase Transactions for the year ended 31 December 2009 amounted to approximately HK\$123,504,000.

The independent non-executive directors have reviewed the above connected transactions for the year ended 31 December 2009 and confirmed that the Purchase Transactions were (i) in the ordinary course and usual course of the Group's business; (ii) on terms no less favourable to the Group than terms available to independent third parties who are not connected persons of the Group as defined in the Listing Rules; and (iii) in accordance with the relevant agreement governing the Purchase Transactions on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole.

3. 採購交易

本集團將向浪潮集團採購電腦軟硬件產品。浪潮集團將供應之電腦產品及配件之單價，將由訂約方參照該等產品於有關時間當時之市價協定。

採購交易截至二零零九年、二零一零年及二零一一年十二月三十一日止年度最高上限分別不超過 132,000,000 港元，1,450,000 港元及 160,000,000 港元。

上述持續關連交易之進一步詳情於通函中披露。

截至二零零九年十二月三十一日止年度，累計採購交易協定項下的金額約為 123,504,000 港元。

獨立非執行董事已審閱截至二零零九年十二月三十一日止年度之上述關連交易，並確認採購交易乃(i)在本集團日常一般業務中進行；(ii)按不遜於本集團獲獨立第三者(並非上市規則所指之本集團關連人士)給予之條款進行；及(iii)按照規管採購交易之相關協議進行，而該等條款屬公平合理且對本集團股東整體有利。

4. Common Services Transactions

The Inspur Group shall provide office, water, heat, electricity and vehicles for use ("Common Services") by the Group. The expenses to be charged will be agreed upon between the parties and shall be determined based on normal commercial terms through arm's length negotiation or on terms no less favourable than the terms available from independent third parties for provision of similar services. The maximum annual amount of the expenses payable to Inspur Group for each of the three years ending 31 December 2010 is HK\$7,700,000, HK\$8,470,000 and HK\$9,317,000 respectively.

Further details of such continuing connected transaction were disclosed in the Circular.

The use of Common Services for the year ended 31 December 2009 amounted to approximately HK\$5,606,000.

The independent non-executive directors have reviewed the above connected transactions for the year ended 31 December 2009 and confirmed that the Common Services Transactions were (i) in the ordinary course and usual course of the Group's business; (ii) on terms no less favourable to the Group than terms available to independent third parties who are not connected persons of the Group as defined in the Listing Rules; and (iii) in accordance with the relevant agreement governing the Common Services Transactions on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole.

4. 公共服務交易

浪潮集團將就使用物業、水、供熱、電力及汽車向本集團提供服務（「公共服務」），收費乃按正常商業條款及公平原則或按不遜於浪潮集團向其他方提供或其他方向本集團提供同類服務條款磋商。截至二零一零年十二月三十一日止三年度各年，應付浪潮集團的年度最高上限分別為7,700,000港元，8,470,000港元及9,317,000港元。

上述關連交易之詳情於通函中披露。

截至二零零九年十二月三十一日止年度，使用公共服務的金額約為5,606,000港元。

獨立非執行董事已審閱截至二零零九年十二月三十一日止年度之上述關連交易，並確認公共服務交易乃(i)在本集團日常一般業務中進行；(ii)按不遜於獨立第三者（並非上市規則所指之本集團關連人士）可享有之條款進行；及(iii)按照規管公共服務交易之相關協議進行，而該等條款屬公平合理且對本公司股東整體有利。

5. Processing Transactions

Inspur Business System Company Limited (“Inspur Business”) has appointed Inspur Cheeloo Company Limited (“Inspur Cheeloo”) to provide services of procurement of raw materials of and assembling and manufacturing tax-collection cashier machines at processing fee calculated at 5% of the value of the raw materials (the “Cashier Machines Purchases”) and the said rate is comparable to the rates in the market. In general, Inspur Business will pay the price of the tax-collection cashier machines (including the processing fee) within 30 days after receipt of the goods. Inspur Business and Inspur Group agreed that the maximum annual caps of the Cashier Machines will not exceed RMB150,000,000, RMB200,000,000 and RMB277,777,777 for the year ended 31 December 2009, 2010 and 2011 respectively.

Further details of such continuing connected transaction were disclosed in the Circular.

The aggregate amount under Processing Transactions for the year ended 31 December 2009 amounted to approximately RMB137,840,000 (equivalent to HK\$156,180,000).

The independent non-executive directors have reviewed the above connected transactions for the year ended 31 December 2009 and confirmed that the Processing Transactions were (i) in the ordinary course and usual course of the Group’s business; (ii) on terms no less favourable to the Group than terms available to independent third parties who are not connected persons of the Group as defined in the Listing Rules; and (iii) in accordance with the relevant agreement governing the Processing Transactions on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole.

5. 加工交易

浪潮商用系統有限公司（「浪潮商用」）已委聘浪潮齊魯軟體產業有限公司（「浪潮齊魯」）就採購稅控收款機之原材料及組裝及製造稅控收款機提供服務，所收取加工費按原材料價值之5%計算（「稅控機採購」），而上述費率與市場收費相若。一般來說，浪潮商用將於收取貨品後30日內支付稅控收款機之價格（包括相關加工費）。浪潮商用和浪潮集團同意截至二零零九年，二零一零年及二零一一年十二月三十一日的年度最高上限分別不超過人民幣150,000,000元、人民幣200,000,000元及人民幣277,777,777元。

上述關連交易之詳情於通函中披露。

截至二零零九年十二月三十一日止年度，累計加工交易項下的金額約為人民幣137,840,000元（約折156,180,000港元）。

獨立非執行董事已審閱截至二零零九年十二月三十一日止年度之上述關連交易，並確認加工交易乃(i)在本集團日常一般業務中進行；(ii)按不遜於獨立第三者（並非上市規則所指之本集團關連人士）可享有之條款進行；及(iii)按照規管加工交易之相關協議進行，而該等條款屬公平合理且對本公司股東整體有利。

6. Software outsourcing services

On 26 September 2008, Inspur Worldwide Services Limited (“Worldwide Shandong”), a wholly owned subsidiary of the Company, entered into a master service agreement – supplement agreement with Microsoft Corporation (“Microsoft”) in relation to provision of services (including outsourcing development services) for the term from 10 November 2008 to 30 Jun 2011 (“MSA Supplemental Agreement”)

As Microsoft is the holder of the preferred shares and is entitled to voting rights of 1,173,230,290 shares (representing approximately 23.73% of the total voting rights of the holders of the shares and preferred shares), Microsoft is a connected person of the Company and the transactions constitute continuing connected transactions on the part of the Company under the Listing Rules.

Further details of such continuing connected transaction were disclosed in the Company's circular dated 17 October 2008.

The expected annual caps under Software outsourcing services will not exceed US\$13,670,000, US\$20,510,000 and US\$14,150,000 for each of the financial year ended 31 December 2009, 2010, 2011 respectively.

The aggregate transactions under Software outsourcing services Transactions for the year ended 31 December 2009 amounted to approximately US\$6,097,000 (equivalent to HK\$47,560,000).

6. 軟體外包服務

於二零零八年九月二十六日，本公司之全資附屬公司浪潮世科(山東)信息技術有限公司(「世科山東」)與微軟公司(「微軟」)訂立服務總協議補充協議，據此，於二零零八年十一月十日起至二零一一年六月三十日止期間提供服務(包括外包開發服務)(「服務總協議補充協議」)。

由於微軟為優先股持有人並擁有1,173,230,290股股份之投票權(佔股份及優先股持有人總投票權約23.73%)，故根據上市規則，微軟為本公司之關連人士，而該等交易則構成本公司之持續關連交易。

上述持續關連交易之其他詳情於本公司二零零八年十月十七日通函披露。

軟體外包服務截至二零零九年，二零一零年及二零一一年十二月三十一日的年度最高上限分別不超過13,670,000美元，20,510,000美元，14,150,000美元。

截至二零零九年十二月三十一日止年度，累計軟體外包交易項下交易金額約為6,097,000美元(約折47,560,000港元)。

The independent non-executive directors have reviewed the above connected transactions for the year ended 31 December 2009 and confirmed that the Software outsourcing services Transactions were (i) in the ordinary course and usual course of the Group's business; (ii) on terms no less favourable to the Group than terms available to independent third parties who are not connected persons of the Group as defined in the Listing Rules; and (iii) in accordance with the relevant agreement governing the Software Outsourcing Services Transactions on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole.

獨立非執行董事已審閱上述截至二零零九年十二月三十一日止年度之關連交易，並確認軟體外包服務交易乃(i)在本集團日常一般業務中進行；(ii)按不遜於獨立第三者(並非上市規則所指之本集團關連人士)可享有之條款進行；及(iii)按照規管軟件外包服務交易之相關協議進行，而該等條款為公平合理且符合本集團股東之整體利益。

Acquisitions of business and subsidiaries

1. On 30 May 2009, the Group further acquired 46.67% equity interest in Inspur E-government from Shandong Inspur Software Company Limited, a subsidiary of Inspur Corporation, at a cash consideration of RMB11,000,000 (equivalent to approximately HK\$12,467,000). Further details regarding the acquisition were disclosed in the Company's announcement dated 29 April 2009.
2. On 8 July 2009, the Group acquired 95% and 5% equity interest in Jinan Communication from Inspur Light and Electricity Technology Limited and Inspur Leasing Limited, subsidiaries of the Inspur Corporation, respectively. The aggregate consideration was RMB130,000,000 (equivalent to approximately HK\$147,192,000). Further details regarding the acquisition were disclosed in the Company's circular dated 15 June 2009.
3. On 4 September 2009, the Group acquired the digital media department and the net assets in relation to the digital media department of approximately RMB 7,999,000 (equivalent to approximately HK\$8,534,000) from Inspur Corporation at cash consideration of RMB30,006,700 (equivalent to approximately HK\$34,021,000). Further details regarding the acquisition were disclosed in the Company's announcement dated 3 September 2009.

收購業務和附屬公司

1. 於二零零九年五月三十日，本集團以現金代價人民幣11,000,000元(約12,467,000港元)向浪潮公司的一間附屬公司山東浪潮齊魯軟件產業股份有限公司收購浪潮電子政務之額外46.67%股本權益。上述收購交易之其他詳情於本公司二零零九年四月二十九日之公告中披露。
2. 於二零零九年七月八日，本集團分別從浪潮公司的子公司浪潮光電科技有限公司及浪潮租賃有限公司收購95%及5%於濟南浪潮數位通信的權益。收購總代價為人民幣130,000,000元(約折147,192,000港元)。上述收購交易之其他詳情於本公司二零零九年六月十五日之通函中披露。
3. 於二零零九年九月四日，本集團從浪潮公司以現金代價人民幣30,006,700元(約折34,021,000港元)收購數字媒體事業部及其數字媒體事業部的淨資產價值約人民幣7,999,000元(約折8,534,000港元)。上述收購交易之其他詳情於本公司二零零九年九月三日之公告中披露。

The independent non-executive directors have reviewed the transactions and confirmed that the terms of the transactions are fair and reasonable and in the interests of shareholders of the Company as a whole.

獨立非執行董事已檢討該等交易，並確認交易的條款公平合理並符合股東的整體利益。

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2009, the Company's reserves available for distribution are set out as below:

Special reserve	特殊儲備
Share premium	股份溢價
Preferred shares equity reserve	優先股股本儲備
Share option reserve	購股權儲備
Accumulated (losses) profits	累計（虧損）盈利

Under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium of the Company may be distributed subject to the provision of the Company's Memorandum and Articles of Association and provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. This share premium account may also be distributed in the form of fully paid bonus shares.

本公司可分派儲備

於二零零九年十二月三十一日，本公司可供分派儲備計算如下：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
571	571
763,257	295,536
17,438	17,438
—	11,755
30,146	15,749
811,412	341,049

根據開曼群島法例第22章公司法（經綜合及修訂的一九六一年第3號法例），按本公司之組織章程大綱及細則的規定及倘緊隨建議分派股息日期後，本公司可在日常業務過程中清償到期債務時，股份溢價可用以分派。股份溢價賬亦可以繳足紅股方式派付。

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Mr. Sun Pishu
Mr. Wang Xingshan*³
Mr. Chen Dongfeng*³
Mr. Dong Hailong*²
Mr. Zhang Lei*³
Mr. Wang Miao*²
Mr. Leung Chi Ho*³
Mr. Xin Wei Hua*³
Mr. Wang, Alex Hung*¹

Mr. Meng Xiang Xu
Mr. Liu Ping Yuan
Mr. Wong Lit Chor, Alexis

Note:

1. Mr. Wang, Alex Hung was resigned on 29 January 2009.
2. Mr. Wang Miao was resigned on 31 March 2009. Mr. Dong Hailong was appointed as an executive director at the same day.
3. Mr. Zhang Lei, Mr. Leung Chi Ho and Mr. Xin Wei Hua were resigned on 27 Oct. 2009. Mr. Wang Xingshan and Mr. Chen Dongfeng were appointed as executive directors at the same day.

In accordance with the Company's Articles of Association, Messrs. Sun Pishu, Wang Xingshan and Chen Dongfeng shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

None of the directors has a service contract with the Company which is not determinable by the Group within one year without payment of compensation, other than the statutory compensation.

董事

本年內及截至本報告日期為止，本公司的董事如下：

孫丕恕先生
王興山先生*³
陳東風先生*³
董海龍先生*²
張磊先生*³
王渺先生*²
梁智豪先生*³
辛衛華先生*³
王衡先生*¹

孟祥旭先生
劉平源先生
黃烈初先生

Note:

1. 王衡先生於二零零九年一月二十九日辭任。
2. 王渺先生於二零零九年三月三十一日辭任，同日董海龍先生當選為董事。
3. 張磊先生、梁智豪先生及辛衛華先生於二零零九年十月二十七日辭任，同日王興山先生和陳東風先生當選董事。

根據公司組織章程，孫丕恕先生、王興山先生和陳東風先生將於應屆股東週年大會上告退，惟願意膺選連任。

董事服務合約

董事概無與本公司訂立本集團於一年內不作補償(法定補償除外)而可予以終止之服務合約。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance to which the Company, any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES OF THE COMPANY

As at 31 December 2009, the interests and short positions of the directors and the chief executive and their associates in the shares and underlying shares of the Company or any of its associated corporations, as recorded in the register required to be kept by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code contained in the Listing Rules were as follows:

(a) Long positions in the shares of the Company

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 持有普通股 之數目	Percentage of the issued share capital of the Company 佔本公司 已發行股本 之百分比
Dong Hailong 董海龍	Beneficial owner 實益擁有人	5,000	0.00%

董事於合約中之權益

本公司、其任何控股公司、同系附屬公司或附屬公司於本年度結束時或本年度內任何時間並無參與訂立本公司董事直接及間接擁有重大權益的重大合約。

董事及最高行政人員於本公司股份之權益及淡倉

於二零零九年十二月三十一日，各董事及最高行政人員以及彼等各自聯繫人於本公司及其任何相聯法團之股本、相關股份中擁有根據證券及期貨條例（「證券及期貨條例」）第352條須記錄於該條所指登記冊之權益及淡倉，或根據上市規則所載的標準守則而須知會本公司及聯交所的權益及淡倉如下：

(a) 於本公司股份的長倉

(b) Long positions in the underlying shares of equity derivatives of the Company

(b) 本公司股本衍生工具的相關股份的長倉

Name of director 董事姓名	Capacity 身份	Options in the Company (Unlisted and physically settled equity derivatives)		
		Description of equity derivatives 股本衍生工具的詳情 (Note) (附註)	Number of underlying shares 相關股份的數目	Subscription price per share 每股認購價 HK\$ 港元
Sun Pishu 孫丕恕	Beneficial owner 實益擁有人	Share option 購股權	20,000,000	0.0648

Note: The share options were granted under the Pre-IPO Share Option Scheme as disclosed in the Prospectus. These options will expire ten years from the date of grant.

附註：購股權根據招股章程所載首次公開招股前購股權計劃授出。該等購股權由授出日期起計十年後到期。

Save as disclosed above, as at 31 December 2009, none of the directors or the chief executive or its associates had any interests or short positions in any shares or underlying shares of equity derivatives of the Company or any of its associated corporations.

除上述披露外，於二零零九年十二月三十一日，概無董事或最高行政人員或彼等之聯繫人士於本公司或任何聯營公司股份或股本衍生工具相關股份持有任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2009, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, the following shareholders other than the directors of the Company had notified the Company of relevant interests in the issued capital of the Company.

(a) Long position in shares and underlying shares of the Company

Ordinary shares of HK\$0.002 each of the Company

Name of shareholder 主要股東姓名／名稱

Type of Interests 權益類別

Inspur Group Limited
浪潮公司

Corporate (Note 1)
公司(附註1)

Inspur Electronics (HK) Limited
浪潮電子(香港)有限公司

Beneficial owner (Note 1)
實益擁有人(附註1)

Matthews International Capital
Management, LLC

Investment manager
投資經理

Value Partners Limited

Investment manager (Note 2)
投資經理(附註2)

Note 1: Inspur Group Limited is taken to be interested in 1,354,390,000 shares due to its 100% shareholdings in the issued share capital of Inspur Electronics (HK) Limited.

Note 2: 187,550,000 Shares were held by a discretionary trust of which Mr. Cheah Cheng Hye is the founder. The trustee of the trust was Hang Seng Bank Trustee International Limited ("HSB"), which held the interests in the Company through its indirect control over Value Partners Limited.

主要股東

於二零零九年十二月三十一日，本公司根據證券及期貨條例第336條存置的主要股東名冊顯示，除本公司董事以外，以下股東已知會本公司彼等於本公司已發行股本的有關權益。

(a) 於本公司股份及相關股份的好倉

本公司每股面值0.002港元的普通股

	Number of issued ordinary shares held 實益持有 普通股數目	Percentage of the issued share capital of the Company 佔本公司 已發行股本 之百分比
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1,354,390,000 35.92%

1,354,390,000 35.92%

339,625,000 9.00%

187,550,000 5.05%

附註1：由於浪潮集團有限公司擁有浪潮電子(香港)有限公司已發行股本的100%股權，故此，浪潮集團有限公司被視為於1,354,390,000股股份中擁有權益。

附註2：一項全權信託擁有187,550,000股股份，謝清海先生為該信託之成立人。Hang Seng Bank Trustee International Limited (「HSB」) 為該信託之信託人，透過間接控制 Value Partners Limited 擁有本公司之權益。

Value Partners Limited is 100% controlled by Value Partners Group Limited ("VPGL"), which in turn is a 35.65% controlled company of Cheah Capital Management Limited ("CCML"). CCML is 100% controlled by Cheah Company Limited ("CCL"), which in turn is a 100%-controlled company of HSB.

Accordingly, Mr. Cheah Cheng Hye, his spouse, HSB, CCL, CCML and VPGL were deemed to have interests in the 187,550,000 Shares.

Value Partners Limited由Value Partners Group Limited (「VPGL」)全權控制，VPGL則為Cheah Capital Management Limited(「CCML」)擁有35.65%控制權之公司。CCML由Cheah Company Limited(「CCL」)全權控制，而CCL則為HSB全權控制之公司。

因此，謝清海先生、其配偶、HSB、CCL、CCML及VPGL均被視為擁有187,550,000股股份權益。

(b) Long positions in series A senior redeemable convertible voting preferred shares of the Company

(b) 本公司系列甲高級可贖回可換股附帶投票權優先股的好倉

Name of shareholder 股東姓名	Capacity 身份	Number of securities 證券數目 (Note 1) (附註1)	Approximate percentage of interests 概約權益百分比
Microsoft Corporation 微軟公司	Beneficial owner 實益擁有人	236,112,054	100%

Notes 1:

Microsoft Corporation held 236,112,054 class A senior redeemable voting preferred shares convertible into 1,173,230,290 Shares, representing 23.73 % of the total enlarged voting rights in the Company. However, pursuant to the subscription deed entered into with Microsoft Corporation, Microsoft Corporation can only exercise up to 28% voting rights at general meeting of the Company. series A senior redeemable convertible voting preferred shares attached with rights of conversion to

As at 31 December 2009, no persons have any other relevant interests or short positions in shares or underlying shares of equity derivatives of the Company.

附註1：

微軟為236,112,054股系列甲高級可贖回可換股附帶投票權之優先股之持有人，有權行使1,173,230,290股股份之投票權，佔本公司經擴大總投票權約23.73%。根據與微軟公司訂立的認購契約，微軟公司僅有權行使本公司股東大會(優先股持有人之會議除外)之不超過28%以上由其行使優先股及/或股份所附帶之投票權至超過總投票權

於二零零九年十二月三十一日，並無人士於本公司股份或股本衍生工具相關股份中擁有任何其他相關權益或淡倉。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

SHARE OPTIONS

Details of the Company's share option schemes are set out in note 29 to the consolidated financial statements.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the option holdings disclosed above, at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

COMPETING INTEREST

During the year ended 31 December 2009, none of the directors, chief executive, initial management shareholders or its substantial shareholders of the Company or their respective associates (as defined in the Listing Rules) had any interests in a business which competes with or may compete with the business of the Group.

AUDIT COMMITTEE

The audit committee comprises three independent non-executive directors, Messrs. Meng Xiang Xu, Liu Ping Yuan and Wong Lit Chor, Alexis. Mr. Wong Lit Chor, Alexis is the chairman of the audit committee. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group.

Up to the date of approval of these consolidated financial statements, the audit committee has held two meetings and has reviewed the Company's draft annual and interim financial reports and consolidated financial statements prior to recommending such reports and consolidated financial statements to the Board for approval.

管理合約

本年度內，並無訂立有關本公司業務之全部或任何重要部分之管理及行政之合約。

購股權計劃

本公司購股權計劃的詳情載於綜合財務報表附註29。

購買股份或債券之安排

除上文所披露有關股權持有外，於本年度任何時間，本公司、其控股公司、或任何其附屬公司或同集團附屬公司概無參與任何安排，致令本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

競爭權益

截至二零零九年十二月三十一日止年度，本公司概無董事、最高行政人員、最初的管理股東或其主要股東或彼等各自之聯繫人士(定義見上市規則)於與本集團業務有競爭或可能競爭的業務中有任何權益。

審核委員會

審核委員會由三名獨立非執行董事孟祥旭先生、劉平源先生及黃烈初先生組成。黃烈初先生為審核委員會之主席。該審核委員會主要負責審閱及監督本集團之財務申報程序及內部監控制度。

直至批准該等綜合財務報表之日為止，審核委員會已舉行二次會議，並已於有關全年及中期財務報告及綜合財務報表草本提交董事會批准前審閱有關報告及綜合財務報表。

The Group's audited results for the year ended 31 December 2009 have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

CORPORATE GOVERNANCE

The Group has complied with the applicable code provisions set out in the Code of Corporate Governance Practices (the "Code") contained in Appendix 14 of Listing Rules for Main Board throughout the period ended 31 December 2009, save as notice of at least 14 days, as required under Code A 1.3, was not adequately given for some regular board meeting which were scheduled on date such that most directors were able to attend. Also, the chairman of the Board, as required under Code E.1.2, was not able to attend the annual general meeting because of other conference committed.

The Company will improve its meeting scheduling and arrangement in order to ensure full compliance with Code A.1.3 and E.1.2 in future.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company confirmed that annual confirmations of independence were received from each of the Company's independent non-executive directors pursuant to Rule 3.13 of the Listing Rules and all independent non-executive directors are considered to be independent.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed issuers (the "Model Code") set out in Appendix 10 of Main Board Listing Rule as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries to all Directors, all Directors confirmed that they have complied with the requirement set out under the Model Code throughout the period ended 31 December 2009.

審核委員會已審閱本集團截至二零零九年十二月三十一日止年度之經審核業績，彼等認為該等業績按照適用之會計準則及規定編製，並已作出足夠披露。

企業管治

本集團截至二零零九年十二月三十一日止的期間一直遵守包含主板上市規則附錄14之所有守則(「守則」)條文，惟以下各項除外：若干常規會議未能按守則第A.1.3項要求給予不少於14天的通知期以使大部分董事均能出席；董事會主席因出席其他會議而未能按守則第E.1.2項要求出席股東週年大會。

本公司會改善在會議議程和安排，以確保日後完全遵從守則第A.1.3及E.1.2項條文。

獨立非執行董事之獨立性

本公司確認，已根據上市規則第3.13條向本公司各獨立非執行董事收取獨立地位年度確認書，而全體獨立非執行董事均被認為屬獨立。

董事進行證券交易之標準守則

本公司已經採用主板上市規則附錄10之上市發行人董事進行證券交易之標準守則(標準守則)作為董事進行證券交易之標準守則。經本公司向全體董事作出特定查詢後，全體董事已確認截至二零零九年十二月三十一日始終遵守標準守則所訂之規定。

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme are set out in note 29 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2009.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 20 May 2010 to 26 May 2010, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 pm on 19 May 2010.

薪酬政策

本集團僱員之薪酬政策乃由薪酬委員會根據彼等之績效、資格和能力製訂。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、個人表現及可比較市場數字後釐定。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵。有關計劃之詳情載於綜合財務報表附註29。

足夠的公眾持股量

本公司在截至二零零九年十二月三十一日止年度一直保持著足夠的公眾持股量。

暫停辦理股份過戶登記

本公司將於二零一零年五月二十日至五月二十六日（包括首尾兩天）暫停辦理股份過戶登記手續，期間將不會進行股份過戶。為合資格收取建議末期股息，所有過戶檔連同有關股票最遲必須於二零一零年五月十九日下午四時三十分前送交本公司在香港之股份過戶登記分處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17M樓。

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company. There has been no change in the auditor of the Company since its incorporation on 29 January 2003.

On behalf of the Board

SUN PISHU
CHAIRMAN

8th April 2010

核數師

股東週年大會將提呈決議案以續聘德勤•關黃陳方會計師行為本公司的核數師。自二零零三年一月二十九日本公司註冊成立日起，並沒有更換核數師。

代表董事會

孫丕恕
主席

二零一零年四月八日

Deloitte.

德勤

TO THE MEMBERS OF INSPUR INTERNATIONAL LIMITED

浪潮國際有限公司
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Inspur International Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 62 to 204, which comprise the consolidated statement of financial position as at 31 December 2009, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

致浪潮國際有限公司股東

(於開曼群島註冊成立之有限公司)

本核數師行(以下簡稱「我們」)已審核第62頁至204頁所載浪潮國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，包括二零零九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動報表及綜合現金流量報表，以及重大會計政策概要及其他說明附註。

董事對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製及真實而公允地呈列該等綜合財務報表。該責任包括設計、實施及維護與編製及真實而公允地呈列綜合財務報表相關的內部監控，使綜合財務報表不存在因欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及因應情況作出合理的會計估計。

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

核數師的責任

我們的責任是根據我們的審核就該等綜合財務報表提出意見，並按照我們協定的委聘條款僅向整體股東報告，而不作其他用途。我們概不就本報告書的內容對任何其他人士負責或承擔法律責任。我們已根據香港會計師公會頒佈的香港核數準則進行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，以合理確定該等綜合財務報表有否任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估因欺詐或錯誤而導致綜合財務報表有重大錯誤陳述的風險。評估該等風險時，核數師考慮與該公司編製及真實而公允地呈列綜合財務報表相關的內部監控以設計適合的審核程序，但並非為對公司內部監控的成效發表意見。審核亦包括評估董事所採用會計政策是否合適及所作會計估計是否合理，以及評估綜合財務報表的整體列報方式。

我們相信已獲取充分及適當的審核憑證作為我們審核意見的根據。

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
8 April 2010

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公允地反映貴集團於二零零九年十二月三十一日的財務狀況及貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港
二零一零年四月八日

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		NOTES 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Revenue	收入	7	2,155,705	1,841,584
Cost of sales	銷售成本		(1,657,302)	(1,327,402)
Gross profit	毛利		498,403	514,182
Other income and gains	其他收入及收益	9	132,870	72,786
Administrative and operating expenses	行政及營運費用		(129,619)	(111,161)
Selling and distribution cost	銷售及分銷成本		(106,571)	(69,053)
Finance costs	財務成本		(15,963)	(15,368)
Amortisation of other intangible assets	其他無形資產攤銷		(21,980)	(23,976)
Fair value change in convertible note classified as liabilities at fair value though profit or loss	分類為按公平值計入 損益之負債的可換 股票據的公平值變動		(3,715)	3,029
Impairment loss on goodwill and other intangible assets	商譽及其他無形 資產減值虧損	18	(79,332)	—
Share of profits of associates	應佔聯營公司溢利		14,502	3,212
Profit before taxation	除稅前溢利		288,595	373,651
Taxation	稅項	10	(36,064)	(40,138)
Profit for the year	年內溢利	11	252,531	333,513
Profit for the year attributable to:	應佔年內溢利：			
Owners of the Company	本公司擁有人		254,501	311,633
Minority interests	少數股東權益		(1,970)	21,880
			252,531	333,513
Earnings per share	每股盈利	15		
Basic	基本		HK7.37 cents 港仙	HK10.22 cents 港仙
Diluted	攤薄		HK5.62 cents 港仙	HK7.02 cents 港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit for the year	年內溢利	252,531	333,513
Other comprehensive income	其他全面收入		
Exchange differences arising on translation of foreign operations	因換算境外營運產生之匯兌差額	2,970	34,960
Total comprehensive income for the year	年內全面收入總額	255,501	368,473
Total comprehensive income attributable to:	應佔全面收入總額：		
Owners of the Company	本公司擁有人	256,989	341,578
Minority interests	少數股東權益	(1,488)	26,895
		255,501	368,473

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2009
於二零零九年十二月三十一日

		NOTES 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	86,662	58,327
Goodwill	商譽	17	74,364	136,740
Other intangible assets	其他無形資產	19	67,981	107,091
Available-for-sale investment	可供出售投資	20	567	565
Interest in an associate	聯營公司權益	21	141,333	—
			370,907	302,723
Current assets	流動資產			
Inventories	存貨	22	261,561	63,162
Trade receivables	貿易應收賬款	23	188,604	125,814
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	23	35,307	36,783
Amounts due from customers for contract work	應收客戶合約工程款額	24	60,847	67,183
Amounts due from fellow subsidiaries	應收同集團附屬公司款額	23	195,940	80,099
Amount due from ultimate holding company	應收最終控股公司款額	23	42,538	136,501
Taxation recoverable	可收回稅項		112	112
Bank balances and cash	銀行結餘及現金	25	918,347	606,929
			1,703,256	1,116,583
Current liabilities	流動負債			
Trade and bills payables	貿易應付賬款及應付票據	26	214,121	94,054
Other payables, deposits received and accrued expenses	其他應付賬款、已收按金及應計開支		93,801	114,251
Amounts due to customers for contract work	應付客戶合約工程款額	24	15,962	16,279
Amounts due to fellow subsidiaries	應付同集團附屬公司款額	26	20,026	22,445
Amount due to ultimate holding company	應付最終控股公司款額	26	3,662	439
Deferred income - government grant	遞延收入 — 政府補助	30	2,575	—
Bank borrowings	銀行借貸	27	—	67,401
Taxation payable	應繳稅項		31,757	33,033
			381,904	347,902
Net current assets	流動資產淨額		1,321,352	768,681
Total assets less current liabilities	總資產減流動負債		1,692,259	1,071,404

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2009
於二零零九年十二月三十一日

		NOTES 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Deferred income - government grant	遞延收入 — 政府補助	30	8,449	3,505
Redeemable convertible preferred shares	可贖回可換股優先股	31	187,676	184,642
Convertible notes	可換股票據	32	29,911	55,421
Deferred tax liabilities	遞延稅項負債	33	25,589	27,818
			251,625	271,386
			1,440,634	800,018
Capital and reserves	資本及儲備			
Share capital	股本	28	7,540	6,164
Reserves	儲備		1,431,900	780,984
Equity attributable to owners of the Company	本公司擁有人應佔股權		1,439,440	787,148
Minority interests	少數股東權益		1,194	12,870
Total equity	權益總額		1,440,634	800,018

The consolidated financial statements on pages 62 to 204 were approved and authorised for issue by the Board of Directors on 8 April 2010 and are signed on its behalf by:

載於第62頁至第204頁的綜合財務報表經由董事會批准及授權於二零一零年四月八日刊發，並由下列董事代表董事會簽署：

Mr. Sun Pishu
孫丕恕先生
DIRECTOR
董事

Mr. Wang Xingshan
王興山先生
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Attributable to owners of the Company												
		本公司擁有人應佔												
		Preferred shares equity reserve							Share option reserve		Translation reserve	Retained profits	Minority interests	
		Share capital	Share premium	Special reserve	Preferred shares equity reserve	Share option reserve	Translation reserve	Retained profits	Total	Minority interests	Total			
		股本	股份溢價	特殊儲備	優先股股本變動	購股權儲備	匯兌儲備	留存盈餘	總計	股東權益	總計			
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元			
At 1 January 2008	於二零零八年一月一日	5,861	125,741	92	17,438	10,937	29,998	84,587	274,654	8,942	283,596			
Profit for the year	年內溢利	—	—	—	—	—	—	311,633	311,633	21,880	333,513			
Exchange differences arising on translation of foreign operation	因換算境外營運產生之匯兌差額	—	—	—	—	—	29,945	—	29,945	5,015	34,960			
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	—	29,945	311,633	341,578	26,895	368,473			
Issuance of new shares	發行新股	200	124,800	—	—	—	—	—	125,000	—	125,000			
Acquisition of subsidiaries (note 34 (d) & (f))	收購附屬公司 (附註 34(d)及(f))	—	—	—	—	—	—	—	—	90,229	90,229			
Acquisition of additional interest in a subsidiary (note 34 (g))	收購一家附屬公司額外權益 (附註 34(g))	—	—	—	—	—	—	—	—	(85,970)	(85,970)			
Share issue expenses	股份發行開支	—	(3,800)	—	—	—	—	—	(3,800)	—	(3,800)			
Issue of shares for acquisition of Langchao Worldwide Services Limited ("Langchao Worldwide") (note 34 (f))	為收購浪潮世科信息技術有限公司 ("浪潮世科") 發行股份 (附註 34(f))	103	48,795	—	—	—	—	—	48,898	—	48,898			
Recognition of equity-settled share-based payments	確認按股權結算以股份支付之款額	—	—	—	—	818	—	—	818	—	818			
Dividend paid to minority shareholders of subsidiaries	已付附屬公司少數股東股息	—	—	—	—	—	—	—	—	(27,226)	(27,226)			
		303	169,795	—	—	818	—	—	170,916	(22,967)	147,949			

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		Attributable to owners of the Company									
		本公司擁有人應佔									
		Share capital	Share premium	Special reserve	Preferred shares equity reserve	Share option reserve	Translation reserve	Retained profits	Total	Minority interests	Total
		股本	股份溢價	特殊儲備	優先股股本變動	購股權儲備	匯兌儲備	留存盈餘	總計	股東權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2008	於二零零八年十二月三十一日	6,164	295,536	92	17,438	11,755	59,943	396,220	787,148	12,870	800,018
Profit (loss) for the year	年內溢利(虧損)	—	—	—	—	—	—	254,501	254,501	(1,970)	252,531
Exchange differences arising on translation of foreign operation	因換算境外營運產生之匯兌差額	—	—	—	—	—	2,488	—	2,488	482	2,970
Total comprehensive income (expense) for the year	年內全面收入(開支)總額	—	—	—	—	—	2,488	254,501	256,989	(1,488)	255,501
Exercise of share options	行使購股權	756	47,456	—	—	(11,755)	—	—	36,457	—	36,457
Issuance of new shares	發行新股	620	433,380	—	—	—	—	—	434,000	—	434,000
Share issue expenses	股份發行開支	—	(13,115)	—	—	—	—	—	(13,115)	—	(13,115)
Acquisition of additional interest in a subsidiary (note 34(a))	收購一家附屬公司額外權益(附註 34(a))	—	—	—	—	—	—	—	—	(10,188)	(10,188)
Dividend paid (note 14)	已付股息(附註 14)	—	—	—	—	—	—	(62,039)	(62,039)	—	(62,039)
		1,376	467,721	—	—	(11,755)	—	(62,039)	395,303	(10,188)	385,115
At 31 December 2009	於二零零九年十二月三十一日	7,540	763,257	92	17,438	—	62,431	588,682	1,439,440	1,194	1,440,634

The special reserve of the Group represents the difference between the nominal value of the shares of the subsidiaries and the nominal amount of the Company's shares issued for the acquisition at the time of the reorganisation prior to the listing of the Company's shares in 2003.

本集團特殊儲備指附屬公司股份面值與本公司二零零三年股份上市前集團重組時就收購所發行本公司股份的面值兩者之差額。

Consolidated Statement of Cash Flows

綜合現金流量報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	288,595	373,651
Adjustments for:	按下列各項調整：		
Share of profits of associates	應佔聯營公司溢利	(14,502)	(3,212)
Interest income	利息收入	(5,115)	(2,650)
Interest expenses	利息開支	15,963	15,368
Dividend income from available-for-sale investments	可供出售投資產生 的股息收入	(824)	(1,027)
Amortisation of other intangible assets	其他無形資產攤銷	21,980	23,976
Depreciation of property, plant and equipment	物業、廠房及設備折舊	27,893	18,790
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備 之虧損淨額	174	167
Allowance for bad and doubtful debts	呆壞賬撥備	5,045	255
Expense recognised in profit or loss in respect of equity-settled share-based payments	就按股權結算以股份支付 而於損益表確認之支出	—	818
Write-down of inventories	存貨撇減	1,913	895
Fair value change in convertible notes classified as liabilities at fair value through profit or loss	按公平值列為負債之 可換股票據的公平值 變動計入損益	3,715	(3,029)
Impairment loss on goodwill and other intangible assets	商譽及其他無形資產 減值虧損	79,332	—
Impairment loss on amounts due from customers for contract work	應收客戶合約工程 款額減值虧損	5,684	—

Consolidated Statement of Cash Flows

綜合現金流量報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	429,853	424,002
Increase in inventories	存貨增加	(185,104)	(6,614)
Increase in trade receivables	貿易應收賬款增加	(67,835)	(2,686)
Decrease (increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收賬款減少(增加)	2,152	(9,912)
Decrease (increase) in amounts due from customers for contract work	應收客戶合約工程款額減少(增加)	652	(26,290)
Increase in amounts due from fellow subsidiaries	應收同集團附屬公司款項增加	(118,613)	(42,127)
Decrease in amount due from ultimate holding company	應收最終控股公司款項減少	93,884	162,848
Increase (decrease) in trade and bill payables	貿易應付賬款及應付票據增加(減少)	120,067	(35,338)
Decrease in other payables, deposits received and accrued expenses	其他應付賬款、已收按金及應計開支減少	(32,440)	(2,007)
(Decrease) increase in amounts due to customers for contract work	應付客戶合約工程款額(減少)增加	(317)	11,435
Decrease in amounts due to fellow subsidiaries	應付同集團附屬公司款項減少	(1,437)	(53,426)
Increase (decrease) in amount due to ultimate holding company	應付最終控股公司款項增加(減少)	7	(5,065)
Increase in deferred income - government grant	遞延收入增加 — 政府補助	7,519	1,702
Cash generated from operations	營運所得現金	248,388	416,522
Income taxes paid	已付所得稅	(39,710)	(13,000)
Bank interest paid	已付銀行利息	(1,229)	(866)
NET CASH FROM OPERATING ACTIVITIES	營運業務所得現金淨額	207,449	402,656

Consolidated Statement of Cash Flows

綜合現金流量報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

	NOTE 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
INVESTING ACTIVITIES			
投資業務			
Acquisition of subsidiaries, business and additional interest in a subsidiary	收購附屬公司，業務及一家附屬公司額外權益 34	(173,089)	(124,351)
Purchase of property, plant and equipment	購買物業、廠房及設備	(60,211)	(9,164)
Interest received	已收利息	5,115	2,650
Dividend received	已收股息	824	1,027
Decrease in amounts due from fellow subsidiaries	應收同集團附屬公司款項減少	2,772	—
Decrease in amount due from ultimate holding company	應收最終控股公司款項減少	79	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	5,646	206
NET CASH USED IN INVESTING ACTIVITIES	投資業務所用現金淨額	(218,864)	(129,632)
FINANCING ACTIVITIES			
融資業務			
New bank loans raised	新籌集銀行貸款	—	67,401
Repayment of bank loans	償還銀行貸款	(67,401)	—
Decrease in amounts due to fellow subsidiaries	應付同集團附屬公司款項減少	(982)	—
Decrease in amount due to ultimate holding company	應付最終控股公司款項減少	3,216	—
Proceeds from placement of shares	配售股份所得款項	434,000	125,000
Proceeds from exercise of share options	行使購股權所得款項	36,457	—
Dividend paid to minority shareholders of subsidiaries	向附屬公司少數股東支付股息	—	(27,226)
Interest paid to redeemable convertible preferred shares holder	向可贖回可換股優先股持有人支付利息	(8,751)	(8,759)
Share issue expenses	發行股份費用	(13,115)	(3,800)
Dividend paid to ordinary shareholders	向普通股持有人派息	(62,039)	—

Consolidated Statement of Cash Flows

綜合現金流量報表

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

		2009 二零零九年 <i>HK\$'000</i> 千港元	2008 二零零八年 <i>HK\$'000</i> 千港元
NET CASH FROM FINANCING ACTIVITIES	融資業務所得現金淨額	321,385	152,616
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金 等值物增加淨額	309,970	425,640
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等值物	606,929	167,236
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率改變之影響	1,448	14,053
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終現金及現金等值物	918,347	606,929
Bank balances and cash	銀行結餘及現金	918,347	606,929

1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). In the opinion of the directors of the Company, Inspur Electronics (HK) Limited, a company incorporated in Hong Kong and Inspur Group Limited (“Inspur Corporation”), a company established in the People’s Republic of China (“PRC”) are the immediate holding company and ultimate holding company respectively. The addresses of the registered office and principal place of business of the Company are disclosed in the introduction to the annual report.

In 2008, the Group has made certain acquisition of entities in which their main operations are located in the PRC. After these acquisitions, the substantial portion of the Group’s business are in the PRC. In the opinion of the directors, the functional currency of the Company changed from Hong Kong dollars (“HKD”) to Renminbi (“RMB”) since 1 July 2008 because the currency affecting the underlying transactions to the Company are changed to be RMB. For the convenience of the consolidated financial statements users, the consolidated financial statements are presented in HKD, as the Company’s shares are listed on the Stock Exchange.

The Company is an investment holding company. The principal activities of the Group are trading of computer components, manufacture and sales of computer products, software development and provision of software outsourcing services.

1. 一般資料

本公司為於開曼群島註冊成立的公眾有限公司，其股份在香港聯合交易所有限公司（「聯交所」）主板上市。本公司董事認為，香港註冊成立公司浪潮電子（香港）有限公司及中華人民共和國（「中國」）成立公司浪潮集團有限公司（「浪潮公司」）分別為直接控股公司及最終控股公司。本公司的註冊辦事處及主要營業地點披露於年報引言。

二零零八年，本集團收購若干主要在中國經營的公司。收購完成後，本集團大部分業務位於中國。董事認為，由於影響本公司相關交易的貨幣轉換為人民幣，故本公司的功能貨幣自二零零八年七月一日起由港元（「港元」）轉為人民幣（「人民幣」）。由於本公司股份在聯交所上市，為方便綜合財務報表的使用者，故綜合財務報表以港元呈列。

本公司為投資控股公司。本集團主要業務為買賣計算機部件、製造及銷售計算機產品、開發軟件及提供軟件外包服務。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied the following new and revised Standards, Amendments and Interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

HKAS 1 (Revised 2007)	Presentation of financial statements
HKAS 23 (Revised 2007)	Borrowing costs
HKAS 32 & 1 (Amendments)	Puttable financial instruments and obligations arising on liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of an investment in a subsidiary, jointly controlled entity or associate
HKFRS 2 (Amendment)	Vesting conditions and cancellations
HKFRS 7 (Amendment)	Improving disclosures about financial instruments
HKFRS 8	Operating segments
HK(IFRIC) - INT 9 & HKAS 39 (Amendments)	Embedded derivatives
HK(IFRIC) - INT 13	Customer loyalty programmes

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已採用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）。

香港會計準則第1號 (二零零七年 經修訂)	財務報表之 呈列
香港會計準則第23號 (二零零七年 經修訂)	借貸成本
香港會計準則 第32號及第1號 (修訂本)	可沽售金融 工具及清 盤時產生 的責任
香港財務報告準則 第1號及香港會計 準則第27號 (修訂本)	投資於附屬 公司、共同 控制實體 或聯營公司 之成本
香港財務報告 準則第2號 (修訂本)	歸屬條件 及註銷
香港財務報告 準則第7號 (修訂本)	改進金融 工具之披露
香港財務報告 準則第8號	經營分部
香港（國際財務報告 詮釋委員會）— 詮釋第9號及香港 會計準則第39號 (修訂本)	嵌入式衍生 工具
香港（國際財務報告 詮釋委員會）— 詮釋第13號	客戶忠誠度 計劃

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

HK(IFRIC) - INT 15	Agreements for the construction of real estate
HK(IFRIC) - INT 16	Hedges of a net investment in a foreign operation
HK(IFRIC) - INT 18	Transfers of assets from customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港（國際財務報告詮釋委員會）— 詮釋第15號	房地產建築協議
香港（國際財務報告詮釋委員會）— 詮釋第16號	海外業務投資淨額對沖
香港（國際財務報告詮釋委員會）— 詮釋第18號	從客戶轉撥資產
香港財務報告準則（修訂本）	於二零零八年頒佈對香港財務報告準則之改進，惟對於二零零九年七月一日或之後開始年度期間生效之香港財務報告準則第5號之修訂本除外
香港財務報告準則（修訂本）	於二零零九年頒佈對香港財務報告準則之改進，有關修訂香港會計準則第39號第80段

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

New and revised HKFRSs affecting presentation and disclosure only

HKAS 1 (Revised 2007) Presentation of financial statements

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

HKFRS 8 Operating segments

HKFRS 8 is a disclosure standard that has not resulted in a redesignation of the Group’s reportable segments and has not changed the basis of measurement of segment profit or loss and segment assets (see note 8).

Improving disclosures about financial instruments (Amendments to HKFRS 7 Financial instruments: Disclosures)

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

除上述者外，採納新訂及經修訂香港財務報告準則對目前或過往會計期間之綜合財務報表並無重大影響。

新訂及經修訂香港財務報告準則僅影響呈列及披露

香港會計準則第1號（二零零七年經修訂）財務報表之呈列

香港會計準則第1號（二零零七年經修訂）引入多項術語變更（包括經修訂之財務報表標題），以及財務報表格式及內容變動。

香港財務報告第8號經營分部

香港財務報告準則第8號是一項披露準則，並未導致本集團重新劃分可呈報分部，亦未改變分部損益及分部資產的計算基準（參閱附註8）。

改進金融工具之披露（香港財務報告準則第7號之修訂本金融工具：披露）

香港財務報告準則第7號之修訂擴大有關以公平值計算金融工具之公平值計量所須披露事項。本集團並無根據修訂本所載過渡性條文就擴大披露事項提供比較資料。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and revised HKFRSs affecting presentation and disclosure only (continued)

The Group has not early applied the following new and revised Standards, Amendments or Interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of improvements to HKFRSs 2008 ¹
HKFRSs (Amendments)	Improvements to HKFRSs 2009 ²
HKAS 24 (Revised)	Related party disclosures ⁶
HKAS 27 (Revised)	Consolidated and separate financial statements ¹
HKAS 32 (Amendment)	Classification of right issues ⁴
HKAS 39 (Amendment)	Eligible hedged items ¹
HKFRS 1 (Amendment)	Additional exemptions for first-time adopters ³
HKFRS 1 (Amendment)	Limited exemption from comparative HKFRS 7 disclosures for first-time adopters ⁵
HKFRS 2 (Amendment)	Group cash-settled share-based payments transactions ³
HKFRS 3 (Revised)	Business combinations ¹
HKFRS 9	Financial instruments ⁷
HK(IFRIC) - INT 14 (Amendment)	Prepayments of a minimum funding requirement ⁶

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

新訂及經修訂香港財務報告準則僅影響呈列及披露（續）

本集團並無提早採納以下已頒佈但未生效的新訂及經修訂準則、修訂或詮釋。

香港財務報告準則（修訂本）	修改香港財務報告準則第5號作為改進二零零八年香港財務報告準則的一部分 ¹
香港財務報告準則（修訂本）	改進二零零九年香港財務報告準則 ²
香港會計準則第24號（經修訂）	關連人士披露 ⁶
香港會計準則第27號（經修訂）	綜合及獨立財務報表 ¹
香港會計準則第32號（修訂本）	供股之分類 ⁴
香港會計準則第39號（修訂本）	合資格對沖項目 ¹
香港財務報告準則第1號（修訂本）	首次採納之額外豁免 ³
香港財務報告準則第1號（修訂本）	香港財務報告準則第7號對首次採納者披露比較數字之有限豁免 ⁵
香港財務報告準則第2號（修訂本）	集團按現金結算以股份付款的交易 ³
香港財務報告準則第3號（經修訂）	業務合併 ¹
香港財務報告準則第9號	金融工具 ⁷
香港（國際財務報告詮釋委員會）詮釋第14號（修訂本）	最低資金要求之預付款項 ⁶

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and revised HKFRSs affecting presentation and disclosure only (continued)

HK(IFRIC) - INT 17 Distributions of non-cash assets to owners¹

HK(IFRIC) - INT 19 Extinguishing financial liabilities with equity instruments⁵

¹ Effective for annual periods beginning on or after 1 July 2009.

² Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate.

³ Effective for annual periods beginning on or after 1 January 2010.

⁴ Effective for annual periods beginning on or after 1 February 2010.

⁵ Effective for annual periods beginning on or after 1 July 2010.

⁶ Effective for annual periods beginning on or after 1 January 2011.

⁷ Effective for annual periods beginning on or after 1 January 2013.

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

新訂及經修訂香港財務報告準則僅影響呈列及披露（續）

香港（國際財務報告
詮釋委員會）—
詮釋第17號 向擁有人分發
非現金資產¹

香港（國際財務報告
詮釋委員會）—
詮釋第19號 以權益工具抵銷
金融負債⁵

¹ 於二零零九年七月一日或其後開始之年度期間生效。

² 於二零零九年七月一日及二零一零年一月一日（如適用）或其後開始之年度期間生效之修訂本。

³ 於二零一零年一月一日或其後開始之年度期間生效。

⁴ 於二零一零年二月一日或其後開始之年度期間生效。

⁵ 於二零一零年七月一日或其後開始之年度期間生效。

⁶ 於二零一一年一月一日或其後開始之年度期間生效。

⁷ 於二零一三年一月一日或其後開始之年度期間生效。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and revised HKFRSs affecting presentation and disclosure only (continued)

The application of HKFRS 3 (Revised) may affect the Group's accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary.

HKFRS 9 “Financial Instruments” introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

The directors of the Company anticipate that the application of the other new and revised Standards, Amendments or Interpretations will have no material impact on the consolidated financial statements.

2. 採用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

新訂及經修訂香港財務報告準則僅影響呈列及披露（續）

採納香港財務報告準則第3號（經修訂）可能會影響收購日期為二零一零年一月一日（首個年報期）或之後的業務合併會計處理。香港會計準則第27號（經修訂）將會影響有關本集團擁有附屬公司權益變動之會計處理。

香港財務報告準則第9號「金融工具」引進金融資產分類及計量之新規定，將由二零一三年一月一日起生效，並允許提早採納。該準則規定香港會計準則第39號「金融工具：確認及計量」範圍內所有已確認金融資產按攤銷成本或公平值計量，特別是就(i)以業務模式持有以收取合約現金流量為目的之債務投資，及(ii)純粹為支付本金及未償還本金之利息而擁有合約現金流之債務投資，則一般按攤銷成本計量。所有其他債務投資及股本投資均按公平值計量。採納香港財務報告準則第9號可能影響本集團金融資產之分類及計量。

本公司董事預期應用其他新訂或經修訂準則、修訂或詮釋將不會對綜合財務報表造成重大影響。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance. The accounting policies adopted are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

3. 主要會計政策

綜合財務報表以歷史成本法編製，惟若干按公平值計量（詳情載於下文會計政策）之金融工具除外。

綜合財務報表按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例規定之適用披露。採納之會計政策載列如下。

綜合基準

綜合財務報表包括本公司及其控制的公司（附屬公司）之財務報表。當本公司有權監管一間實體的財務及經營政策以從其業務中獲利，則有控制權。

年內所收購或出售附屬公司之業績自收購生效日期起或截至出售生效日期止（視情況而定）計入綜合收益表。

本集團會對附屬公司之財務報表作出必要調整，使其會計政策貫徹本集團其他成員公司所採用者。

所有集團內公司間之交易、結餘、收入及開支於綜合賬目時對銷。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Basis of consolidation (continued)

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Business combinations

The acquisition of business is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

3. 主要會計政策 (續)

綜合基準 (續)

綜合入賬附屬公司淨資產之少數股東權益與本集團權益分開呈列。淨資產之少數股東權益包括於原定業務合併日期之權益及自合併日期起少數股東應佔權益變動之數額。少數股東應佔虧損超逾少數股東權益所佔附屬公司權益之差額用作抵銷本集團之權益，惟若少數股東有具約束性責任且可額外投資彌補虧損者除外。

業務合併

收購業務時採用購買會計處理法入賬。收購成本按交易當日所給予資產、所產生與承擔負債，以及本集團為換取控制被收購公司而發行股本工具之公平值總額，另加業務合併直接應佔之任何成本計量。符合香港財務報告準則第3號「業務合併」確認條件之被收購公司可識別資產、負債及或然負債均按收購日期之公平值確認。

收購所產生之商譽確認為資產，首次按成本計算，即業務合併之成本超逾本集團所持已確認可識別資產、負債及或然負債公平淨值權益之差額。倘重新評估後，本集團所持被收購公司之可識別資產、負債及或然負債公平淨值權益超出業務合併成本，則差額會即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Business combinations (continued)

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

Business combination agreements with adjustments to the cost of combination based on contingent events are included in the cost of combination at the acquisition date if the adjustment is probable and can be measured reliably. If the contingent events do not occur subsequently, the cost of the business combination is adjusted at the date when such contingent events become less probable.

Acquisition of additional interest in a subsidiary

On acquisition of additional interest in a subsidiary, goodwill is calculated as the difference between the consideration paid for the additional interest and the carrying amount of the net assets of the businesses attributable to the additional interest acquired.

3. 主要會計政策 (續)

業務合併 (續)

被收購公司之少數股東權益首次按少數股東於已確認資產、負債及或然負債之公平淨值比例計算。

根據或然事件對業務合併協議的合併成本進行調整，若相關調整能可靠計量，則於收購日期計入合併成本。倘其後並無發生或然事件，業務合併成本於相關或然事件成為不大可能當日調整。

收購一間附屬公司額外權益

收購一間附屬公司額外權益時，商譽按就額外權益支付的代價與所收購額外權益應佔業務淨資產賬面值之差額計算。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

3. 主要會計政策 (續)

商譽

收購業務產生之商譽按成本減任何累計減值虧損列賬，且在綜合財務狀況表中單獨呈列。

就減值測試而言，收購產生之商譽會分配到各預期可受惠於收購協同效應的相關現金產生單位或現金產生單位組別。已獲配商譽之現金產生單位每年及當單位出現減值跡象時進行減值測試。就於個別財政年度的收購所產生之商譽而言，已獲配商譽之現金產生單位於該財政年度結束前進行減值測試。倘現金產生單位之可收回金額少於該單位賬面值，則分配減值虧損，削減首先分配到該單位及其後根據單位各資產賬面值按比例分配到該單位其他資產的任何商譽賬面值。商譽之任何減值虧損直接於損益確認。商譽之減值虧損不會於往後期間撥回。

出售有關現金產生單位時，資本化商譽應佔金額於出售時計入釐定損益之金額。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of net assets of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is not tested for impairment separately. Instead, the entire carrying amount of the investment is tested for impairment as a single asset. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment in the associate. Any reversal of impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策 (續)

於聯營公司之投資

聯營公司為投資者對該公司有重大影響力之實體，但不屬於附屬公司或於合營企業之權益。重大影響指參與所投資公司的財務及經營政策的決議，但對該等政策並無控制或聯合控制權。

聯營公司之業績及資產與負債以會計權益法計入該等綜合財務報表。根據權益法，於聯營公司之投資按成本於綜合財務狀況表列賬，並就本集團分佔該聯營公司淨資產之收購後增減調整，減去任何已識別減值虧損。倘本集團分佔一間聯營公司之虧損相等於或超出所持該聯營公司權益(包括實質上屬本集團於該聯營公司之投資淨額一部份的任何長期權益)，則本集團終止確認所分佔之額外虧損。本集團就額外分佔之虧損作出撥備，而負債僅於本集團產生法定或推定責任或代該聯營公司付款時確認。

收購成本超逾本集團於收購日期所佔已確認聯營公司之可識別資產、負債及或然負債公平淨值的金額確認為商譽。商譽計入投資賬面值，並不會單獨進行減值測試。相反，投資的全部賬面值作為單一資產進行減值測試。任何已確認減值虧損不會分配至任何資產，包括商譽(於聯營公司投資之賬面值的一部分)。倘可收回投資金額其後增加，則會確認任何撥回之減值虧損。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments in associates (continued)

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts, returns and allowances.

Revenue from sales of goods is recognised when goods are delivered and title has been passed.

Revenue from provision of consultancy software development services, software outsourcing and commission income are recognised when services are provided.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the Group's rights to receive payment has been established.

Value Added Tax ("VAT") refund is recognised as income when the Group's rights to receive the VAT refund has been established.

3. 主要會計政策 (續)

於聯營公司之投資 (續)

倘集團實體與本集團聯營公司交易，本集團會撇銷所持有關聯營公司權益之損益。

收入確認

收入按已收或應收代價之公平值計算，相當於日常業務過程中所售貨品及所提供服務經扣除折扣、退貨及折讓之應收金額。

產品銷售收入於產品付運及所有權轉移時確認。

提供軟件開發諮詢服務之收入、軟件外包及佣金收入於提供服務時確認。

財務資產之利息收入按時間累計，參照尚未償還本金及按適用實際利率入賬。實際利率指將財務資產預期可用年期內的估計日後現金收入完全貼現至該資產首次確認時之賬面淨值之比率。

投資的股息收入於本集團收取付款之權利確立時確認。

增值稅(「增值稅」)退稅於本集團收取增值稅退稅之權利確立時確認為收入。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment loss.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight line method.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the period in which the item is derecognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Government grants and subsidies

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants received are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the periods necessary to match them with the costs they are intended to compensate, on a systematic basis.

Government subsidies from the government for the purpose of giving immediate financial support to the Group with no future related costs are recognised as income when they become receivable.

3. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備按成本減其後累計折舊及累計減值虧損後列賬。

物業、廠房及設備項目的折舊以直線法於估計可使用年期撇銷其成本，並計及有關估計剩餘價值。

物業、廠房及設備項目於出售時或預期繼續使用該資產不會產生任何日後經濟利益時終止確認。終止確認資產所產生之任何收益或虧損(按該項目之出售所得款項淨額與賬面值之差額計算)於該項目終止確認期間計入損益。

存貨

存貨按成本及可變現淨值兩者之較低者列賬。成本採用先進先出法計算。

政府補助及津貼

政府津貼乃於本集團將擬補償津貼之相關成本確認為開支期間有系統地於損益中確認。所收取政府津貼於綜合財務狀況表確認為遞延收入，在有必要與擬補償成本對應之期間有系統地轉至損益。

旨在為本集團提供即時財務資助(而無未來相關成本)之政府津貼於應收時確認為收入。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Software development contracts

Where the outcome of a software development contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, as measured by the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a software development contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

When a contract covers a number of assets, the construction of each asset is treated as a separate contract when separate proposals have been submitted for each asset, each asset has been separately negotiated and the costs and revenues of each asset can be separately identified. A group of contracts, performed concurrently or in a continuous sequence, is treated as a single construction contract when the contracts were negotiated as a single package and they are so closely inter-related that they constitute a single project with an overall profit margin.

3. 主要會計政策 (續)

軟件開發合同

倘軟件開發合同的結果能可靠地估計，應根據合同業務在呈報期結算日的完成進度確認收入及成本。合同完成進度按實際完成的合同成本佔估計合同總成本的比例計量，惟倘結果未能反映完成進度則作別論。工程合約的變動金額按能可靠計量且被視為可能收回的金額入賬。

倘軟件開發合同的結果不能可靠估計，合同收入則按已產生而有可能收回的合同成本確認。合同成本應在產生期間確認為開支。

倘合同總成本有可能超出合同總收入，預計損失即時確認為開支。

對於涉及多項資產的合約，倘每項資產均有獨立計劃及單獨談判，而有關成本和收入均可獨立確認，則每項資產的建設視為單項合同處理。對於一組同時或依次履行的合同，倘按一籃子交易磋商，且每項合同緊密連繫成共同計算整體利潤率的單一項目，則按單項工程合同處理。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Software development contracts (continued)

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position as a liability, as advances received. Amounts billed for work performed but not yet paid by the customers are included in the consolidated statement of financial position under trade receivables.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

3. 主要會計政策 (續)**軟件開發合同 (續)**

倘已產生的合同成本加已確認溢利減已確認虧損後，超逾按進度的賬單額，則盈餘視為應收客戶合同工程款項。倘按進度的賬單額超逾已產生的合同成本加已確認溢利減已確認虧損，則盈餘列為應付客戶合同工程款項。有關工程進行前已收取的款項於綜合財務狀況表計為負債，並入賬列為已收墊款。就完成工程而開發賬單但客戶尚未支付的款項計入綜合財務狀況表的貿易應收賬款。

研發開支

研究活動之開支於產生期間確認為開支。

開發(或自內部項目開發階段)產生之內部產生無形資產，僅在下列各項出現時，方會確認：

- 無形資產技術上可行，將可供使用或出售；
- 完成、使用或出售無形資產的意向；
- 使用或出售無形資產的能力；
- 無形資產將產生潛在未來經濟利益；
- 充分取得完成無形資產開發及使用或出售無形資產的技術、財務及其他資源；及
- 可靠地計量無形資產於開發時應佔的開支。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Research and development expenditure

(continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

Change in functional currency

Functional currency of a group entity is changed only if there is a change to the underlying transactions, events and conditions relevant to the entity. The entity applied the translation procedures applicable to the new functional currency prospectively from the date of change. At the date of change, the entity translates all items into the new functional currency using the prevailing exchange rate at that date and the resulting translated amounts for non-monetary items are treated as the historical cost. Exchange differences arising from the translation of foreign operations recognised in translation reserve are not recognised in profit or loss until the disposal of the operation.

3. 主要會計政策 (續)

研發開支 (續)

就內部產生的無形資產首次確認的金額為無形資產首次達致上文所列確認標準當日產生的開支總和。倘無內部產生之無形資產可予確認，開發費用在產生期間於損益支銷。

首次確認後，內部產生之無形資產按成本減累計攤銷及累計減值虧損（如有）呈報，與單獨收購之無形資產基準相同。

更改功能貨幣

集團實體之功能貨幣僅於實體之相關交易、事件及狀況改變時方會更改。自更改日期起，實體其會使用相關轉換程序換算成新功能貨幣。於更改日期，實體按當日之適用匯率換算所有項目為新功能貨幣，而非貨幣項目換算得出的金額視作歷史成本處理。因換算於匯兌儲備確認之海外業務產生之匯兌差額於業務出售時方會於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the year in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's entities are translated from their functional currencies into the presentation currency of the Company (i.e. HKD) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in translation reserve. Such exchange differences are recognised in other comprehensive income and accumulated in equity (the translation reserve).

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the translation reserve.

3. 主要會計政策 (續)

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率換算為功能貨幣（即該實體主要經營所在經濟地區之貨幣）記賬。於呈報期結算日，以外幣計值之貨幣項目按呈報期結算日之適用匯率重新換算。以外幣按過往成本計量之非貨幣項目毋須重新換算。

結算及換算貨幣項目所產生之匯兌差額均於產生年度於損益確認。

就呈列綜合財務報表而言，本集團實體的資產及負債按呈報期結算日之適用匯率自功能貨幣換算為本公司列賬貨幣（即港元），而收入及支出按該年度之平均匯率換算，惟倘年內匯率大幅波動，則採用交易當日之適用匯率。所產生匯兌差額（如有）於匯兌儲備確認。該等匯兌差額於其他全面收益表確認並於權益累計（匯兌儲備）。

於二零零五年一月一日或以後收購境外業務而產生之可識別資產之商譽及公平值調整視作該境外業務之資產與負債，按呈報期結算日之適用匯率換算。所產生匯兌差額於匯兌儲備確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes items that are never taxable and deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

3. 主要會計政策 (續)

借貸成本

與收購、建造或生產合資格資產直接有關之借貸成本均撥充資本，作為該等資產之部分成本，直至該合資格資產大致可作其擬定用途或可供銷售時，該等借貸成本將不再撥充為資本。合資格資產是為資產需要一段長時間才可作其擬定用途或可供銷售。特定借貸中，在其應用於合資格的資產之前所作的臨時投資所賺取的投資收入，須於資本化的借貸成本中扣除。

所有其他借貸成本均於產生期間在損益確認。

稅項

所得稅開支指即期應付稅項及遞延稅項的總和。

即期應付稅項按年度應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅收入及開支項目，亦不包括永不課稅或永不可扣稅項目，故有別於綜合收益表所呈報之溢利。本集團即期稅項負債按呈報期結算日已實行或大致上已實行之稅率計算。

遞延稅項乃根據綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基之差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產則於可能有應課稅溢利抵銷可扣稅暫時差額時確認。若於交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致既不影響稅項溢利亦不影響會計溢利之暫時差額，則不會確認該等資產及負債。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項負債按於附屬公司及聯營公司之投資相關之應課稅暫時差額確認，惟倘本集團可控制撥回暫時差額且暫時差額未必於可見將來撥回之情況除外。與該等投資相關的可扣減暫時差額所產生的遞延稅項資產，僅在可能有足夠應課稅溢利用於抵銷暫時差額利益時確認，並預期於可見將來撥回。

遞延稅項資產之賬面值於呈報期結算日檢討，並在不再可能會有足夠應課稅溢利收回全部或部份資產時調減。

根據呈報期結算日已頒佈或實際已頒佈之稅率(及稅法)，遞延稅項資產及負債按負債清償或資產變現期間預期適用之稅率計量。遞延稅項負債及資產之計量反映本集團預期於結算日將出現的稅務後果，以收回資產或清償負債之賬面值。遞延稅項於損益確認，惟當其與於其他全面收益確認或直接於權益確認之項目有關時，在此情況下，遞延稅項亦會分別於其他全面收益確認或直接於權益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss in the period when the asset is derecognised.

3. 主要會計政策 (續)

無形資產

於業務合併中收購之無形資產

業務合併所收購之無形資產若符合無形資產之定義且彼等之公平值能可靠計量，則與商譽分開識別及確認。有關無形資產之成本為於收購日期之公平值。

首次確認後，有可使用限期之無形資產按成本減累計攤銷及累計減值虧損列賬，於估計可使用年期以直線法攤銷。

因終止確認無形資產而產生之收益或虧損按出售所得款項淨額與資產賬面值之差額計算，並於資產終止確認時於綜合收益表確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策 (續)

有形及無形資產(不包括商譽, 有關商譽之會計政策請參閱上文)之減值虧損

於呈報期結算日, 本集團會檢討有形及無形資產之賬面值, 以確認是否有跡象顯示該等資產已出現減值虧損。倘有任何相關跡象, 則會估計該資產之可收回金額, 以釐定減值虧損(如有)。倘預期資產之可回收金額低於其賬面值, 則須將該資產之賬面值減至其可回收金額。減值虧損即時確認為開支。

倘其後撥回減值虧損, 則須將該資產之賬面值增至其可回收金額之經修訂估計數額, 惟增加後之賬面值不得超過過往年度資產並無須確認的減值虧損之賬面值。減值虧損的撥回即時確認為收入。

金融工具

財務資產及財務負債於集團實體成為工具合同條文之訂約方時在綜合財務狀況表確認。財務資產及財務負債首次按公平值計量。收購或發行財務資產及財務負債(按公平值於損益列賬之財務資產及財務負債除外)直接應佔交易成本於首次確認時加入財務資產之公平值或自財務負債之公平值內扣除(視情況而定)。收購按公平值於損益列賬之財務資產或財務負債直接應佔交易成本即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets

The Group's financial assets comprise loans and receivables and available-for-sale financial assets. The accounting policies are set out below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of the reporting period subsequent to initial recognition, loans and receivables (including trade receivables, deposits and other receivables and amounts due from fellow subsidiaries and ultimate holding company and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

3. 主要會計政策 (續)

金融工具 (續)

財務資產

本集團之財務資產包括貸款及應收賬款以及可供出售財務資產，有關會計政策載於下文。

貸款及應收款項

貸款及應收款項指並無活躍市場報價而固定或可釐定付款之非衍生財務資產。於首次確認後的呈報期結算日，貸款及應收款項(包括貿易應收賬款、按金及其他應收賬款、應收同屬附屬公司及最終控股公司款項以及銀行結餘及現金)均採用實際利率法按攤銷成本減任何已識別減值虧損入賬。

實際利率法

實際利率法是計算財務資產攤銷成本及於有關期間攤分利息收入之方法。實際利率指將財務資產之預期使用年期或較短期間(視情況而定)內的估計日後現金收入(包括所有支付或收取構成整體實際利率之所有費用、交易成本及其他溢價或折價)完全貼現至首次確認之賬面淨值之利率。

利息收入按實際利率確認為負債工具。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period subsequent to initial recognition (see accounting policy on impairment of financial assets below).

Impairment of financial assets

Loans and receivable and available-for-sale financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

For all financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

可供出售財務資產

可供出售財務資產乃指定為或並非分類為按公平值計入損益之財務資產、貸款及應收賬款或持至到期投資之非衍生工具。

對於並無活躍市場報價的可供出售之股本投資，倘其公平值未能可靠計算，則於首次確認後之呈報期結算日按成本減任何已識別減值虧損計算（參閱以下財務資產減值之會計政策）。

財務資產之減值

貸款及應收款項以及可供出售財務資產會於呈報期結算日評定有否減值跡象。當有客觀證據顯示財務資產之預期未來現金流量受首次確認該財務資產後發生之一項或多項事件所影響，則財務資產已減值。

所有財務資產的客觀減值證據可包括：

- 發行人或交易對手出現重大財務困難；或
- 未能繳付或拖欠償還利息或本金；或
- 借款人可能面臨破產或財務重組。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

For certain financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

For loans and receivables, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For available-for-sale financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the loans and receivables is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產之減值 (續)

對於若干財務資產(例如貿易應收賬款)，評估為不會單獨減值的資產會於其後一併評估減值。應收賬款組合的客觀減值證據包括本集團過往收款記錄、組合內超出平均信貸期的延遲付款數量增加、國家或地區經濟狀況出現明顯可影響應收賬款還款情況的改變。

對於貸款及應收款項，減值虧損於可客觀證明資產減值時於損益確認，並按該資產賬面值與按原先實際利率貼現估計未來現金流量之現值間的差額計算。

對於可供出售按成本列賬之財務資產，減值虧損額按資產賬面值與按同類財務資產之現行市場回報率貼現估計未來現金流量之現值間的差額計算。有關減值虧損不會於往後期間撥回。

所有財務資產之減值虧損會直接於貸款及應收款項之賬面值扣減，惟貿易應收賬款之賬面值則使用撥備賬扣減。撥備賬之賬面值變動會於損益確認。當貿易應收賬款視為不可收回時，於撥備賬撇銷。其後收回之前已撇銷的款項會計入損益。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

If in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產之減值 (續)

倘減值虧損額於往後期間減少，而減少額客觀上與確認減值虧損後發生的事件有關，則之前已確認的減值虧損將於損益撥回，惟該資產於減值撥回當日之賬面值不得超過未確認減值時之攤銷成本。

財務負債及股本

集團實體發行之財務負債及股本工具根據合同安排之性質與財務負債及股本工具之定義分類。

股本工具是證明扣減所有負債後集團資產擁有剩餘權益之任何合同。

實際利率法

實際利率法是計算財務負債攤銷成本及按有關期間攤分利息支出的方法。實際利率是將財務負債預期年限或較短期間(視情況而定)內的估計日後現金付款完全貼現之利率。

利息支出按實際利率基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Redeemable convertible preferred shares ("Preferred Shares")

Preferred Shares issued by the Company that contain both the liability and equity components are classified separately into respective liability and equity components on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instrument is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the proceeds of the issue of the Preferred Shares and the fair value assigned to the liability component, representing the embedded conversion option for the holder to convert the Preferred Shares into equity, is included in equity (Preferred shares equity reserve).

In subsequent periods, the liability component of the Preferred Shares is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in preferred shares equity reserve until the embedded option is exercised (in which case the balance stated in preferred shares equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in preferred shares equity reserve will remain in the preferred shares equity reserve. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

可贖回可換股優先股 (「優先股」)

本公司發行之優先股包括負債及股本部分，須於首次確認時分別列入各負債及股本部分。以定額現金或其他財務資產交換定額本公司股本工具的換股權列為股本工具。

首次確認時，負債部分之公平值是根據同類不可換股債項之現行市場利率釐定。發行優先股之所得款項與轉至負債部分之公平值間的差額計入股本部分（優先股股本儲備），即讓持有人將優先股轉換為股本之嵌入轉換認購期權。

於往後期間，優先股之負債部分以實際利率法按攤銷成本列賬，負債部分轉換為本公司普通股期權之股本部分，會保留於優先股股本儲備內直至行使嵌入期權為止，優先股股本儲備之結餘會轉撥至股份溢價。倘期權於到期日仍未行使，則優先股股本儲備之結餘會保留在優先股股本儲備。期權轉換或到期時並不會於損益賬確認任何收益或虧損。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)**Financial liabilities and equity** (continued)*Redeemable convertible preferred shares ("Preferred Shares")*
(continued)

Transaction costs that relate to the issue of the Preferred Shares are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the Preferred Shares using the effective interest method.

Convertible notes at fair value through profit or loss

Financial liabilities at fair value through profit or loss represent convertible notes designated at fair value through profit or loss on initial recognition.

A financial liability may be designated as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

3. 主要會計政策 (續)**金融工具 (續)****財務資產 (續)***可贖回可換股優先股 (「優先股」)*
(續)

與發行優先股有關之交易成本會按所得款項總額之分配比例分配至負債及股本部分。與股本部分有關之交易成本會直接自股本扣除。與負債部分有關之交易成本以負債部分賬面值列賬，並以實際利率法於優先股期間攤銷。

按公平值於損益表列賬的可換股票據

按公平值於損益表列賬的財務負債指首次確認時指定按公平值於損益表列賬的可轉換票據。

倘發生以下情況，財務負債可於首次確認時分類為按公平值於損益表列賬：

- 有關分類可避免或大幅減少計算或確認不一致；或
- 財務負債屬於該等組別根據本集團已定風險管理或投資策略管理及按公平值評估表現的一組財務資產或財務負債一部分，而有關分組的資料亦按上述方式由內部提供；或
- 財務負債屬於包含一個或以上嵌入衍生工具的合約一部分，而香港會計準則第39號允許整項合併合約(資產或負債)指定為按公平值於損益表列賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Convertible notes at fair value through profit or loss
(continued)

The convertible notes with embedded derivatives whose economic risks and characteristics are not closely related to those of the host contract (the liability component) as a whole is designated as financial liabilities at fair value through profit or loss on initial recognition.

Transaction costs that are directly attributable to the issue of the convertible notes designated as financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

At the end of the reporting period subsequent to initial recognition, financial liabilities at fair value through profit or loss and the entire convertible notes with embedded derivatives are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liability.

Other financial liabilities

Other financial liabilities including trade and bills payables, other payables and accrued expenses and amounts due to fellow subsidiaries and ultimate holding company and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

按公平值於損益表列賬的可換股票據 (續)

經濟風險及特點與主要合約(負債部份)整體上並無密切關連的嵌入衍生工具之可換股票據，於首次確認時指定為按公平值於損益表列賬的財務負債。

發行可換股票據直接應佔交易成本會指定為按公平值於損益表列賬的財務負債，即時於損益表內確認。

於首次確認後的呈報期結算日，按公平值於損益表列賬的財務負債及全部嵌入衍生工具之可換股票據均以公平值計量，重新計量產生的公平值增減直接於所涉期間的損益表確認。在損益確認的盈虧淨額不包括財務負債的已付利息。

其他財務負債

其他財務負債包括貿易應付賬款及應付票據、其他應付賬款、應付同屬附屬公司及最終控股公司款項以及銀行借款，其後均使用實際利率法按攤銷成本計算。

股本工具

本公司發行之股本工具按已收所得款項(扣除直接發行成本)記賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight line basis over the relevant lease terms. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expenses over the lease term on a straight line basis.

3. 主要會計政策 (續)

金融工具 (續)

終止確認

若從資產收取現金流之權利已到期，或財務資產已轉讓及本集團已將其於財務資產擁有權之絕大部份風險及回報轉移，則終止確認財務資產。終止確認財務資產時，資產賬面值與已收及應收代價加上已直接於其他全面收益表確認之累計盈虧的總和之差額，將於損益確認。

倘於有關合約之特定責任獲解除、取消或到期，則終止確認財務負債。終止確認之財務負債賬面值與已付及應付代價之差額於損益確認。

租賃

凡租約條款將租賃擁有權之絕大部分風險及回報轉讓予承租人之租約均分類為財務租約。所有其他租約則分類為經營租約。

本集團作為承租人

經營租約付款按直線法於有關租期內確認為開支。因訂立經營租約而已收及應收的福利優惠，以直線法於租約年期內確認作租金支出減少。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leasing (continued)

Leasehold land and building

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is generally treated as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of the lease payments can be made reliably, leasehold interests in land are accounted for as operating leases and amortised over the lease term on a straight line basis.

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees of the Group

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense on a straight line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in profit or loss, with a corresponding adjustment to share option reserve.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

3. 主要會計政策 (續)

租賃 (續)

租賃土地及樓宇

就租賃分類而言，租賃土地及樓宇中土地及樓宇部分乃分開計算，除非租金支出無法可靠地在土地及樓宇部分之間作出分配，則在此情況下，整個租賃則視為財務租約處理，並列作物業、廠房及設備。倘能可靠分配租金付款，並於租約年期內以直線法攤銷，土地的租約權益則列作經營租約。

以股份支付之交易

以股權結算股份支付之交易

授予本集團僱員之購股權

經參照授出當日已授出購股權之公平值而釐定之已收取服務公平值，於歸屬期間按直線法確認為開支，而股本(購股權儲備)則相應增加。

於呈報期結算日，本集團會修訂預期最終歸屬之購股權估計數目。修訂估計之影響(如有)在損益確認，並對購股權儲備作出相應調整。

於行使購股權時，先前已在購股權儲備中確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於到期日仍未獲行使，則先前已在購股權儲備中確認之金額將轉撥至留存溢利。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Share-based payment transactions (continued)

Equity-settled share-based payment transactions
(continued)

Share options granted to employees of the Group
(continued)

In relation to share options granted before 1 January 2005, the Group chose not to apply HKFRS 2 “Share-based payments” with respect to share options granted after 7 November 2002 and vested before 1 January 2005, no amount has been recognised in the consolidated financial statements in respect of these equity-settled share-based payments until such time when the share options were exercised, the amount in excess of the share capital was recorded as share premium.

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme and other retirement benefit schemes managed by the PRC government are charged as expenses when employees have rendered service entitling them to the contributions.

3. 主要會計政策 (續)

以股份支付之交易 (續)

以股權結算股份支付之交易 (續)

授予本集團僱員之購股權 (續)

對於二零零五年一月一日前授出之購股權，本集團選擇不會就二零零二年十一月七日後授出及於二零零五年一月一日前歸屬之購股權應用香港財務報告準則第2號「以股份為基準之支付」，概不會就該等以股權結算股份支付之款項於綜合財務報表確認任何金額，直至該等購股權獲行使為止。超出股本之金額入賬列為股份溢價。

退休福利成本

對強制性公積金計劃及中國政府管理之其他退休福利計劃支付之供款，乃於僱員提供服務而有權獲得供款時列作開支支銷。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Estimated impairment of goodwill and other intangible assets

Determining whether goodwill and other intangible assets are impaired requires an estimation of the future cash flows expected to arise from the products developed and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. The carrying amounts of goodwill and other intangible assets at 31 December 2009 were approximately HK\$74,364,000 (2008: HK\$136,740,000) and HK\$67,981,000 (2008: HK\$107,091,000) with impairment loss of approximately HK\$62,052,000 (2008: nil) and HK\$17,280,000 (2008: nil) recognised respectively (see note 18).

4. 估計不確定因素之主要來源

以下為極可能導致下一個財政年度之資產及負債賬面值大幅調整有關未來之主要假設及於呈報期結算日估計不明朗因素之其他主要來源的討論。

商譽及其他無形資產估計減值

釐定商譽及其他無形資產是否減值時，須估計用作計算現值的已開發產品之預計未來現金流量及適當折讓率。倘實際未來現金流量少於預期值，則可能出現重大減值虧損。商譽及其他無形資產於二零零九年十二月三十一日之賬面值約為74,364,000港元（二零零八年：136,740,000港元）及港元67,981,000元（二零零八年：107,091,000港元），並已分別確認減值虧損約62,052,000港元（二零零八年：無）及17,280,000港元（二零零八年：無）（參閱附註18）。

5. CAPITAL RISK MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain creditor and market confidence and to sustain future development of business. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which include borrowings disclosed in note 27, redeemable convertible preferred shares disclosed in note 31 and convertible notes disclosed in note 32, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure on a continuous basis taking into account the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of redeemable convertible preferred shares or convertible notes to strategic investors or the redemption of the existing debt.

5. 資本風險管理

本集團的政策是維持穩健資本基礎，確保債權人及市場對本集團有信心並支持未來業務的發展。本集團的整體策略與去年無異。

本集團資本架構由債項(包括附註27所披露借款、附註31所披露可贖回可換股優先股及附註32所披露可換股票據)及本公司擁有人應佔權益(包括已發行股本、儲備及留存溢利)組成。

本公司董事根據資金成本及各級別資本相關風險持續檢討資本結構。根據董事之推薦建議，本集團透過派付股息、發行新股份及發行可贖回可換股優先股或可換股票據予策略投資者或贖回現有債務平衡整體資本結構。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets	財務資產
Available-for-sale investment	可供出售投資
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及 現金等值物)
Financial liabilities	財務負債
Fair value through profit or loss ("FVTPL")	按公平值計入損益 (「按公平值 計入損益」)
- Designated as FVTPL	— 指定為按公平值 計入損益
Amortised cost	攤銷成本

Financial liabilities designated as at FVTPL

Difference between carrying amount and maturity amount	賬面值與到期支付 數額的差額
At fair value	公平值
Amount payable at maturity	到期時應付數額

The details of the calculation for the change in fair value due to the market risk factors are set out in note 32.

The change in fair value attributable to change in credit risk is insignificant.

6. 金融工具

(a) 金融工具類別

31 December 2009 二零零九年 十二月 三十一日 HK\$'000 千港元	31 December 2008 二零零八年 十二月 三十一日 HK\$'000 千港元
567	565
1,365,329	961,034
29,911	55,421
452,947	397,379

指定為按公平值計入損益的財務負債

31 December 2009 二零零九年 十二月 三十一日 HK\$'000 千港元	31 December 2008 二零零八年 十二月 三十一日 HK\$'000 千港元
29,911	55,421
(29,225)	(58,450)
686	(3,029)

計算隨市場風險因素變更的公平值詳情載於附註32。

信貸風險轉變引致的公平值變動並不大。

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include amounts due from fellow subsidiaries and ultimate holding company, trade receivables, other receivables, trade and bills payables, other payables and accrued expenses, amounts due to ultimate holding company and fellow subsidiaries, bank borrowings, redeemable convertible preferred shares, convertible notes and bank balances and cash. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

The Group collects most of its revenue in HK\$ and RMB and incurs most of the expenditures as well as capital expenditures in HK\$ and RMB. The directors consider that the Group's foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in functional currency of each individual group entity.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

6. 金融工具(續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括應收同集團附屬公司及最終控股公司款額、貿易應收賬款、其他應收賬款、貿易應付賬款及應付票據、其他應付款額及累計開支、應付最終控股公司及同集團附屬公司款額、銀行借款、可贖回可換股優先股、可換股票據與銀行結餘及現金。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，確保及時有效地採取適當措施。

市場風險

貨幣風險

本集團大部分收入、開支及資本開支均以港元及人民幣計值。由於本集團大部分交易以各個別集團實體之功能貨幣計值，故董事認為本集團之外幣換算風險不大。

本集團現時並無外幣對沖政策。然而，管理層監察外匯風險，並會於有需要時考慮對沖重大外幣風險。

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6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Currency risk (continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the reporting date are as follows:

		Assets 資產		Liabilities 負債	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
HK\$	港元	182	7	217,587	240,063
United States Dollars ("US\$")	美元 (「美元」)	29,102	39,532	—	22,178
Japanese Yen ("JPY")	日圓 (「日圓」)	310	3,351	—	—

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

於呈報日期，本集團以外幣計值之貨幣資產及負債的賬面值如下：

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Sensitivity analysis

For the entities of which their functional currency is HK\$ while holding assets denominated in US\$, the directors consider that, as HK\$ is pegged to US\$, the Group is not subject to significant foreign currency risk from change in foreign exchange rate of HK\$ against US\$ and hence only consider the sensitivity of the change in foreign exchange rate of HK\$ against currencies other than US\$. The sensitivity analysis includes only outstanding monetary items which are denominated in relevant foreign currencies and adjusts its translation at the year end for a 5% change in the relevant foreign currencies exchange rates. A positive number below indicates an increase in post-tax profit for the year where the relevant foreign currencies strengthens 5% against the functional currency of each group entities. For a 5% weakening of the relevant foreign currencies against the relevant foreign currencies, there would be an equal and opposite impact on the post-tax profit for the year. 5% is the sensitivity rate used by management in the assessment of the reasonably possible change in foreign exchange rates.

(Decrease) increase in post-tax profit for the year	年內除稅後溢利 (減少) 增加
HK\$ impact	港元影響
US\$ impact	美元影響
JPY impact	日圓影響

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

敏感度分析

功能貨幣為港元而持有以美元計值的資產之實體方面，由於港元與美元掛鈎，董事認為本集團因港元兌美元的外幣匯率波動所涉外匯風險並不重大，故僅考慮港元兌美元以外貨幣之匯率波動的敏感度。敏感度分析僅包括以相關外幣列值的未結算貨幣項目，並在各年終對有關項目按5%相關外幣匯率變化進行調整。下文所示的正數表示年內因相關外幣兌各集團實體功能貨幣升值5%而使除稅後溢利增加。相反，若相關外幣兌各集團實體功能貨幣貶值5%，則年內除稅後溢利會等額下跌。5%的敏感度比率是董事所評估外幣匯率的合理變幅。

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
(10,870)	(12,003)
—	(970)
16	168

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk

The Group's fair value interest rate risk relates primarily to redeemable convertible preferred shares, convertible notes and fixed rate bank borrowings. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances.

The Group's cash flow interest rate risk primarily related to its bank balances carried at prevailing market rate. In addition, the Group has concentration of interest rate risk on its floating rate bank balances which expose the Group significantly towards the change in the People's Bank of China interest rate.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The sensitivity analyses below have been determined based on the exposure to the variable-rate bank balances in the PRC. The analysis is prepared assuming the PRC bank balances outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2008: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2008: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2009 would decrease/increase by HK\$3,686,000 (2008: decrease/increase by HK\$2,374,000).

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

利率風險

本集團之公平值利率風險主要與可贖回可換股優先股、可換股票據及定息銀行借款有關。本集團亦面對於浮息銀行結餘有關的現金流量利率風險。

本集團的現金流量利率風險主要與按現行市場利率計息的銀行結餘有關。此外，由於浮息銀行結餘使本集團面對中國人民銀行利率變更的重大風險，故本集團面對相關集中利率風險。

本集團現時並無利率對沖政策。然而，管理層監察利率風險，並會於需要時考慮對沖重大利率風險。

以下敏感度分析乃根據中國浮息銀行結餘風險釐定，並假設於各呈報日期尚未償還的中國銀行結餘於全年未償還為前提作出。50基點(二零零八年：50基點)的增減乃於向主要管理人員內部報告利率風險時採用，並代表管理層對利率合理可能變動的評估。

倘利率上升或下跌50基點(二零零八年：50基點)而所有其他變數保持不變，則本集團截至二零零九年十二月三十一日止年度之除稅後溢利會減少/增加3,686,000港元(二零零八年：減少/增加2,374,000港元)。

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Other price risk

The Group is exposed to price risk through its convertible note at fair value through profit or loss. In addition to fair value interest rate risk, the Group is also exposed to equity price risk in respect of the conversion option embedded in the convertible note which allows the note holder to convert to the Company's ordinary shares. However, in the opinion of the directors, the impact on fair value of the embedded option due to change in Company's share price and share price volatility is not considered as significant, hence the price risk exposure in this regard is limited and no sensitivity analysis is performed.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

其他價格風險

本集團面對來自按公平值計入損益之可換股票據的價格風險。就有關嵌入可換股票據的換股權容許票據持有人轉換本公司普通股股份，除公平值利率風險外，本集團亦面對股權價格風險。然而，董事認為，由於本公司股份價格變動及股份價格波幅對嵌入購股權的公平值影響並不顯著，故價格風險有限，因此無敏感度分析。

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2009 and 2008 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade receivable, amounts due from fellow subsidiaries and ultimate holding company at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group's trade receivables as at 31 December 2009 are due from a number of customers. The management closely monitors the subsequent settlement of the customers and does not grant long credit period to them. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk on trade receivables from ultimate holding company, one of the top five customers and fellow subsidiaries, two of which being the top five customers.

The Group's bank balances are deposited with banks with high credit ratings and the Group has limited exposure to any single financial institution.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險

二零零九年及二零零八年十二月三十一日，倘交易方未能履行責任，則本集團就各類已確認財務資產須承受之最大信貸風險為已於綜合財務狀況表列值之資產賬面值。為盡量降低信貸風險，本集團管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控措施，確保採取跟進措施收回逾期債項。此外，於各呈報期結算日，本集團評估各個別貿易應收賬款、應收同集團附屬公司及最終控股公司款項之可收回金額，確保就不可收回金額作出足夠減值虧損。本集團於二零零九年十二月三十一日之貿易應收賬款主要為應收數名客戶款項。管理層已密切關注該等客戶其後的還款情況，並不會再授予該等客戶較長信貸期。因此，本公司董事認為本集團之信貸風險已大幅降低。

本集團來自最終控股公司(五大客戶之一)及同集團附屬公司(其中兩間屬五大客戶)之貿易應收賬款的信貸風險集中。

本集團銀行存款均存放於高信貸評級之銀行。本集團來自任何單一金融機構之風險有限。

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains adequate cash and cash equivalents by continuously monitor forecast and actual cash flows and matching the maturity profiles of certain financial assets (including trade receivables, amounts due from fellow subsidiaries and ultimate holding company and bank balances and cash) and financial liabilities (including trade and bills payables, other payables and accrued expenses, amounts due to fellow subsidiaries and ultimate holding company, fixed rate bank borrowings, convertible notes and interest payable of redeemable convertible preferred shares).

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險

管理流動資金風險時，本集團透過持續監察預測及實際現金流量，以及若干財務資產(包括貿易應收賬款、應收同集團附屬公司及最終控股公司之款額以及銀行結餘及現金)及財務負債(包括貿易應付賬款及應付票據、其他應付款額及累計開支、應付同集團附屬公司及最終控股公司款額、定息銀行借款、可換股票據及可贖回可換股優先股之應付利息)之到期情況，監察及維持足夠的現金及現金等值物。

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6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following table details the Company's remaining contractual maturity for its non-derivative financial assets. The tables below have been drawn up based on the undiscounted contractual maturities of those financial assets including interest that will be earned on those assets except for bank balances and cash:

2009	二零零九年
Trade receivables	應收貿易賬款
Amounts due from fellow subsidiaries	應收同集團附屬公司款額
Amount due from ultimate holding company	應收最終控股公司款額
Bank balances and cash	銀行結餘及現金

Weighted average effective interest rate	Repayable on demand or less than				Total undiscounted cash flows	Total carrying amount at 31.12.2009
	3 months	3 months to 6 months	6 months to 1 year	1 to 5 years		
加權平均實際利率	按 要求償還 或少於 三個月	三至六個月	六個月至一年	一至五年	未折現現金 流量總額	於二零零九年十二月三十一日之 賬面值總額
%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
%	千港元	千港元	千港元	千港元	千港元	千港元
—	181,480	5,746	1,378	—	188,604	188,604
—	195,940	—	—	—	195,940	195,940
—	42,222	316	—	—	42,538	42,538
0.05	918,347	—	—	—	918,347	918,347
	1,337,989	6,062	1,378	—	1,345,429	1,345,429

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

下表詳列本公司非衍生財務資產的餘下合同到期情況。該表根據該等財務資產(包括除銀行結餘及現金外,該等資產將賺取的利息)的未折現合同到期情況編製:

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

			Repayable					Total
		Weighted	on demand				carrying	
		average	or less than			Total	amount at	
		effective	3 months	3 months	6 months	undiscounted	31.12.2008	
		interest rate	to	to	to	cash flows	於二零零八年	
		加權平均	或至少於	6 months	1 year	未折現現金	十二月	
		實際利率	三個月	三至六個月	六個月至一年	流量總額	三十一日之	
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	賬面值總額	
		%	千港元	千港元	千港元	千港元	千港元	
2008	二零零八年							
Trade receivables	應收貿易賬款	—	84,305	34,487	7,022	—	125,814	
Amounts due from fellow subsidiaries	應收同集團附屬公司款額	—	80,099	—	—	—	80,099	
Amount due from ultimate holding company	應收最終控股公司款額	—	114,023	22,478	—	—	136,501	
Bank balances and cash	銀行結餘及現金	0.05	606,929	—	—	—	606,929	
			<u>885,356</u>	<u>56,965</u>	<u>7,022</u>	<u>—</u>	<u>949,343</u>	

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

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6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

下表詳列本公司非衍生財務負債基於協定還款期的餘下合同到期情況。該表格乃根據本集團財務負債中未折現現金流量按最早須付款日期編製，包括利息及本金現金流量。

	Weighted average effective interest rate	Repayable on demand or less than 3 months	3 months to 6 months	6 months to 1 year	1 to 5 years	Total undiscounted cash flows	Total carrying amount at 31.12.2009
							於二零零九年十二月三十一日之賬面值總額
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
2009							
Trade and bills payables		—	183,836	28,116	2,169	—	214,121
Other payables and accrued expenses		—	26,215	1,247	—	—	27,462
Amounts due to fellow subsidiaries		—	19,506	520	—	—	20,026
Amount due to ultimate holding company		—	3,371	291	—	—	3,662
Redeemable convertible preferred shares (note)	6.0	—	967	1,996	200,600	203,563	187,676
Convertible notes	—	—	—	—	29,225	29,225	29,911
			232,928	31,141	4,165	229,825	498,059
							482,858

6. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

		Weighted average effective interest rate	Repayable on demand or less than 3 months	3 months to 6 months	6 months to 1 year	1 to 5 years	Total undiscounted cash flows 未折現現金 流量總額	Total carrying amount at 31.12.2008 於二零零八年 十二月 三十一日之 賬面值總額
								% %
2008	二零零八年							
Trade and bills payables	貿易應付賬款及 應付票據	—	69,919	20,751	3,384	—	94,054	94,054
Other payables and accrued expenses	其他應付款額及 應計開支	—	28,398	—	—	—	28,398	28,398
Amounts due to fellow subsidiaries	應付同集團附屬 公司款額	—	21,651	588	206	—	22,445	22,445
Amount due to ultimate holding company	應付最終控股 公司款額	—	439	—	—	—	439	439
Bank borrowings	銀行借款	6.4	14,387	—	55,840	—	70,227	67,401
Redeemable convertible preferred shares (note)	可贖回可換股 優先股 (附註)	6.0	—	—	11,700	217,530	229,230	184,642
Convertible notes	可換股票據	—	—	—	—	58,450	58,450	55,421
			<u>134,794</u>	<u>21,339</u>	<u>71,130</u>	<u>275,980</u>	<u>503,243</u>	<u>452,800</u>

Note: In view of the strategic relationship with the holder of redeemable convertible preferred shares and the average share price of the Company is higher than the convertible price of the redeemable convertible preferred shares, the directors of the Company consider the redeemable convertible preferred shares will be converted into shares of the Company prior to its maturity date. Accordingly, it is unlikely that potential cash outflows of HK\$194,263,000 (2008:HK\$194,263,000) in the settlement of the principal amount of redeemable convertible preferred shares will be expected.

附註：鑒於可贖回可換股優先股持有人的戰略關係及本公司平均股價高於可贖回可換股優先股之換股價，本公司董事認為，可贖回可換股優先股會於到期日前轉換為本公司股份。因此，於結算可贖回可換股優先股時，預期不大可能產生潛在現金流出額194,263,000港元（二零零八年：194,263,000港元）。

6. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

6. FINANCIAL INSTRUMENTS (continued)

(c) Fair value

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions. For an option-based derivative, the fair value is estimated using an appropriate option pricing model.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

Fair value measurements recognised in the statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

6. 金融工具 (續)

(c) 公平值

財務資產及財務負債之公平值乃根據基於貼現現金流量分析之公認定價模式，使用當前可觀察市場交易價格或利率釐定。期權衍生工具的公平值採用合適的期權定價模型估算。

董事認為，按攤銷成本列入綜合財務報表之財務資產及財務負債之賬面值與其公平值相若。

於財務狀況表確認之公平值計量

下表提供在按公平值作初步確認後計量之金融工具之分析，據觀察所得之公平值分類為第一類至第三類。

- 第一類，可識別資產或負債在活躍市場報價（未經調整）所得公平值計量。
- 第二類，除第一類計及的報價外，就資產或負債直接（即價格）或間接（即自價格所得）觀察所得的計算項目所得之公平值計量。
- 第三類公平值計量乃計入並非根據可觀察市場數據（無法觀察輸入數據）之資產或負債之估值方法得出。

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截至二零零九年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (continued)

(c) Fair value (continued)

Financial liabilities at FVTPL

Convertible notes 可換股票據

At 31 December 2009			
於二零零九年十二月三十一日			
Level 1	Level 2	Level 3	Total
第一類	第二類	第三類	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
—	—	29,911	29,911

Reconciliation of Level 3 fair value measurements of financial liabilities

6. 金融工具 (續)

(c) 公平值 (續)

按公平值計入損益之財務負債

按第三級公平值計量財務負債之對賬

		Convertible notes
		可換股票據
		HK\$'000
		千港元
At 1 January 2009	於二零零九年一月一日	55,421
Total gain or losses	收益或虧損總額	
– Fair value change in convertible notes classified as liabilities at FVTPL recognised in profit or loss	– 可換股票據之公平值變動分類為按公平值計入損益之負債於損益確認	3,715
Adjustment to contingent consideration (note 17)	或然代價調整 (附註 17)	(29,225)
At 31 December 2009		29,911

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綜合財務報表附註

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7. REVENUE

Revenue represents the fair value of the consideration received and receivable for goods sold and services rendered by the Group less discounts, returns and allowances. An analysis of the Group's revenue for the year is as follows:

7. 收入

收入指本集團售出貨品及提供服務之已收款及應收代價公平值減折扣、退貨及折讓。本集團本年度收入分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Sales of IT components	銷售 IT 元件	526,588	436,349
Sales of IT products	銷售 IT 產品	145,671	171,418
Revenue from software	軟件開發		
development contracts	合約收入		
- Sales of IT peripherals and software	- 銷售 IT 周邊產品及軟件	994,774	808,001
- Software development	- 軟件開發	402,634	342,185
Revenue from software outsourcing contracts	軟件外包合約收入	86,038	83,631
		2,155,705	1,841,584

8. SEGMENT INFORMATION

The Group has adopted HKFRS 8 “Operating Segments” with effect from 1 January 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the executive directors of the Company) for the purpose of allocating resources to segments and assessing their performance. In contrast, the predecessor Standard (HKAS 14 “Segment Reporting”) required an entity to identify two sets of segments (business and geographical) using a risks and returns approach. In the past, the Group’s primary reporting format was business segments. The application of HKFRS 8 has not resulted in a redesignation of the Group’s reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14. Nor has the adoption of HKFRS 8 has changed the basis of measurement of segment profit or loss.

The Group is currently organised into four operating divisions, namely trading of IT components, manufacturing and sales of IT products, software development and solution and software outsourcing. These operating divisions are the basis of the internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to assess their performance.

8. 分類資料

本集團已採納於二零零九年一月一日生效之香港財務報告準則第8號「經營分類」。香港財務報告準則第8號為一項披露準則，規定須按本集團主要經營決策者（如本公司執行董事）就分配分類資源及評估其表現而定期審閱有關本集團內部報告之基準識別經營分類。反之，原準則香港會計準則第14號「分類報告」則規定實體採用風險及回報方法識別兩組分類（業務及地區）。過往，本集團主要呈報方式為業務分類。較根據香港會計準則第14號所釐定之主要呈報分類而言，採納香港財務報告準則第8號並無導致本集團須重新指定呈報分類，亦無變更計量分類損益的基準。

為方便管理，本集團現時分成四大業務部門，即買賣IT元件、製造及銷售IT產品、軟件開發和解決方案及提供軟件外包服務。本集團主要經營決策者定期審閱本集團以上述業務部門劃分的內部報告以評估該等業務部門表現。

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截至二零零九年十二月三十一日止年度

8. SEGMENT INFORMATION (continued)

Information regarding the above segments is presented below:

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment.

For the year ended 31 December 2009

8. 分類資料 (續)

上述分類資料呈列如下：

分類收入及業績

下文載列本集團按呈報分類劃分之收入及業績的分析。

截至二零零九年十二月三十一日止年度

		Information technology services 信息技術服務				
		Manufacturing and sales of IT products 製造及銷售IT產品	Software development and solution 軟件開發和解決方案	Software outsourcing 軟件外包	Consolidated 綜合	
		Trading of IT components IT元件貿易	IT products 製造及銷售IT產品	Software development and solution 軟件開發和解決方案	Software outsourcing 軟件外包	Consolidated 綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue (Note)	收入 外部銷售	526,588	145,671	1,397,408	86,038	2,155,705
Segment profit (loss)	分類溢利 (虧損)	33,382	11,569	336,131	(87,368)	293,714
Other income and gains	其他收入及 收益					6,264
Share of profits of associates	應佔聯營 公司溢利					14,502
Central administration costs	中央行政成本					(6,207)
Fair value change in convertible note classified as liabilities at fair value through profit or loss	分類為按公平值 計入損益之 負債的可換 股票據的公平 值變動					(3,715)
Interest expenses	利息支出					(15,963)
Profit before taxation	除稅前溢利					288,595

8. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

For the year ended 31 December 2008

			Manufacturing and sales of IT products 製造及銷售 IT產品	Software development and solution 軟件開發和 解決方案	Software outsourcing 軟件外包	Consolidated 綜合
	Trading of IT components IT元件貿易	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue (Note)	收入 (附註)	436,349	171,418	1,150,186	83,631	1,841,584
Segment profit	分類溢利	32,404	10,010	332,482	13,491	388,387
Other income and gains	其他收入及收益					5,383
Share of profits of associates	應佔聯營 公司溢利					3,212
Central administration costs	公司行政成本					(10,992)
Fair value change in convertible note classified as liabilities at fair value through profit or loss	分類為按公平值 計入損益之 負債的可換 股票據的公平 值變動					3,029
Interest expenses	利息支出					(15,368)
Profit before taxation	除稅前溢利					373,651

8. 分類資料 (續)

分類收入及業績 (續)

截至二零零八年十二月三十一日止
年度Information
technology services
信息技術服務

8. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

Note: All of the segment revenue reported for both years was from external customers.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit earned by/loss from each segment without allocation of other income and gains including net foreign exchange gain and interest income, share of profits of associates, central administration costs including directors' remuneration, fair value change in convertible notes classified as liabilities at fair value through profit or loss and interest expenses. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

8. 分類資料 (續)

分類收入及業績 (續)

附註：上述兩年度呈報的分類收入均來自外部客戶。

呈報分類的會計政策與附註3所述本集團會計政策一致。分類溢利(虧損)指各分類所賺溢利/錄得的虧損，惟尚未分配其他收入及收益(包括外匯收益淨額及利息收入)、應佔聯營公司溢利、中央行政成本(包括董事薪酬)、分類為按公平值計入損益負債的可換股票據的公平值變動及利息開支。此為向主要經營決策者呈報以分配資源及評估表現的方式。

8. SEGMENT INFORMATION (continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment.

At 31 December 2009

8. 分類資料 (續)

分類資產及負債

下文載列本集團按呈報分類劃分之資產及負債的分析。

於二零零九年十二月三十一日

		Information technology services 信息技術服務				
		Manufacturing and sales of IT products 製造及銷售IT產品	Software development and solution 軟件開發和解決方案	Software outsourcing 軟件外包	Consolidated 綜合	
		Trading of IT components IT元件貿易	IT products IT產品	Software outsourcing 軟件外包	Consolidated 綜合	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
ASSETS	資產					
Segment assets	分類資產	<u>92,546</u>	<u>345,680</u>	<u>502,452</u>	<u>991,911</u>	
Property, plant and equipment	物業、廠房及設備				21,227	
Interest in an associate	聯營公司利息				141,333	
Bank balances and cash	銀行結餘及現金				918,347	
Other assets	其他資產				1,345	
Consolidated total assets	綜合資產總額				<u>2,074,163</u>	
LIABILITIES	負債					
Segment liabilities	分類負債	<u>46,193</u>	<u>70,379</u>	<u>227,853</u>	<u>348,242</u>	
Taxation payable	應繳稅項				31,757	
Redeemable convertible preferred shares	可贖回可換股優先股				187,676	
Convertible notes	可換股票據				29,911	
Deferred tax liabilities	遞延稅項負債				25,589	
Other liabilities	其他負債				10,354	
Consolidated total liabilities	綜合負債總額				<u>633,529</u>	

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

8. SEGMENT INFORMATION (continued)

Segment assets and liabilities (continued)

At 31 December 2008

		Trading of IT components IT元件貿易 HK\$'000 千港元	Manufacturing and sales of IT products 製造及銷售 IT產品 HK\$'000 千港元	Information technology services 信息技術服務	Software development and solution 軟件開發和解決方案 HK\$'000 千港元	Software outsourcing 軟件外包 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產						
Segment assets	分類資產	<u>66,507</u>	<u>175,233</u>		<u>390,040</u>	<u>176,400</u>	808,180
Bank balances and cash	銀行結餘及現金						606,929
Other assets	其他資產						<u>4,197</u>
Consolidated total assets	綜合資產總額						<u>1,419,306</u>
LIABILITIES	負債						
Segment liabilities	分類負債	<u>27,622</u>	<u>22,248</u>		<u>185,385</u>	<u>7,982</u>	243,237
Bank borrowings	銀行借款						67,401
Taxation payable	應繳稅項						33,033
Redeemable convertible preferred shares	可贖回可換股優先股						184,642
Convertible notes	可換股票據						55,421
Deferred tax liabilities	遞延稅項負債						27,818
Other liabilities	其他負債						<u>7,736</u>
Consolidated total liabilities	綜合負債總額						<u>619,288</u>

8. 分類資料 (續)

分類資產及負債 (續)

於二零零八年十二月三十一日

		Trading of IT components IT元件貿易 HK\$'000 千港元	Manufacturing and sales of IT products 製造及銷售 IT產品 HK\$'000 千港元	Information technology services 信息技術服務	Software development and solution 軟件開發和解決方案 HK\$'000 千港元	Software outsourcing 軟件外包 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產						
Segment assets	分類資產	<u>66,507</u>	<u>175,233</u>		<u>390,040</u>	<u>176,400</u>	808,180
Bank balances and cash	銀行結餘及現金						606,929
Other assets	其他資產						<u>4,197</u>
Consolidated total assets	綜合資產總額						<u>1,419,306</u>
LIABILITIES	負債						
Segment liabilities	分類負債	<u>27,622</u>	<u>22,248</u>		<u>185,385</u>	<u>7,982</u>	243,237
Bank borrowings	銀行借款						67,401
Taxation payable	應繳稅項						33,033
Redeemable convertible preferred shares	可贖回可換股優先股						184,642
Convertible notes	可換股票據						55,421
Deferred tax liabilities	遞延稅項負債						27,818
Other liabilities	其他負債						<u>7,736</u>
Consolidated total liabilities	綜合負債總額						<u>619,288</u>

8. SEGMENT INFORMATION (continued)

Segment assets and liabilities (continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments, other than property, plant and equipment for Group administrative purpose, interest in an associate, bank balances and cash and other assets including taxation recoverable, certain non-trade portion of amounts due from related parties and prepayments.
- all liabilities are allocated to reportable segments, other than bank borrowings, taxation payable, redeemable convertible preferred shares, convertible notes, deferred tax liabilities and other liabilities including certain non-trade portion of amounts due to related parties and other payable in relation to corporate administration costs.

8. 分類資料 (續)

分類資產及負債 (續)

為監察分類表現及分配分類資源：

- 所有資產均分類為呈報分類，惟為方便本集團管理，物業、廠房及設備、於聯營公司利息、銀行結餘以及現金及其他資產(包括可收回稅項、應收關連方若干非貿易部分款項及預付款項)則除外。
- 所有負債均分類為呈報分類，惟銀行借款、應付稅項、可贖回可換股優先股、可換股票據、遞延稅項負債以及其他負債(包括應付關連方若干非貿易部分款項及其他企業行政成本相關應付款額)則除外。

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8. SEGMENT INFORMATION (continued)

Other segment information

For the year ended 31 December 2009

Amounts included in the measure of segment profit (loss) or segment assets:

8. 分類資料 (續)

其他分類資料

截至二零零九年十二月三十一日止年度

計量分類溢利(虧損)或分類資產時計入的款項:

		Information technology services 信息技術服務				
		Manufacturing and sales of IT products	Software development and solution	Software outsourcing	Total	
		製造及銷售 IT產品	軟件開發和 解決方案	軟件外包	總額	
		Trading of IT components				
		IT元件貿易				
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
Additions to non-current assets (note)	添置非流動資產 (附註)	—	—	68,118	328	68,446
Depreciation of property, plant and equipment (note)	物業、廠房及設備折舊	—	1,107	21,105	5,668	27,880
Write-down of inventories	存貨撇減	1,167	—	746	—	1,913
Amortisation of other intangible assets	其他無形資產攤銷	—	—	16,240	5,740	21,980
Impairment loss on goodwill and other intangible assets	商譽及其他無形資產減值虧損	—	—	—	79,332	79,332
Impairment loss on amounts due from customers for contract work	應收客戶合約工程款項減值虧損	—	—	5,684	—	5,684
Allowance for bad and doubtful debts	呆壞賬撥備	16	—	5,029	—	5,045

Note: Non-current assets included property, plant and equipment, goodwill and other intangible assets except for property, plant and equipment for administrative purpose. Accordingly, depreciation of property, plant and equipment for administrative purpose was excluded.

附註: 非流動資產包括物業、廠房及設備、商譽及其他無形資產, 惟作行政用途的物業、廠房及設備除外。因此, 並不計及作行政用途的物業、廠房及設備減值。

8. SEGMENT INFORMATION (continued)**Other segment information** (continued)*For the year ended 31 December 2009* (continued)

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit (loss) or segment assets and not allocated to any reportable segment.

Interest in an associate	於聯營公司利息
Share of profits of associates	應佔聯營公司溢利
Interest expenses	利息支出

8. 分類資料 (續)**其他分類資料** (續)

截至二零零九年十二月三十一日止年度 (續)

主要經營決策者定期所提供但於計量分類溢利(虧損)或分類資產時並未計入且並無分配至任何申報分類的款項。

Total
總計
HK\$'000
千港元
141,333
14,502
15,963

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8. SEGMENT INFORMATION (continued)

Other segment information (continued)

For the year ended 31 December 2008

Amounts included in the measure of segment profit or segment assets:

		Trading of IT components IT元件貿易 HK\$'000 千港元	Manufacturing and sales of IT products 製造及銷售 IT產品 HK\$'000 千港元	Information technology services Information technology services 信息技術服務	Software development and solution 軟件開發和 解決方案 HK\$'000 千港元	Software outsourcing 軟件外包 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions to non-current assets (note)	添置非流動資產 (附註)	—	1,541	73,627	154,878	230,046	
Depreciation of property, plant and equipment (note)	物業、廠房及設備折舊 (附註)	—	307	15,567	2,907	18,781	
Write-down of inventories	存貨撇減	895	—	—	—	895	
Amortisation of other intangible assets	其他無形資產攤銷	—	—	15,882	8,094	23,976	
Allowance for bad and doubtful debts	呆壞賬撥備	—	—	255	—	255	

Note: Non-current assets included property, plant and equipment, goodwill and other intangible assets except for property, plant and equipment for administrative purpose. Accordingly, depreciation of property, plant and equipment for administrative purpose was excluded.

8. 分類資料 (續)

其他分類資料 (續)

截至二零零八年十二月三十一日止年度

計量分類溢利或分類資產時計入的款項：

	Information technology services 信息技術服務	Software development and solution 軟件開發和 解決方案 HK\$'000 千港元	Software outsourcing 軟件外包 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions to non-current assets (note)	—	73,627	154,878	230,046
Depreciation of property, plant and equipment (note)	—	15,567	2,907	18,781
Write-down of inventories	895	—	—	895
Amortisation of other intangible assets	—	15,882	8,094	23,976
Allowance for bad and doubtful debts	—	255	—	255

附註：非流動資產包括物業、廠房及設備、商譽及其他無形資產，惟作行政用途的物業、廠房及設備除外。因此，並不計及作行政用途的物業、廠房及設備折舊。

8. SEGMENT INFORMATION (continued)**Other segment information** (continued)*For the year ended 31 December 2008* (continued)

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or segment assets and not allocated to any reportable segment.

Share of profits of associates	應佔聯營公司溢利
Interest expenses	利息支出

8. 分類資料 (續)**其他分類資料** (續)

截至二零零八年十二月三十一日止
年度

主要經營決策者定期所提供的但於計量分類溢利或分類資產時並未計入且並無分配至任何可申報分類的款項。

Total
總計
HK\$'000
千港元

3,212
<u>15,368</u>

8. SEGMENT INFORMATION (continued)

Geographical information

The Group's operations are currently carried out in the PRC (excluding Hong Kong), the country of domicile, and Hong Kong, except for some services rendered by the provision of outsourcing software development services division are located in other regions.

The Group's revenue from external customers and information about the Group's non-current assets by geographic location of markets, or customer irrespective of the origin of the goods/services:

		Revenue from external customers 來自外部客戶的收入		Non-current assets 非流動資產	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Hong Kong	香港	526,588	436,349	21,227	24
The PRC (excluding Hong Kong), (country of domicile)	中國 (不包括 香港) 及 (註冊地)	1,549,942	1,353,841	348,965	301,881
Others	其他	79,175	51,394	148	253
		2,155,705	1,841,584	370,340	302,158

Note: Non-current assets excluded available-for-sale investment.

附註：非流動資產不包括可供出售投資。

Information about major customer

For the year ended 31 December 2009, there was no single customer contributing over 10% of the total revenue of the Group.

For the year ended 31 December 2008, revenue from Inspur Corporation amounted to approximately HK\$191,350,000, contributed over 10% of the total revenue of the Group.

8. 分類資料 (續)

地區分類資料

本集團現時在中國(包括香港)及註冊地經營業務，惟軟件開發外包服務部門提供的若干服務位於其他地區。

下表呈列本集團來自外部客戶的收入以及按地區市場或客戶所在地(不論貨品/服務來源地)劃分之非流動資產的資料：

按地區市場劃分之收入

主要客戶資料

截至二零零九年十二月三十一日止年度，概無單一客戶的收入貢獻佔本集團總收入逾10%。

截至二零零八年十二月三十一日止年度，浪潮公司收入約為191,350,000港元，佔本集團總收入逾10%。

9. OTHER INCOME AND GAINS

9. 其他收入及收益

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Interest income	利息收入	5,115	2,650
Net foreign exchange gain	外匯收益淨額	1,149	2,733
Value added tax refund (Note a)	增值稅退稅 (附註 a)	43,465	38,988
Government subsidies and grants (Note b)	政府津貼及補助 (附註 b)	81,866	23,681
Dividend income from available-for-sale investments	可供出售投資之 股息收入	824	1,027
Others	其他	451	3,707
		132,870	72,786

9. OTHER INCOME AND GAINS (continued)

Notes:

- (a) Inspur (Shandong) Electronic Information Company Limited (“Inspur Shandong Electronic”), Inspur Communication Information System Limited (“Inspur Communication”), Shandong Inspur Business System Company Limited (“Inspur Business System”), Inspur Group Shandong Genersoft Incorporation (“Inspur Genersoft”) and Inspur E-Government Software Limited (“Inspur E-Government”) are engaged in the business of distribution of self-developed and produced software. Under the current PRC tax regulation, it is entitled to a refund of VAT paid for sales of self-developed software in the PRC.
- (b) For the year ended 31 December 2009, the amount of approximately HK\$81,335,000 (2008: HK\$2,676,000) represent the subsidies received from the PRC Government for the purpose of encouraging the development of group entities engaged in new and high technology sector. The subsidies received are immediate financial support to the group’s entities with no future related costs and recognised as income when the approval of the relevant government authority has been obtained. There are no other conditions attached to the subsidies granted to the Group.

For the year ended 31 December 2009, the amounts of approximately HK\$531,000 (2008: HK\$21,005,000) represent the grants from the Government for funding of some feasibility studies which benefits the society as a whole. The grants received are recognised as income when the related feasibility studies has been completed and the approval of the relevant Government authority has been obtained.

9. 其他收入及收益 (續)

附註：

- (a) 浪潮(山東)電子信息有限公司(「浪潮山東電子」)、浪潮通信信息系統有限公司(「浪潮通信」)、山東浪潮商用系統有限公司(「浪潮商用系統」)、浪潮集團山東通用軟件有限公司(「浪潮通用軟件」)及山東浪潮電子政務軟件有限公司(「浪潮電子政務」)從事自行開發及生產軟件的分銷業務。根據現行中國稅務條例，在中國銷售自行開發軟件的企業可獲增值稅退稅。
- (b) 截至二零零九年十二月三十一日止年度，約81,335,000港元(二零零八年：2,676,000港元)為自中國政府收取之津貼，以鼓勵從事高新技術行業集團實體的發展。集團實體所收取津貼為實物形式的直接資助，並無相關日後成本，待獲相關政府部門批准後會確認為收入。本集團獲授之津貼並無其他附帶條件。

截至二零零九年十二月三十一日止年度，約531,000港元(二零零八年：21,005,000港元)為自政府收取的補助，作為造福整個社會的部分可行性研究資金。已收補助於完成相關可行性研究及獲得相關政府機關批准後確認為收入。

10. TAXATION

10. 稅項

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Current tax:	即期稅：		
Hong Kong Profits Tax	香港利得稅	4,923	4,785
PRC Enterprise Income Tax	中國企業所得稅	35,596	40,214
(Over)underprovision in prior years:	過往年度（超額撥備） 撥備不足		
Hong Kong Profits Tax	香港利得稅	(52)	(25)
PRC Enterprise Income Tax	中國企業所得稅	(2,128)	113
Deferred taxation (note 33)	遞延稅項（附註 33）	(2,275)	(4,949)
		<u>36,064</u>	<u>40,138</u>

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2009 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

The statutory tax rate for PRC Enterprise Income Tax of 25% is applied to the Group's PRC subsidiaries except for Inspur Communication, Inspur Business System and Inspur Genersoft. Inspur Communication, Inspur Business System and Inspur Genersoft are recognised as "New and High Technology Enterprise" and therefore entitled to apply a tax rate of 15%. Furthermore, Inspur Genersoft can enjoy additional 5% reduction in tax rate starting from the fiscal year ended 31 December 2005 because it is recognised as "State recognised software enterprise" (國家規則局內的重點軟件企業) since 2005. The entitlement of this tax benefit is subject to annual renewal by respective tax bureau in PRC.

二零零八年六月二十六日，香港立法會通過二零零九年收入法案，將公司利得稅率由 17.5% 下調至 16.5%，自二零零八年／二零零九年課稅年度起實施。因此，該兩年度香港利得稅按估計應課稅溢利的 16.5% 計算。

根據中國企業所得稅法（「企業所得稅法」）及相關實施細則，中國附屬公司稅率自二零零八年一月一日起調整為 25%。

除浪潮通信、浪潮商用系統及浪潮通用軟件外，本集團中國附屬公司的適用中國企業所得稅法定稅率為 25%。浪潮通信、浪潮商用系統及浪潮通用軟件獲評定為「高新技術企業」，因此適用稅率 15%。此外，浪潮通用軟件於二零零五年獲評定為「國家規劃局內的重點軟件企業」，故自截至二零零五年十二月三十一日止財政年度起開始額外享有 5% 稅率減免，惟該稅務優惠須每年由中國各稅務機關更新。

10. TAXATION (continued)

Pursuant to the relevant laws and regulations in the PRC, the Group's PRC subsidiaries, Inspur Shandong Electronic, Inspur E-Government and Inspur Communication are exempted from PRC Enterprise Income Tax for two years starting from its first profit-making year, followed by a 50% reduction for the next three years. The first profit-making year for Inspur Shandong Electronic, Inspur E-Government and Inspur Communication are the fiscal year ended 31 December 2006, 31 December 2007 and 31 December 2004 respectively.

Pursuant to the Notice of Ministry of Finance and the State Administrative of Taxation concerning certain preferential policies on enterprise income tax 《財稅[2000]25號〈財政部、國家稅務總局、海關總署〉關於鼓勵軟件產業和集成電路產業發展有關稅收政策問題的通知》第二條, Inspur Worldwide (Shandong) Services Limited ("Worldwide Shandong"), Inspur Worldwide (Qingdao) Services Limited ("Worldwide Qingdao") and Inspur Guoyou (Shanghai) Services Incorporation ("Worldwide Shanghai"), which are recognised as "Software Enterprise", are exempted from PRC Enterprise Income Tax for two years starting from their respective first profit-making years, followed by a 50% reduction for the next three years. The first profit-making year for Worldwide Shandong, Worldwide Qingdao and Worldwide Shanghai are the fiscal year ended 31 December 2007, 31 December 2007 and 31 December 2008 respectively.

Pursuant to the 《北京市新技術產業開發試驗區暫行條例》(京政發[1988]49號), Inspur Shijie (Beijing) Services Incorporation ("Shijie Beijing") is exempted from PRC Enterprise Income Tax for three years since its establishment in 2005, followed by a 50% reduction for the next three years.

The implementation of the EIT Law has no impact on the tax relief granted to the PRC subsidiaries.

10. 稅項 (續)

根據中國有關法律法規，本集團中國附屬公司浪潮山東電子、浪潮電子政務及浪潮通信自首個獲利年度起兩年內豁免繳納中國企業所得稅，其後三年減半。浪潮山東電子、浪潮電子政務及浪潮通信的首個獲利年度分別為截至二零零六年十二月三十一日、二零零七年十二月三十一日及二零零四年十二月三十一日止財政年度。

根據財政部及國家稅務總局有關若干企業所得稅優惠政策的通知《財稅[2000]25號〈財政部、國家稅務總局、海關總署〉關於鼓勵軟件產業和集成電路產業發展有關稅收政策問題的通知》第二條，浪潮世科(山東)信息技術有限公司(「世科山東」)、浪潮世科(青島)信息技術有限公司(「世科青島」)及浪潮高優(上海)信息技術有限公司(「高優上海」)均獲評定為「軟件企業」，自首個獲利年度起兩年內豁免繳納中國企業所得稅，其後三年減半。世科山東、世科青島及高優上海的首個獲利年度分別為截至二零零七年十二月三十一日、二零零七年十二月三十一日及二零零八年十二月三十一日止財政年度。

根據《北京市新技術產業開發試驗區暫行條例》(京政發[1988]49號)，浪潮世捷(北京)信息技術有限公司(「世捷北京」)自二零零五年成立起計三年豁免繳納中國企業所得稅，其後三年減半。

實施企業所得稅法並無影響中國附屬公司已獲授之稅項減免。

10. TAXATION (continued)

The taxation for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

10. 稅項 (續)

根據綜合收益表，本年度之稅項與除稅前溢利對賬如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit before taxation	除稅前溢利	288,595	373,651
Tax at the prevailing profits tax rate of 25%	按現行利得稅稅率 25%之稅項	72,149	93,413
Tax effect of share of profits of associates	應佔聯營公司溢利 之稅務影響	(3,626)	(803)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	24,388	9,124
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(25,300)	(10,151)
Tax effect of tax losses not recognised	未確認稅務虧損 之稅務影響	540	915
Effect of tax relief granted to PRC subsidiaries	中國附屬公司獲豁免 稅項之影響	(34,846)	(51,024)
Effect of different tax rates of group entities operating in jurisdictions other than PRC	於中國以外司法權區經營 之集團實體不同 稅率之影響	(2,558)	(2,465)
(Over)underprovision in respect of previous years	過往年度(超額撥備) 撥備不足	(2,180)	88
Deferred tax on withholding tax arise from PRC subsidiaries	中國附屬公司預扣稅 產生之遞延稅項	7,540	1,045
Others	其他	(43)	(4)
Taxation for the year	本年度稅項	36,064	40,138

At the end of the reporting period, the Group has unused tax losses of HK\$6,702,000 (2008: HK\$4,542,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses at the end of the reporting period, due to the unpredictability of future profit streams. All tax losses may be carried forward indefinitely.

於呈報期結算日，本集團有未動用稅項虧損6,702,000港元(二零零八年：4,542,000港元)可用以抵銷日後溢利。由於日後溢利來源難以預測，故於呈報期結算日並無就該虧損確認遞延稅項資產。所有稅項虧損或會無限期結轉。

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11. PROFIT FOR THE YEAR

11. 年內溢利

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	本年度溢利經扣除下列各項後得出：		
Allowance for bad and doubtful debts	呆壞賬撥備	5,045	255
Impairment loss on amounts due from customers for contract work	應收客戶合約工程款項減值虧損	5,684	—
Research and development costs	研發成本	8,467	1,227
Auditor's remuneration	核數師酬金	1,906	2,803
Cost of inventories recognised as expenses in cost of sales (including write-down of inventories of HK\$1,913,000 (2008: 895,000))	確認為銷售成本開支的存貨成本（包括存貨撇減 1,913,000 港元（二零零八年：895,000 港元））	1,432,245	1,158,803
Depreciation for property, plant and equipment	物業、廠房及設備折舊	27,893	18,790
Directors' remuneration (note 12)	董事酬金（附註 12）		
Fees	袍金	240	240
Other emoluments	其它酬金	1,751	1,991
Other staff costs	其他員工成本		
Salaries and other benefits	薪金及其他福利	159,271	133,863
Retirement benefits scheme contributions	退休福利計劃供款	19,888	16,290
Share-based payments	股份支付	—	818
		181,150	153,202
Interest expense on redeemable convertible preferred shares wholly repayable within five years	於五年內悉數償還之可贖回可換股優先股之利息開支	14,734	14,502
Interest expense on bank borrowings wholly repayable within five years	於五年內悉數償還之銀行借款之利息開支	1,229	866
		15,963	15,368
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	174	167
Operating lease rentals in respect of office premises and staff quarters	辦公室及員工宿舍之經營租金	12,550	11,924

12. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the twelve (2008: ten) directors were as follows:

12. 董事酬金

向12名(二零零八年: 10名)董事支付/應付之酬金如下:

		Other emoluments 其他酬金			Total 總計
		Salaries and other benefits	Retirement benefits scheme contributions		
Fees 袍金		薪金及 其他福利	退休福利 計劃供款		
HK\$'000 千港元		HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元
For the year ended 31 December 2009		截至二零零九年 十二月三十一日 止年度			
Executive Directors 執行董事					
Sun Pishu	孫丕恕	—	450	—	450
Wang Xingshan (note 1)	王興山 (附註 1)	—	77	2	79
Wang Miao (note 2)	王渺 (附註 2)	—	60	—	60
Leung Chi Ho (note 1)	梁智豪 (附註 1)	—	680	10	690
Zheng Lei (note 1)	張磊 (附註 1)	—	233	—	233
Dong Hailong (note 2)	董海龍 (附註 2)	—	126	—	126
Chen Dongfeng (note 1)	陳東風 (附註 1)	—	108	5	113
Non-Executive Directors 非執行董事					
Wong Hung, Alex (note 3)	王衡 (附註 3)	—	—	—	—
Xin Wei Hua (note 1)	辛衛華 (附註 1)	—	—	—	—
Independent Non-Executive Directors 獨立非執行董事					
Liu Ping Yuan	劉平源	60	—	—	60
Meng Xiang Xu	孟祥旭	60	—	—	60
Wong Lit Chor, Alexis	黃烈初	120	—	—	120
Total	總計	240	1,734	17	1,991

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12. DIRECTORS' EMOLUMENTS (continued)

12. 董事酬金 (續)

		Other emoluments 其他酬金			
		Retirement benefits scheme contributions		Total 總計	
		Salaries and other benefits 薪金及 其他福利	退休福利 計劃供款		
		Fees 袍金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>For the year ended 31 December 2008</i>		<i>截至二零零八年 十二月三十一日 止年度</i>			
Executive Directors		執行董事			
Sun Pishu	孫丕恕	—	450	—	450
Wang Miao	王渺	—	240	—	240
Leung Chi Ho	梁智豪	—	1,009	12	1,021
Zheng Lei	張磊	—	280	—	280
Non-Executive Directors		非執行董事			
Wong Hung, Alex	王衡	—	—	—	—
Xin Wei Hua	辛衛華	—	—	—	—
William James Fass (note 4)	William James Fass (附註 4)	—	—	—	—
Independent Non-Executive Directors		獨立非執行董事			
Liu Ping Yuan	劉平源	60	—	—	60
Meng Xiang Xu	孟祥旭	60	—	—	60
Wong Lit Chor, Alexis	黃烈初	120	—	—	120
Total	總計	240	1,979	12	2,231

12. DIRECTORS' EMOLUMENTS (continued)

Note 1: On 27 October 2009, Mr. Leung Chi Ho and Mr. Zheng Lei resigned from executive directors, Mr. Xin Wei Hua resigned from non-executive director and Mr. Wang Xingshan and Mr. Chen Dongfeng were appointed as executive directors.

Note 2: On 31 March 2009, Mr. Wang Miao resigned from executive director and Mr. Dong Hailong was appointed as executive director.

Note 3: On 29 January 2009, Mr. Wong Hung, Alex resigned from non-executive director.

Note 4: On 28 June 2008, Mr. William James Fass resigned from non-executive director.

No directors of the Company waived any remuneration and no remuneration was paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office during both years.

13. EMPLOYEES' REMUNERATION

Of the five individuals with the highest emoluments in the Group, one (2008: two) was director of the Company whose emoluments are included in the disclosures in note 12 above. The emoluments of the remaining four (2008: three) highest paid individuals were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefits scheme contributions	退休福利計劃供款

Their remuneration were all within HK\$1,000,000 for both years.

No remuneration was paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during both years.

12. 董事酬金 (續)

附註1：於二零零九年十月二十七日，梁智豪先生及張磊先生辭任執行董事，由王興山先生及陳東風先生接任，而辛衛華先生辭任非執行董事。

附註2：王渺先生於二零零九年三月三十一日辭任執行董事，由董海龍先生接任。

附註3：王衡先生於二零零九年一月二十九日辭任非執行董事。

附註4：William James Fass先生於二零零八年六月二十八日辭任非執行董事。

於兩年度內，本公司概無董事放棄收取任何酬金，而本集團亦無向任何董事支付酬金作為吸引彼等加入本集團或彼等入職時的獎勵或離職補償。

13. 僱員酬金

在五名最高薪酬人士中，其中一名(二零零八年：二名)為本公司董事，其薪酬詳情披露於上文附註12。餘下四名(二零零八年：三名)最高薪酬人士的酬金詳情如下：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
3,103	1,254
12	10
3,115	1,264

於兩年度內，彼等的酬金均不高於1,000,000港元。

於兩年度內，本集團概無向五名最高薪酬人士支付酬金作為吸引彼等加入本集團或彼等入職時的獎勵或離職補償。

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14. DIVIDEND

14. 股息

Dividends recognised as distribution during the year:
2008 Final dividend - HK\$0.02
(2008: 2007 Final dividend - nil)
per share

年內確認的股息分派：
二零零八年每股
末期股息—0.02 港元
(二零零八年：
二零零七年
末期股息—零)

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
62,039	—

The final dividend of HK\$0.01 in respect of the year ended 31 December 2009 (2008: final dividend of HK\$0.02 in respect of the year ended 31 December 2008) per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事已建議派發截至二零零九年十二月三十一日止年度每股末期股息0.01港元(二零零八年：截至二零零八年十二月三十一日止年度每股末期股息0.02港元)，惟須待股東於即將召開的股東周年大會批准方可作實。

15. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

15. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據下列數據計算：

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Earnings		
Earnings for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company)	254,501	311,633
Interest on redeemable convertible preferred shares	14,734	14,502
Fair value change in convertible notes classified as liabilities at fair value through profit or loss	3,715	(3,029)
Earnings for the purpose of diluted earnings per share	272,950	323,106
	'000 千股	'000 千股
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	3,455,124	3,050,357
Effect of dilutive potential ordinary shares:		
– share options	186,958	361,251
– redeemable convertible preferred shares	1,171,398	1,171,398
– convertible notes	42,893	21,329
Weighted average number of ordinary shares for the purpose of diluted earnings per share	4,856,373	4,604,335

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Specialised equipment 專用設備 HK\$'000 千港元	Machinery and equipment 機器及 設備 HK\$'000 千港元	Furniture, fixtures and office equipmen 傢俬、裝置及 辦公設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST								
At 1 January 2008	於二零零八年一月一日	—	—	—	1,867	3,462	686	6,015
Acquired on acquisition of subsidiaries	收購附屬公司所得	325	2,122	37,222	7,889	14,610	655	62,823
Additions	增添	—	143	2,118	4,663	2,240	—	9,164
Disposals	出售	—	(110)	(95)	(1,944)	(513)	—	(2,662)
Exchange adjustments	匯兌調整	11	13	1,310	426	94	61	1,915
At 31 December 2008	於二零零八年十二月三十一日	336	2,168	40,555	12,901	19,893	1,402	77,255
Acquired on acquisition of a business	收購一項業務所得	—	—	—	—	1,684	—	1,684
Additions	增添	21,215	1	22,615	6,057	9,855	468	60,211
Disposals	出售	—	(342)	(5,110)	(1,045)	(3,108)	—	(9,605)
Exchange adjustments	匯兌調整	1	1	147	46	23	4	222
At 31 December 2009	於二零零九年十二月三十一日	21,552	1,828	58,207	17,959	28,347	1,874	129,767
DEPRECIATION								
At 1 January 2008	於二零零八年一月一日	—	—	—	337	1,842	59	2,238
Charge for the year	本年度支出	20	405	11,520	2,777	3,642	426	18,790
Eliminated on disposals	出售時撇銷	—	(110)	—	(1,755)	(424)	—	(2,289)
Exchange adjustments	匯兌調整	—	(4)	126	43	16	8	189
At 31 December 2008	於二零零八年十二月三十一日	20	291	11,646	1,402	5,076	493	18,928
Charge for the year	本年度支出	11	814	14,593	3,924	8,078	473	27,893
Eliminated on disposals	出售時撇銷	—	(269)	(648)	(936)	(1,932)	—	(3,785)
Exchange adjustments	匯兌調整	—	—	51	7	9	2	69
At 31 December 2009	於二零零九年十二月三十一日	31	836	25,642	4,397	11,231	968	43,105
CARRYING VALUES								
At 31 December 2009	於二零零九年十二月三十一日	21,521	992	32,565	13,562	17,116	906	86,662
At 31 December 2008	於二零零八年十二月三十一日	316	1,877	28,909	11,499	14,817	909	58,327

16. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment are depreciated, after taking into account of their estimated residual value, on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over shorter of 15 years or terms of leases
Leasehold improvements	Over shorter of 4 years or terms of leases
Specialised equipment	20% - 25%
Machinery and equipment	10% - 20%
Furniture, fixtures and office equipment	10% - 33 $\frac{1}{3}$ %
Motor vehicles	10% - 20%

The leasehold land and building held by the Group is situated in Hong Kong under medium-term lease. As certain leasehold interest in land cannot be allocated reliably between the land and buildings elements, the leasehold interest in land continued to be accounted for as property, plant and equipment.

16. 物業、廠房及設備 (續)

經考慮預計剩餘價值，上述物業、廠房及設備項目以直線法按以下年折舊率折舊：

租賃土地及樓宇	超逾15年或租賃期限 (以較短者為準)
租賃物業裝修	超逾4年或租賃期限 (以較短者為準)
專用設備	20%-25%
機器及設備	10%-20%
傢俬、裝置及辦公設備	10%-33 $\frac{1}{3}$ %
汽車	10%-20%

本集團租賃土地及物業在香港按中期租約持有。由於若干土地租賃權益不能在土地及樓宇項目中可靠分配，故持續入賬為物業、廠房及設備。

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17. GOODWILL

17. 商譽

		HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	30,542
Arising on acquisition of subsidiaries (note 34 (f))	因收購附屬公司所產生 (附註 34(f))	91,277
Arising on acquisition of additional interest in a subsidiary (note 34 (g))	因增購一家附屬公司權益所產生 (附註 34(g))	13,091
Exchange adjustments	匯兌調整	1,830
		<hr/>
At 31 December 2008	於二零零八年十二月三十一日	136,740
Arising on acquisition of a business (note 34 (c))	因收購一項業務所產生 (附註 34(c))	25,487
Arising on acquisition of additional interest in a subsidiary (note 34 (a))	因增購一家附屬公司權益所產生 (附註 34(a))	2,279
Adjustment to contingent consideration (note)	或然代價調整 (附註)	(29,225)
Impairment loss recognised in profit or loss (note 18)	於損益確認之減值虧損 (附註 18)	(62,052)
Exchange adjustments	匯兌調整	1,135
		<hr/>
At 31 December 2009	於二零零九年十二月三十一日	<u>74,364</u>

Particulars regarding impairment testing on goodwill are disclosed in note 18.

商譽減值測試之詳情於附註18披露。

17. GOODWILL (continued)

Note: During the year ended 31 December 2008, the Group acquired the entire interest of Langchao Worldwide. As part of the consideration, two convertible notes (namely “2008 Convertible Notes and 2009 Convertible Notes”) with principal amount of HK\$29,225,250 each were issued to the vendor. Pursuant to the sales and purchases agreement, the number of conversion shares and principal amount of 2008 Convertible Notes and 2009 Convertible Notes is subject to the adjustment mechanism which is referenced to the audited profit after tax and target profit after tax for the years ended 31 December 2008 and 31 December 2009 respectively. The management of the Group considered the target profits after tax could be achieved at the time when completing the initial accounting in determining the consideration. Accordingly, a full principal amount of HK\$29,225,250 each were included in the consideration. The convertible notes which contain the financial liability and embedded derivatives are designated as financial liability at FVTPL on initial recognition.

The target profit after tax of Langchao Worldwide for the year ended 31 December 2008 was achieved. However, as at 31 December, 2009, in view of the unexpected slower recovery rate for outsourcing service business and the loss of key personnel in December 2009, the management expected that Langchao Worldwide made a loss for the year ended 31 December 2009. Pursuant to the agreement, the monetary amount of 2009 Convertible Notes was adjusted to zero and the total consideration for the acquisition was adjusted accordingly (see note 32).

17. 商譽 (續)

附註：截至二零零八年十二月三十一日止年度，本集團收購浪潮世科全部股本，向賣方發行本金額各為29,225,250港元的兩份可換股票據(即「二零零八年可換股票據及二零零九年可換股票據」)作為部分代價。根據買賣協議，有關二零零八年可換股票據及二零零九年可換股票據的代價股份數目分別經參考截至二零零八年及二零零九年十二月三十一日止年度的經審核除稅後溢利及目標除稅後溢利，須根據調整機制調整。管理層認為於完成釐定代價的首次會計處理時，可實現目標除稅後溢利。因此，各為29,225,250港元的本金總額已計入代價。可換股票據(包括財務負債及嵌入式衍生工具)於初始確認時指定為按公平值計入損益的財務負債。

浪潮世科截至二零零八年十二月三十一日止年度的目標除稅後溢利已實現。然而，截至二零零九年十二月三十一日，由於外包服務業務復蘇速度出奇緩慢以及二零零九年十二月核心人員的流失，管理層預期浪潮世科截至二零零九年十二月三十一日止年度會錄得虧損。根據協議，二零零九年可換股票據的貨幣金額調整為零，並已相應調整收購總代價(附註32)。

18. IMPAIRMENT TESTING ON GOODWILL

For the purposes of impairment testing, goodwill set out in note 17 has been allocated to the cash generating units (“CGUs”) of software development and solution and software outsourcing. The carrying amounts of goodwill as at 31 December 2009 and 2008 allocated to these CGUs are as follows:

Software development and solution	軟件開發和方案解決
– Inspur Communication (Unit A)	– 浪潮通信 (A 單位)
– Inspur Genersoft and its subsidiaries (Unit B)	– 浪潮通用軟件及其附屬公司 (B 單位)
– Inspur E-government (Unit C)	– 浪潮電子政務 (C 單位)
– Digital media business (Unit D)	– 數碼媒體業務 (D 單位)
Software outsourcing	軟件外包
– Langchao Worldwide and its subsidiaries (Unit E)	– 浪潮世科及其附屬公司 (E 單位)

During the year ended 31 December 2009, the Group recognised an impairment loss of HK\$62,052,000 (2008: nil) for unit E and determine that there is no impairment for Unit A, Unit B, Unit C and Unit D respectively.

18. 商譽減值測試

減值測試時，附註17所載商譽已分配至軟件開發及解決方案以及軟件外包服務之現金產生單位（「現金產生單位」）。於二零零九年及二零零八年十二月三十一日分配予該等現金產生單位之商譽賬面值如下：

Goodwill	
商譽	
2009	2008
二零零九年	二零零八年
HK\$'000	HK\$'000
千港元	千港元
33,490	32,372
13,097	13,091
2,281	—
25,496	—
<u>74,364</u>	<u>45,463</u>
—	91,277
<u>—</u>	<u>91,277</u>

截至二零零九年十二月三十一日止年度，本集團分別確認E單位減值虧損62,052,000港元（二零零八年：無），及釐定A單位、B單位、C單位及D單位並無減值。

18. IMPAIRMENT TESTING ON GOODWILL

(continued)

As for Unit E, the management originally anticipated there will be a significant growth in the business from Japan, United States and European market at the date of acquisition. Even though the outbreak of financial tsunami in late 2008 brought an adverse impact on the operational environment of the outsourcing business, the operating results in late 2008 and first quarter of 2009 of this CGU could still achieve the result as indicated in the initial cash flow projection. The management further considered this CGU can adopt proactive initiatives to explore its potential in these markets as well as PRC market for new opportunities, in view of its established network as well as reputation in the industry. However, the financial results in the second half of 2009 demonstrated that the recovery from those markets was slower than expected. Some of the major customers in those markets revised the strategy by either suspended or delayed the initial development plans for an indefinite duration. The management has to reduce the cost by carrying out a redundancy plan, which resulted in a significant decrease in the headcount. With the loss of key management personnel having close relationship with certain major customers left the entity in late 2009, the expected future economic benefits associated with Unit E at the date of acquisition is considered as less than probable and there may be loss of certain existing major customers. Accordingly, the management has recognised full impairment on the goodwill of Unit E of HK\$62,052,000 and partial impairment on the customer base of the software outsourcing CGU of HK\$17,280,000 (see note 19).

The basis of recoverable amounts of the above CGUs and their major underlying assumptions are summarised below.

18. 商譽減值測試 (續)

管理層原預期於收購E單位時，日本、美國及歐洲市場的業務會顯著增長。儘管二零零八年末爆發的金融海嘯對外包業務營商環境造成嚴重影響，惟二零零八年末及二零零九年第一季度該現金產生單位的經營業績仍能達到初步現金流預測的結果，故管理層認為，由於已建立外包業務網絡以及於該行業的聲譽，該現金產生單位可採取積極刺激措施開發該等市場及中國市場潛能，物色新的商機。然而，二零零九年下半年的財務業績表明，該等市場的復甦速度低於預期。該等市場若干主要客戶已暫停業務或已無限期延遲初始發展計劃以重新調整策略。管理層不得不透過裁員計劃降低成本，故導致人員大幅減少。隨著與若干主要客戶關係密切的核心管理人員於二零零九年末離開該實體，估計E單位於收購日的預期未來經濟利益不大可能產生，且或會流失若干現有主要客戶。因此，管理層確認E單位商譽減值總額為62,052,000港元，軟件外包現金產生單位客戶群的部分減值為17,280,000港元(請參閱附註19)。

計算上述現金產生單位可收回金額之基準及主要相關假設概述如下。

18. IMPAIRMENT TESTING ON GOODWILL

(continued)

Unit A, Unit B, Unit C and Unit D

The recoverable amounts of Unit A, Unit B, Unit C and Unit D have been determined on the basis of value in use calculations. Their recoverable amounts are based on certain similar key assumptions. Both value in use calculations use cash flow projections based on financial budgets approved by management covering a 5-year period, and a discount rate of 25% (2008: 25.6%). Unit A's, Unit B's, Unit C's and Unit D's cash flows beyond the 5-year period are extrapolated using a steady 3% growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for relevant industry. A key assumption for the value in use calculation is the budgeted growth rate at 5%, which is determined based on past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the respective carrying amount of Unit A, Unit B, Unit C and Unit D to exceed the respective recoverable amount of Unit A, Unit B, Unit C and Unit D.

Unit E

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 18.75% (2008: 18.5%). Unit E's cash flows beyond the 5-year period are extrapolated using a constant declining rate of 3% (2008: steady 3% growth rate). This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for relevant industry. Due to the unfavourable market situation in Japan and the United States markets, the carrying amount of Unit E exceeds its value in use based on the cash flow projections. An impairment loss of HK\$62,052,000 is recognised during the year ended 31 December 2009.

18. 商譽減值測試 (續)

A單位、B單位、C單位及D單位

A單位、B單位、C單位及D單位之可收回金額乃根據使用價值計算，運用若干類似主要假設而釐定。使用價值的計算均採用基於管理層所批准五年財務預算的現金流預測，折讓率為25%（二零零八年：25.6%）。A單位、B單位、C單位及D單位五年期以後的現金流以3%穩定增長率推算得出。該增長率乃基於相關行業增長預測而不超出相關行業的平均長期增長率。使用價值計算之主要假設為根據過往表現及管理層對市場發展的預期而釐定之預算增長率5%。管理層相信該等假設之任何合理變動不會導致A單位、B單位、C單位及D單位相關賬面值超逾其可收回數額。

E單位

該單位之可收回金額乃根據使用價值計算而釐定。計算使用價值時採用基於管理層所批准五年財務預算的現金流預測，折讓率為18.75%（二零零八年：18.5%）。E單位五年期以後的現金流以3%固定損耗率（二零零八年：3%穩定增長率）推算得出。該增長率乃基於相關行業增長預測而不超出相關行業的平均長期增長率。由於日本及美國的市況不佳，基於現金流預測E單位賬面值超逾其使用價值。截至二零零九年十二月三十一日止年度，確認減值虧損62,052,000港元。

19. OTHER INTANGIBLE ASSETS

19. 其他無形資產

		Registered software 已註冊軟件 HK\$'000 千港元	Customer contracts 客戶合約 HK\$'000 千港元	Customer base 客戶群 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本				
At 1 January 2008	於二零零八年 一月一日	11,971	796	—	12,767
Acquisition of subsidiaries (note 34)	收購附屬公司 (附註 34)	39,274	19,884	57,385	116,543
Exchange adjustments	匯兌調整	1,887	552	—	2,439
At 31 December 2008	於二零零八年 十二月三十一日	53,132	21,232	57,385	131,749
Exchange adjustments	匯兌調整	168	51	—	219
At 31 December 2009	於二零零九年 十二月三十一日	53,300	21,283	57,385	131,968
AMORTISATION AND IMPAIRMENT	攤銷及減值				
At 1 January 2008	於二零零八年 一月一日	214	265	—	479
Charge for the year	本年度支出	10,015	11,092	2,869	23,976
Exchange adjustments	匯兌調整	123	80	—	203
At 31 December 2008	於二零零八年 十二月三十一日	10,352	11,437	2,869	24,658
Charge for the year	本年度支出	10,830	5,410	5,740	21,980
Impairment loss recognised in profit or loss (note 18)	於損益確認的減值 虧損 (附註 18)	—	—	17,280	17,280
Exchange adjustments	匯兌調整	44	25	—	69
At 31 December 2009	於二零零九年 十二月三十一日	21,226	16,872	25,889	63,987
CARRYING AMOUNTS	賬面值				
At 31 December 2009	於二零零九年 十二月三十一日	32,074	4,411	31,496	67,981
At 31 December 2008	於二零零八年 十二月三十一日	42,780	9,795	54,516	107,091

19. OTHER INTANGIBLE ASSETS (continued)

The intangible assets of the Group were acquired as part of a business combination in prior years.

Particulars regarding the reason for impairment loss on customer base recognised in profit or loss for the year ended 31 December 2009 are disclosed in note 18.

The intangible assets have finite useful lives. Intangible assets are amortised on a straight-line basis over the following period:

Customer base	10 years
Customer contracts	3 months to 3 years
Registered software	5 years

20. AVAILABLE-FOR-SALE INVESTMENTS

The balance represents 10% interest in an unlisted entity incorporated in the PRC. It is measured at cost less impairment at the end of reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that its fair value cannot be measured reliably.

19. 其他無形資產 (續)

本集團無形資產於過往年度收購，作為業務合併的一部份。

截至二零零九年十二月三十一日止年度，於損益確認的客戶群減值虧損的理由詳情於附註18披露。

無形資產的使用年期有限，以直線法於以下年期攤銷：

客戶群	十年
客戶合約	三個月至三年
已註冊軟件	五年

20. 可供出售投資

結餘指所持一間中國註冊成立之非上市公司10%權益。由於合理公平值的估計範圍相當大，本公司董事認為該公平值已無法可靠計量，故結餘於呈報期結算日按成本扣減減值計量。

21. INTEREST IN AN ASSOCIATE

21. 於聯營公司之權益

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cost of investment in an associate - unlisted	於聯營公司之投資 成本－非上市	126,601	—
Share of post-acquisition profits and other comprehensive income	應佔收購後溢利 及其他全面收入	14,502	—
Exchange adjustments	匯兌調整	230	—
		141,333	—

As at 31 December 2009, the Group had interests in the following associate:

於二零零九年十二月三十一日，本集團於下列聯營公司擁有權益：

Name of entity 實體名稱	Form of business structure 商業結構形式	Country of registration and operation 註冊及營運國家	Proportion of nominal value of registered capital held by the Group 本集團擁有 註冊資本與 賬面值之 百分比	Proportion of voting power held 所持投票權 之百分比	Principal activities 主營業務
Qingdao Lejin Inspur Digital Communication Limited# ("Qingdao Lejin") 青島樂金浪潮數字通信 有限公司 (「青島樂金」)	Sino-foreign owned enterprise ("SFOE") 中外合資企業 (中外合資企業)	PRC 中國	30%	30%	Manufacturing and sale of wireless GSM mobile phones and value added software for mobile phones 製造及銷售無線 GSM移動電話及 移動電話增值軟件

The english name of the associate is for identification purpose only.

該聯營公司的英文名稱僅供識別。

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21. INTEREST IN AN ASSOCIATE (continued)

Included in the cost of investment in an associate as at 31 December 2009 was goodwill of approximately HK\$17,736,000 arising on acquisition of Qingdao Lejin during the year. The movement of goodwill is set out below.

		HK\$'000 千港元
Cost	成本	
At 1 January 2008	於二零零八年一月一日	4,469
Transfer	轉讓	(4,469)
		<hr/>
At 31 December 2008	於二零零八年十二月三十一日	—
Arising on acquisition of an associate	收購一間聯營公司所得	17,706
Exchange adjustments	匯兌調整	30
		<hr/>
At 31 December 2009	於二零零九年十二月三十一日	<u>17,736</u>

The summarised financial information in respect of the Group's associates was set out below:

21. 於聯營公司之權益 (續)

二零零九年十二月三十一日於一間聯營公司投資之成本包括年內收購青島樂金產生之商譽約17,736,000港元。商譽變動載列如下。

本集團聯營公司之財務資料概要載列如下：

		2009 二零零九年 HK\$'000 千港元 (Note a) (附註a)	2008 二零零八年 HK\$'000 千港元 (Note b) (附註b)
Total assets	總資產	2,512,947	—
Total liabilities	總負債	(2,100,958)	—
		<hr/>	<hr/>
Net assets	資產淨值	<u>411,989</u>	—
Group's share of net assets of associates	本集團應佔聯營公司之資產淨值	<u>123,597</u>	—
Revenue for the period	期間收入	<u>4,608,162</u>	54,226
Profit for the period	期間溢利	<u>48,340</u>	9,545
Group's share of results of associates for the period	本期間本集團應佔聯營公司之業績	<u>14,502</u>	<u>3,212</u>

21. INTEREST IN AN ASSOCIATE (continued)

Note a: During the year ended 31 December 2009, the Group acquired 30% equity interest in Qingdao Lejin through the acquisition of 100% equity interest in Jinan Inspur Communication Limited (“Jinan Communication”). The financial information disclosed above represented financial results of Qingdao Lejin from acquisition date to 31 December 2009. Details of acquisition are set out in note 34 (b).

Note b: During the year ended 31 December 2008, the Group acquired the remaining equity interests in Inspur Genersoft and Inspur Business System. After the acquisition, Inspur Genersoft and Inspur Business System became wholly owned subsidiaries of the Group. The financial information disclosed above represented financial results of Inspur Genersoft and Inspur Business System from 1 January 2008 to respective acquisition dates. Details of acquisitions are set out in note 34.

21. 於聯營公司之權益 (續)

附註a：截至二零零九年十二月三十一日止年度，本集團透過收購濟南浪潮數字通信有限公司（「濟南通信」）全部股權收購青島樂金30%股權。上文披露的財務資料為青島樂金自收購日至二零零九年十二月三十一日的財務業績。收購詳情載於附註34(b)。

附註b：截至二零零八年十二月三十一日止年度，本集團收購浪潮通用軟件及浪潮商用系統其餘股權。收購後，浪潮通用軟件及浪潮商用系統成為本集團全資附屬公司。上文披露的財務資料為浪潮通用軟件及浪潮商用系統自二零零八年一月一日至各自收購日期的財務業績。收購詳情載於附註34。

22. INVENTORIES

Raw materials	原材料
Work in progress	在製品
Finished goods held for sale	持作出售之製成品

22. 存貨

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
20,730	42,248
2,523	1,135
238,308	19,779
261,561	63,162

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23. TRADE RECEIVABLES AND OTHER CURRENT FINANCIAL ASSETS

Trade receivables

Trade receivables	貿易應收賬款
Less: Allowance for bad and doubtful debts	減：呆壞賬撥備

The Group allows an average credit period of 30 to 180 days (2008: 30 to 180 days) to its customers. The aged analysis of trade receivables net of allowance for bad and doubtful debts presented based on the invoice date at the end of the reporting period is stated as follows:

0 to 30 days	0 至 30 日
31 to 60 days	31 至 60 日
61 to 90 days	61 至 90 日
91 to 120 days	91 至 120 日
121 to 180 days	121 至 180 日
Over 180 days	180 日以上

Before accepting any new customer, the Group uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customers. Limits and scoring attributed to customers are reviewed twice a year. 84% (2008: 74%) of the trade receivables that are neither past due nor impaired have the best credit scoring attributable under the external credit scoring system used by the Group.

23. 貿易應收賬款及其他流動財務資產

貿易應收賬款

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
201,242	133,391
(12,638)	(7,577)
188,604	125,814

本集團一般向客戶提供平均30至180日的信貸期(二零零八年：30至180日)。貿易應收賬款減發票日至呈報期結算日呈列的呆壞賬撥備的賬齡分析如下：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
127,263	72,073
24,051	10,450
3,105	12,384
8,192	1,612
6,906	6,052
19,087	23,243
188,604	125,814

於接納任何新客戶前，本集團採用外界信貸評分系統評估潛在客戶之信貸質素，釐定客戶信貸上限。給予客戶之信貸上限及評分每年檢討兩次。根據本集團採用之外界信貸評分系統，84%(二零零八年：74%)的貿易應收賬款既無過期亦無減值，擁有最高信貸評分。

**23. TRADE RECEIVABLES AND OTHER
CURRENT FINANCIAL ASSETS** (continued)**Trade receivables** (continued)

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately HK\$19,807,000 (2008: HK\$27,306,000), which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances. The average age of these trade receivables is 209 days (2008: 201 days).

Ageing of trade receivables which are past due but not impaired

121 - 180 days	121 至 180 日
Over 180 days	180 日以上

Movement in the allowance for bad and doubtful debts

Balance at beginning of year	年初結餘
Allowances recognised on receivables	就應收賬款確認 之撥備
Exchange adjustments	匯兌調整
Balance at the end of year	年末結餘

Included in the allowance for bad and doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$7,577,000 (2008: HK\$7,577,000) which have been under dispute. The Group does not hold any collateral over these balances.

**23. 貿易應收賬款及其他流動
財務資產** (續)**貿易應收賬款** (續)

本集團之貿易應收賬款結餘包括應收賬款，該等應收賬款總賬面值約為19,807,000港元（二零零八年：27,306,000港元），於呈報日期已過期，但因信貸質素並無重大變化且該等金額視為尚可收回，故本集團並無就減值虧損作出撥備。本集團並無就該等結餘持有任何抵押。該等貿易應收賬款之平均賬齡分別為209日（二零零八年：201日）。

已過期但未減值之貿易應收賬款之賬齡

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
775	4,063
19,032	23,243
19,807	27,306

呆壞賬撥備之變動

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
7,577	7,132
5,045	255
16	190
12,638	7,577

呆壞賬撥備包括個別具爭議之已減值貿易應收賬款，結餘總額為7,577,000港元（二零零八年：7,577,000港元）。本集團並無就該等結餘持有任何抵押。

23. TRADE RECEIVABLES AND OTHER CURRENT FINANCIAL ASSETS (continued)

Other receivables

Other receivables are unsecured, interest free and recoverable within one year.

In determining the recoverability of trade and other receivables, the Group considers any change in the credit quality of the trade and other receivables from the date credit was initially granted up to the end of the reporting period. The Group considers the trade and other receivables are determined to be impaired if they are aged for more than 1 year based on the management past experience. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the directors believe that there is no further allowance required in excess of the allowance for bad and doubtful debts.

23. 貿易應收賬款及其他流動 財務資產 (續)

其他應收賬款

其他應收賬款為無抵押、免息及可於一年內收回。

釐定能否收回貿易及其他應收賬款時，本集團考慮自初次授出信貸當日至呈報期結算日貿易及其他應收賬款之信貸質素變動。根據過往管理經驗，本集團認為倘貿易及其他應收賬款之賬齡超逾一年，則會釐定貿易及其他應收賬款減值。由於客戶群較大且無關連，故信貸風險並不集中。因此，董事認為除呆壞賬撥備外，毋須作出其他撥備。

**23. TRADE RECEIVABLES AND OTHER
CURRENT FINANCIAL ASSETS** (continued)

Amounts due from related companies

**23. 貿易應收賬款及其他流動
財務資產** (續)

應收關連公司款項

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts due from related companies:	應收關連公司款項：		
Trading in nature	貿易性質		
Fellow subsidiaries	同集團附屬公司	195,810	77,197
Ultimate holding company	最終控股公司	41,790	135,674
		<u>237,600</u>	<u>212,871</u>
Non-trading in nature	非貿易性質		
Fellow subsidiaries	同集團附屬公司	130	2,902
Ultimate holding company	最終控股公司	748	827
		<u>878</u>	<u>3,729</u>
Total amounts due from related companies	應收關連公司款項總額	<u>238,478</u>	<u>216,600</u>
Analysis as:	作為以下各項分析：		
Amounts due from fellow subsidiaries	應收同集團附屬 公司款項	195,940	80,099
Amount due from ultimate holding company	應收最終控股公司款項	42,538	136,501
Total amounts due from related companies	應收關連公司款項總額	<u>238,478</u>	<u>216,600</u>

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23. TRADE RECEIVABLES AND OTHER CURRENT FINANCIAL ASSETS (continued)

Amounts due from related companies (continued)

The Group allows an average trade credit period of 30 to 210 days (2008: 30 to 210 days) to its trade receivables due from its fellow subsidiaries and ultimate holding company, the following is an aged analysis of trade receivables due from fellow subsidiaries and ultimate holding company presented based on the invoice date at the end of the reporting period:

Amounts due from fellow subsidiaries	應收同集團附屬公司款項
0 - 30 days	0 至 30 日
31 - 60 days	31 至 60 日
61 - 90 days	61 至 90 日
91 - 210 days	91 至 210 日
Amount due from ultimate holding company	應收最終控股公司款項
0 - 30 days	0 至 30 日
31 - 60 days	31 至 60 日
61 - 90 days	61 至 90 日
91 - 210 days	91 至 210 日

23. 貿易應收賬款及其他流動財務資產 (續)

應收關連公司款項 (續)

本集團就應收同集團附屬公司及最終控股公司貿易應收賬款提供平均30日至210日(二零零八年:30日至210日)的信貸期。以下為應收同集團附屬公司及最終控股公司貿易應收賬款自發票日至呈報期結算日之賬齡分析:

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
38,901	71,894
5,498	—
14,294	1,188
137,117	4,115
195,810	77,197
41,790	9,503
—	13,348
—	79,520
—	33,303
41,790	135,674

23. TRADE RECEIVABLES AND OTHER CURRENT FINANCIAL ASSETS (continued)

Amounts due from related companies (continued)

The trade receivables due from fellow subsidiaries and ultimate holding company have not been past due at the reporting date. The Group has not provided for impairment loss as these fellow subsidiaries and ultimate holding company have strong financial position with continuous subsequent settlements and there have been no historical default of payments by respective fellow subsidiaries or ultimate holding company. In determining the recoverability of trade receivables due from fellow subsidiaries and ultimate holding company, the Group considers any change in the credit quality of the amounts from related companies from the date credit was initially granted up to the end of the reporting period.

The amounts due from fellow subsidiaries and ultimate holding company which are non-trading in nature are unsecured, interest free and repayable on demand. In the opinion of the directors, it is expected to be recoverable within twelve months.

23. 貿易應收賬款及其他流動 財務資產 (續)

應收關連公司款項 (續)

應收同集團附屬公司及最終控股公司貿易應收賬款於呈報日期尚未過期。由於該等同集團附屬公司及最終控股公司財務狀況穩健，其後可持續進行結算，且彼等過往概無拖欠付款，故本集團並無就減值虧損作出撥備。釐定應收同集團附屬公司及最終控股公司貿易應收賬款能否收回時，本集團考慮自初次授出信貸當日至呈報期結算日應收關連公司款項之信貸質素變動。

屬非貿易性質的應收同集團附屬公司及最終控股公司款項為無抵押、免息及按要求償還。董事預期十二個月內可收回款項。

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截至二零零九年十二月三十一日止年度

24. AMOUNTS DUE FROM (TO) CUSTOMERS FOR CONTRACT WORK

Contracts in progress at the end of the reporting period:	於呈報期結算日之在建工程：
Contract costs incurred plus recognised profits less recognised losses	已產生合同成本加上已確認溢利減已確認虧損
Less: Progress billings	減：進度款
Analysed for reporting purposes as:	就報告而言分析：
Amounts due from contract customers	應收合約客戶款項
Amounts due to contract customers	應付合約客戶款項

At 31 December 2009, there was no retentions held by customers for contract works. Advances received from customers for contract work amounted to HK\$27,514,000 (2008: HK\$25,918,000) included in other payables, deposits received and accrued expenses.

24. 應收(應付)客戶合約工程款項

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
646,262	520,310
(601,377)	(469,406)
44,885	50,904
60,847	67,183
(15,962)	(16,279)
44,885	50,904

截至二零零九年十二月三十一日，客戶並無扣留合約工程款項。已收取客戶合約工程墊款27,514,000港元（二零零八年：25,918,000港元），計入其他應付賬款及應計開支。

25. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The bank balances carried interest at market rates which range from 0.01% to 3.51% (2008: 0.01% to 3.51%) per annum. At 31 December 2009, the bank balances and cash of approximately HK\$867,258,000 (2008: HK\$558,544,000) were denominated in RMB which is not freely convertible into other currencies.

At 31 December 2009, bank balances of approximately HK\$29,102,000, HK\$310,000 and HK\$182,000 (2008: HK\$39,532,000, HK\$3,351,000 and HK\$7,000) are denominated in US\$, JPY and HK\$ respectively, which are not denominated in the functional currency of respective group entities.

25. 銀行結餘及現金

銀行結餘及現金包括本集團所持現金及原定三個月或以內到期之短期銀行存款。銀行結餘按市場利率年息率介乎0.01%至3.51%（二零零八年：0.01%至3.51%）計息。於二零零九年十二月三十一日，銀行結餘及現金中約867,258,000港元（二零零八年：558,544,000港元）以人民幣計值並不可自由兌換為其他貨幣。

於二零零九年十二月三十一日，銀行結餘約29,102,000港元、310,000港元及182,000港元（二零零八年：39,532,000港元、3,351,000港元及7,000港元）分別以美元、日圓及港元計值，而並非以各集團實體功能貨幣計值。

26. TRADE AND BILLS PAYABLES AND OTHER CURRENT FINANCIAL LIABILITIES

Trade and bills payables, other payables, deposits received and accrued expenses principally comprise amounts outstanding for trade purposes and ongoing costs. The average credit period taken for trade purchases is up to 30 to 90 days.

The following is an aged analysis of trade and bills payables for the purchase of goods and services received presented based on the invoice date at the end of the reporting period:

Trade and bills payables	貿易應付賬款 及應付票據
0 - 30 days	0 至 30 日
31 - 60 days	31 至 60 日
61 - 90 days	61 至 90 日
Over 90 days	90 日以上

26. 貿易應付賬款及應付票據與其他流動財務負債

貿易應付賬款及應付票據、其他應付賬款、已收按金及應計開支主要包括未付貿易用途款項及日常費用。貿易採購平均信貸期為30至90日。

以下為自發票日至呈報期結算日採購貨品及所獲得服務的貿易應付賬款及應付票據的賬齡分析：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
175,329	70,237
12,491	7,838
4,803	2,462
21,498	13,517
214,121	94,054

26. TRADE AND BILLS PAYABLES AND OTHER
CURRENT FINANCIAL LIABILITIES (continued)26. 貿易應付賬款及應付票據
與其他流動財務負債(續)

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts due to related companies:	應付關連公司款項：		
Trading in nature	貿易性質		
Fellow subsidiaries	同集團附屬公司	19,347	20,784
Ultimate holding company	最終控股公司	7	—
		<u>19,354</u>	<u>20,784</u>
Non-trading in nature	非貿易性質		
Fellow subsidiaries	附屬公司	679	1,661
Ultimate holding company	最終控股公司	3,655	439
		<u>4,334</u>	<u>2,100</u>
Total amounts due to related companies	應付關連公司款項總額	<u>23,688</u>	<u>22,884</u>
Analysed as:	作為以下各項分析：		
Amounts due to fellow subsidiaries	應付同集團附屬公司款項	20,026	22,445
Amount due to ultimate holding company	應付最終控股公司款項	3,662	439
Total amounts due to related companies	應付關連公司款項總額	<u>23,688</u>	<u>22,884</u>

26. TRADE AND BILLS PAYABLES AND OTHER CURRENT FINANCIAL LIABILITIES (continued)

The aged analysis of the amounts due to related companies which are trading in nature is stated as follows:

0 to 30 days	0 至 30 日
31 to 60 days	31 至 60 日
61 to 90 days	61 至 90 日
Over 90 days	90 日以上

The amounts due to fellow subsidiaries and ultimate holding company which are non-trading in nature are unsecured, interest free and repayable on demand.

27. BANK BORROWINGS

The bank borrowings as at 31 December 2008 were unsecured, repayable within one year and carried fixed interest rates. The ranges of effective interest rates (which also equals to contracted interest rates) on the Group's fixed-rate bank borrowings were 5.72% to 6.66% per annum.

As at 31 December 2008, the Group's borrowings that were denominated in US\$, a currency other than the functional currencies of the relevant group entities, were HK\$22,178,000.

26. 貿易應付賬款及應付票據與其他流動財務負債(續)

屬貿易性質之應付關連公司款項賬齡分析如下：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
7,600	12,898
33	7,788
3,392	98
8,329	—
19,354	20,784

屬非貿易性質之應付同集團附屬公司及最終控股公司款項為無抵押、免息及按要求償還。

27. 銀行借款

於二零零八年十二月三十一日之銀行借款為無抵押及須於一年內償還，屬定息貸款。本集團定息銀行借款之實際年利率(等同約定年利率)介乎5.72%至6.66%。

於二零零八年十二月三十一日，本集團以美元(非相關集團實體的功能貨幣)計值的借款為22,178,000港元。

28. SHARE CAPITAL OF THE COMPANY

28. 本公司股本

		Notes 附註	Number of shares '000 千股	HK\$'000 千港元
Ordinary shares of HK\$0.002 each	每股 0.002 港元之普通股			
Authorised:	法定：			
At 1 January 2008 and 31 December 2008	於二零零八年一月一日 及二零零八年十二月 三十一日		5,000,000	10,000
Increase during the year	年內增加	i	5,000,000	10,000
At 31 December 2009	於二零零九年十二月 三十一日		<u>10,000,000</u>	<u>20,000</u>
Issued and fully paid:	已發行及繳足：			
At 1 January 2008	於二零零八年一月一日		2,930,500	5,861
Placing of shares	股份配售	ii	100,000	200
Issue of shares for the acquisition of Langchao Worldwide	就收購浪潮世科 而發行股份	iii	51,471	103
At 31 December 2008	於二零零八年十二月 三十一日		<u>3,081,971</u>	<u>6,164</u>
Placing of shares	股份配售	iv	310,000	620
Exercise of share options	行使購股權	v	378,150	756
At 31 December 2009	於二零零九年十二月 三十一日		<u>3,770,121</u>	<u>7,540</u>

28. SHARE CAPITAL OF THE COMPANY (continued)

Notes:

- (i) Pursuant to an ordinary resolution passed on 12 May 2009, the Company's authorised share capital of ordinary shares increased from HK\$10,000,000 to HK\$20,000,000 by the creation of additional 5,000,000,000 ordinary shares of par value of HK\$0.002 each.
- (ii) On 17 January 2008, private placements to independent private investors of 100,000,000 new shares of HK\$0.002 each in the Company were completed, at subscription price of HK\$1.25 per share. The net proceeds were used to provide additional working capital for the Company.
- (iii) On 3 July 2008, the Company issued 51,471,029 shares at a market price of HK\$0.95 per share to the vendors as part of the consideration for the acquisition of the entire issued share capital of Langchao Worldwide. Details of which are set out in note 34(f).
- (iv) On 26 May 2009, Inspur Electronics (HK) Limited, the immediate holding company, a placing agent and the Company entered into a placing agreement pursuant to which Inspur Electronics (HK) Limited agreed to place, through the placing agent, an aggregate of 310,000,000 existing shares to independent private investors at a placing price of HK\$1.4 per share. The placing was completed on 1 June 2009.

Pursuant to a subscription agreement of the same date, Inspur Electronics (HK) Limited subscribed for 310,000,000 new shares of HK\$0.002 each in the Company at a price of HK\$1.4 per share. The subscription was completed on 8 June 2009. The net proceeds were used to provide additional working capital for the Company.

- (v) During the year ended 31 December 2009, 100,000,000, 21,000,000 and 257,150,000 share options were exercised at the exercise prices of HK\$0.0648, HK\$0.056 and HK\$0.112 per share respectively. Details of options outstanding and movement during the year are set out in note 29.

All the shares which were issued during both years rank pari passu with the then existing shares in all respects.

28. 本公司股本 (續)

附註：

- (i) 根據二零零九年五月十二日通過之普通決議案，本集團透過新增5,000,000,000股每股面值0.002港元之普通股將其法定股本由10,000,000港元增至20,000,000港元。
- (ii) 於二零零八年一月十七日，本公司已完成私人配售，按認購價每股1.25港元向獨立私人投資者配售本公司100,000,000股每股面值0.002港元之新股。所得款項用作本公司額外營運資金。
- (iii) 本公司於二零零八年七月三日按市價每股0.95港元向賣方發行51,471,029股股份，作為收購浪潮世科全部已發行股本的部分代價。相關詳情請參閱附註34(f)。
- (iv) 於二零零九年五月二十六日，浪潮電子(香港)有限公司、直接控股公司、配售代理與本公司訂立配售協議，浪潮電子(香港)有限公司同意透過配售代理按每股配售價1.4港元向獨立私人投資者配售合共310,000,000股現有股份。配售已於二零零九年六月一日完成。

根據同日訂立的認購協議，浪潮電子(香港)有限公司按每股1.4港元的價格認購本公司每股0.002港元的310,000,000股新股份。認購已於二零零九年六月八日完成。所得款項淨額用作本公司額外營運資金。

- (v) 截至二零零九年十二月三十一日止年度，已分別按行使價每股0.0648港元、0.056港元及0.112港元行使100,000,000份、21,000,000份及257,150,000份購股權。年內未行使購股權的詳情及變動載於附註29。

所有於上述兩年內發行之股份在各方面與其他現有股份享有同等權利。

29. SHARE OPTION SCHEMES

Equity-settled share options scheme

The Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") and Share Option Scheme (the "Option Scheme") of the Company were adopted by the Company pursuant to the written resolutions of all shareholders passed on 8 April 2004 for the primary purpose of providing incentives or rewards to selected participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest. The Pre-IPO Scheme and the Option Scheme shall be valid and effective for a period of ten years after the date of its adoption. Under the Pre-IPO Scheme and the Option Scheme, the board of directors of the Company may grant options to eligible participants including employees, executives or officers and directors (including executive and non-executive directors) of the Company or any of its subsidiaries, and any suppliers, consultants and advisers who will contribute or have contributed to the Group to subscribe for shares in the Company.

At 31 December 2009, the number of shares available for issue and remained outstanding under the Pre-IPO Scheme are 20,000,000 shares (2008: 120,000,000 shares) representing 0.53% (2008: 3.89%) of the issued share capital of the Company. All shares under the Option Scheme are issued during the year ended 31 December 2009 (2008: 278,150,000 shares was outstanding representing 9.03% of the issued share capital of the Company).

29. 購股權計劃

股權支付購股權計劃

本公司根據全體股東於二零零四年四月八日通過的書面決議案採納首次公開招股前購股權計劃（「首次公開招股前購股權計劃」）及購股權計劃（「購股權計劃」），主要目的為向經甄選之參與者就彼等對本集團之貢獻提供獎勵或回報，及／或有助本集團招聘及挽留優秀僱員，吸引對本集團及本集團持有任何股權的實體有重要價值之人力資源。首次公開招股前購股權計劃及購股權計劃於採納當日起計十年內可有效行使。根據首次公開招股前購股權計劃及購股權計劃，本公司董事會可向合資格參與者（包括本公司或其任何附屬公司之僱員、行政人員、高級職員及執行及非執行董事以及過往或日後對本集團有貢獻之任何供應商、顧問及諮詢人）授出可認購本公司股份的購股權。

於二零零九年十二月三十一日，根據首次公開招股前購股權計劃可供發行及尚未行使的股份數目為20,000,000股（二零零八年：120,000,000股），相當於本公司已發行股本0.53%（二零零八年：3.89%）。截至二零零九年十二月三十一日止年度，購股權計劃涉及之全部股份（二零零八年：278,150,000股，相當於本公司已發行股本9.03%）均已發行。

29. SHARE OPTION SCHEMES (continued)

Equity-settled share options scheme (continued)

The total number of shares in respect of which options may be granted under each of the Pre-IPO Scheme and the Option Scheme is not permitted to exceed 10% of the shares of the Company of the adoption date of the Pre-IPO Scheme and the Option Scheme unless prior approval from the Company's shareholders in general meeting has been obtained. The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Pre-IPO Scheme and the Option Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time. The total number of shares in respect of which options may be granted to any eligible participant in any twelve-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, unless prior approval from the Company's shareholders in general meeting has been obtained. Options granted to substantial shareholder or an independent non-executive director of the Company in excess of 0.1% of the Company's share in issue and with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders in general meeting.

There is no general requirement that an option must be held to any minimum period before it can be exercised but the board of directors is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. Options offered must be taken up not later than 28 days after the date of offer. A non-refundable remittance of HK\$1 is payable as consideration by the grantee upon acceptance of every grant of option under the Pre-IPO Scheme and the Option Scheme. The period during which an option may be exercised will be determined by the board of directors at its absolute discretion, save that such period of time shall not exceed a period of ten years commencing on the date which the option is granted. The exercise price is determined by the board of directors of the Company, and will not be less than the highest of (i) the closing price of the share on the Stock Exchange's daily quotation sheet on the date of offer (ii) the average closing price of the shares on the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of offer and (iii) the nominal value of a share of the Company.

29. 購股權計劃 (續)

股權支付購股權計劃 (續)

根據首次公開招股前購股權計劃及購股權計劃可能授出之購股權所涉股份總數不得超過本公司於採納首次公開招股前購股權計劃及購股權計劃當日股份的10%，惟事先在股東大會上獲本公司股東批准者則除外。因行使根據首次公開招股前購股權計劃及購股權計劃以及本公司任何其他購股權計劃所有已授出但尚未行使的購股權而可能發行之股份總數不得超過不時已發行股份30%。於任何十二個月期間可能授予任何合資格參與者之購股權所涉股份總數，不得超過本公司於任何時間已發行股份1%，惟事先在股東大會上獲本公司股東批准者則除外。授予本公司主要股東或獨立非執行董事超過本公司已發行股份0.1%且其價值超過5,000,000港元之購股權須事先在股東大會上獲本公司股東批准。

一般並無規定購股權於可行使前須持有之最短期限，但董事會獲授權可於授出任何個別購股權時酌情施加最短期限。要約的購股權須於要約發出後28日內獲認購。承授人於接受根據首次公開招股前購股權計劃及購股權計劃授出之各項購股權時，須支付1港元不可撤回款項作為代價。購股權行使期由董事會全權酌情釐定，惟該期間不得超過授出購股權當日起計十年。行使價由本公司董事會釐定，不會低於以下之最高者(i)要約日期聯交所每日報價表之股份收市價；(ii)緊接要約日期前五個營業日聯交所每日報價表之股份平均收市價及(iii)本公司股份面值。

29. SHARE OPTION SCHEMES (continued)

Equity-settled share options scheme (continued)

On 8 April 2004, a total of 40,000,000 share options were granted to certain employees and directors of the Group under the Pre-IPO Scheme entitling the holders thereof to subscribe for shares of the Company at an exercise price of HK\$0.324 per share.

On 28 December 2004, a total of 40,000,000 share options were granted to certain employees of the Group under the Option Scheme entitling the holders thereof to subscribe for shares of the Company at an exercise price of HK\$0.28 per share. The fair value of the Company's shares at 28 December 2004 was HK\$0.28.

On 30 January 2007, a total of 51,430,000 share options were granted to certain employees and directors of the Group under the option scheme entitling the holders thereof to subscribe for shares of the Company at an exercise price of HK\$0.56 per share. The estimated fair value of the options granted on 30 January 2007 was HK\$11,755,000.

The share options granted at 8 April 2004 and 28 December 2004 do not have any vesting conditions and are fully vested on the grant date.

20% of the share options granted at 30 January 2007 are exercisable during the period from the date of grant to 29 January 2017 while the remaining 80% of the share options are exercisable during the period from 29 January 2008 to 29 January 2017. All options are vested on the first day of respective exercise period.

The Group recognised the total expense of HK\$818,000 for the year ended 31 December 2008 in relation to share options granted by the Company.

29. 購股權計劃 (續)

股權支付購股權計劃 (續)

於二零零四年四月八日，本公司已根據首次公開招股前購股權計劃授出合共40,000,000份購股權予本集團若干僱員及董事，有關購股權持有人可按行使價每股0.324港元認購本公司股份。

於二零零四年十二月二十八日，本公司已根據購股權計劃授出合共40,000,000份購股權予本集團若干僱員，有關購股權持有人可按行使價每股0.28港元認購本公司股份。本公司股份於二零零四年十二月二十八日之公平值為0.28港元。

於二零零七年一月三十日，本公司已根據購股權計劃授出合共51,430,000份購股權予本集團若干僱員及董事，有關購股權持有人可按行使價每股0.56港元認購本公司股份。所授出購股權於二零零七年一月三十日之估計公平值為11,755,000港元。

於二零零四年四月八日及二零零四年十二月二十八日授出之購股權均不附帶任何歸屬條件，並於授出當日悉數歸屬。

二零零七年一月三十日授出之購股權中，20%購股權可於授出日期至二零一七年一月二十九日期間行使，而餘下80%購股權可於二零零八年一月二十九日至二零一七年一月二十九日期間行使。所有購股權於各行使期首日歸屬。

截至二零零八年十二月三十一日止年度，本集團已確認與本公司所授出購股權有關的總支出818,000港元。

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29. SHARE OPTION SCHEMES (continued)

Equity-settled share options scheme (continued)

Details of specific categories of options are as follows:

	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
Pre-IPO Scheme 首次公開招股 前購股權計劃	8 April 2004 二零零四年 四月八日	8 April 2004 to 7 April 2014 二零零四年四月八日至 二零一四年四月七日	0.0648 (note) 0.0648 (附註)
Option Scheme 購股權計劃	28 December 2004 二零零四年十二月 二十八日	28 December 2004 to 27 December 2014 二零零四年十二月二十八日至 二零一四年十二月二十七日	0.056 (note) 0.056 (附註)
Option Scheme 購股權計劃	30 January 2007 二零零七年一月三十日	30 January 2007 to 29 January 2017 二零零七年一月三十日至 二零一七年一月二十九日	0.112 (note) 0.112 (附註)

The following table discloses details of the Company's share options held by employees and movements in such holdings during the year ended 31 December 2009:

29. 購股權計劃 (續)

股權支付購股權計劃 (續)

以下為各類購股權之詳情：

截至二零零九年十二月三十一日止年度，僱員所持本公司購股權及其變動詳情於下表披露：

Option type 購股權類別		Outstanding at 1.1.2008 and 31.12.2008 於二零零八年 一月一日及 二零零八年十二月 三十一日尚未行使	Exercised during the year 年內行使	Outstanding at 31.12.2009 於二零零九年 十二月 三十一日 尚未行使
Pre-IPO Scheme 首次公開招股前 購股權計劃		120,000,000	(100,000,000)	20,000,000
Option Scheme 購股權計劃		21,000,000	(21,000,000)	—
Option Scheme 購股權計劃		257,150,000	(257,150,000)	—
		<u>398,150,000</u>	<u>(378,150,000)</u>	<u>20,000,000</u>
Weighted average exercise price (HK\$)	加權平均 行使價 (港元)	<u>0.0948</u>	<u>0.0964</u>	<u>0.0648</u>

29. SHARE OPTION SCHEMES (continued)**Equity-settled share options scheme** (continued)

No share was granted during the year and no share option was granted or exercised during the year ended 31 December 2008.

All outstanding share options are exercisable at the end of the reporting period.

In respect of the share options exercised during the year ended 31 December 2009, the weighted average share price at the dates of exercise and immediately before the dates of exercise were HK\$1.305 and HK\$1.302 respectively.

Details of the share options held by the directors included in the above table are as follows:

Option type 購股權類別	Outstanding at 1.1.2008 and 31.12.2008 於二零零八年 一月一日及 二零零八年十二月 三十一日尚未行使		Exercised during the year 年內行使	Outstanding at 31.12.2009 於二零零九年 十二月 三十一日 尚未行使	
Pre-IPO Scheme 首次公開招股前 購股權計劃	120,000,000		(100,000,000)	20,000,000	

Note: The number and the exercise price of options which remained outstanding have been adjusted due to share subdivision of the Company with effect from 14 December 2007. Each option was subdivided into 5 new share options with exercise price of one fifth of the original exercise price.

29. 購股權計劃 (續)**股權支付購股權計劃** (續)

年內概無授出股份，而截至二零零八年十二月三十一日止年度概無授出及行使購股權。

於呈報期結算日所有未行使購股權均可行使。

截至二零零九年十二月三十一日止年度，已行使購股權於行使日期及緊接行使日期前之加權平均股價分別為1.305港元及1.302港元。

上表所載董事所持購股權的詳情如下：

附註：由於本公司股份分拆於二零零七年十二月十四日生效，故已調整尚未行使購股權之數目及行使價。每份購股權分拆為5份新購股權，行使價為原行使價之五分之一。

30. DEFERRED INCOME - GOVERNMENT GRANT

Subsidiaries of the Company receive grants from the Government for funding of some development projects which benefits the society as a whole. When the project is completed, the relevant Government department will evaluate the quality of the results. The grants received are recognised as income when the related development projects have been completed and the approval of the relevant Government authority has been obtained.

The current portion of the deferred income - government grant represented grants received related to projects expected to be completed within one year from the end of the reporting period.

31. REDEEMABLE CONVERTIBLE PREFERRED SHARES

The Company issued 132,964,342 and 101,315,217 6% redeemable convertible preferred shares (the "Preferred Shares") at a par value of HK\$0.76 and HK\$0.92 each on 8 December 2005 and 21 April 2006 respectively. The Preferred Shares are denominated in HKD. The holder of the Preferred Shares shall have the right to convert the Preferred Shares, at any time from the date of allotment of the Preferred Shares and up to the maturity date, which is the sixth anniversary of 8 December 2005 and without payment of any additional consideration at the conversion rate of one Preferred Share to five ordinary shares after share subdivision completed on 14 December 2007. If the Preferred Shares have not been converted, they will be redeemed on 8 December 2011 at par. Interest of 6% will be paid annually up until the settlement date. The details of terms of the Preferred Shares are set out in the Company's circular dated 28 October 2005.

30. 遞延收入－政府補助

本公司附屬公司獲得政府補助，為若干造福整個社會的發展項目提供資金。相關政府部門將於項目完工時進行質量評估。所獲補助於相關發展項目完工且獲相關政府機構批准時確認為收入。

遞延收入－政府補助即期部分指預期將於呈報期結算日起一年內完成的項目相關所獲補助。

31. 可贖回可換股優先股

於二零零五年十二月八日及二零零六年四月二十一日，本公司以每股0.76港元及0.92港元的面值分別發行132,964,342股及101,315,217股6%可贖回可換股優先股（「優先股」）。優先股以港元計值。優先股持有人有權於二零零七年十二月十四日完成股份分拆後，自配發優先股日期起至到期日（即二零零五年十二月八日起滿六週年當日）隨時按一股優先股換五股普通股之換股比例轉換優先股，而毋須支付任何額外代價。未轉換之優先股會於二零一一年十二月八日以票面值贖回，按年率6%支付直至結算日。有關優先股條款之詳情已載於本公司二零零五年十月二十八日之通函。

31. REDEEMABLE CONVERTIBLE PREFERRED SHARES (continued)

The Preferred Shares contain two components, liability and equity elements. Upon the application of HKAS 32 “Financial Instruments: Disclosure and Presentation”, the proceeds from issue of the Preferred Shares have been allocated between the liability and equity elements. The equity element is presented in equity heading “Preferred shares equity reserve”.

On 24 September 2009, the Company entered into a supplemental deed with holder of Preferred Shares (the “Supplemental Deed”). Pursuant to the Supplemental Deed, the Company and the holder of Preferred Shares have mutually agreed that the interest of 6% for the period from 1 October 2009 to 30 September 2011 shall be paid on quarterly basis (i) as to one third thereof (i.e. representing 2% per annum) by cash; and (ii) as to two-thirds thereof (i.e. representing 4% per annum) by the allotment of further Preferred Shares (“Scrip Dividend”) in such number to be calculated by dividing the amount of such Scrip Dividend with the amount of the Scrip Dividend issue price. The Scrip Dividend issue price is determined to be equal to 100% of the average closing price of ordinary shares as shown on the daily quotation sheet of the Stock Exchange for the 10 consecutive trading days immediately prior to such dividend payment date. Each Scrip Dividend is entitled to convert one ordinary share. Except for the number of ordinary share available for conversion, all other terms of Scrip Dividend are the same as Preferred Shares. Details of the terms of Scrip Dividend issued to holders of the Preferred Shares are set out in the Company’s circular dated 15 October 2009.

31. 可贖回可換股優先股 (續)

優先股包括負債及股本部分。採用香港會計準則第32號「金融工具：披露及呈列」後，發行優先股所得款項分為負債及股本部分。股本部分列作股本之「優先股本儲備」。

於二零零九年九月二十四日，本公司與優先股持有人訂立補充契約（「補充契約」），本公司及優先股持有人相互同意自二零零九年十月一日至二零一一年九月三十日期間按季支付6%股息，(i) 其中三分之一（即每年2%）以現金支付；及(ii) 三分之二（即每年4%）透過分配額外優先股支付（「以股代息」），有關數目按以股代息金額除以股代息發行價計算。以股代息發行價釐定為緊隨該股息支付日期前連續10個交易日聯交所每日報表所示普通股平均收市價100%。每份以股代息均可轉換為一股普通股。除可轉換的普通股數目外，以股代息的所有其他條款與優先股一致。向優先股持有人發行以股代息的條款詳情載於本公司二零零九年十月十五日刊發的通函。

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31. REDEEMABLE CONVERTIBLE PREFERRED SHARES (continued)

The movement of the liability component of the Preferred Shares for the year is set out below:

Carrying amount at the beginning of the year	年初之 賬面值
Interest charge	利息支出
Coupon interest payable included in other payables, deposits received and accrued expenses	計入其他應付賬款、已收按金及應計開支的應付票面利息
Coupon interest paid for the year	年內已付票面利息

The weighted average effective interest rate of the liability component is 7.97% (2008: 7.97%).

31. 可贖回可換股優先股 (續)

於本年度，優先股負債部分之變動載列如下：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
184,642	181,840
14,734	14,502
(2,949)	(2,941)
(8,751)	(8,759)
187,676	184,642

負債部分之加權平均實際利率為7.97% (二零零八年：7.97%)。

32. CONVERTIBLE NOTES

As part of the consideration for the acquisition of the entire interest of Langchao Worldwide, two convertible notes (namely “2008 Convertible Notes and 2009 Convertible Notes”) with principal amount of HK\$29,225,250 each were issued to the vendor on 3 July 2008.

The 2008 Convertible Notes and 2009 Convertible Notes are denominated in HKD and non-interest bearing. The holder of 2008 Convertible Notes and 2009 Convertible Notes each are entitled to be converted into 21,446,262 ordinary shares of the Company (“Consideration Shares”) at conversion price of HK\$1.36272 at any time from the second date after the issue of the auditor’s report on the financial statements of Langchao Worldwide for the years ended 31 December 2008 and 2009 respectively to the maturity date in the 30th month after the issue date, subject to the adjustment due to change in capital structure of the Company (including share consolidation, share subdivision and capitalisation issue and other similar corporate actions). Pursuant to the purchase and sales agreements, the number of Consideration Shares and principal amount for 2008 Convertible Notes and 2009 Convertible Notes is subject to the adjustment mechanism (“Adjustment”) which is referenced to the audited profit after tax and target profit after tax for the years ended 31 December 2008 and 31 December 2009. The Consideration Shares shall rank pari passu in all respects with all other existing shares outstanding at the date of the conversion. Details of the Adjustment are set out in the circular of the Company dated 13 June 2008. In view of the unexpected slower recovery rate for outsourcing service business and the loss of key personnel in December 2009, the management expected that Langchao Worldwide made a loss for the year ended 31 December 2009. Based on the terms of Adjustment, the monetary amount of the 2009 Convertible Notes was adjusted to zero and the total consideration for acquisition was adjusted accordingly (see note 17).

32. 可換股票據

於二零零八年七月三日向賣方發行兩張本金額各為29,225,250港元的可換股票據(即「二零零八年可換股票據及二零零九年可換股票據」)，作為收購浪潮世科全部股權的部分代價。

二零零八年可換股票據及二零零九年可換股票據均以港元計值而不計息。二零零八年可換股票據及二零零九年可換股票據的持有人均可按轉換價1.36272港元於分別刊發浪潮世科截至二零零八年及二零零九年十二月三十一日止年度財務報表的核數師報告翌日至刊發日期後滿30個月當日(到期日)期間隨時將票據轉換成21,446,262股本公司普通股(「代價股份」)，惟或會因本公司資本架構變更(包括股份合併、股份分拆及資本化發行與其他同類企業行動)而調整。根據買賣協議，有關二零零八年可換股票據及二零零九年可換股票據的代價股份數目及本金額乃經參考截至二零零八年及二零零九年十二月三十一日止年度的經審核除稅後溢利及目標除稅後溢利及目標除稅後溢利，須根據調整機制調整(「調整」)。代價股份與轉換日期的所有其他現有已發行股份在各方面享有同等權利。有關調整詳情載於本公司於二零零八年六月十三日發出的通函。由於外包服務業務復蘇速度出奇緩慢以及二零零九年十二月核心人員的流失，管理層認為浪潮世科截至二零零九年十二月三十一日止年度很可能錄得虧損。根據調整條款，二零零九年可換股票據的貨幣金額調整為零，收購總代價亦相應調整(附註17)。

32. CONVERTIBLE NOTES (continued)

If the 2008 Convertible Notes has not been converted, the holder can request the Company to redeem the outstanding convertible notes at principal amount at the 30th month after the issue date.

All the detailed terms and conditions, including the above, are set out, inter alia, in the circular dated 13 June 2008 issued by the Company.

The convertible notes contain the financial liability and embedded derivatives and the entire instrument is designated as financial liability at FVTPL on initial recognition. During the year, a loss on increase in fair value of approximately HK\$3,713,000 (2008: gain on decrease in fair value of approximately HK\$3,029,000) is recognised in the consolidated income statement.

The fair value of the liability component of the convertible notes at FVTPL at 31 December 2009 and 2008 was determined based on the present value of the estimated future cash flows discounted at the prevailing market rate for an equivalent non-convertible loan at 31 December 2009 and 2008. The discount rates at 31 December 2009 and 2008 are 11.41% and 8.36% respectively.

The fair value of the conversion option embedded is calculated using the binomial option pricing model. The inputs into the model at 31 December 2009 and 2008 were as follows:

	31.12.2009	31.12.2008
Share price	HK\$1.11000	HK\$0.80000
Exercise price	HK\$1.36272	HK\$1.36272
Time to maturity	1.01 years	2.01 years
Risk free rate	0.6900%	0.5260%
Share price volatility	59.495%	73.335%

Share price volatility was estimated by the average annualised standard deviations of the continuously compounded rates of return on the Company's share prices.

32. 可換股票據 (續)

倘二零零八年可換股票據尚未轉換，則持有人可要求本公司於發行日期後第30個月以本金額贖回尚未轉換的可換股票據。

所有條款及條件詳情(包括上述者)載於(其中包括)本公司二零零八年六月十三日刊發的通函。

可換股票據包括財務負債及嵌入式衍生工具，首次確認時，工具整體指定為按公平值計入損益的財務負債。年內，公平值虧損增加約3,713,000港元(二零零八年：公平值所得收益減少約3,029,000港元)於綜合收益表內確認。

於二零零九年及二零零八年十二月三十一日，按公平值計入損益之可換股票據負債部分的公平值根據該等日期等值不可換股貸款主要市場利率貼現之估計未來現金流量現值計算。於二零零九年及二零零八年十二月三十一日的貼現率分別為11.41%及8.36%。

嵌入式換股期權的公平值使用二項式期權定價模式計算。於二零零九年及二零零八年十二月三十一日，該模式所用參數如下：

	於 二零零九年 十二月 三十一日	於 二零零八年 十二月 三十一日
股價	1.11000港元	0.80000港元
行使價	1.36272港元	1.36272港元
年期	1.01年	2.01年
無風險 利率	0.6900%	0.5260%
股價波幅	59.495%	73.335%

股價波幅按本公司股價持續複合回報率的平均年度標準差估算。

33. DEFERRED TAX LIABILITIES

The following is the deferred tax liabilities recognised and movements thereon during the current and prior reporting years:

		Withholding tax arise from PRC subsidiaries	Other intangible assets	Total
		中國附屬公司 的預扣稅 HK\$'000 千港元	其他 無形資產 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2008	二零零八年一月一日	—	3,072	3,072
Exchange adjustments	匯兌調整	—	559	559
Acquired on acquisition of subsidiaries (note 34)	收購附屬公司所得 (附註 34)	—	29,136	29,136
Charge (credit) to profit or loss (note 10)	扣除 (計入) 損益表 (附註 10)	1,045	(5,994)	(4,949)
At 31 December 2008	二零零八年十二月三十一日	1,045	26,773	27,818
Exchange adjustments	匯兌調整	8	38	46
Charge (credit) to profit or loss (note 10)	扣除 (計入) 損益表 (附註 10)	7,540	(9,815)	(2,275)
At 31 December 2009	二零零九年十二月三十一日	8,593	16,996	25,589

Note: Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. No deferred taxation has been provided for in the consolidated financial statements in respect of temporary differences relating to the undistributed profits of certain PRC subsidiaries amounting to approximately HK\$254,314,000 (2008: HK\$189,804,000) as the Company controls the dividend policy of these subsidiaries and it is probable that the profits will not be distributed in the foreseeable future.

33. 遞延稅項負債

以下為於本報告年度及過往報告年度已確認之遞延稅項負債及其變動：

附註：根據中國企業所得稅法，自二零零八年一月一日起對中國附屬公司就所獲溢利宣派的股息徵收預扣稅。由於本公司控制若干中國附屬公司的股息政策且該等附屬公司的未分派溢利在可見將來可能不會分派，故並無於綜合財務報表就約254,314,000港元（二零零八年：189,804,000零元）未分派溢利的暫時差額作出遞延稅項撥備。

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES

For the year ended 31 December 2009

Acquisition of additional interest in a subsidiary

- (a) On 30 May 2009, the Group further acquired 46.67% equity interest in Inspur E-government from Shandong Inspur Software Company Limited (“Shandong Inspur Software”), a subsidiary of Inspur Corporation, at a cash consideration of RMB11,000,000 (equivalent to approximately HK\$12,467,000). The amount of goodwill as a result of the acquisition was approximately HK\$2,279,000.

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益

截至二零零九年十二月三十
一日止年度

增購一間附屬公司權益

- (a) 二零零九年五月三十日，本集團以現金代價人民幣11,000,000元（約等於12,467,000港元）向浪潮公司一間附屬公司山東浪潮齊魯軟件產業股份有限公司（「山東浪潮齊魯軟件」）增購浪潮電子政務46.67%股權。收購所產生的商譽約為2,279,000港元。

**34. ACQUISITION OF SUBSIDIARIES/BUSINESS/
AN ASSOCIATE AND ADDITIONAL
INTEREST IN SUBSIDIARIES** (continued)

For the year ended 31 December 2009

(continued)

Acquisition of an associate through acquisition of a subsidiary

- (b) On 8 July 2009, the Group acquired 30% equity interest in Qingdao Lejin through acquisition of 95% and 5% equity interest in Jinan Communication from Shandong Inspur Light and Electricity Technology Limited (“Inspur Light and Electricity”) and Shandong Inspur Leasing Limited (“Inspur Leasing”), subsidiaries of the Inspur Corporation, respectively. The aggregate consideration was RMB130,000,000 (equivalent to approximately HK\$147,192,000). Jinan Communication is an investment holding company and its only assets is its 30% equity interest in Qingdao Lejin and bank balances and cash.

The net assets acquired in the transaction are as follows

:

Net assets acquired:	所得資產淨值：	
Interest in an associate	於聯營公司的權益	126,601
Bank balances and cash	銀行結餘及現金	20,591
		<hr/>
Total consideration satisfied by cash	以現金支付的總代價	147,192
		<hr/>
Net cash outflow arising on acquisition:	收購所產生現金流出淨額：	
Cash consideration paid	已付現金代價	(147,192)
Bank balances and cash acquired	所得銀行結餘及現金	20,591
		<hr/>
		(126,601)
		<hr/>

**34. 收購附屬公司／業務／一
間聯營公司及增持附屬公
司權益** (續)截至二零零九年十二月三十
一日止年度 (續)*透過收購一間附屬公司收購一間聯
營公司*

- (b) 於二零零九年七月八日，本集團透過分別向浪潮公司附屬公司山東浪潮光電科技有限公司（「浪潮光電」）及山東浪潮租賃有限公司（「浪潮租賃」）收購濟南通信95%及5%股權而收購青島樂金30%股權，收購總代價為人民幣130,000,000元（約等於147,192,000港元）。濟南通信為一間投資控股公司，其僅有資產為所持青島樂金30%股權以及銀行結餘及現金。

該交易所得資產淨值載列如
下：

**Acquiree's carrying
assets before
combination and
fair value**
合併前被收購
方之賬面值
及公平值
HK\$'000
千港元

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2009

(continued)

Acquisition of a business

- (c) On 4 September 2009, the Group acquired the digital media department and the net assets in relation to the digital media department of approximately RMB 7,999,000 (equivalent to approximately HK\$8,534,000) from Inspur Corporation at cash consideration of RMB30,007,000 (equivalent to approximately HK\$34,021,000). The amount of goodwill as a result of the acquisition was approximately HK\$25,487,000. The digital media department engages in manufacturing, trading and software development in connection with solutions in new media and digital cable TV system and video-on-demand operation system. This transaction has been accounted for using the acquisition method of accounting.

The net assets acquired in the transactions and the goodwill arising, are as follows:

		Fair value
		公平值
		HK\$'000
		千港元
Net assets acquired:	所得資產淨值：	
Property, plant and equipment	物業、廠房及設備	1,684
Inventories	存貨	15,215
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	676
Other payables, deposits received and accrued expense	其他應付款、已收按金及應計開支	(9,041)
		<hr/>
		8,534
Goodwill from acquisition	收購所產生的商譽	25,487
		<hr/>
Total consideration satisfied by cash	以現金支付的總代價	34,021
		<hr/> <hr/>

34. 收購附屬公司／業務／一間聯營公司及增持附屬公司權益 (續)

截至二零零九年十二月三十一日止年度 (續)

收購一項業務

- (c) 於二零零九年九月四日，本集團以現金代價人民幣30,007,000元（約等於34,021,000港元）收購浪潮公司數碼媒體部門及相關資產淨值約人民幣7,999,000元（約等於8,534,000港元）。收購所產生的商譽約為25,487,000港元。數碼媒體部門從事新媒體、數字有線電視系統及隨選視訊營運系統解決方案相關的製造、貿易及軟件開發。有關交易使用會計收購法入賬處理。

該交易所得資產淨值及所產生的商譽載列如下：

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2009

(continued)

Acquisition of a business (continued)

(c) (continued)

Note:

Goodwill arising on the acquisition is attributable to the anticipated profitability brought by the potential increase in demand for digital products, as advocated by the PRC government.

The digital media department contributed approximately HK\$12,531,000 to the Group's profit for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 January 2009, total group revenue for the year would have been approximately HK\$2,188 million, and profit for the year would have been approximately HK\$254.8 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2009, nor is it intended to be a projection of future results.

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益 (續)

截至二零零九年十二月三十

一日止年度 (續)

收購一項業務

(c) (續)

附註：

收購產生的商譽是由於中國政府提倡電子產品而增加其潛在需求的預期盈利能力所致。

數碼媒體部門於收購日期至呈報期結算日期間為本集團溢利貢獻約12,531,000港元。

倘收購已於二零零九年一月一日完成，則本集團年內總收益及溢利將分別約為2,188,000,000港元及254,800,000港元，備考資料僅作說明用途，並非表示倘收購已於二零零九年一月一日完成本集團實際獲得的收入及經營業績，亦不擬作為日後業績之預測。

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2008

Acquisition of a subsidiary

- (d) On 29 February 2008, the Group acquired an additional 21.26% equity interest in Inspur Genersoft, through the acquisition of the entire interest in Intersource Technology Limited, at a cash consideration of RMB35,079,000 (equivalent to HK\$38,333,000) from an independent third party. Upon completion of such acquisition, an aggregate 51.31% equity interest of Inspur Genersoft was held by the Group and Inspur Genersoft became a subsidiary of the Group. Inspur Genersoft and its subsidiaries are engaged in the development, production and sale of computer software and computer peripherals for Enterprise Resource Planning (“ERP”) System. This transaction has been accounted for using the acquisition method of accounting.

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益 (續)

截至二零零八年十月三十一
日止年度

收購一間附屬公司

- (d) 二零零八年二月二十九日，本集團以現金代價人民幣35,079,000元（等於38,333,000港元）向獨立第三方收購 Intersource Technology Limited 股權，增持浪潮通用軟件21.26%股權。有關收購完成後，本集團合共持有浪潮通用軟件51.31%股權，浪潮通用軟件成為本集團附屬公司。浪潮通用軟件及其附屬公司的業務為開發、生產及銷售企業資源規劃（「企業資源規劃」）系統所用計算機軟件及電腦周邊設備。有關交易使用會計收購法入賬。

**34. ACQUISITION OF SUBSIDIARIES/BUSINESS/
AN ASSOCIATE AND ADDITIONAL
INTEREST IN SUBSIDIARIES** (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(d) (continued)

The net assets acquired in the transaction are as follows:

**34. 收購附屬公司／業務／一
間聯營公司及增持附屬公
司權益** (續)截至二零零八年十月三十一
日止年度 (續)

收購一間附屬公司 (續)

(d) (續)

該交易所得資產淨值如下：

		Acquiree's carrying amount before combination	Fair value adjustments	Fair value
		合併前被收購方 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所得資產淨值：			
Property, plant and equipment	物業、廠房 及設備	46,639	—	46,639
Other intangible assets	其他無形資產	—	40,352	40,352
Inventories	存貨	868	—	868
Trade receivables	貿易應收賬款	37,740	—	37,740
Prepayments, deposits and other receivables	預付款項、 按金及其他 應收賬款	8,847	—	8,847
Amounts due from customers for contract work	應收客戶 合約 工程款項	34,757	—	34,757
Amounts due from related companies	應收關連 公司賬款	179	—	179
Taxation recoverable	可收回稅項	1,092	—	1,092
Bank balances and cash	銀行結餘及現金	57,740	—	57,740
Trade payables	貿易應付賬款	(1,557)	—	(1,557)
Other payables, deposits received and accrued expenses	其他應付賬款、 已收按金 及應計開支	(27,089)	—	(27,089)
Amounts due to customers for contract work	應付客戶 合約 工程款項	(2,743)	—	(2,743)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(d) (continued)

The net assets acquired in the transaction are as follows:

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益 (續)

截至二零零八年十月三十一
日止年度 (續)

收購一間附屬公司 (續)

(d) (續)

該交易所得資產淨值如下：

		Acquiree's carrying amount before combination	Fair value adjustments	Fair value
		合併前被收購方 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Amounts due to related parties	應付關連人士賬款	(1,607)	—	(1,607)
Deferred income - government grant	遞延收入 — 政府補助	(1,803)	—	(1,803)
Deferred tax liabilities	遞延稅項負債	—	(10,088)	(10,088)
		<u>153,063</u>	<u>30,264</u>	<u>183,327</u>
Minority interests	少數股東權益			(89,723)
Interest in an associate	於聯營公司之權益			<u>(55,271)</u>
Total consideration satisfied by cash	以現金支付的總代價			<u><u>38,333</u></u>
Net cash inflow arising on acquisition:	收購所得現金流入淨額：			
Cash consideration paid	已付現金代價			(38,333)
Bank balances and cash acquired	所得銀行結餘及現金			<u>57,740</u>
				<u><u>19,407</u></u>

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(d) (continued)

Note:

Inspur Genersoft contributed approximately HK\$53,451,000 to the Group's profit for the period between the date of acquisition and the 31 December 2008.

If the acquisition had been completed on 1 January 2008, total group revenue for the year would have been approximately HK\$1,864 million, and profit for the year ended 31 December 2008 would have been approximately HK\$339 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益 (續)

截至二零零八年十月三十一
日止年度 (續)

收購一間附屬公司 (續)

(d) (續)

附註：

浪潮通用軟件於收購日期至二零零八年十二月三十一日期間對本集團的溢利貢獻約為53,451,000港元。

倘收購已於二零零八年一月一日完成，則本集團於本年度之總收入將約為1,864,000,000港元，而截至二零零八年十二月三十一日止年度之溢利將約為339,000,000港元。該備考資料僅作說明用途，並不表示假設本集團已於二零零八年一月一日完成收購而實際所獲收入及經營業績，亦不擬作為日後業績之預測。

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綜合財務報表附註

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

- (e) On 31 March 2008, the Group acquired 60% equity interest in Inspur Business System, an associate of the Group before the completion of such acquisition, at a consideration of RMB36,000,000 (equivalent to HK\$39,885,000) from Jinan Inspur Network Technology Development Limited, a subsidiary of Inspur Corporation. This transaction has been accounted for using the acquisition method of accounting.

The net assets acquired in the transaction are as follows:

		Acquiree's carrying amount before combination	Fair value adjustments	Fair value
		合併前被收購方 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所得資產淨值：			
Property, plant and equipment	物業、廠房及設備	628	—	628
Other intangible assets	其他無形資產	—	13,581	13,581
Available-for-sale investment	可供出售投資	554	—	554
Inventories	存貨	234	—	234
Trade receivables	貿易應收賬款	13,290	—	13,290
Other receivables	其他應收賬款	1,513	—	1,513
Bank balances and cash	銀行結餘及現金	48,173	—	48,173
Trade payables	貿易應付賬款	(804)	—	(804)
Other payables, deposits received and accrued expenses	其他應付賬款、已收按金及應計開支	(1,113)	—	(1,113)

34. 收購附屬公司／業務／一間聯營公司及增持附屬公司權益 (續)

截至二零零八年十月三十一日止年度 (續)

收購一間附屬公司 (續)

- (e) 二零零八年三月三十一日，本集團於上述收購完成前以代價人民幣 36,000,000 元（等於 39,885,000 港元）向浪潮公司附屬公司濟南浪潮網絡科技發展有限公司收購本集團聯營公司浪潮商用系統 60% 股權。有關交易使用會計收購法入賬。

該交易所得資產淨值如下：

**34. ACQUISITION OF SUBSIDIARIES/BUSINESS/
AN ASSOCIATE AND ADDITIONAL
INTEREST IN SUBSIDIARIES** (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(e) (continued)

**34. 收購附屬公司／業務／一
間聯營公司及增持附屬公
司權益** (續)

截至二零零八年十月三十一

日止年度 (續)

收購一間附屬公司 (續)

(e) (續)

		Acquiree's carrying amount before combination	Fair value adjustments	Fair value
		合併前被收購方 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Amounts due to related parties	應付關連人士賬款	(10,454)	—	(10,454)
Taxation payable	應付稅項	(1,280)	—	(1,280)
Deferred tax liabilities	遞延稅項負債	—	(3,395)	(3,395)
		<u>50,741</u>	<u>10,186</u>	<u>60,927</u>
Interest in an associate	於聯營公司的權益			<u>(21,042)</u>
Total consideration satisfied by cash	以現金支付的總代價			<u><u>39,885</u></u>
Net cash inflow arising on acquisition:	收購所得現金流入淨額：			
Cash consideration paid	已付現金代價			(39,885)
Bank balances and cash acquired	所得銀行結餘及現金			<u>48,173</u>
				<u><u>8,288</u></u>

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(e) (continued)

Note:

Inspur Business System contributed approximately HK\$43,912,000 to the Group's profit for the period between the date of acquisition and 31 December 2008.

If the acquisition had been completed on 1 January 2008, total group revenue for the year would have been approximately HK\$1,872 million, and profit for the year ended 31 December 2008 would have been approximately HK\$337 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

- (f) On 3 July 2008, the Group acquired 34% and 66% equity interest in Langchao Worldwide from Inspur Electronics (HK) Limited, the immediate holding company of the Company and Accord Star Limited ("Accord Star"), an independent third party, respectively at an aggregate consideration of HK\$173,592,000. These transactions have been accounted for using the acquisition method of accounting. The amount of goodwill as a result of the acquisition was HK\$91,277,000.

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益 (續)

截至二零零八年十月三十一
日止年度 (續)

收購一間附屬公司 (續)

(e) (續)

附註：

浪潮商用系統於收購日期至二零零八年十二月三十一日期間對本集團的溢利貢獻約為43,912,000港元。

倘收購已於二零零八年一月一日完成，則本集團於本年度之總收入將約為1,872,000,000港元，而截至二零零八年十二月三十一日止年度之溢利將約為337,000,000港元。該備考資料僅作說明用途，並不表示假設本集團已於二零零八年一月一日完成收購而實際所獲收入及經營業績，亦不擬作為日後業績之預測。

- (f) 二零零八年七月三日，本集團向本公司直接控股公司浪潮電子(香港)有限公司及獨立第三方和星有限責任公司(「和星」)分別收購浪潮世科34%及66%股權，總代價為173,592,000港元。該等交易使用會計收購法入賬。收購所產生商譽為91,277,000港元。

**34. ACQUISITION OF SUBSIDIARIES/BUSINESS/
AN ASSOCIATE AND ADDITIONAL
INTEREST IN SUBSIDIARIES** (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(f) (continued)

The net assets acquired in these transactions, and the goodwill arising, are as follows:

		Acquiree's carrying amount before combination	Fair value adjustments	Fair value
		合併前被收購方 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所得資產淨值：			
Property, plant and equipment	物業、廠房及設備	15,556	—	15,556
Other intangible assets	其他無形資產	—	62,610	62,610
Trade receivables	貿易應收賬款	12,945	—	12,945
Prepayments, deposit and other receivables	預付款項、按金及其他應收賬款	2,822	—	2,822
Amounts due from related parties	應收關連人士賬款	177	—	177
Bank balances and cash	銀行結餘及現金	13,259	—	13,259
Trade payables	貿易應付賬款	(4,689)	—	(4,689)
Other payables, deposits received and accrued expenses	其他應付賬款、已收按金及應計開支	(3,842)	—	(3,842)

**34. 收購附屬公司／業務／一
間聯營公司及增持附屬公
司權益** (續)截至二零零八年十月三十一
日止年度 (續)

收購一間附屬公司 (續)

(f) (續)

該等交易所得資產淨值及所產生商譽如下：

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For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(f) (continued)

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益 (續)

截至二零零八年十月三十一
日止年度 (續)

收購一間附屬公司 (續)

(f) (續)

		Acquiree's carrying amount before combination	Fair value adjustments	Fair value
		合併前被收購方 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Amounts due to related parties	應付關連人士賬款	(364)	—	(364)
Deferred tax liabilities	遞延稅項負債	—	(15,653)	(15,653)
		<u>35,864</u>	<u>46,957</u>	<u>82,821</u>
Minority interests in subsidiaries of Langchao Worldwide	於浪潮世科附屬公司之少數股東權益			(506)
Goodwill from acquisition	收購產生的商譽			<u>91,277</u>
				<u>173,592</u>
Total consideration satisfied by:	以下述方式支付的總代價：			
Cash	現金			66,244
Shares issued	已發行股份			48,898
Convertible notes issued	已發行可換股票據			<u>58,450</u>
				<u>173,592</u>
Net cash outflow arising on acquisition:	收購所產生現金流出淨額：			
Cash consideration paid	已付現金代價			(66,244)
Bank balances and cash acquired	所得銀行結餘及現金			<u>13,259</u>
				<u>(52,985)</u>

**34. ACQUISITION OF SUBSIDIARIES/BUSINESS/
AN ASSOCIATE AND ADDITIONAL
INTEREST IN SUBSIDIARIES** (continued)

For the year ended 31 December 2008

(continued)

Acquisition of a subsidiary (continued)

(f) (continued)

Note:

Langchao Worldwide is principally engaged in software development for communication. The goodwill arising on the acquisition of subsidiaries is attributable to the anticipated profitability from Langchao Worldwide in the communication software market and the anticipated future operating synergies from the combination.

As part of the consideration for the acquisition of Langchao Worldwide, 51,479,029 ordinary share of the Company with par value of HK\$0.002 each were issued to Accord Star. The fair value of the ordinary shares of the Company, determined using the market price available at the date of the acquisition, amounted to HK\$48,898,000.

As part of the consideration for the acquisition of Langchao Worldwide, convertible notes with principal amount of HK\$58,450,500 were issued to Accord Star (see note 32 for details).

Langchao Worldwide contributed approximately HK\$23,604,000 to the Group's profit for the period between the date of acquisition and 31 December 2008.

If the acquisition had been completed on 1 January 2008, total group revenue for the year would have been approximately HK\$1,891 million, and profit for the year would have been approximately HK\$339 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2008, nor is it intended to be a projection of future results.

**34. 收購附屬公司／業務／一
間聯營公司及增持附屬公
司權益** (續)

截至二零零八年十月三十一

日止年度 (續)

收購一間附屬公司 (續)

(f) (續)

附註：

浪潮世科的主要業務為通信軟件開發業務。收購附屬公司產生的商譽來自浪潮世科於通信軟件市場的預期盈利能力及合併後的預期日後經營協同效應。

本公司向和星發行51,479,029股每股面值0.002港元的普通股作為收購浪潮世科的部分代價。本公司普通股的公平值採用收購日期所知市價釐定為48,898,000港元。

向和星發行本金額58,450,500港元的可換股票據作為收購浪潮世科的部分代價 (詳見附註32)。

浪潮世科於收購日期至二零零八年十二月三十一日期間對本集團的溢利貢獻約為23,604,000港元。

倘收購已於二零零八年一月一日完成，則本集團於本年度之總收入將約為1,891,000,000港元，而年內純利將約為339,000,000港元。該備考資料僅作說明用途，並不表示假設本集團已於二零零八年一月一日完成收購而實際所獲收入及經營業績，亦不擬作為日後業績之預測。

34. ACQUISITION OF SUBSIDIARIES/BUSINESS/ AN ASSOCIATE AND ADDITIONAL INTEREST IN SUBSIDIARIES (continued)

For the year ended 31 December 2008

(continued)

Acquisition of additional interest in a subsidiary

- (g) On 30 November 2008, the Group further acquired 48.69% equity interest in Inspur Genersoft from Shandong Inspur Software, a subsidiary of Inspur Corporation at a cash consideration of RMB87,382,000 (equivalent to approximately HK\$99,061,000). The amount of goodwill as a result of the acquisition was HK\$13,091,000.

34. 收購附屬公司／業務／一 間聯營公司及增持附屬公 司權益 (續)

截至二零零八年十月三十一
日止年度 (續)

增購一間附屬公司權益

- (g) 二零零八年十一月三十日，本集團以現金代價人民幣87,382,000元（約等於99,061,000港元）向浪潮公司附屬公司山東浪潮齊魯軟件增購浪潮通用軟件48.69%股權。收購所得商譽為13,091,000港元。

35. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had commitments for future minimum lease payments under operating leases in respect of rented premises which fall due as follows:

Within one year	一年內
In the second to fifth years inclusive	第二至第五年 (包括頭尾兩年)

Operating lease payments represent rentals payable by the Group for its office premises. Leases are negotiated for an average term of two years and rentals are fixed for an average of two years.

36. RETIREMENT BENEFITS SCHEME

The Company's subsidiaries in Hong Kong operates the Mandatory Provident Fund Scheme under the rules and regulations of the Mandatory Provident Fund Schemes Authority. The Group's employees are required to join the scheme. The Group has followed the minimum statutory contribution requirement of 5% of eligible employees' relevant aggregated income with a cap of HK\$1,000 per employee per month.

The Company's subsidiaries in the PRC, in compliance with the applicable regulations of the PRC, participated in various central pension schemes operated by the relevant municipal and provincial governments. These subsidiaries are required to make defined contributions to these schemes at a fixed percentage of their covered payroll. The Group has no other obligation for the payment of its staff's retirement and other post-retirement benefits other than the contributions described above.

The total contributions in respect of the current accounting period charged to consolidated income statement amounting to HK\$19,888,000 (2008: HK\$16,290,000).

35. 經營租賃承擔

於呈報期結算日，本集團根據經營租賃就所租物業未來最低租金之承擔的到期情況如下：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
2,939	4,095
762	1,431
3,701	5,526

經營租賃租金指本集團應付辦公室租金。租賃平均每兩年商討一次，而租金平均兩年釐定一次。

36. 退休福利計劃

本公司的香港附屬公司根據強制性公積金計劃管理局的規則及規定推行強制性公積金計劃。本集團員工均須參加此計劃。本集團已根據法定最低供款規定按合資格僱員有關總收入的5%供款，上限為每名僱員每月1,000港元。

為遵守中國適用規例，本公司中國附屬公司均參與多項由有關省市政府營運之中央退休金計劃。該等附屬公司須按上述計劃所涵蓋薪金之固定百分比向該等計劃作出定額供款。除上述供款外，本集團並無其他支付員工退休及其他退休後福利的責任。

現行會計期間自綜合收益表扣除之總供款為19,888,000港元(二零零八年：16,290,000港元)。

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截至二零零八年十二月三十一日止年度

37. RELATED PARTY TRANSACTIONS/ BALANCES

Apart from the amounts due from and to related parties as disclosed in notes 23 and 26 respectively, the Group had entered into the following related party transactions during the year:

37. 關連人士交易／結餘

除附註23及26分別披露的應收及應付關連人士款項外，本集團於本年度已進行下列關連人士交易：

		Ultimate holding company		Fellow subsidiaries	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Sales of goods	銷售貨品	66,507	189,020	400,105	270,351
Services income	服務收入	109	2,330	207	3,009
Purchase of goods	採購貨品	66,630	42,547	213,054	178,720
Sales commission expenses	銷售佣金支出	12	99	635	747
Property rental expenses	物業租金開支	1,641	2,479	1,057	321
Acquisition of property, plant and equipment	收購物業、廠房及設備	—	—	69	297

(a) On 30 May 2009, the Group further acquired 46.67% equity interest in Inspur E-government from Shandong Inspur Software, a subsidiary of Inspur Corporation, at a cash consideration of RMB11,000,000 (equivalent to approximately HK\$12,467,000). Further details regarding the acquisition were disclosed in the Company's announcement dated 29 April 2009 and note 34(a).

(a) 二零零九年五月三十日，本集團以現金代價人民幣11,000,000元（約等於12,467,000港元）向浪潮公司一間附屬公司山東浪潮齊魯軟件增購浪潮電子政務46.67%股權。有關收購的其他詳情已於本公司於二零零九年四月二十九日刊發的公佈及附註34(a)披露。

**37. RELATED PARTY TRANSACTIONS/
BALANCES** (continued)

- (b) On 8 July 2009, the Group acquired 95% and 5% equity interest in Jinan Communication from Inspur Light and Electricity and Inspur Leasing, subsidiaries of the Inspur Corporation, respectively. The aggregate consideration was RMB130,000,000 (equivalent to approximately HK\$147,192,000). Further details regarding the acquisition were disclosed in the Company's circular dated 15 June 2009 and note 34(b).
- (c) On 4 September 2009, the Group acquired the digital media department and the net assets in relation to the digital media department of approximately RMB 7,999,000 (equivalent to approximately HK\$8,534,000) from Inspur Corporation at cash consideration of RMB30,006,700 (equivalent to approximately HK\$34,021,000). Further details regarding the acquisition were disclosed in the Company's announcement dated 3 September 2009 and note 34(c).
- (d) On 31 March 2008, Inspur Shandong Electronic, a wholly owned subsidiary of the Company, acquired 60% equity interest in Inspur Business System, at a consideration of RMB36,000,000 (equivalent to HK\$39,885,000) from Jinan Inspur Network Technology Development Limited, a subsidiary of Inspur Corporation. Further details regarding the acquisition were disclosed in the Company's circular dated on 11 March 2008 and note 34(e).
- (e) On 3 July 2008, the Company acquired 34% equity interest in Langchao Worldwide from Inspur Electronics (HK) Limited, the immediate holding company of the Company at a consideration of HK\$173,592,000. Further details regarding the acquisition were disclosed in the Company's circular dated on 13 June 2008 and note 34(f).

37. 關連人士交易／結餘 (續)

- (b) 於二零零九年七月八日，本集團以總代價為人民幣130,000,000元（約等於147,192,000港元）分別向浪潮公司附屬公司浪潮光電及浪潮租賃收購濟南通信95%及5%股權。有關收購的其他詳情已於本公司於二零零九年六月十五日刊發的通函及附註34(b)披露。
- (c) 於二零零九年九月四日，本集團以現金代價人民幣30,006,700元（約等於34,021,000港元）收購浪潮公司數碼媒體部門及相關資產淨值約人民幣7,999,000元（約等於8,534,000港元）。有關收購的其他詳情已於本公司於二零零九年九月三日刊發的公佈及附註34(c)披露。
- (d) 於二零零八年三月三十一日，本公司全資附屬公司浪潮山東電子向浪潮公司附屬公司濟南浪潮網絡科技發展有限公司收購浪潮商用系統60%股權，代價為人民幣36,000,000元（等於39,885,000港元）。有關收購的其他詳情於二零零八年三月十一日的本公司通函及附註34(e)披露。
- (e) 於二零零八年七月三日，本公司以代價173,592,000港元向直接控股公司浪潮電子（香港）有限公司收購浪潮世科34%股權。有關收購的其他詳情於二零零八年六月十三日的本公司通函及附註34(f)披露。

37. RELATED PARTY TRANSACTIONS/ BALANCES (continued)

- (f) On 30 November 2008, the Group further acquired 48.69% equity interest in Inspur Genersoft from Shandong Inspur Software, a subsidiary of Inspur Corporation at a consideration of RMB87,382,000 (equivalent to HK\$99,061,000). Further details regarding the acquisition were disclosed in the Company's circular dated on 12 November 2008 and note 34(g).

Compensation of key management personnel

The remuneration of directors during the year are set out in note 12, which is determined by the remuneration committee having regard to the performance of individuals and market trends.

38. NON-CASH TRANSACTION

During the year ended 31 December 2009, the Company has adjusted the contingent consideration for the acquisition of Langchao Worldwide. The convertible note with principal amount of HK\$29,225,250 and goodwill were reversed accordingly. Details of adjustment are set out in note 17.

During the year ended 31 December 2008, the Company acquired the entire interest in Langchao Worldwide. As part of the consideration for the acquisition, 51,479,029 ordinary share amounted to HK\$48,898,000 and convertible notes with principal amount of HK\$58,450,500 were issued.

37. 關連人士交易／結餘 (續)

- (f) 於二零零八年十一月三十日，本集團向浪潮公司附屬公司山東浪潮齊魯軟件增購浪潮通用軟件48.69%股權，代價為人民幣87,382,000元（等於99,061,000港元）。有關收購的其他詳情於二零零八年十一月十二日的本公司通函及附註34(g)披露。

主要管理人員酬金

董事於年內之薪酬載於附註12。薪酬由薪酬委員會參考個人表現及市場趨勢釐定。

38. 非現金交易

截至二零零九年十二月三十一日止年度，本公司已調整收購浪潮世科的或然代價。本金額為29,225,250港元的可換股票據及商譽已撥回。有關調整的詳情載於附註17。

截至二零零八年十二月三十一日止年度，本公司收購浪潮世科全部股權，發行51,479,029股總值48,898,000港元的普通股及本金額為58,450,500港元的可換股票據作為部分代價。

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Particulars of the subsidiaries of the Company at 31 December 2009 and 2008 are as follows:

39. 本公司附屬公司詳情

本公司附屬公司於二零零九年及二零零八年十二月三十一日的詳情如下：

Name of company 公司名稱	Form of business structure 商業結構形式	Place of incorporation/ registration 註冊成立/ 登記地點	Class of share held 所持股份 類別	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股本/ 註冊資本	Proportion of interest held by the Company 本公司所持權益之百分比		Principal activities 主營業務		
					2009 二零零九年	2008 二零零八年	Directly 直接	Indirectly 間接	Directly 直接
Inspur Electronics Limited 浪潮電子有限公司	Electronic+ Wholly foreign owned enterprises ("WFOE") 外商獨資企業 (「外商獨資企業」)	British Virgin Islands ("BVI") 英屬處女群島 (「處女群島」)	Ordinary 普通股	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Inspur (HK) Electronics Limited 浪潮(香港)電子有限公司	Incorporated 註冊成立公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000,000 1,000,000港元	—	100%	—	100%	Trading of computer components 買賣電腦元件
Inspur Shandong Electronic* 浪潮山東電子*	Wholly foreign owned enterprises ("WFOE") 外商獨資企業 (「外商獨資企業」)	PRC 中國	Capital contribution 注資	US\$90,675,000++ 90,675,000美元 ++	—	100%	—	100%	Investment holding and manufacture, trading of computer products 投資控股及製造與買賣電腦產品
Intersource Technology Incorporated Limited	Incorporated 註冊成立公司	BVI 處女群島	Ordinary 普通股	US\$50,000 50,000美元	100%	—	100%	—	Investment holding 投資控股
Timeone Technology Limited	Incorporated 註冊成立公司	BVI 處女群島	Ordinary 普通股	US\$50,000 50,000美元	—	100%	—	100%	Investment holding 投資控股
Shine Victory International Limited 耀訊國際有限公司	Incorporated 註冊成立公司	Hong Kong 香港	Ordinary 普通股	HK\$8,979,000 8,979,000港元	100%	—	100%	—	Investment holding 投資控股
Jinan Qiyi Information Technology Limited***# 濟南啟益信息科技有限公司***	SFOE 中外合資企業	PRC 中國	Capital contribution 注資	RMB5,000,000 人民幣 5,000,000元	—	100%	—	—	Investment holding 投資控股

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39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

39. 本公司附屬公司詳情 (續)

Name of company 公司名稱	Form of business structure 商業結構形式	Place of incorporation/ registration 註冊成立/ 登記地點	Class of share held 所持股份類別	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股本/ 註冊資本	Proportion of interest held by the Company 本公司所持權益之百分比		Principal activities 主營業務	
					2009 二零零九年	2008 二零零八年		
					Directly 直接	Indirectly 間接		
Inspur E-Government**+ 浪潮電子政務**+	Domestic limited liability company (“DLLC”) 內資有限責任公司 (「內資有限責任公司」)	PRC 中國	Capital contribution 注資	RMB15,000,000 人民幣 15,000,000 元	—	100%	53.33%	Manufacturing, sale and development of computer software 製造、銷售及開發電腦軟件
綏芬河浪潮數碼科技 有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB5,000,000 人民幣 5,000,000 元	—	100%	—	Manufacturing, sale and development of computer software 製造、銷售及開發電腦軟件
Jinan Communication** 濟南通信**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB50,000,000 人民幣 50,000,000 元	—	100%	—	Investment holding 投資控股
Inspur Communication*** 浪潮通信***	SFOE 中外合資企業	PRC 中國	Capital contribution 注資	RMB50,000,000 人民幣 50,000,000 元	—	100%	100%	Manufacturing, sale and development of computer software 製造、銷售及開發電腦軟件
廣州市誠通電腦科技 有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB1,000,000 人民幣 1,000,000 元	—	100%	—	Manufacturing, sale and development of computer software 製造、銷售及開發電腦軟件
Inspur Business System** 浪潮商用系統**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB20,000,000 \$H•;mU20,000,000\$[]	—	100%	100%	Software development 軟件開發
Langchao Worldwide 浪潮世科	Incorporated 註冊成立公司	Cayman Islands 開曼群島	Ordinary 普通股	US\$5,072,000 5,072,000 美元	100%	—	100%	Investment holdings 投資控股

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

39. 本公司附屬公司詳情(續)

Name of company 公司名稱	Form of business structure 商業結構形式	Place of incorporation/ registration 註冊成立/ 登記地點	Class of share held 所持股份 類別	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股本/ 註冊資本	Proportion of interest held by the Company 本公司所持權益之百分比		Principal activities 主營業務		
					2009 二零零九年	2008 二零零八年	Directly 直接	Indirectly 間接	Directly 直接
Worldwide Shandong*	WFOE 外商獨資企業	PRC 中國	Capital contribution 注資	US\$2,317,300 2,317,300美元	—	100%	—	100%	Provision of outsourcing software development services 提供軟件開發外包服務
Worldwide Qingdao**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	US\$253,200 253,200美元	—	100%	—	100%	Provision of outsourcing software development services 提供軟件開發外包服務
Worldwide Shanghai***	SFOE 中外合資企業	PRC 中國	Capital contribution 注資	US\$140,000 140,000美元	—	89.64%	—	89.64%	Provision of outsourcing software development services 提供軟件開發外包服務
Shijie Beijing**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB1,986,400 人民幣 1,986,400元	—	100%	—	99%	Provision of outsourcing software development services 提供軟件開發外包服務
濟南浪潮方智信息技術有限公司**+++	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB600,000 人民幣 600,000元	—	42.5%	—	42.5%	Provision of outsourcing software development services 提供軟件開發外包服務
上海智修信息科技有限公司*	WFOE 外商獨資企業	PRC 中國	Capital contribution 注資	RMB1,000,000 人民幣 1,000,000元	—	100%	—	100%	Provision of outsourcing software development services 提供軟件開發外包服務
無錫浪潮世科信息技術有限公司*	WFOE 外商獨資企業	PRC 中國	Capital contribution 注資	US\$150,000 150,000美元	—	100%	—	100%	Provision of outsourcing software development services 提供軟件開發外包服務

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2008
截至二零零八年十二月三十一日止年度

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

39. 本公司附屬公司詳情 (續)

Name of company 公司名稱	Form of business structure 商業結構形式	Place of incorporation/ registration 註冊成立/ 登記地點	Class of share held 所持股份 類別	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股本/ 註冊資本	Proportion of interest held by the Company 本公司所持權益之百分比		Principal activities 主營業務		
					2009 二零零九年	2008 二零零八年	Directly 直接	Indirectly 間接	Directly 直接
無錫巔峰信息技術有限公司**	WFOE 外商獨資企業	PRC 中國	Capital contribution 注資	RMB1,000,000 人民幣 1,000,000 元	—	100%	—	—	Provision of outsourcing software development service 提供軟件開發外包服務
無錫浪潮商服信息技術有限公司**	WFOE 外商獨資企業	PRC 中國	Capital contribution 注資	RMB2,000,000 人民幣 2,000,000 元	—	90%	—	42.5%	Provision of outsourcing software development services 提供軟件開發外包服務
Inspur Japan Co., Ltd.	Incorporated 註冊成立公司	Japan 日本	Ordinary 普通股	JPY10,000,000 10,000,000 日圓	—	100%	—	100%	Provision of outsourcing software development services 提供軟件開發外包服務
Inspur Worldwide Services Ltd.	Incorporated 註冊成立公司	United States of America 美國	Ordinary 普通股	US\$1 1 美元	—	100%	—	100%	Provision of outsourcing software development services 提供軟件開發外包服務
Inspur Worldwide Services Ltd.	Incorporated 註冊成立公司	Hong Kong 香港	Ordinary 普通股	HK\$100,000 100,000 港元	—	100%	—	100%	Investment holding 投資控股
Inspur Genersoft** 浪潮通用軟件**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB39,932,000 人民幣 39,932,000 元	—	100%	—	100%	Software development 軟件開發
Inspur Shanghai Genersoft Technology Incorporation**# 上海浪潮通軟科技有限公司**#	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB30,000,000 人民幣 30,000,000 元	—	99.67%	—	99.67%	Software development 軟件開發
Shanghai Guoqiang Genersoft Incorporation**# 上海國強通用軟件有限公司**#	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB500,000 人民幣 500,000 元	—	90%	—	90%	Software development 軟件開發

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

39. 本公司附屬公司詳情(續)

Name of company 公司名稱	Form of business structure 商業結構形式	Place of incorporation/ registration 註冊成立/ 登記地點	Class of share held 所持股份類別	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股本/ 註冊資本	Proportion of interest held by the Company 本公司所持權益之百分比		Principal activities 主營業務		
					2009 二零零九年	2008 二零零八年			
					Directly 直接	Indirectly 間接			
Inspur Beijing Gensoft Technology Incorporation**# 北京通軟科技有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB2,000,000 人民幣 2,000,000 元	—	99.75%	—	99.75%	Software development 軟件開發
Inspur Beijing Gensoft Technology Incorporation**# 北京浪潮通軟科技有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB300,000 人民幣 300,000 元	—	95%	—	95%	Software development 軟件開發
Inspur Nanjing Gensoft Technology Incorporation**# 南京浪潮通用軟件有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB2,000,000 人民幣 2,000,000 元	—	95%	—	95%	Software development 軟件開發
Inspur Guangzhou Gensoft Technology Incorporation**# 廣州浪潮通軟科技有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB3,000,000 人民幣 3,000,000 元	—	90%	—	90%	Software development 軟件開發
Guangzhou Gensoft Technology Incorporation**# 廣州通用軟科技有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB2,000,000 人民幣 2,000,000 元	—	90%	—	90%	Software development 軟件開發
濟南浪潮系統軟件有限公司**	DLLC 內資有限責任公司	PRC 中國	Capital contribution 注資	RMB5,000,000 人民幣 5,000,000 元	—	100%	—	—	Software development 軟件開發

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

- * These entities are wholly foreign owned enterprises.
- ** These entities are domestic limited liability companies.
- *** These entities are sino foreign-owned enterprises.
- # The English name of these PRC incorporated entities are for identification purpose only.
- + On 30 May 2009, the Group acquired the remaining 46.67% equity interests in Inspur E-Government. After the acquisition, Inspur E-Government became indirectly wholly owned subsidiary of the Company.
- ++ On 29 October 2009, the registered capital of Inspur Shandong Electronics increased from US\$40,675,000 to US\$90,675,000 through capital injection of US\$50,000,000 by the Company.
- +++ The Group held only 42.5% interest in 濟南浪潮方智信息技術有限公司. The financial results of the entity is share in accordance to the percentage of shareholders. However, under a shareholders' agreement, the other shareholders vest the power to the Group to govern most of the financial and operating policies of the entity. Accordingly, the directors of the Company consider that the Group does control over the entity and it is therefore classified as a subsidiary of the Group.

None of the subsidiaries had issued any debt securities during the year and at the end of the year.

39. 本公司附屬公司詳情(續)

- * 該等實體均為外商獨資企業。
- ** 該等實體均為內資有限責任公司。
- *** 該等實體均為中外合資企業。
- # 該等中國註冊成立公司的英文名稱僅供識別。
- + 於二零零九年五月三十日，本集團收購浪潮電子政務。收購後，浪潮電子政務成為本公司間接全資附屬公司。
- ++ 於二零零九年十月二十九日，本公司向浪潮山東電子注資50,000,000美元後，其註冊資本由40,675,000美元增至90,675,000美元。
- +++ 本集團僅持有濟南浪潮方智信息技術有限公司42.5%權益。該實體的財務業績乃按股東所佔百分比進行分配。然而，根據股東協議，其他股東授權本集團管理該實體主要財務及營運政策，本公司董事認為本集團並無完全控制該實體，故此將其分類為本集團的附屬公司。

概無附屬公司於年內及年末發行任何債券。