

**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)



2011

INTERIM REPORT

中期報告



### FINANCIAL REVIEW

The Group's interim results show the following trends:

#### (1) Satisfactory growth of revenue from continuing operations

During the reporting period, the Group recorded a turnover of HK\$1,029,634,000 (2010: HK\$939,038,000) from continuing operations, representing an increase of 9.65% as compared with the corresponding period of last year. IT services business recorded a turnover of HK\$572,725,000 (2010: HK\$537,630,000), representing an increase of 6.53% as compared with the corresponding period of last year. Its segment results accounted for 32.15% of the overall results. The total revenue from IT components trading segments amounted to HK\$456,909,000 (2010: HK\$401,408,000), representing an increase of 13.83%.

#### (2) Decrease in profit from continuing operations

During the reporting period, gross profit was HK\$253,922,000 (2010: HK\$234,814,000), representing an increase of 8.14%, with gross margin of 24.66% (2010: 25.01%). Net profit attributable to shareholders from continuing operations was HK\$41,712,000 (2010: HK\$105,095,000). Earnings per share and diluted earnings per share from continuing operations were HK\$1.1cents (2010: 2.79 cents) and HK\$0.99 cents (2010: HK\$2.23 cents) respectively.

Decrease in gross profit margin was mainly due to the revenue contribution from lower margin business such as IT components trading increased.

### 財務回顧

本集團的中期業績有如下趨勢：

#### (1) 持續經營業務營業額平穩增長

本報告期內，持續經營業務錄得營業額約為1,029,634,000港元（二零一零年：939,038,000港元），較去年同期增長9.65%。其中：IT服務業務營業額約為572,725,000港元（二零一零年：537,630,000港元），比去年同期增長6.53%，其分類業績貢獻約佔整體比重的32.15%；IT貿易收入約為456,909,000港元（二零一零年：401,408,000港元），增長13.83%。

#### (2) 持續經營業務利潤下降

本報告期內，毛利約為253,922,000港元（二零一零年：234,814,000港元），增幅：8.14%；毛利率24.66%（二零一零年：25.01%），股東應佔持續經營業務溢利淨額約為41,712,000港元（二零一零年：105,095,000港元），來自持續經營業務每股基本盈利及攤薄後每股盈利分別為1.10港仙（二零一零年：2.79港仙）和0.99港仙（二零一零年：2.23港仙）。

毛利率下降的主要因為毛利率較低的IT貿易所佔的收入比重大。

And Net margin from continuing operations significantly decreased by 60.31% to HK\$41,712,000 (2010: HK\$105,095,000) as compared with the corresponding period of last year. The decrease was mainly attributable to: 1. the increase in overall sales and administrative expenses of 55.43% to HK\$226,164,000 (2010: 145,506,000) during the reporting period as compared with the corresponding period of last year, because the Company increased its investment in marketing activities and research and development to enhance the core competitive edges of its products in face of market competition and consolidation; and 2. the decrease of interest to loss HK\$5,073,000 from associate during the reporting period as compared with the corresponding period of last year.

### (3) Strong cash flow and sound liquidity

As at 30 June 2011, shareholders' funds amounted to approximately HK\$1,726,497,000 (31 December 2010: HK\$1,683,699,000). Current assets were approximately HK\$2,039,625,000, including cash and bank balances of HK\$1,312,261,000, which were mainly bank deposits denominated in Renminbi, US dollars and Hong Kong dollars within three months of maturity when acquired.

Current liabilities were HK\$652,617,000, mainly comprised trade payable, amount due to fellow subsidiaries, other payables and accrued expenses, and tax payable. The Group's current assets were 3.13 times (31 December 2010: 2.92 times) over its current liabilities. The Group had no bank borrowings as at 30 June 2011.

The Directors believe that the Group has sound financial position with sufficient fund to satisfy its capital expenditure and working capital requirements.

持續經營業務淨利潤相對去年同期大幅下降60.31%至約為41,712,000港元(二零一零年: 105,095,000港元)的主要原因: 1. 面對市場的競爭和調整, 為了提升公司的產品和市場的核心競爭力, 本公司今年大幅增加對市場和研發的投入, 報告期內的銷售及管理費用整體比去年同期上升了55.43%, 約為226,164,000港元(二零一零年: 145,506,000港元); 及2. 本報告期內, 應佔聯營公司收益相對去年同期大幅度減少, 出現虧損約5,073,000港元。

### (3) 運營資金充足

於二零一一年六月三十日, 本集團之股東資金約為1,726,497,000港元(二零一零年十二月三十一日: 1,683,699,000港元)。流動資產約為2,039,625,000港元, 其中1,312,261,000港元為主要為人民幣、美元及港元計值且購入時到期日為三個月以內之銀行存款之現金及銀行結餘。

流動負債為652,617,000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優先股。本集團的流動資產約為其流動負債的3.13倍(二零一零年十二月三十一日: 2.92倍)。於二零一一年六月三十日, 本集團並無銀行借款。

董事相信, 本集團的財務狀況穩健, 並有足夠資金應付其資本開支及營運資金需求。

### CAPITAL STRUCTURE

On 24 September 2010, the Company entered into a supplementary deed (“Supplementary Deed”) with the holder of Preferred Shares, pursuant to which the Company and the holder of Preferred Shares have agreed that during the period from 1 October 2009 to 30 September 2010, a dividend at an annual rate of 6% shall be paid to the holders of Preferred Shares on a quarterly basis, (i) as to one third (1/3) thereof (i.e. representing 2% per annum) by cash; and (ii) as to two-thirds (2/3) thereof (i.e. representing 4% per annum) by the allotment of additional Preferred Shares (“Scrip Dividend”) in such number to be calculated by dividing the amount of Scrip Dividend by the issue price of scrip share. The issue price of scrip share shall be the average closing price of the 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 share is convertible into one Ordinary Share. Save for the number of Ordinary Shares to be converted, the scrip shares rank para passu with Preferred Shares in all respects. Further details regarding the terms of the issue of scrip shares to the holders of Preferred Shares was set out in the circular of the Company dated 15 October 2009.

During the reporting period, a total of 4,191,464 scrip dividends, each can be converted to one ordinary share, were issued to Microsoft pursuant to an agreement dated 24 September 2009.

### 資本架構

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十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。

本報告期內，根據二零零九年九月二十四日協議一共向微軟發行了4,191,464股每股可轉換為一股普通股的優先股股票股息。

### EMPLOYEE INFORMATION

At 30 June 2011, the Group had 3,256 (30 June 2010: 2,858) employees. Total employee remuneration, including the Directors' fees and contributions to the Mandatory Provident Funds, amounted to approximately HK\$121,762,000 (2010: HK\$73,661,000) for the period under review.

The Group determined the remuneration of its employees according to their performance and experience. In addition to basic salaries, discretionary bonus and share options may be granted to eligible employees with reference to the Group's results and the employee's individual performance. In addition, the Group has provided its employees with Mandatory Provident Funds and medical insurance coverage.

### CHARGES ON ASSETS

As at 30 June 2011, none of the Group's assets was pledged (31 December 2010: nil).

### FOREIGN EXCHANGE EXPOSURE

The Group's sales and purchase were mainly denominated in US dollars and Renminbi. The Group did not use any derivative instruments 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 30 June 2011, the Group had no material contingent liabilities (31 December 2010: nil).

### 僱員資料

於二零一一年六月三十日，本集團有3,256名僱員（二零一零年：2,858名僱員）。於回顧期內，僱員薪酬總額（包括董事及強制性公積金供款）約為121,762,000港元（二零一零年：約73,661,000港元）。

本集團根據僱員之表現、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劃及醫療保障計劃。

### 資產抵押

截止二零一一年六月三十日，本集團的資金並無被質押（二零一零年十二月三十一日：無）。

### 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

於二零一一年六月三十日，本集團並無重大或然負債（二零一零年十二月三十一日：無）。

### BUSINESS REVIEW

In the first half of 2011, the Company further developed the IT solution business by leveraging on its expertise on software and hardware technologies pursuant to its strategy of “developing business with technical advantages”. The Company focused on the provision of services and successfully developed high-end customer base. The Company increased investments in the research and development of cloud computing, logistic network and other new technologies and launched new series of products using cloud computing technology, including GS, eHr and BI, which further enhanced the Company’s core competitiveness. The Company strengthened its marketing efforts to consolidate its market share. The Company will establish a solid foundation for future development by converting itself into a cloud computing solution and service provider and consolidating its position in all niche markets in three years.

#### 1. IT services business

The IT services business of the Group covers various sectors, including corporate governance and control, telecommunication, government administration, pharmaceuticals, infrastructure, taxation and finance etc. Mainly engaged in software and related services as well as embedded systems, the Company obtained integrated IT services range from applications, IT consultancy, assembling of systems, operation maintenance, outsourcing and intelligent terminal products.

### 業務回顧

二零一一年上半年，公司進一步深化「專業化領先戰略」，充分發揮軟硬一體化的整合方案優勢，注重擴展服務業務，深挖高端客戶價值，相關業務取得增長；公司進一步圍繞雲計算、物聯網、新技術加大研發投入，已初步形成結合雲計算等新技術的GS、eHr、BI等新產品以及系列綜合解決方案，進一步增強了公司核心產品競爭力。公司進一步加大市場開拓力度，增強市場體系建設的投入，公司希望通過三年左右時間的積累和努力，進一步夯實基礎，加快向雲計算方案供應商和服務商轉型，以增強未來的競爭力，提高細分市場佔有率。

#### 1、IT服務業務

本集團所從事的IT服務業務，是指圍繞企業集團管控、電信、政府、醫藥、建築、稅務、金融、煤炭、製造、公用事業等多種細分行業，提供以軟件和相關服務、嵌入式系統等解決方案為核心的涵蓋應用軟件、IT諮詢服務、系統集成、運維、外包及終端產品等在內的綜合IT服務。

IT services business mainly include:

### (1) Software and related services

During the reporting period, pursuant to the strategy of “developing business with technical advantages”, the Company developed its high-end customer base from promising industries by providing high level planning consulting services and integrated solutions. The Company distinguished itself from the rivals by strengthening its competitiveness. In addition, the Company successfully engaged talents to join its professional team. The Company delegated more responsibilities to product managers to improve the efficiency in consulting, pre-sale coordination, R&D and launching of products. With the implementation of CMMI5, the Company further improved project management and product quality. The Company continued the research and development and launched new or upgraded products such as GS, eHr, BI, ECGAP, tax planning and wealth management products. New technologies and features of cloud computing and logistics network are available in our products, reflecting our product philosophy of “integrated, versatile, sophisticated and intelligent”. We have improved our internal control and risk management on operation, budget management and supply chain. Our comprehensive budget management system has been upgraded to facilitate the closed-end target management. We have improved our systems for e-business, procurement control, inventory management and online payment to support XBRL. In respect of telecommunication software, the three major carriers mainly use integrated systems for their network construction. During the reporting period, the Company strengthened its cooperation with three major carriers. As one of China Mobile’s major software suppliers, the Company participated in the R&D of integrated system by China Mobile. The Company successfully bid for the resource management and complaint conveying systems of China Mobile in Guangdong, Ningxia and Hebei, which will support the Company’s business expansion in these provinces. On the other hand, the Company actively identified opportunities in radio and television broadcasting market to launched more OSS-related products. The Company has entered into letters of intent with some customers for the development of pricing and network management systems.

IT服務主要涉及以下板塊：

### (1) 軟件及相關服務

報告期內，公司進一步深化專業化領先戰略，聚焦優勢行業和優質客戶，大力發展高端規劃諮詢項目和提供一體化整合方案，構築差異化的行業競爭優勢；另外公司在引進高端人才方面取得進展，並通過實施產品經理負責制，大幅提升公司在規劃諮詢、售前、研發方面的實力和對市場需求的快速反應能力；公司通過CMMI5的穩步實施，持續提升項目管理和產品質量。公司繼續研發投入，相繼推出GS、eHR、BI、ECGAP、稅務決策、金融財富管理等新版或升級產品，產品融合了雲計算、物聯網等新技術以及新特性、新功能，充分體現了「集中、協同、精細、智能」的產品理念。在整體架構、全面預算、企業供應鏈等多方面進行大幅度提升，增強了內控及風險管理；全面預算系統進一步優化，完全實現基於目標管理的閉環控制；完善增加了電子商務、採購過程控制、磅房管理、網上報銷等行業熱點應用；全面支持XBRL。在電信軟件領域，綜合類系統是三大運營商當前網管建設的重中之重。報告期內，公司繼續推進與三大運營商的合作，作為中國移動主要軟件商之一，參與了中國移動全部綜合系統的研發，新中標廣東、寧夏、河北等公司的資源管理、投訴支撐項目；這將為未來取得對在各省份中繼續擴大市場份額作出非常有力的支撐。同時積極跟進廣電市場機會，利用已有的OSS相關產品的基礎，加強產品的複用性，初步與部分客戶達成了合作意向，在計費、網管等實施重點突破。

In the first half of 2011, the Company continued to reorganize its business structure and marketing department. Marketing activities are targeted to different regional and segment markets. We cooperated with the relevant government authorities and industry associations to organize seminars and product presentation. We regularly visited senior management to maintain strong foothold in local markets to gain shares in regional markets and segment markets. In the first half of the year, the Company enlarged its market shares by entering into new contracts with telecommunication operators in Bolivar, Tajikistan for its OSS products, which will be applied by 27 telecommunication operators in 24 overseas countries. Our ECGAP product successfully bid for the approval processing and monitoring system of Jiangxi provincial government and public administration system of Anhui provincial government. As at the date of this report, we have approximately 100 customers of prefecture-level government.

### (2) Embedded systems and related services

Business intelligence terminal market in China has huge potential. In particular, with the emerging of new technologies such as cloud computing, financial and taxation terminal markets are experiencing rapid changes and development. The Company has identified and responded to the development trend of this market and realized the importance of improving its core competitiveness.

二零一一年上半年公司繼續進行組織調整和市場體系建設，公司加強了區域市場和分行業市場推廣活動，與相關區域政府主管部門、行業協會等合作，加大投入，舉辦行業研討會、產品發布會、高層論壇等活動，推動區域本地化，鞏固現有優勢，實現分區域、分行業趕超。上半年，公司在市場體系建設取得較大的進展，公司通信OSS產品在海外市場上新簽玻利瓦爾、塔吉克斯坦等多個項目累計在海外24個國家27個通信運營商得到應用。ECGAP產品在省級高端解決方案方面取得了重大突破，繼中標江西省全省行政審批和電子監察系統後，又中標安徽省省級政務中心審批系統。截止報告期末累計地市級客戶近100個。

### (2) 嵌入式系統及相關服務

中國的商務智能終端市場的規模和潛力巨大。特別是隨著雲計算等新技術的興起，金融、稅務等終端市場處於快速的變革和發展中，深化對這一市場的規律的認識，不斷提升自身的產品競爭力是公司的首要任務。



In the tax-collection machine market, during the current period, our tax-collection products have been promoted and applied in 14 cities in which we won tenders in previous period. As there was no new tender in the first half of the year, sales of traditional tax-collection machine decreased. Taxation related products developed by the Company, including integrated online invoice machine (在線開票一體機), have been facilitated with online function for tax-collection machine products. In order to enhance the development of the online invoice machine market, the Company has set up a new department which is responsible for further developing internet backup system and series of online invoice terminals. The Company also conducted trial run of such products in certain markets, and it is expected to be commercialized in the beginning of next year. The Company has also strived to develop other products and solutions, and enhance its marketing efforts and market shares through terminal equipment manufacturers, operation and maintenance service providers.

In respect of the automatic rate-paying machine ("ARM") market, the Company commenced the sales of small amounts of self-developed ARM (自助辦稅終端). It is expected that with the promotion and application of the projects of the State Administration of Taxation, taxation authorities in other provinces and cities may follow and purchase such machines, which will facilitate the development of the automatic rate-paying machine market and further enhance the Company's position in the automatic rate-paying machine market. In future, we will further optimize the product mix and functions of our ARM products and reduce our costs to cope with the adverse effect of relatively low pricing of our competitors.

在稅控機市場，本期公司稅控產品主要在前期已招標入圍的14個省市的持續推廣應用，上半年沒有新的省市招標，傳統商業稅控機銷售勢頭減弱。公司先前研發的在線開票一體機等系列稅務終端產品線，已實現稅控裝置產品網絡化功能。公司為加強在線開票市場的開拓力度，專門設立新的部門，進一步研發網絡後台系統及一系列網絡開票終端，並部分市場進行試點應用，希望在明年初能夠實現推廣應用。公司也正在努力研發其他形式的產品和方案，並探索通過終端設備廠商、運維服務廠商等渠道努力擴大市場銷售力度，提升市場份額。

在自助辦稅終端市場，公司自主研發的自動辦稅終端(ARM)，目前已經開始小批量的銷售，預計隨著國稅總局項目的推廣應用，將帶動其他省市國稅的跟標採購，從而加快自助辦稅領域的市場進度，推動公司在自助辦稅終端市場的市場地位進一步提升。今後，ARM產品要進一步完善產品結構和功能，不斷降低成本，並克服競爭對手的低價銷售的不利局面。

In respect of the automatic financial terminal market, the Company successfully won the bid for the automatic terminal projects of headquarters of Agricultural Bank of China and Bank of China. In addition, the Company has actively responded to financial clients' demands in expanding third party value-added businesses by increasing our investments in research and development projects of various specific automatic terminal machines, such as banking and medical automatic terminals (銀醫自助終端), automatic card-issuing machines (自助髮卡機) and automatic front desk machines (櫃面通). Such products are expected to consolidate the Company's competitiveness in the automatic financial terminal market. The Company will continue to enhance the development in the financial industry and transform to a comprehensive service provider by further optimizing and diversifying its product portfolio, expanding market coverage and improving its consulting and servicing capabilities.

### (3) Software outsourcing business

In respect of the software outsourcing business, the Group has mainly provided the IT outsourcing ("ITO") services (such as system application, development and maintenance services, software product and embedded software development, quality testing), the business process outsourcing ("BPO") services (such as data processing, operation and maintenance outsourcing and call center) as well as the product development outsourcing ("PDO") services (such as development of software products, semi-finished parts and platform) for top 500 corporations and outstanding IT companies in the world.

在金融自助終端市場，公司成功中標農行總行、中行總行自助終端項目，另一方面，目前金融類客戶正積極拓展第三方增值性業務，公司正在積極響應客戶需求，大力投入研發資源，開發銀醫自助終端、自助髮卡機、櫃面通等功能細分型自助終端，希望這些新產品能增加公司在金融終端市場的競爭力。公司將繼續加強在金融行業的布局，進一步完善和豐富產品線，加大市場拓展，不斷提升諮詢和服務能力，全面向服務供應商的目標轉型。

### (3) 軟件外包業務

本集團外包業務主要包括對全球500強企業及優秀IT企業的系統應用開發、嵌入式系統開發、質量保證與測試等信息技術外包(ITO, IT Outsourcing)服務，數據處理、運維托管、呼叫中心等業務流程外包(BPO, Business Process Outsourcing)服務，以及軟件產品、中間件與開發平台開發(PDO, Product Development Outsourcing)等服務。

In 2011, the outsourcing market has recovered as investments in IT market has gradually rebounded. The Company actively optimized its business structure and focused on the development in Europe, US, Japan and China markets, particularly the continuous development of applications in mobile communication industry, embedded systems and terminal applications, software testing, corporate management systems and data processing. The Company has also maintain a long term cooperation with Microsoft, China Mobile, NTT DATA, FITEC and KNT to ensure relatively satisfactory operating results of outsourcing business. The significant capital investments in cloud computing, internet of things and communication industry by various governments, industrial and corporate clients have brought new opportunities for outsourcing industry. The Company has closely monitored the development trends of emerging areas and integrated the technologies and structures of its diversified product lines. In addition to the establishment of cloud computing platform, the Company has promoted technology innovation, system development and application and maintenance services to provide “one-site” outsourcing solutions to its customers.

## 2. IT components trading

During the reporting period, component trading business recorded turnover of approximately HK\$456,909,000, accounting for 44.38% of the total turnover and contributing to 67.85% of segment results. The Company will maintain the stable development of IT components business through enlarging its customer base and sales channels.

2011年，全球IT投入的穩步回升正促進外包服務市場的好轉，公司積極優化業務結構，著力促進歐美、日本、中國各大區業務發展，特別是在移動通訊行業應用開發、嵌入式系統及終端應用開發、軟件產品測試、企業管理系統開發、數據處理等優勢領域的持續業務拓展，以及與Microsoft、中國移動、NTT DATA、古河電工、KNT等客戶與公司長期緊密合作，確保了外包業務取得較好的營收態勢。政府、行業、企業用戶的在雲計算、物聯網、通訊行業等領域的大量資金投入，帶給了外包行業新的發展契機。公司正積極關注新興領域發展態勢，融合自身多產業線技術與結構，在打造雲計算平台的同時，促進技術革新，拓展系統開發、應用維護等服務項目，為客戶制定「一站式」服務外包解決方案。

## 2、IT元器件貿易

本報告期內，IT元器件貿易實現營業額約為456,909,000港元，佔總營業額的44.38%，分部業績貢獻佔67.85%。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。

### 3. Discontinued business - manufacturing and sales of IT products

Given the low profits, long operating cycle, low gross profit margin and high foreign exchange exposure in the manufacturing and sales of IT products which are not in line with the core business of the Group as an integrated IT service provider, the Company terminated this business segment by the end of 2010. The business recorded turnover of approximately HK\$351,363,000 in the corresponding period last year, with a gross profit of approximately HK\$16,806,000 and segment results of approximately HK\$14,705,000.

### BUSINESS PLANNING

In the second half of the year, the Company will confront with various challenges and keep its advantage edges in IT services industry by implementing the strategy of “specialization”, optimising and adjusting the existing organizational structure according to the customers’ needs, increasing its investments, further expanding both domestic and overseas markets, enlarging business scales and market shares of its core businesses, enhancing its R&D ability to raise competitiveness of products, increasing its servicing ability and efficiency, enhancing its external cooperation, merger and acquisition, optimising its value chain and enhancing its ability to provide comprehensive solutions and services in the core IT services industry.

### 3、已終止經營業務－製造及銷售IT產品

鑒於製造及銷售IT產品業務利潤低、營業周期長、毛利率低及高外匯風險，與本集團作為綜合IT服務供貨商之核心業務不符，公司已於二零一零年年底前結束了該部門業務。該業務去年同期實現收入約為351,363,000港元，毛利約為16,806,000港元，分部業績約為14,705,000港元。

### 商業規劃

下半年，公司將繼續實施專業化領先戰略，全面針對市場和客戶需求，進一步對現有組織結構進行整合和優化；加強市場投入，加大公司品牌和市場開拓力度，擴張核心業務規模及市場佔有率；加大研發投入，提升產品競爭力和價值；不斷提升服務的能力和效率；加強對外各種合作與並購，不斷完善公司產品價值鏈和生態鏈的建設，繼續做強做優以完善和增強全面整體解決方案和服務能力為核心IT服務業務，積極面對各種挑戰，扎扎實實地開展和落實各項工作，保持在IT服務領域的優勢地位。

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES OF THE COMPANY

As at 30 June 2011, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules, were as follows:

##### (A) Long positions in shares of the Company

Name of Directors 董事名稱	Type of interests 身份	Number of securities 已發行普通股股份數目	Number of interests 佔本公司已發行股本百分比
Dong Hailong 董海龍	Beneficial owner 實益擁有	5,000	0.00%

#### 董事及最高行政人員於本公司股份、相關股份之權益及淡倉

於二零一一年六月三十日，本公司董事及行政總裁於本公司及其相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之股份、相關股份或債券中，擁有(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條須記入本公司須予保存之登記冊之權益及淡倉；或(c)根據上市規則所載上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

##### (A) 本公司股份之好倉

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

Options in the Company (Unlisted and physically settled equity derivatives)

Name of Directors 董事名稱	Type of interests 身份	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 (note1) 購股權 (附註1)	20,000,000	0.0648
Wang Xingshan 王興山	Beneficial owner 實益擁有人	Share option (note2) 購股權 (附註2)	5,000,000	0.682
Chen Dongfeng 陳東風	Beneficial owner 實益擁有人	Share option (note2) 購股權 (附註2)	4,000,000	0.682
Dong Hailong 董海龍	Beneficial owner 實益擁有人	Share option (note2) 購股權 (附註2)	2,000,000	0.682
Meng Xiangxu 孟祥旭	Beneficial owner 實益擁有人	Share option (note2) 購股權 (附註2)	200,000	0.682
Wong Lit Choi 黃烈初	Beneficial owner 實益擁有人	Share option (note2) 購股權 (附註2)	200,000	0.682

Note: (1) The share options were granted under the Pre-IPO Share Option Scheme as disclosed in the prospectus of the Company dated 20 April 2004. These options expire ten years from the date of grant. Up to the Latest Practicable Date, none of the above share options had been exercised.

(2) On 10 December 2010, the share option were grant to other director under the option scheme.

**(B) 本公司股本衍生工具的相關股份的好倉**

本公司之購股權 (非上市及實物交收之股本衍生工具)

附註：(1) 購股權是根據刊於二零零四年四月二十日本公司招股章程之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。截至最後實際可行日期，上述購股權概尚未行使。

(2) 於二零一零年十二月十日，其他董事的購股權根據購股權計劃授出。

**(C) Short positions in shares and underlying shares of equity derivatives of the Company**

As at 30 June 2011, none of the Directors had short positions in shares or underlying shares of equity derivatives of the Company.

**(C) 本公司股份及股本衍生工具相關股份的淡倉**

於二零一一年六月三十日，概無董事於本公司股份或股本衍生工具相關股份持有任何淡倉。

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

So far as is known to the Directors, as at 30 June 2011, the following person (not being Director or chief executive of the Company) had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

##### (A) Long positions in shares of the Company

Name of Shareholders 股東姓名	Type of interests 身份	Number of securities 所持之 已發普通股 股份數目	Approximate percentage of interests 佔本公司 已發行普通 股本百分比
Inspur Group Limited 浪潮集團有限公司	Corporate (note) 公司(附註)	1,354,390,000	35.72%
Inspur Electronics (HK) Limited 浪潮電子(香港)有限公司	Beneficial owner 實益擁有人	1,354,390,000	35.72%
Matthews International Capital Management, LLC	Fund Manager 投資經理	343,745,000	9.06%
The Hamon Investment Group Pte Limited	Fund Manager 投資經理	262,050,000	6.91%
The Dreyfus Corporation	Fund Manager 投資經理	211,565,000	5.58%

Note: 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.

#### 主要股東及其他人士於股份及相關股份之權益及淡倉

就董事及行政總裁所知，於二零一一年六月三十日，下列人士(並非本公司董事或行政總裁)於股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之條文規定須向本公司及聯交所披露之權益或淡倉，或直接或間接擁有附帶權利可於所有情況下在本集團任何其他成員公司股東大會上投票之任何類別股本面值10%或以上權益：

##### (A) 本公司股份的好倉

附註：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。

**(B) Short positions in shares and underlying shares and equity derivatives of the company**

As at 30 June 2011, no persons had short positions in shares or underlying shares of equity derivatives of the Company.

**(B) 本公司股份及相關股份與股本衍生工具的淡倉**

於二零一一年六月三十日，並無人士於本公司股份或股本衍生工具相關股份中擁有淡倉。

**(C) Long positions in series A senior redeemable convertible voting preferred shares of the Company****(C) 系列甲高級可贖回可換股附帶投票權優先股股份之好倉**

Name of shareholder 股東姓名	Capacity 身份	Number of securities 所持之 已發優先股 股份數目	Equivalent to ordinary shares 相當於 普通股數量	Approximate percentage of interests 概約權益 百分比
Microsoft Corporation	Beneficial owner 實益擁有人	251,090,335	1,188,208,571	100%

*Note:* Holder of Preferred Share, Microsoft Corporation, has agreed that in the event that it becomes entitled to exercise or control the exercise of more than 28% of the voting rights at general meetings of the Company (other than meeting of the holder(s) of Preferred Shares), it shall not and shall procure its nominee(s) not to exercise such portion of the voting rights attaching to the Preferred Shares and/or Shares in excess of 28% of the total voting rights at any general meeting of the Company. As at 30 June 2011, the above 251,090,335 preferred shares convertible into 1,188,208,571 underlying Shares represented approximately 23.86% of the issued share capital of the Company as enlarged by the full exercise of the conversion rights attaching to the Preferred Shares.

附註1：優先股之持有人微軟公司已同意，倘若微軟公司有權行使或控制行使本公司股東大會（優先股持有人之會議除外）之28%以上投票權，則其不會及將促使其代名人不會於本公司任何股東大會上，行使優先股及／或股份所附帶之投票權至超過總投票權之28%。於最後實際可行日期，上述優先股251,090,335相當於1,188,208,571股相關股份及投票權佔本公司因悉數行使優先股所附之轉換權所擴大之已發行股本約23.86%。

**PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the six months ended 30 June 2011, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares.

**購買、出售或贖回股份**

於截至二零一一年六月三十日止六個月內，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股份。



#### COMPETING INTEREST

During the six months ended 30 June 2011, none of the directors, chief executive, initial management shareholders nor substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules) had any interests in a business which competes with or may compete with the business of the Group.

#### SHARE OPTION SCHEME

The Company adopted a share option scheme on 8 April 2004. A summary of principle terms and conditions of the share option scheme are set out in the section headed "Summary of terms" in Appendix V of the prospectus of the Company dated 20 April 2004 ("2004 share option scheme"). As at the reported date, there is 20,000,000 share options were outstanding under 2004 share option scheme. On 10 December 2010, a total of 60,100,000 share options were grant 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\$0.682 per share.

During the reporting period, no option has been granted or agreed to grant under the share option scheme.

#### AUDIT COMMITTEE

The Company established an audit committee on 8 April 2004 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group. The audit committee comprises three independent non-executive directors, Mr. Meng Xiang Xu, Mr. Zhang Ti Qin and Mr. Wong Lit Chor, Alexis. Mr. Wong Lit Chor, Alexis is the chairman of the audit committee.

The audit committee has reviewed the report and has provided advice and comments thereon.

#### 競爭性權益

於截至二零一一年六月三十日止六個月內，概無本公司董事、行政總裁、主要股東或彼等各自之聯繫人(定義見上市規則)於與本集團之業務競爭或可能會競爭之業務中擁有任何權益。

#### 購股權計劃

本公司於二零零四年四月八日採納購股權計劃。首次公開招股前購股權計劃之主要條款及條件概要載於本公司二零零四年四月二十日刊發的招股章程附錄五「首次公開招股前購股權計劃條款的概要」一節(「2004年購股權計劃」)。於本報告日，尚未行使2004年購股權計劃購股權結餘為20,000,000股。於二零一零年十二月十日，本公司已根據授股權計劃授出60,100,000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0.682港元認購本公司股份。

本報告期內，本公司概無授出或同意授出任何購股權。

#### 審核委員會

於二零零四年四月八日，本公司已依照上市規則之書面職責範圍成立審核委員會。該審核委員會主要負責審閱及監督本集團之財務申報過程及內部監控制度。審核委員會由三名獨立非執行董事孟祥旭先生、張體勤先生及黃烈初先生組成。黃烈初先生為審核委員會主席。

審核委員會已審閱本報告，並已就報告提供建議及意見。

## CORPORATE GOVERNANCE

The Company applied the principles and complied with all the code provisions set out in the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 of the Listing Rules throughout the period ended 30 June 2011, save as 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 E.1.2 in future.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model code for Securities Transactions by directors of Listing Issuers (“Model Code”) contained in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all directors and has been confirmed that all directors have complied with the Model Code during the six months ended 30 June 2011

By Order of the Board  
**Inspur International Limited**  
**Sun Pishu**  
*Chairman*

Hong Kong, 29 August 2011

*As at the date of this report, the Board comprised Mr. Sun Pishu, Mr. Wang Xingshan, Mr. Chen Dongfeng and Mr. Dong Hailong as executive Directors and Mr. Meng Xiang Xu, Mr. Zhang Ti Qin and Mr. Wong Lit Chor, Alexis as independent non-executive Directors.*

## 企業管治常規守則

本集團於截至二零一一年六月三十日，除了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之外，本公司一直遵守主板上市規則附錄14所載之企業管治常規守則所載之守則條文（「守則」）。

本公司會於預訂會議日期和安排上作出改善，以確保日後遵從守則第E.1.2項條文。

## 董事進行證券交易之標準守則

本公司已採納主板上市規則附錄10就董事進行證券交易之上市發行人董事進行證券交易的標準守則（「標準守則」）。本公司經向所有董事明確查詢後，獲確認所有董事於二零一一年六月三十日止六個月內均已遵守標準守則所訂之標準。

承董事會命  
**浪潮國際有限公司**  
 主席  
**孫丕恕**

香港，二零一一年八月二十九日

於本報告刊發日期，董事會包括執行董事孫丕恕先生、王興山先生、陳東風先生及董海龍先生；及獨立非執行董事孟祥旭先生、張體勤先生及黃烈初先生。

## Condensed Consolidated Statement of Comprehensive Income (unaudited)

### 簡明綜合全面收益表（未經審計）

The board of Directors (the “Board”) of Inspur International Limited (the “Company”) present the unaudited consolidated results (the “Unaudited Consolidated Results”) of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2011 together with comparative unaudited figures for the corresponding period in 2010. These interim results have not been reviewed by the auditors of the company?but have been reviewed by the audit committee of the company.

浪潮國際有限公司（「本公司」）之董事會（「董事會」）欣然呈報本公司及其附屬公司（「本集團」）截止二零一一年六月三十日止六個月之未經審核綜合業績（「未經審核綜合業績」）連同二零一零年同期之未經審核比較數字。本公司核數師未審閱中期賬目，但中期賬目已由本公司審核委員會審閱：

# Condensed Consolidated Statement of Comprehensive Income (unaudited)

簡明綜合全面收益表（未經審計）

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核) (restated) (重列)
		Notes 附註	
<b>Continuing operations</b>	<b>持續經營業務</b>		
Revenue	營業額	2	1,029,634
Cost of sales	銷售成本		(775,712)
Gross profit	毛利		253,922
Other income	其他收入	3	39,406
Administrative and other operating expenses	行政及其他營運費用		(122,141)
Selling and distribution cost	銷售及分銷成本		(104,023)
Amortisation of other intangible assets	其他無形資產攤銷		(8,088)
Interest expenses	利息支出		(7,566)
Fair value change in convertible notes classified as liabilities at fair value through profit or loss	可換股票據的公平值變動計入損益		—
Fair value change in Preferred Share classified as liabilities at fair value through profit or loss	優先股公允價值變動計入損益		2,124
Share of profit less loss of associates	應佔聯營公司盈利		5
Profit before taxation	除稅前溢利	4	46,442
Taxation	稅項	5	(4,879)
Profit for the period from continuing operations	持續經營業務期內除稅後溢利		41,563
<b>Discontinued operations</b>	<b>已終止業務</b>		
Profit for the period from discontinued operations	已終止業務的期內溢利		—
Profit for the period	期內溢利		14,705
			41,563
			119,914

# Condensed Consolidated Statement of Comprehensive Income (unaudited)

## 簡明綜合全面收益表（未經審計）

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核) (restated) (重列)
		Notes 附註	
Profit for the period from continuing and discontinued operations	本公司股東期內來自持續經營及已終止業務溢利		
- Profit for the period from continuing operations	— 持續經營業務期內溢利	<b>41,712</b>	105,095
- Profit for the period from discontinued operations	— 已終止業務期內溢利	—	14,705
		<b>41,712</b>	119,800
Non-controlling interests from continuing operations	持續經營業務少數股東權益	<b>(149)</b>	114
		<b>41,563</b>	119,914
Earnings per share from continuing and discontinued operations	每股盈利—來自持續經營及已終止業務		
Basic	基本	6	6
		<b>1.10 cents</b>	3.18 cents
Diluted	攤薄		
		<b>0.99 cents</b>	2.53 cents
Earnings per share from continuing operations	每股盈利—來自持續經營業務		
Basic	基本	6	6
		<b>1.10 cents</b>	2.79 cents
Diluted	攤薄		
		<b>0.99 cents</b>	2.23 cents

# Condensed Consolidated Statement of Comprehensive Income (unaudited)

## 簡明綜合全面收益表（未經審計）

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2011</b>	2010
		二零一一年	二零一零年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
Net profit for the period	期內溢利	<b>41,563</b>	119,914
Other Comprehensive Income:	其他全面收益：		
Exchange Difference arising on translation of foreign operations	因換算境外營運 產生之匯兌差額	<b>38,326</b>	12,064
Total Comprehensive Income for the period	期內全面溢利	<b>79,889</b>	131,978
Total comprehensive income attributable to:	應佔全面收益		
Owners of the Company	本公司擁有人	<b>80,653</b>	131,938
Minority interests	少數股東權益	<b>(764)</b>	40

# Condensed Consolidated of Financial Position (unaudited)

## 簡明綜合財務狀況表（未經審計）

		30.6.2011 二零一一年 六月三十日	31.12.2010 二零一零年 十二月三十一日
		<i>HK\$'000</i> 千港元 <b>(unaudited)</b> (未經審核)	<i>HK\$'000</i> 千港元 <b>(audited)</b> (經審核)
		Notes 附註	
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	<b>91,287</b>	101,124
Goodwill	商譽	<b>78,958</b>	77,174
Other intangible assets	其他無形資產	<b>47,435</b>	54,969
Available-for-sale Investment	可供出售投資	<b>22,242</b>	21,740
Interests in associates	聯營公司權益	<b>124,822</b>	127,019
		<b>364,744</b>	382,026
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	<b>166,429</b>	170,361
Trade receivables	貿易應收賬款	<b>252,668</b>	243,819
Prepayments, deposits and other receivables	預付款項、按金及 其他應收賬款	<b>60,189</b>	70,023
Amounts due from customers for contract work	應收客戶合約工程款項	<b>84,077</b>	65,532
Amount due from fellow subsidiaries	應收同集團附屬公司款額	<b>100,730</b>	82,917
Amount due from immediate holding company	應收直接控股公司款額	<b>59,499</b>	59,555
Amount due from ultimate holding company	應收最終控股公司款額	<b>3,772</b>	1,402
Taxation recoverable	可收回稅項	—	2,532
Bank balances and cash	銀行結餘及現金	<b>1,312,261</b>	1,343,682
		<b>2,039,625</b>	2,039,823

# Condensed Consolidated of Financial Position (unaudited)

簡明綜合財務狀況表（未經審計）

		Notes 附註	30.6.2011 二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	貿易應付賬款及應付票據	9	181,567	282,723
Other payables, deposits received and accrued expenses	其他應付賬款, 已收按金及應計開支		154,109	110,306
Amounts due to customers for contract work	應付客戶合約工程款項		23,709	39,389
Amount due to fellow subsidiaries	應付同集團附屬公司款額	9	22,340	20,027
Amount due to ultimate holding company	應付最終控股公司款額	9	21,632	14,618
Amount due to non-controlling interests of a subsidiary	應付附屬公司非控股權益		3,131	3,060
Deferred income-government grant	遞延收入－政府補助		1,830	5,085
Redeemable convertible preferred shares	可贖回可換股優先股		203,074	201,400
Taxation payable	應繳稅項		3,309	22,274
Dividend payable	應付股息		37,916	—
			<b>652,617</b>	<b>698,882</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>1,387,008</b>	<b>1,340,941</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,751,752</b>	<b>1,722,967</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income-government grant	遞延收入－政府補貼		—	11,475
Deferred tax liabilities	遞延稅項負債		23,078	24,852
			<b>23,078</b>	<b>36,327</b>
			<b>1,728,674</b>	<b>1,686,640</b>



# Condensed Consolidated of Financial Position (unaudited)

## 簡明綜合財務狀況表（未經審計）

			<b>30.6.2011</b>	31.12.2010
			二零一一年	二零一零年
			六月三十日	十二月三十一日
		Notes	<b>HK\$'000</b>	HK\$'000
		附註	千港元	千港元
			<b>(unaudited)</b>	(audited)
			(未經審核)	(經審核)
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	11	<b>7,583</b>	7,583
Reserves	儲備		<b>1,718,914</b>	1,676,116
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>1,726,497</b>	1,683,699
<b>Minority interests</b>	<b>少數股東權益</b>		<b>2,177</b>	2,941
<b>Total equity</b>	<b>權益總額</b>		<b>1,728,674</b>	1,686,640

# Condensed Consolidated Statement of Changes in Equity (unaudited)

## 綜合權益變動報表（未經審計）

		Share Capital 股本	Share Premium 股份溢價	Special Reserve 特殊儲備	Preferred shares equity reserve 優先股 股本儲備	Share option reserve 購股權 儲備	Translation reserve 匯兌儲備	Retained profits (loss) 累積純利 (虧損)	Total	Minority interests 少數 股東權益	Total
		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	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
<b>At 1 January 2010</b>	於二零一零年一月一日	<b>7,540</b>	<b>763,257</b>	<b>92</b>	<b>17,438</b>	<b>—</b>	<b>62,431</b>	<b>588,682</b>	<b>1,439,440</b>	<b>1,194</b>	<b>1,440,634</b>
Exchange differences arising from translation of overseas operation	海外業務所產生之 匯兌差異	—	—	—	—	—	12,138	—	12,138	(74)	12,064
Profit for the period	期內損益	—	—	—	—	—	—	119,800	119,800	114	119,914
Total recognise profit (loss) for the period	期內已確認之 損益利潤	—	—	—	—	—	12,138	119,800	131,938	40	131,978
Redeemable convertible preferred shares	優先股	—	—	—	1,141	—	—	—	1,141	—	1,141
Dividend paid	應付股息	—	—	—	—	—	—	(37,701)	(37,701)	—	(37,701)
<b>At 30 June 2010</b>	於二零一零年六月三十日	<b>7,540</b>	<b>763,257</b>	<b>92</b>	<b>18,579</b>	<b>—</b>	<b>74,569</b>	<b>670,781</b>	<b>1,534,818</b>	<b>1,234</b>	<b>1,536,052</b>
<b>At 1 January 2011</b>	於二零一一年一月一日	<b>7,583</b>	<b>792,439</b>	<b>92</b>	<b>17,438</b>	<b>9,698</b>	<b>127,496</b>	<b>728,953</b>	<b>1,683,699</b>	<b>2,941</b>	<b>1,686,640</b>
Exchange differences arising from translation of overseas operation	海外業務所產生之 匯兌差異	—	—	—	—	—	38,941	—	38,941	(615)	38,326
Profit for the period	期內損益	—	—	—	—	—	—	41,712	41,712	(149)	41,563
Total recognise profit (loss) for the period	期內已確認之 損益利潤	—	—	—	—	—	38,941	41,712	80,653	(764)	79,889
Preferred shares	優先股	—	—	—	61	—	—	—	61	—	61
Dividend payable	應付股息	—	—	—	—	—	—	(37,916)	(37,916)	—	(37,916)
<b>At 30 June 2011</b>	於二零一一年六月三十日	<b>7,583</b>	<b>792,439</b>	<b>92</b>	<b>17,499</b>	<b>9,698</b>	<b>166,437</b>	<b>732,749</b>	<b>1,726,497</b>	<b>2,177</b>	<b>1,728,674</b>

# Condensed Consolidated Cash Flow Statement (unaudited)

## 簡明綜合現金流量表（未經審計）

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)
NET CASH GENERATED FROM OPERATING ACTIVITIES	營運業務產生的現金淨額	<b>(66,944)</b>	(79,549)
NET CASH FROM (USED IN) FROM INVESTING ACTIVITIES	來自（已動用）於投資 業務的現金淨額	<b>8,833</b>	10,844
NET CASH FROM (USED IN) FINANCING ACTIVITIES	來自（已動用）於融資 業務的現金淨額	<b>(2,034)</b>	(1,954)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加淨額	<b>(60,145)</b>	(70,659)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初現金及現金等值物	<b>1,343,682</b>	918,347
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率改變之影響	<b>28,724</b>	6,315
CASH AND CASH EQUIVALENT AT END OF PERIOD, REPRESENTED BY BANK BALANCES AND CASH	期終現金及現金等值物 銀行結餘及現金	<b>1,312,261</b>	854,003

### 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

#### BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong accounting Standard 34 'Interim Financial Reporting'.

#### PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as appropriate.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2010 except as described below.

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

HKFRSs (Amendments)      Improvements to HKFRS Issued  
in May 2010

HKAS 24 (Revised 2009)      Related Party Disclosures

HKAS 32 (Amendment)      Classification of Rights Issues

### 1. 編製基準及主要會計政策

#### 編製基準

本半年度未經審核之簡明財務報表乃根據香港會計師公會頒佈之會計實務準則第三十四條「中期財務報告」以及上市規則的有關附錄16之有關披露要求而編製。

#### 主要會計政策

本簡明綜合財務報表乃根據歷史成本基準編製，惟若干財務工具乃按公平值（尚適用）計算。

本簡明綜合財務報表內採用之會計政策乃遵照截至二零一零年十二月三十一日止年度本集團年度財務報表所採用之會計政策，惟下述者除外。

於本中期期間，本集團已首次採納由香港會計師公會頒佈之下列新及經修訂的準則、修訂本及詮釋（「新及經修訂香港財務報告準則」）。

香港財務報告準則（修訂本）      二零一零年五月  
頒佈之香港  
財務報告準則  
之改進

香港會計準則第24號  
（二零零九年  
經修訂）      關聯人士之披露

香港會計準則第32號  
（修訂本）      供股之分類

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

HKFRIC 14 (Amendment) Prepayments of a Minimum Funding Requirement

HKFRIC 19 Extinguishing Financial Liabilities with Equity

The application of the other new and revised HKFRSs has had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

The Group has not early applied the following new or revised standards, amendments or interpretations that have been issued but are not yet effective. The following new or revised standards have been issued after the date the consolidated financial statements for the year ended 31 December 2010 were authorized for issuance and are not yet effective:

HKFRS 10	Consolidated Financial Instruments <sup>1</sup>
HKFRS 11	Joint Arrangements <sup>1</sup>
HKFRS 12	Disclosures of Interests in Other Entities <sup>1</sup>
HKFRS 13	Fair Value Measurement <sup>1</sup>
HKAS 1 (Amendment)	Presentation of Items of Other Comprehensive Income <sup>2</sup>
HKAS 19 (Revised 2011)	Employee Benefits <sup>1</sup>

### 1. 編製基準及主要會計政策 (續)

香港(國際財務匯報準則詮釋委員會) – 詮釋第14號 (修訂本)

香港(國際財務匯報準則詮釋委員會) – 詮釋第19號

應用其他新訂或經修訂香港財務報告準則對當前或過往期間之簡明綜合財務報表並無實質影響。

本集團並無提早採納以下已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。以下已頒佈新訂及經修訂準則於二零一零年十二月三十一日止年度之綜合財務報表經已獲授權頒佈但尚未生效。

香港財務報告準則第10號	綜合財務報表 <sup>1</sup>
香港財務報告準則第11號	聯合協議 <sup>1</sup>
香港財務報告準則第12號	其他實體之權益披露 <sup>1</sup>
香港財務報告準則第13號	公允值計量 <sup>1</sup>
香港會計準則第1號 (修訂本)	其他全面收益專案之呈列 <sup>2</sup>
香港會計準則第19號 (二零一一年經修訂)	僱員福利 <sup>1</sup>

### 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

HKAS 27 (Revised 2011) Separate Financial Statements<sup>1</sup>

HKAS 28 (Revised 2011) Investments in Associate and Joint Venture<sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2013

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2012

The directors of the Company anticipate that the application of other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

### 2. REVENUE AND SEGMENT INFORMATION

Revenue represents the net amounts received and receivable for goods sold and services rendered by the Group, less discounts, returns and allowances.

#### Business segment

At the end of 2010, the Group had discontinued the business of manufacturing and sales of IT products. The Group is currently organized into three operating divisions, namely trading of IT components, software and embedded solution and software outsourcing. Segment information about these operating divisions is presented below:

### 1. 編製基準及主要會計政策 (續)

香港會計準則 獨立財務報表<sup>1</sup>  
第27號

(二零一一年  
經修訂)

香港會計準則 聯營公司及合營  
第28號 企業之投資<sup>1</sup>

(二零一一年  
經修訂)

<sup>1</sup> 於二零一三年一月一日或其後開始之年度期間生效。

<sup>2</sup> 於二零一二年七月一日或以後開始之年度期間生效。

本公司董事會預期應用其他新訂及經修訂準則、修訂或詮釋將不會對本集團已報告業績及財政狀況造成重大影響。

### 2. 營業額及分類資料

營業額相當於所售貨物及提供服務經扣除折扣、退貨及折讓後之應收金額。

#### 業務分類

二零一零年末，本集團已終止製造及銷售IT產品業務，目前本集團持續經營業務組成為三大業務部門，分別為IT元件貿易、軟件開發和解決方案及提供軟件外包服務業務。本集團按該等業務部門呈報其主要分類資料如下：

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 2. REVENUE AND SEGMENT INFORMATION

(continued)

Business segment (continued)

### 2. 營業額及分類資料 (續)

業務分類 (續)

		Segment revenues and results for the six months ended 30 June 2011 截至二零一一年六月三十日止六個月 之未經審核分類收入及業績			
		Information technology services 信息技術服務			
		Trading of IT components IT 元件貿易 HK\$'000 千港元	Software and embedded solution 軟件及嵌入式 解決方案 HK\$'000 千港元	software outsourcing 軟件 外包業務 HK\$'000 千港元	Total 綜合 HK\$'000 千港元
Revenue	營業額	456,909	507,741	64,984	1,029,634
Segment results	分類業績	41,641	13,552	6,176	61,369
Unallocated income	未分配收入				2
Unallocated corporate expense	未分配 企業開支				(2,295)
Fair value change in Preferred Share classified as liabilities at fair value through profit or loss	優先股公平值 變動計入損益				5
Share of results of associates	應佔聯營公司業績	—	(5,073)	—	(5,073)
Interest expenses	利息支出				(7,566)
Profit before taxation	除稅前純利				46,442
Taxation	稅項				(4,879)
Profit for the period	期內純利				41,563
Reportable segment Asset	須予呈報的分類資產	167,256	2,141,981	95,132	2,404,369
Reportable segment Liabilities	須予呈報的分類負債	128,416	533,044	14,235	675,695

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 2. REVENUE AND SEGMENT INFORMATION

(continued)

Business segment (continued)

### 2. 營業額及分類資料 (續)

業務分類 (續)

Segment revenues and results for the six months ended 30 June 2010

截至二零一零年六月三十日止六個月之未經審核分類收入及業績

		Continuing operations			Discontinued operations		
		持續經營業務			已終止業務		
		Information technology services					
		Software and embedded solution		software outsourcing	manufacturing and sales of IT products	Total	
		Trading of IT components	軟件及嵌入式解決方案	軟件外包業務	Total 綜合銷售 IT 產品	Total 綜合	
		IT 元件貿易	解決方案	外包業務	綜合銷售 IT 產品	綜合	
		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	
Revenue	營業額	401,408	498,591	39,039	939,038	351,363	1,290,401
Segment results	分類業績	31,410	75,604	1,864	108,878	16,806	125,684
Unallocated income	未分配收入				1		1
Unallocated corporate expense	未分配企業開支				(2,218)		(2,218)
Fair value change in convertible notes classified as liabilities at fair value through profit or loss	可換股票據的公平值變動計入損益				2,124		2,124
Fair value change in Preferred Share classified as liabilities at fair value through profit or loss	優先股公平值變動計入損益				(676)		(676)
Share of results of associates	應佔聯營公司業績	—	15,823	—	15,823		15,823
Interest expenses	利息支出				(7,533)		(7,533)
Profit before taxation	除稅前純利				116,399	16,806	133,205
Taxation	稅項				(11,190)	(2,101)	(13,291)
Profit for the period	期內純利				105,209	14,705	119,914
Reportable segment Asset	須予呈報的分類資產	154,964	1,982,728	73,699	1,987,246	224,145	2,211,391
Reportable segment Liabilities	須予呈報的分類負債	97,930	568,530	8,879	536,181	139,158	675,339



# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 2. REVENUE AND SEGMENT INFORMATION

(continued)

#### Geographical segment

The Group's operations are currently carried out in the PRC and Hong Kong. The following table provides an analysis of the Group's turnover by location of markets, irrespective of the origin of the goods/services:

Hong Kong	香港
The PRC	中國
Consolidated	綜合

### 3. OTHER INCOME

Interest income	利息收入
VAT refund	增值稅退稅
Government subsidies and grants	政府津貼及補貼
Others	其他

### 2. 營業額及分類資料(續)

#### 地區分類

本集團之業務現時於香港及中國進行。下表呈列本集團按市場所在地(無論貨品/服務之來源地)劃分之營業額分析：

#### Sales revenue by geographical market 30 June

按地區市場劃分

截止六月三十日之六個月營業額

2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (重列)
456,909	401,408
572,725	537,630
<b>1,029,634</b>	<b>939,038</b>

### 3. 其他業務收入

#### Six months ended 30 June

截至六月三十日止六個月

2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited)
11,575	3,866
13,090	15,113
12,850	7,964
1,891	349
<b>39,406</b>	<b>27,292</b>

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 4. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:	除稅前純利經扣除下列各項後得出：
Cost of inventories recognised as expenses	確認為開支的存貨成本
Depreciation	折舊
Amortisation of other intangible assets	其他無形資產攤銷

### 4. 除稅前純利

Six months ended 30 June  
截至六月三十日止六個月

2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核) (restated) (重列)
692,091	643,329
16,007	14,586
<b>8,088</b>	<b>9,939</b>

### 5. TAXATION

Current tax:	利得稅
Hong Kong	香港
PRC Enterprise Income Tax	中國企業所得稅
Deferred taxation	遞延稅項

### 5. 稅項

Six months ended 30 June  
截至六月三十日止六個月

2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核) (restated) (重列)
6,871	5,183
(217)	8,430
<b>(1,775)</b>	<b>(2,423)</b>
<b>4,879</b>	<b>11,190</b>

Hong Kong profits tax has been provided at 16.5% on the estimated assessable profits for the period. Enterprise income tax rates applicable to the Group's subsidiaries in the PRC are ranging from 10% - 25%, and have been applied to calculate the Group's PRC Enterprise Income Tax in accordance with relevant laws and regulations in the PRC.

香港利得稅按本期間的估計應課稅溢利的16.5%計算。本集團在中國附屬公司適用的企業所得稅稅率為10%至25%。中國企業所得稅已根據相關中國法律及法規計算。

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 6. EARNINGS/ (LOSS) PER SHARE

The calculation of basic and diluted earnings/ (loss) per share attributable to the ordinary equity holders of the parent is based on the following data:

<b>Profit from continuing and discontinued operations</b>	來自持續經營及已終止業務盈利
Earnings/ (loss) for the purpose of basic earnings/ (loss) per share (Profit/ (loss) for the period attributable to equity holders of the parent)	計算每股基本盈利所採用之盈利 (母公司股權持有人應佔期內溢利)
Interest on redeemable convertible preferred shares	可贖回可換股優先股之利息
Fair value change in Preferred Shares classified as liabilities at fair value through profit or loss	優先股公允值調整
Fair value change in convertible notes classified as liabilities at fair value through profit or loss	可換股票據的公平值變動計入損益
Earnings for the purpose of diluted earnings/ (loss) per share	計算每股攤薄盈利所採用之盈利

### 6. 每股盈利

母公司普通股股權持有人應佔每股基本及攤薄盈利乃根據下列數據計算：

<b>Six months ended 30 June</b>	
截至六月三十日止六個月	
2011 二零一一年 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	2010 二零一零年 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)
<b>41,712</b>	119,800
<b>7,566</b>	7,532
<b>(5)</b>	676
<b>—</b>	(2,124)
<b>49,273</b>	125,884

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 6. EARNINGS/ (LOSS) PER SHARE (continued)

### 6. 每股盈利 (續)

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Profit from continuing operations</b>	來自持續經營業務盈利		
Earnings/ (loss) for the purpose of basic earnings/ (loss) per share (Profit/ (loss) for the period attributable to equity holders of the parent)	計算每股基本盈利所採用之盈利 (母公司股權持有人應佔期內溢利)	<b>41,712</b>	105,095
Interest on redeemable convertible preferred shares	可贖回可換股優先股之利息	<b>7,566</b>	7,532
Fair value change in Preferred Shares classified as liabilities at fair value through profit or loss	優先股公允值調整	<b>(5)</b>	676
Fair value change in convertible notes classified as liabilities at fair value through profit or loss	可換股票據的公平值變動計入損益	<b>—</b>	(2,124)
Earnings for the purpose of diluted earnings/ (loss) per share	計算每股攤薄盈利所採用之盈利	<b>49,273</b>	111,179

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 6. EARNINGS/ (LOSS) PER SHARE (continued)

Number of shares (in thousand)	股份數目
Weighted average number of ordinary shares for the purpose of basic earnings/ (loss) per share	計算每股基本盈利所採用之加權平均普通股數目
Effect of dilutive potential ordinary shares	潛在攤薄普通股之影響：
– share options	– 購股權
– redeemable convertible preferred shares	– 可贖回可換股優先股
– convertible notes	– 可換股票據
Weighted average number of ordinary shares for the purpose of diluted earnings/ (loss) per share	計算每股攤薄盈利所採用之加權平均普通股數目

### 7. DIVIDEND

The Board of directors does not recommend the payment of a dividend for the six months ended 30 June 2011 (six months ended 30 June 2010: nil).

### 6. 每股盈利 (續)

Six months ended 30 June  
截至六月三十日止六個月

2011 二零一一年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)
3,791,567	3,770,121
17,614	18,603
1,186,124	1,174,169
—	21,446
<u>4,995,305</u>	<u>4,984,339</u>

### 7. 股息

董事建議截至二零一一年六月三十日止六個月不派發中期股息(二零一零年六月三十日止六個月：無)。

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 8. TRADE RECEIVABLES

The Group allows an average credit period of 30 to 120 days to its customers.

An aged analysis of trade receivables, amounts due from fellow subsidiaries and ultimate holding company at the balance sheet date is as follows:

Trade receivables	貿易應收款
0-30 days	0-30 日
31-60 days	31-60 日
61-90 days	61-90 日
91-120 days	91-120 日
Over 120 days	120 日以上

Amounts due from fellow subsidiaries	應收同集團 附屬公司
0-30 days	0-30 日
31-60 days	31-60 日
61-90 days	61-90 日
91-120 days	91-120 日
Over 120 days	120 日以上

### 8. 貿易應收賬款

本集團向貿易客戶提供平均30日至120日的除賬期。

以下為貿易應收賬款及應收同集團附屬公司及最終控股公司於結算日的賬齡分析：

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
94,905	149,933
21,907	39,481
8,551	6,605
19,476	3,419
107,829	44,381
<b>252,668</b>	<b>243,819</b>

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
84,252	76,353
1,512	178
2,245	—
5,198	—
7,523	6,386
<b>100,730</b>	<b>82,917</b>

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 8. TRADE RECEIVABLES (continued)

Amounts due from immediate holding company

0-30 days  
31-60 days

應收直接控股公司

0-30 日  
31-60 日

Amounts due from ultimate holding company

0-30 days  
31-60 days  
61-90 days  
91-120 days  
Over 120 days

應收最終控股公司

0-30 日  
31-60 日  
61-90 日  
91-120 日  
120 日以上

### 8. 貿易應收賬款 (續)

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
54,705	59,555
4,794	—
<b>59,499</b>	<b>59,555</b>

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
1,597	1,081
—	—
2,046	321
104	—
25	—
<b>3,772</b>	<b>1,402</b>

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 9. TRADE PAYABLES

Average credit period taken for trade purchases is up to 30 to 90 days. The following is an aged analysis of trade payables and amount due to fellow subsidiaries and ultimate holding company for the purchase of goods and services at the balance sheet date:

Trade and bills payables	貿易應付賬款及應付票據
0-30 days	0-30 日
31-60 days	31-60 日
61-90 days	61-90 日
Over 90 days	90 日以上

Amounts due to fellow subsidiaries	應付同集團附屬公司
0-30 days	0-30 日
31-60 days	31-60 日
61-90 days	61-90 日
Over 90 days	90 日以上

### 9. 貿易應付賬款

貿易購貨帳期平均為30日至90日。以下為貿易應付賬款及應付同集團附屬公司及應付最終控股公司於結算日的賬齡分析：

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
108,942	200,489
8,082	33,954
16,222	23,720
48,321	24,560
<b>181,567</b>	<b>282,723</b>

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
7,366	2,064
1,559	8,788
86	83
13,329	9,092
<b>22,340</b>	<b>20,027</b>



# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 9. TRADE PAYABLES (continued)

Amounts due to ultimate holding company	應付最終控股公司
0-30 days	0-30 日
31-60 days	31-60 日
61-90 days	61-90 日
Over 90 days	90 日以上

### 9. 貿易應付賬款 (續)

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
1,217	14,618
20,364	—
—	—
51	—
<b>21,632</b>	<b>14,618</b>

### 10. REDEEMABLE CONVERTIBLE PREFERRED SHARES

The Company issued 132,964,342 and 101,315,217, 6% Preferred Shares at HK\$0.76 and HK\$0.92 each on 8 December 2005 and 21 April 2006 respectively. The Preferred Shares are denominated in Hong Kong dollars. The holder of the Preferred Shares has the right to convert the Preferred Shares, at any time from the date of allotment of the Preferred Shares and up to 7 December 2011 and without payment of any additional consideration at the conversion rate of one Preferred Share to five ordinary shares after Share Subdivision. 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 until the settlement date. The details of terms of the Preference Shares are set out in the Company's circular dated 28 October 2005.

### 10. 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，本公司分別以每股 0.76 港元及 0.92 港元發行 132,964,326 股及 101,315,217 股股息率為 6% 的優先股。優先股以港元為單位。優先股之持有人有權由配發優先股日期二零零五年十二月八日起至到期日（六年）毋須支付任何額外代價隨按一股優先股比五股普通股（股份分拆後）之初步換股比例將優先股轉換為股份。假如優先股沒有轉換為股份，會於二零一一年十二月八日以票面值贖回。股息率 6% 付至到期日，有關優先股之詳情已刊載於本公司在二零零五年十月二十八日之通函內。

### 10. REDEEMABLE CONVERTIBLE PREFERRED SHARES (continued)

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. By the end of June 2011, the Company issued 16,810,776 scrip dividend shares with principal amount of HK\$11,954,495 subject to the Supplemental Deed.

By the end of June 2011, total number of 251,090,335 preferred shares been issued accordingly which is entitled to convert into 1,188,208,571 underlying Shares represented approximately 23.86% of the issued share capital of the Company as enlarged by the full exercise of the conversation rights attaching to the Preferred Shares.

The Preferred Shares contain two components, liability and equity elements. Upon the application of HKAS 32, the proceeds from issue of Preferred Shares have been allocated between the liability and equity elements. The equity element is presented in equity heading "Preferred shares equity reserve".

### 10. 可贖回可換股優先股 (續)

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。根據補充契約，截至二零一一年六月三十日，合共發行16,810,776股本金額為11,954,495港元的代息股份。

截至二零一一年六月三十日，一共發行251,090,335優先股可轉換為1,188,208,571股相關股份佔本公司因悉數行使優先股所附之轉換權所擴大之已發行股本約23.86%。

優先股包括兩部分，分別為負債及股本部分。香港財務報告準則32金融工具，披露及編製要將優先股分為負債及股本。股本部分於股東權益中以優先股股本儲備列示。

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 10. REDEEMABLE CONVERTIBLE PREFERRED SHARES (continued)

The movement of the liability component of the Preferred Shares for the period is set out below:

Carrying amount at the beginning of the period/year	於年初之帳面值		
Interest charges	利息開支		
Coupon interest paid	於期內支付的票面利息		
Coupon interest payable included in other payables and accrued expenses	包括於其他應付款項及累計開支中的應付票面利息		
Valuation	公允值調整		

### 10. 可贖回可換股優先股 (續)

優先股負債部分之變動載列如下：

30.6.2011 於二零一一年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2010 於二零一零年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
201,400	187,676
7,566	14,734
(2,034)	(1,010)
(3,794)	—
(64)	—
<b>203,074</b>	<b>201,400</b>

### 11. SHARE CAPITAL

Ordinary shares of HK\$0.002 each	每股 0.002 港元之普通股		
Authorised:	法定：		
At 1 January 2011	於二零一一年一月一日	10,000,000	20,000
Issued:	已發行：		
At 1 January 2011	於二零一一年一月一日	3,791,567	7,583
At 30 June 2011	於二零一一年六月三十日	3,791,567	7,583

All shares issued during the period rank pari passu with the then existing shares in all respects.

### 11. 股本

Number of shares 股份數目	HK\$'000 千港元
'000 千股	
10,000,000	20,000
3,791,567	7,583
3,791,567	7,583

每股所附之權利與當時之發行股票享有同等權利。

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 12. RELATED PARTY TRANSACTIONS

Apart from the amounts due from and to related parties as disclosed in the condensed consolidated balance sheet, certain of which also constitute connected transaction under Chapter 14A of Listing Rule of HKEX, the Group had entered into the following connected party transactions during the period:

### 12. 關連人士交易

除簡明綜合資產負債表所披露的應收及應付予關聯人士款項外，根據香港交易所上市規則第14A章，本集團與關連人士的交易構成關連交易，本集團本期內涉及以下關聯交易：

		<b>Six months ended</b>	
		截至六月三十日止六個月	
		<b>30.June.2011</b>	30.June.2010
		二零一一年	二零一零年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
		Note	
		附註	
Supply Transactions	供應交易	(i)	444,871
Selling Agency transactions	銷售代理交易		
(1) Aggregate			
transactions amount	(1) 累計交易金額	(ii)	39,738
(2) The related			
commission amount	(2) 相關佣金金額		336
Purchase Transactions	採購交易	(iii)	87,795
Common Services	公共服務交易		
Transactions		(iv)	4,244
Processing Transactions	加工交易	(v)	59,964
Software Outsourcing	軟件外包服務		
Services		(vi)	19,748
			<b>196,102</b>
			<b>144,654</b>
			<b>1,193</b>
			<b>19,104</b>
			<b>5,476</b>
			<b>58,057</b>
			<b>41,987</b>

# Notes to the Condensed Financial Statements

## 簡明綜合財務報表附註

### 12. RELATED PARTY TRANSACTIONS (continued)

Notes:

- (i) The Inspur group will, with reference to the market price, pay a premium of no less than 1.5% above the purchase price paid by the Group.
- (ii) The Group appoints the Inspur Group to act as selling agency 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 sale value of the products and services.
- (iii) 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.
- (iv) The Inspur Group shall provide Common Services for use the Group 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.
- (v) 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.
- (vi) Software outsourcing services was charged to a related company Microsoft Corporation at the standard chargeable rate charged to third parties.

### 12. 關連人士交易 (續)

附註：

- (i) 本集團按已支付的購買價不少於1.5%以上的溢價出售貨品予浪潮集團。
- (ii) 本集團委聘浪潮集團擔任本集團產品及銷售之銷售代理，浪潮集團收取不高於產品與服務銷售總值1%之佣金。
- (iii) 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。
- (iv) 浪潮集團將就使用公共服務向本集團提供服務，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。
- (v) 浪潮商用系統有限公司已委聘浪潮齊魯軟件產業有限公司就採購稅控收款機之原材料及組裝及製造稅控機提供服務，所收取的加工費按原材料價值之5%計算。
- (vi) 依據收取獨立第三方的標準提供軟件外包服務予微軟公司。

