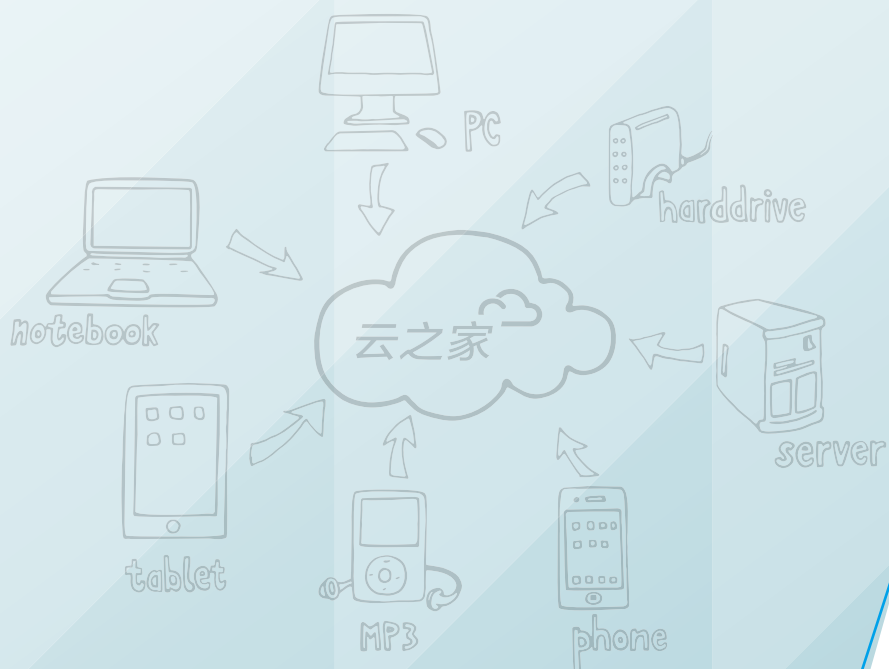


Kingdee

Kingdee International Software Group Company Limited
金蝶國際軟件集團有限公司
Stock Code 股份代號: 268



ANNUAL REPORT 年報 2012



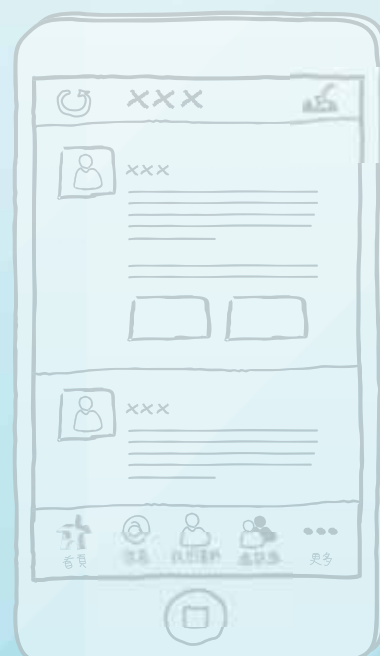
**CLOUD MANAGEMENT
STREAMLINE YOUR BUSINESS
雲管理讓業務行雲流水**

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CORPORATE INTRODUCTION

公司簡介

Kingdee International Software Group Company Limited (www.kingdee.com) is a listed company on the Main Board of the Hong Kong Stock Exchange (Stock Code: 00268). It is a leader of enterprise management software and internet service in China and Asia Pacific region, and a leading provider of middleware, online management and life-cycle e-commerce service provider.

The subsidiaries of the Group include Kingdee Software (China) Company Ltd., focusing on management consulting and IT systems software integration in Mainland China; Shenzhen Kingdee Middleware Company Ltd., specialising in middleware business; Kingdee Youshang E-business Service Company Ltd., providing an online management and e-business service platform (www.youshang.com) for small and medium sized enterprises; Beijing Kingdee E-Government Software Company Ltd., providing an online public management and e-Government service platform for government and public organizations; Kingdee Medical Software Company Ltd., providing integrated IT solutions for medical and healthcare organizations and administrative departments; and Kingdee International Software Group Company (H.K.) Ltd., targeting the Asia-Pacific and overseas markets.

The Group holds "Streamline your business process" as its mission and "Walk on ZHENGDAO (right track) and Walk by WANGDAO (noble way)" as its core values, the Group is providing Cloud Management products and services for over one million corporates and government organizations worldwide with the aim to become the world's leading Cloud Management service provider. Kingdee has been ranked by IDC as the leader in the SME ERP market in China for eight consecutive years and by Forbes Asia as one of "Asia's Best under a Billion" for five consecutive years, and garnered the "Capital Outstanding Enterprise Award" in 2011 presented by CAPITAL, a leading financial and capital magazine in Hong Kong. Testifying to its technology leadership, Kingdee became the sixth member of The Open Group, an authority of formulating the TOGAF Standards, following five world leading IT enterprises, including Capgemini, Hewlett Packard, IBM, SAP and Sun Micro systems.

金蝶國際軟件集團(以下簡稱「金蝶」)(www.kingdee.com)是香港聯交所主板上市公司(股票代碼：0268)，是亞太及中國領先的企業管理軟件及互聯網服務領導者，全球領先的中間件軟件、在綫管理及全程電子商務服務商。

金蝶國際附屬公司有專注於中國大陸企業管理軟件和互聯網服務市場的金蝶軟件(中國)有限公司，專注於中間件業務的深圳市金蝶中間件有限公司，為醫療衛生機構及主管部門提供資訊化整合解決方案服務的金蝶醫療衛生軟件科技有限公司，以及專注於除中國大陸以外的亞太地區及海外市場的金蝶國際軟件集團(香港)有限公司等。

集團以「讓業務行雲流水」為使命，以「全球雲管理領航者」為願景，以「走正道、行王道」為核心價值觀，為世界範圍內超過100萬家企業和政府組織提供雲管理產品服務。連續8年被IDC評為中國中小企業市場佔有率第一名、連續5年被《福布斯亞洲》評為亞洲最佳中小企業，2010年金蝶繼Capgemini、HP、IBM、SAP、Sun等國際知名廠商後成為TOGAF企業架構標準制定權威組織The Open Group第6家董事會成員。



CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Xu Shao Chun, Chairman of the Board and CEO
Mr. Chen Deng Kun, Senior Vice President
Mr. Yang Jian, CFO

NON-EXECUTIVE DIRECTORS

Ms. Dong Ming Zhu

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Gary Clark Biddle
Mr. Ho Ching-hua
Mr. Wu Cheng
Mr. Yeung Kwok On

COMPANY SECRETARY

Ms. Ngan Lin Chun, Esther, ACS

AUDIT COMMITTEE OF THE BOARD

Mr. Gary Clark Biddle (Chairman)
Mr. Wu Cheng
Mr. Yeung Kwok On

AUTHORIZED REPRESENTATIVE

Mr. Xu Shao Chun
Mr. Chen Deng Kun

AUDITOR

PricewaterhouseCoopers
22nd Floor, Prince's Building
Central, Hong Kong

LEGAL COUNSEL

Hong Kong:

DLA Piper
17/F, Edinburgh Tower
The Landmark
15 Queen's Road
Central, Hong Kong

Cayman Islands:

Maples and Calder Asia
Suite 1002, One Exchange Square
8 Connaught Place
Central, Hong Kong

PRINCIPAL BANKERS

PRC:

China Merchants Bank
Bank of China
Industrial and Commercial Bank of China
Bank of Communications
Shenzhen Development Bank

Hong Kong:

The Hong Kong and Shanghai Banking Corporation Limited

執行董事

徐少春先生，董事會主席兼首席執行官
陳登坤先生，高級副總裁
楊健先生，首席財務官

非執行董事

董明珠女士

獨立非執行董事

Gary Clark Biddle先生
何經華先生
吳澄先生
楊國安先生

公司秘書

顏連珍女士，ACS

董事會審核委員會

Gary Clark Biddle先生(主席)
吳澄先生
楊國安先生

授權代表

徐少春先生
陳登坤先生

核數師

羅兵咸永道會計師事務所
香港
中環太子大廈二十二樓

法律顧問

香港：

歐華律師行
香港中環
皇后大道中15號
置地廣場愛丁堡廣場17樓

開曼群島：

Maples and Calder Asia
香港中環
康樂廣場八號
交易廣場第一座一零零二室

主要往來銀行

中國：

招商銀行
中國銀行
中國工商銀行
交通銀行
深圳發展銀行

香港：

香港上海滙豐銀行有限公司

CORPORATE INFORMATION 公司資料

REGISTERED OFFICE

P.O. Box 309
Ugland House
George Town
Grand Cayman
Cayman Islands
British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

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No. 2 Kejinan 12 Road
South District
Hi-Tech Industrial Park
Nanshan District
Shenzhen, Guangdong Province
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

1902 MassMutual Tower
38 Gloucester Road
Wanchai
Hong Kong

COMPANY WEBSITE

www.kingdee.com

PRINCIPAL SHARE REGISTRAR

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
George Town
PO Box 1586
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PUBLIC RELATIONS

PR China Limited
Room 301, Hing Yip Commercial Centre
272-284 Des Voeus Road Central
Hong Kong

MAIN BOARD STOCK CODE

268

註冊辦事處

P.O. Box 309
Ugland House
George Town
Grand Cayman
Cayman Islands
British West Indies

中國總辦事處及主要營業地點

中國
廣東省深圳市
南山區高新科技園南區
科技南十二路2號
金蝶軟件園

香港營業地點

香港
灣仔
告士打道38號
美國萬通大廈1902樓

公司網站

www.kingdee.com

股份過戶登記總處

加拿大皇家銀行信託(開曼)有限公司
開曼群島
大開曼島謝登路24號
皇家銀行大廈4樓
(1586號郵箱，郵編 KY1-1110)

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

公共關係

中國公關顧問有限公司
香港上環
德輔道中272-284號
興業商業中心3樓301室

主板股份代號

268

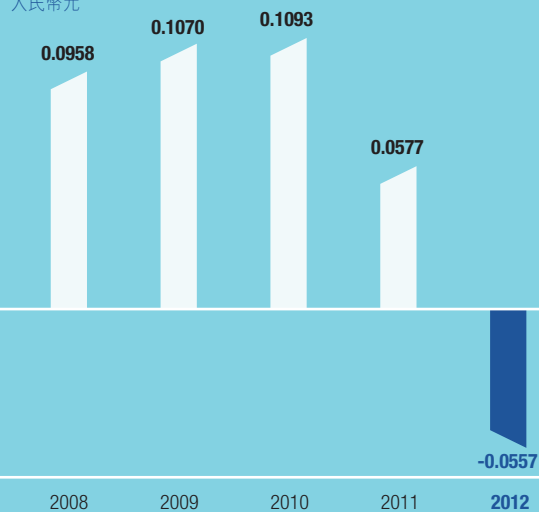
FINANCIAL HIGHLIGHTS

財務摘要

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Turnover	營業額	1,765,493	2,022,498
(Loss)/profit attributable to equity holders of the Company	本公司權益持有人應佔(虧損)/盈利	(140,246)	144,988
(Loss)/earnings per share (expressed in RMB cents per share)	每股(虧損)/盈利 (以每股人民幣分計)		
- basic	- 基本	RMB人民幣(5.57)	RMB人民幣5.77
- diluted	- 攤薄	RMB人民幣(5.57)	RMB人民幣5.42

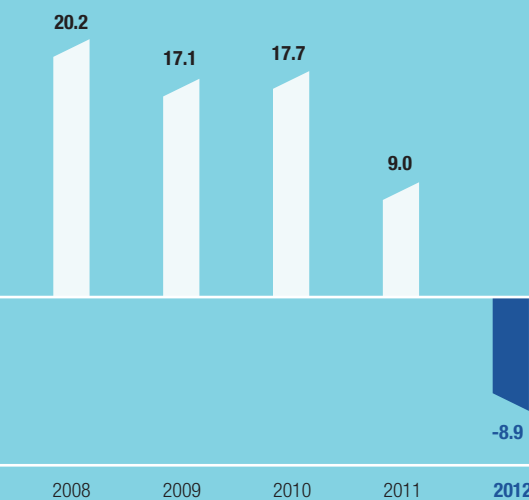
(Loss)/earnings Per Share – Basic 每股(虧損)/盈利 – 基本

RMB
人民幣元



Return on Equity 淨資產收益率

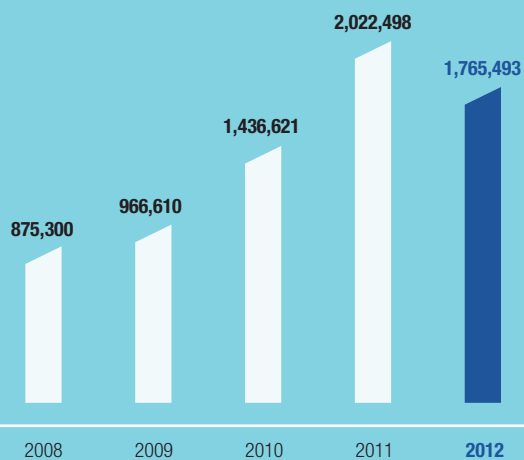
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FINANCIAL HIGHLIGHTS 財務摘要

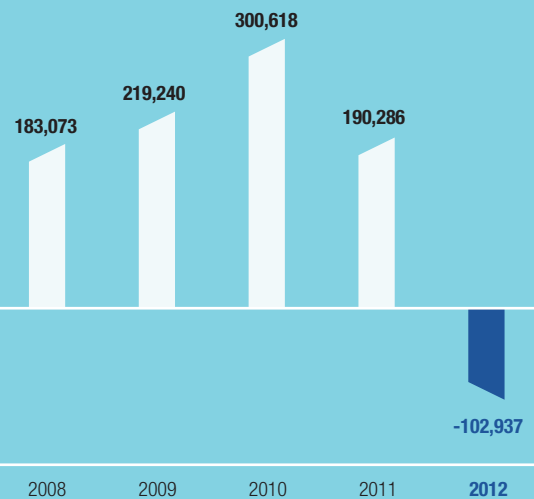
Turnover 營業額

RMB'000
人民幣千元



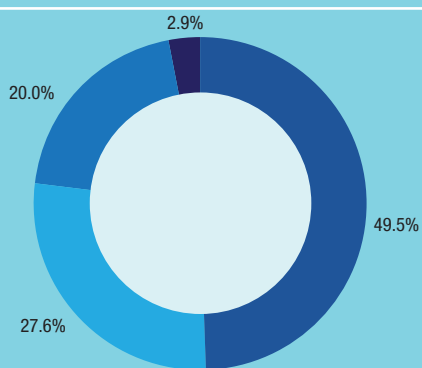
Operating (loss)/profit 經營(虧損)/盈利

RMB'000
人民幣千元



Turnover Breakdown by Business 各業務佔營業額百分比

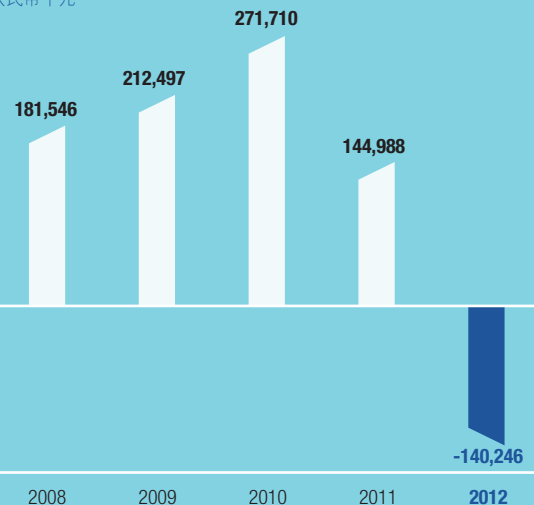
%



- Sales of software license
軟件銷售
- Consulting, training and maintenance
諮詢、培訓及連維服務收入
- Others
其他收入
- Implementation
軟件實施服務收入

(Loss)/profit Attributable to Equity Holders of the Company 本公司權益持有人應佔(虧損)/盈利

RMB'000
人民幣千元



FIVE YEAR FINANCIAL SUMMARY

五年業績概要

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

簡明合併綜合損益表

		Year ended 31 December				
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣	人民幣	人民幣	人民幣	人民幣
Revenues	營業額	875,300	996,810	1,436,621	2,022,498	1,765,493
Gross profit	毛利	690,845	778,025	1,098,828	1,417,842	1,146,967
(Loss)/profit before income tax	扣除所得稅前(虧損)/ 盈利	189,291	223,093	295,021	181,442	(162,020)
(Loss)/profit for the year	年度(虧損)/盈利	185,027	213,414	276,266	153,162	(163,975)
(Loss)/profit attributable to equity holders of the Company	公司權益持有人 應佔(虧損)/盈利	181,546	212,479	271,710	144,988	(140,246)
Total comprehensive (loss)/income for the year	本年度總綜合(虧損)/ 收益	185,027	240,260	291,216	154,074	(77,134)
Total comprehensive (loss)/income attributable to equity holders of the Company	歸屬於本公司權益持有者 的總綜合(虧損)/收益	181,546	239,325	286,660	145,900	(53,405)

CONDENSED CONSOLIDATED BALANCE SHEET

簡明合併資產負債表

		As at 31 December				
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣	人民幣	人民幣	人民幣	人民幣
Assets	資產					
Non-current assets	非流動資產	588,821	839,257	1,109,999	1,686,582	2,418,823
Current assets	流動資產	718,575	923,866	1,148,259	1,347,410	1,562,527
Total assets	總資產	1,307,396	1,763,123	2,258,258	3,033,992	3,981,350
Equity and liabilities	權益及負債					
Equity attributable to the Company's equity holders	本公司權益持有人 應佔資本及儲備	897,164	1,242,345	1,534,054	1,609,294	1,578,843
Non-controlling interests	少數股東權益	8,780	9,715	14,271	34,316	11,459
Total equity	總權益	905,944	1,252,060	1,548,325	1,643,610	1,590,302
Non-current liabilities	非流動負債	-	-	218,837	683,128	1,432,940
Current liabilities	流動負債	401,452	511,063	491,096	707,254	958,108
Total liabilities	總負債	401,452	511,063	709,933	1,390,382	2,391,048
Total equity and liabilities	總權益及負債	1,307,396	1,763,123	2,258,258	3,033,992	3,981,350

CHAIRMAN'S STATEMENT

主席報告

Looking ahead into 2013, the Group will continue to develop the enterprise Internet business model and collaborate closely with business partners to achieve sustainable long-term growth.

展望二零一三年，本集團將繼續發展企業互聯網商業模式，與相關利益者共創共贏，實現長期的可持續性增長。



CHAIRMAN'S STATEMENT 主席報告

On behalf of the board of directors, I would like to present the financial and operating results of Kingdee International Software Group Company Limited for the year ending 31 December 2012 to shareholders for reference.

In 2012, as the demand for management software and services from Chinese enterprises was influenced by macro-economic uncertainties, coupled with the Group's proactive adjustment on its strategy and business quality, the Group resulted in an unprecedented decline in its turnover for the first time since its incorporation. Meanwhile, the Group stepped up efforts to optimize the corporate structure, controlled the cost increase and reinforced the investment in enterprise Internet business. Nevertheless, due to the deferred effect of cost control and severance expenses incurred from personnel optimization, the Group recorded a loss during the period under review. Its turnover for 2012 dropped 12.7% year-on-year to approximately RMB1,765,493,000. Loss attributable to equity holders of the Group was approximately RMB140,246,000, while comprehensive loss attributable to equity holders was approximately RMB53,405,000. Basic loss per share was approximately RMB0.0557. Given the financial performance aforementioned, the board of directors would not recommend paying dividends for the fiscal year ending 31 December 2012 at the annual general meeting.

During 2012, the Group went under business transformation and proactively made adjustments. In small and medium-sized business market, in the face of pressure from both domestic and international economic environments, the small and medium-sized enterprises reduced their software expenditures. Guided by the overall strategy of "Transformation, Focus and High Value", the Group proactively carried out a series of measures to focus on core products development and strengthen their competitiveness, launched social ERP and actively explored opportunities arising from the three emerging technologies, i.e., Social Networking, Mobile Technology and Cloud Computing. Through enhanced distribution channel, the Group transformed from sales-oriented to deliver-oriented model, enhanced project management and cultivated closer relationship with existing customers. After the vigorous implementation of corporate structure optimization and stringent risk control in the first half of 2012, the profitability of the Group improved in the second half.

本人謹代表董事會向各位股東匯報金蝶國際軟件集團有限公司截至二零一二年十二月三十一日止年度之財務及營運表現，以供股東省覽。

回顧二零一二年由於中國企業對管理軟件與服務的需求受到宏觀經濟不確定因素的影響，以及集團主動調整戰略及強化業務品質，致使集團營業收入出現創立以來的首次負增長。同時，集團積極優化組織結構，控制成本費用增長，加大企業互聯網投入，但由於成本費用控制的延滯性及人員優化所帶來的相關成本，集團全年利潤出現虧損。本集團全年營業額較上年同期下降12.7%至人民幣約1,765,493,000元；公司權益持有人應佔當期虧損及應佔綜合虧損分別為人民幣約140,246,000元及人民幣約53,405,000元。每股基本虧損約為人民幣0.0557元。鑒於報告期內的盈利狀況，董事會將在股東周年大會上不建議派發截止至二零一二年十二月三十一日止的股息。

二零一二年是本集團轉型及主動調整的一年，面對國內外經濟環境的壓力，中小型企業減少軟件開支，集團主動採取一系列的措施，以「轉型、聚焦、高價值」為略總方針，聚焦和增強核心產品競爭力，推出社交化ERP，積極探索社交網絡、移動互聯網、雲計算三大新興技術，加強分銷夥伴生態鏈，由銷售導向向交付導向轉型，加強項目管理，聚焦老客戶經營。經過集團上半年開始持續進行的組織結構優化及加強風險管控，集團利潤趨勢轉好。

CHAIRMAN'S STATEMENT 主席報告

In 2013, the macro economy has begun to stabilize, and demand for informatization among Chinese enterprises will see signs of recovery. At the same time, the competitive environments, both domestic and international, will push Chinese enterprises to accelerate their transformation and upgrade. Looking ahead into 2013, the Group will closely monitor the changes in external environment and further optimize the corporate structure to meet the strategic goals. The Group will solidify the overall strategy of "Leading-Product, Partner-First, Enthusiastic-Professional, Mutual-Success", focus on the development of core products and their competitiveness. A new marketing framework of "Client-Centric, Partner Ecosystem" will also be established to ensure the stability of operating and the improvement of efficiency. We will actively promote client retention and loyalty. While striving hard to return to profitability, the Group will further expand the "Cloud Hub" social network and launch more leading Cloud Management products, thereby helping customers to boost their management capabilities. Meanwhile, it will continue to optimize the corporate structure and to improve its profitability, aim to drive its sustainable growth and create greater shareholder value. The Group will strive to be a leading Cloud Management service provider, help its staff to achieve their career growth, create a win-win to business partners, grow together with customers and deliver greater returns to shareholders.

The year 2013 marks the 20th anniversary of the Group's establishment. On behalf of the board of directors, I would like to extend my gratitude to our clients, business partners, investors, the government and the community for their continuous support. I would also like to thank our entire staff and their families for their contributions to the Group's development.

XU Shao Chun
Chairman of the Board

進入二零一三年之後，宏觀經濟逐步穩定，中國企業對信息化的需求將出現回暖的跡象；同時，國內外的競爭環境也將迫使中國企業加快轉型升級的步伐。展望二零一三年，本集團會積極面對外部市場環境的變化，完善組織與戰略的對接，將圍繞「產品領先，夥伴至上，激情專業，共創共贏」的戰略總方針，聚焦核心產品，不斷提升產品競爭力，構建「以客戶為中心、以夥伴為主體」的新型營銷體系，保證經營的平穩和效率的提高，加強客戶粘性和老客戶經營。除了在盈利方面取得了扭虧為盈的突破之外，集團繼續深化雲之家社交化工作空間，推出更多領先的雲管理產品，使客戶管理能力得到提升的同時，集團也會不斷優化業務結構，提升盈利能力，相信能夠實現長期的可持續性增長，為股東和客戶創造更大的價值，成為雲管理的領航者，實現員工發展、夥伴共贏、客戶成長、股東回報。

二零一三年是本集團成立二十周年，本人代表董事會謹此感謝一直以來支援本集團的客戶、商業夥伴、投資者、政府及社會各界人士，以及感謝全體員工及家屬為本集團的發展所付出的努力！

徐少春
董事會主席

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The integration of Social Networking, Mobile Technology and Cloud Computing with traditional IT services will drive a new round of progress in enterprise information management.

社交網路、移動互聯網、雲計算三大新興技術和傳統IT服務融合將成為新一輪企業信息化的驅動力。



I. Business Review

In 2012, as the demand of Chinese enterprises for management software and service was impacted by macro-economic uncertainty, as well as the Group's proactive measures to adjust its strategy and enhance business quality, a negative growth in its turnover was recorded for the first time since its incorporation. However, the Group has put much effort at the optimization of organizational structure, controlled cost increase, enhanced the competitiveness of core products, launched social ERP, proactively explored the three major emerging technologies – Social Networking, Mobile Technology and Cloud Computing. Moreover, the Group strengthened its distribution partners ecosystem by shifting from a sales-oriented model to a delivery-oriented model, reinforcing project management and targeting the existing clients. As the Group continued to optimize its organizational structure and enhance risk control, profitability improved in the second half.

一、業務回顧

二零一二年，由於中國企業對管理軟件與服務的需求受到宏觀經濟不確定因素的影響，以及集團主動調整戰略及強化業務品質，致使集團營業收入出現創立以來的首次負增長。但是，集團積極優化業務與組織結構，控制成本費用增長，聚焦和增強核心產品競爭力，推出社交化ERP，積極探索社交網路、移動互聯網、雲計算三大新興技術，加強分銷夥伴生態鏈，由銷售導向向交付導向轉型，加強項目管理，聚焦老客戶經營，經過一系列持續改善與風險管控，下半年集團利潤趨勢轉好。



The Group will keep on building the cloud workspace with more leading Cloud Management products. Closer cooperation and mutual growth of the Group and its clients can be expected.

王東
金蝶醫療移動與
創新產品經理



楊波
互聯網產品經理



田小彥
互聯網產品經理



譚華
KIS移動產品經理



打造雲之家社交化工作空間，推出更多領先的雲管理產品，更緊密地與客戶合作與共同成長。

1. Enterprise Management Software and Services

Small and Medium-Sized Enterprise Market

During the reporting year, small and medium-sized enterprises faced pressure from the domestic and external economic environment, as well as other factors such as the increase in labor costs, and thus reduced expenditure on software. As such, revenue from KIS software, K/3 software and implementation service decreased as compared to the same period last year. To increase market share, the Group implemented multiple measures, such as integrating the distribution business of KIS and K/3 products, strengthening the core competitiveness of our distribution channels and partners, and launching value-adding training, so as to gradually establish a client-oriented business model with our partners as the main body. At the same time, the Group launched a series of Cloud Management products for small and medium-sized enterprises on the theme "Cloud Management, Everywhere and Always", which included the "Cloud + Terminals" Kingdee KIS Cloud Management software as the first of this kind catering to small and micro enterprises in China. Besides, multiple mobile applications targeting owners, sales personnel, etc. in small and micro enterprises came in the market. Furthermore, we made continuous improvement in K/3 WISE products and launched the Cloud-based ERP product K/3 Cloud V1.0, which can work with industry chains and clients to create third-party applications and add value to client services.

1. 企業管理軟件及服務業務

中小企業市場

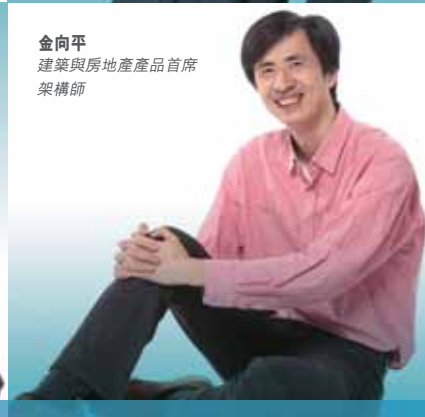
報告期內，面對國內外經濟環境的壓力下，加上人力成本上升等因素，中小型企業減少軟件開支，KIS軟件收入、K/3軟件與實施收入較去年同期下降。為提升市場佔有率，本集團整合KIS及K/3產品渠道業務，加強渠道佈局與夥伴核心競爭力，開放增值培訓等多項業務，逐步建立以客戶為中心、以夥伴為主體的經營模式。同時，本集團以「雲管理，觸手可及」為主題發佈一系列中小企業雲管理產品，包括國內首款針對小微企業的「雲+端」金蝶KIS雲管理軟件；推出小微企業老闆、銷售人員等不同角色使用的多種移動應用；K/3 WISE產品不斷完善，並發佈基於雲平台的ERP產品K/3 Cloud V1.0，可與產業鏈、客戶共同打造第三方應用，提升對客戶服務的價值。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析



Cloud Management is bringing innovative changes to enterprise management.

「雲管理」正在為企業管理帶來創新性變革。



In 2012, the Group was honored as “The No. 1 Market Share Leader in China’s SME Market” for the eighth straight year (IDC, August 2012).

Large and Medium-sized Enterprises Market

During the reporting year, large and medium-sized enterprises were more stringent in their IT strategies and took on longer decision cycles. In addition, the Group proactively adjusted its business structure, which caused EAS software and implementation revenue to decrease as compared to the same period last year. The Group observed an acceleration in industry upgrade, where large and medium-sized enterprises became more concerned with business and management model innovations through IT. The Group thus launched China’s first enterprise social ERP – EASV7.5, which integrated the three major emerging technologies of Cloud Management, achieving major breakthrough in enterprise management, mobile social application, personalized extension and performance upgrade. At the same time, the Group continued to enhance industry solutions for core industries such as real estate, launching Cloud Management applications such as Mobile Property Sales to assist enterprises in upgrading management efficiency. During the reporting period, long-term clients (including Qingdao Port, Zhongsheng Group, Xidian Group and Kingboard Chemical) were upgraded to EASV7.5, while well-known major clients (including

本集團在2012年連續第八年榮獲中國中小企業市場佔有率第一名 (IDC, 2012年8月)。

大中型企業及行業市場

報告期內，大中型企業IT決策更加謹慎且決策週期有所加長，加上集團主動調整業務結構，EAS軟件與實施收入較去年同期有所下降。本集團觀察到行業升級加速，大中型企業更加關注IT對於業務模式和管理模式的創新，因此本集團發佈中國第一款集團企業社交化ERP – EASV7.5，結合雲管理新興三大技術，在集團管控、移動社交化應用、個性化擴展和性能提升上取得了重大突破。同時，本集團繼續強化房地產等核心行業解決方案，推出移動售樓等雲管理應用，幫助企業加強管理效率。報告期內，青島港、中升集團、西電集

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

Shandong Shiheng Special Steel Group, Ningxia Baofeng Energy Group, Hubei Changjiang Radio and Television Media Group and Shaanxi Expressway Group) signed contracts for our services as well, thereby reinforcing the Group's leading position in the market of large and medium-sized enterprises.

Consulting, Implementation and Maintenance Services

During the reporting year, the Group persisted in improving the core competitiveness of its management consulting businesses by focusing on ERP-related IT planning, organization, process, performance and system management to raise the value of ERP. Due to the decline in software revenue, the implementation service revenue was reduced as compared to the same period last year. The Group continued to accelerate towards a delivery-oriented model, aggressively expand its service partner base, enhance project management, strengthen the construction of delivery systems in sales branches and build up a service database, so as to assist clients in successfully adopting their information systems quickly and satisfactorily in the informatization process.

Despite the impact from the market environment during the reporting year, the Group's maintenance business revenue remained on the rise. Meanwhile, the Group's maintenance business underwent a strategic transformation towards "Cloud + Terminals" by setting up a new service model with a Cloud service platform as the core and a desktop service platform as client terminals, which would cover tens of thousands of clients and provide a one-stop Internet service experience. To meet large and medium-sized enterprises' demand for customized maintenance services, the Group optimized its maintenance solutions and offered a variety of IT service solutions to provide customized services and high value-added maintenance service solutions to our clients for the purpose of sustainable growth of our maintenance business.

International Business

During the reporting year, the Group continued to boost business development in the Asia Pacific, with its focus on foreign enterprises operating in mainland China and Chinese companies with global reach. It established collaborative relations with more than 30 overseas partners. The industry giants that the Group secured as its clients included Quality HealthCare Medical Services Limited, Emerson Network Power, Yamazaki Mazak, Yanlord Land Group Limited, Singapore Xinyang Group and Tory Burch Far East Limited Company.

團、建滔化工等老客戶升級EASV7.5，同時簽約山東石橫特鋼集團、寧夏寶豐能源集團、湖北長江廣電傳媒集團、陝西高速集團等知名大型客戶，繼續鞏固本集團在大中型企業市場的領先地位。

諮詢，實施與運維服務

報告期內，集團持續提升管理諮詢業務的核心競爭力，聚焦於與ERP密切相關的IT規劃、組織、流程、績效和制度管理，提升ERP價值。受到軟件收入減少的影響，實施服務較去年同期下降。集團繼續加速向交付轉型，大力發展服務夥伴，加強項目管理，強化交付體系在分支機構的建設，建立服務知識庫，以協助客戶在信息化的過程中，快速而完善的成功導入信息系統。

報告期內，雖然受到市場環境的影響，但集團運維服務收入持續增長，同時，集團運維業務向「雲+端」戰略轉型，建設以雲服務平台為核心，桌面服務系統為客戶端的新型服務交付與營銷模式，覆蓋數萬家客戶，提供互聯網一站式服務體驗。針對大中型企業客戶個性化運維服務需求，集團調整和新增多項客戶專項服務方案，為客戶提供個性化服務及高價值化運維服務方案，支撐運維服務業務增長。

國際業務

報告期內，繼續推進亞太區域市場的佈局，聚焦於國內外資企業、中國企業走向海外，並在海外發展了30餘家合作夥伴，成功簽約卓健醫療服務有限公司、艾默生網絡能源、山崎馬扎克、仁恒置地集團有限公司、新加坡欣陽集團、Tory Burch Far East Limited Company等跨國知名企業及行業龍頭企業。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

2. Enterprise Internet Service

During the reporting period, facing a new application renovation driven by emerging Internet technologies, the Group took the initiative to integrate and expand its businesses. It set up the Enterprise Internet Service Group and promoted emerging services, such as the enterprise social networking and SaaS, which was designed to provide a private “Workspace of Social Networking” for better communication, collaboration and management efficiency.

Among which, Cloud Hub (www.kdweibo.com), our enterprise social networking product, became the largest enterprise social network in China, with the number of registered enterprises exceeding 22,000 and enterprise users amounting to 350,000. It was granted the “2012 Most Valuable Internet Product Award of Enterprise Class in China” by the Public Service Platform of National Information Industry.

Youshang (www.youshang.com), the largest online accounting SaaS service platform in China, focused on the online accounting SaaS service with new paying subscribers at a stable growth of 40% year-on-year and retention rate at 80%.

Kuaidi 100 (kuaidi100.com) product achieved a breakthrough that single-day page view (PV) went beyond 9,000,000, and opened API for connection with nearly 10,000 domestic electronic commercial websites. It was a purple-gold-class strategic partner of Baidu and became the largest courier and logistics information enquiry and service platform in China.

Kingdee Wise Note product (zhj.kisdee.com) is the first “Cloud + Terminals” Sales-and-Inventory software in China. It had over 22,000 paying users and continued to lead in the individually-owned enterprise market.

3. Subsidiary Business

Kingdee Medical and Healthcare Software and Service

During the reporting period, we saw a strong demand from the PRC medical and healthcare sector. In 2011, following the completion of acquisitions and integrations with Guangzhou Wisetop Computer Co. Ltd. and Shanghai Kehuaqixiao Technology Co. Ltd., the Group launched the “Medical Information Integration and Management Solution”, and successively released other new products such as a cloud computing platform hBOS for medical and healthcare organizations, mobile medical and healthcare products, HRP professional edition, E-record V7.5 and mobile BI. It also signed contracts with several important clients, including Wuhan Chinese Medicine Hospital, Henan Chest Hospital and Binzhou Regional Health Information Platform.

2. 企業互聯網服務業務

報告期內，面對互聯網新興技術帶來的新一輪應用變革，集團主動進行業務整合與拓展，成立企業互聯網事業群，積極推動企業社交網絡、SaaS等新興服務，致力於為企業用戶提供私密的「社交化工作空間」，提升溝通協作和管理效率。

其中，企業社交產品雲之家(www.kdweibo.com)註冊企業突破2.2萬，企業用戶達到35萬人，成為中國最大的企業社交網絡，並榮獲國家信息產業公共服務平台頒發的「2012年中國最具價值互聯網企業級產品獎」。

友商網(www.youshang.com)專注於在線SaaS會計服務，新增付費客戶數取得同期40%的穩定增長，付費客戶連續多年保持80%的續費留存率，是國內最大的在線會計與進銷存SaaS服務平台。

快遞100(kuaidi100.com)產品取得突破，單日峰值PV逾900萬，開放API銜接國內電商網站近萬家，是百度紫金級戰略夥伴，並成為中國最大的快遞與物流信息查詢與服務平台。

金蝶智慧記產品(zhj.kisdee.com)是中國第一款「雲+端」進銷存軟件，付費用戶已超過2.2萬，在個體企業市場繼續領先。

3. 子公司業務

醫療衛生行業軟件及服務業務

報告期內，中國醫療衛生領域需求旺盛。本集團在2011年完成對廣州慧通計算機有限公司與上海科華齊效電腦技術有限公司的併購整合後，推出了「醫療資訊整合與管控解決方案」，相繼發佈了醫療衛生行業雲平台hBOS、移動醫療、HRP專業版、電子病歷V7.5，移動BI等新產品，並簽署武漢市中醫院、河南胸科醫院，郴州市區域衛生信息平台等重要客戶。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

Middleware

During the reporting period, a new version of application server of our core product was released to the public. It had new competitive edges in terms of performance and application management, Cloud computing as well as support to visualization. In the same period, the Group consecutively obtained the planning and design projects of Cloud computing platform of giant enterprises including Hunan Tobacco Company and CNOOC. The nationally major science and technology project taken thereunder, entitled "Core Electronic Parts, High-end Chips, Basic Software Products", received an acceptance from the Ministry of Industry and Information Technology.

II. Organization and Personnel Assurance

At 31 December 2012, the Group had approximately 7,755 (31 December 2011: approximately 10,300) full-time employees. The majority of these employees work in the PRC. The Group offers remuneration packages in line with industry practice. Employees' remuneration includes basic salaries and bonuses. In order to attract and retain a high caliber of capable and motivated workforce, the Group offers share based incentive schemes to staff based on the individual performance and the achievements of the Group's targets. The Group is committed to providing its staff with various in house and external training and development programs.

III. Corporate Social Responsibility

During the reporting period, the Group kept on the cooperation with China's top business schools to continually push forward the Chinese Management Model and support the selection activities of the Chinese Management Model Outstanding Awards. In addition, it assisted enterprises in developing their own management models and social sharing, and proactively promoted "Walk on ZHENGDAO, and Walk by WANGDAO" so as to build a new business culture.

During the reporting period, the Group signed strategic cooperation agreements with a number of renowned universities, including Wuhan University, Nanjing Audit University and Northwest University, to build joint labs, training bases and technical centres of original software in order to nurture more original software professionals for China and for enterprises as well. The Group continued to sponsor students and teachers at Southeast University, as well as organize the "Kingdee Cup" National Student Business Start-ups Competition to encourage students to start-up their own businesses, enhance their job skills, and help the Chinese enterprises develop their talents.

During the reporting period, the Group signed a cooperation agreement with the most dynamic domestic charity, One Foundation, and built a social ERP platform to help facilitate smooth, clear and transparent public welfare services. The platform will drive transparency and efficiency and promote the development of public welfare in China. At the same time, the Group donated RMB1,400,000 to the One Foundation's "Joining Hands with Orphans" charity project.

中間件業務

報告期內，發佈核心產品應用服務器新版本，在性能和應用管理、雲計算及對虛擬化的支持，取得了新的競爭優勢。報告期內，先後獲得湖南煙草公司、中國海洋石油等大型企業的雲計算平台規劃和設計項目，所承擔的國家科技重大項目(核高基)已經通過了工信部組織的項目驗收。

二、組織與人才保障

於二零一二年十二月三十一日，本集團約有全職僱員7,755名(二零一一年十二月三十一日：約10,300名)。該等僱員大部份受僱於中國。本集團按照行業慣例提供酬金福利予僱員。僱員酬金包括基本薪金及花紅。為吸納及挽留優秀積極之僱員，本公司按個人表現及所達到之本公司目標，向僱員授出購股權。本集團亦同時致力為僱員提供多項內部及外部培訓與發展計畫。

三、社會責任

報告期內，本集團繼續聯合中國頂尖商學院繼續推動中國管理模式和支援中國管理模式傑出獎的遴選活動，協助企業總結提煉出自己的管理模式與社會共享，積極倡導「走正道，行王道」，構建新的商業文明。

報告期內，本集團與武漢大學、南京審計學院、西北大學等多家知名高校簽署戰略合作協定，建立了聯合實驗室、國產基礎軟件實訓基地和技術中心，更好的為國家和企業培養基礎軟件人才。本集團持續在東南大學設立獎學金、獎教金，承辦「金蝶杯」全國大學生創業大賽活動，推動大學生積極就業、自主創業，提高大學生就業創業的素質與技能，幫助中國企業培養優秀人才。

報告期內，本集團與國內最具活力的慈善機構「壹基金」簽署合作協議，以「社交化ERP」為壹基金構建流暢、清晰、透明的公益事業工作與溝通協作平台，使公益項目從立項到執行全過程實現透明化，實現基金財務運營透明、嚴謹和高效，共同推動中國公益事業良性發展。同時本集團還向壹基金捐贈140萬人民幣的善款，用於「牽手孤兒」等專項公益計劃。

IV. Financial Review

For the year ended 31 December 2012, the Group's turnover amounted to RMB1,765,493,000, a decrease of 12.7% against 2011 (2011: RMB2,022,498,000).

During the reporting period, the Group recorded software revenues of RMB873,578,000, a decline of 19.7% against 2011 (2011: RMB1,088,015,000); Services revenue of RMB840,927,000, a decline of 1.7% against 2011 (2011: RMB855,866,000). The Group's net cash flow generated from operating activities was RMB11,661,000 (2011: RMB151,253,000).

During the reporting period, the trade receivables turnover climbed by 13 days to 48 days (the average of the trade receivables balance at the beginning and the end of the year divided by the total revenue of the year times 365 days) (2011: 35 days).

For the year ended 31 December 2012, loss attributable to equity holders of the Company was RMB140,246,000 (2011: profit of RMB144,998,000). Comprehensive loss attributable to equity holders of the Company was RMB53,405,000 (2011: profit of RMB145,900,000). During the year, net profit margin was approximately -7.9% (2011: approximately 7.2%) and basic loss per share was RMB0.0557 (2011: profit of RMB0.0577).

Gross Profit

Gross profit of the Group declined by approximately 19.1% from RMB1,417,842,000 in 2011 to RMB1,146,967,000 in 2012. Gross profit margin for the year decreased to approximately 65.0% (2011: approximately 70.1%). The decline of the gross margin was mainly due to the higher mix of the service revenue.

Selling and marketing expenses

Selling and marketing expenses for 2012 amounted to RMB1,153,722,000 (2011: RMB1,229,721,000), representing a decrease of 6.2% against last year. The decline was mainly due to the Group's organizational integration, to optimize and strengthen various cost controls.

Administrative Expenses

Administrative expenses for 2012 amounted to RMB216,866,000 (2011: RMB254,485,000), representing a decrease of approximately 14.8%. The decrease was mainly due to the integration of organization structure and departments, the number of headcount, as well as various cost control initiatives.

四、財務回顧

本集團截至二零一二年十二月三十一日止年度的營業額為人民幣1,765,493,000元，較二零一一年下降12.7%（二零一一年：人民幣2,022,498,000元）。

報告期內，本集團實現軟件銷售收入人民幣873,578,000元，較二零一一年下降19.7%（二零一一年：人民幣1,088,015,000元）；實現服務收入人民幣840,927,000元，較二零一一年下降1.7%（二零一一年：人民幣855,866,000元）。本集團來自經營活動的淨現金流量為人民幣11,661,000元（二零一一年：人民幣151,253,000元）。

報告期內，應收賬款的周轉天數為48天（年初及年末應收賬款餘額的平均數除以全年收入乘以365天）（二零一一年：35天）。應收賬款周轉天數增加13天。

集團截至二零一二年十二月三十一日止年度的本公司權益持有人應佔虧損為人民幣140,246,000元（二零一一年：盈利人民幣144,998,000元）。本公司權益持有人應佔綜合虧損為人民幣53,405,000元（二零一一年：盈利人民幣145,900,000元）。於年內，淨利潤率約為-7.9%（二零一一年：約為7.2%），每股基本虧損為人民幣0.0557元（二零一一年：每股基本盈利人民幣0.0577元）。

毛利

本集團的毛利由二零一一年度的人民幣1,417,842,000元降至二零一二年度的人民幣1,146,967,000元，跌幅約19.1%。於年內，毛利率有所下降，約為65.0%（二零一一年：約為70.1%）。毛利率下降的主要原因是由於服務收入比重的上升。

銷售及推廣成本

二零一二年度的銷售及推廣成本為人民幣1,153,722,000元（二零一一年：人民幣1,229,721,000元），較去年降低約6.2%。期內銷售及推廣成本的降低主要是由於集團進行整合、人員優化並加強各項成本費用控制。

行政費用

二零一二年度行政費用為人民幣216,866,000元（二零一一年：人民幣254,485,000元），較去年降低約14.8%，主要是由於集團加強管理部門的組織整合、人員數量控制以及各項常規成本費用控制。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

Research and Development costs

R&D costs for 2012 amounted to RMB200,357,000 (2011: RMB168,724,000), representing an increase of approximately 18.7%. The increase was mainly due to the higher growth in R&D costs in 2012, and the capitalized R&D costs drove the amortization expense to increase 28.2%.

Capital Expenditure

For the year ended 31 December 2012, the Group's major capital expenditure mainly included R&D capitalised expenses of RMB252,045,000 (2011: RMB258,209,000), construction fees and machinery and equipment purchasing of Software Park in the amount of RMB317,387,000 (2011: RMB264,798,000); land use rights of RMB62,036,000 (2011: RMB10,014,000); payments for acquisition of RMB74,234,000 (2011: RMB47,535,000).

Financial Resources and Liquidity

As at 31 December 2012, the Group had cash, cash equivalents and deposits amounting to RMB918,093,000 (2011: RMB660,934,000). The current ratio was 1.6 (2011: 1.9) and the gearing ratio (defined as total borrowings to total capital) was 50.0% (2011: 27.3%).

As at 31 December 2012, the Group had short-term bank loans of RMB227,000,000 (2011: 20,000,000). As at 31 December 2012, the Group had long-term borrowings amounting to RMB1,363,641,000 (2011: RMB597,500,000).

As at 31 December 2012, the Group was not subject to any material exchange rate exposure, and had not entered into any foreign exchange futures contract to hedge against exchange rate fluctuations.

As at 31 December 2012, the Group did not have any material contingent liabilities (2011: nil).

研發費用

二零一二年度研發費用為人民幣200,357,000元(二零一一年：人民幣168,724,000元)，較去年增長約18.7%，主要是由於2012年研發費用增長較快、資本化金額較高，使本年攤銷費用增長28.2%。

資本開支

截至二零一二年十二月三十一日止，本集團重大資本開支包括：研發費用資本化人民幣252,045,000元(二零一一年：人民幣258,209,000元)；軟件園工程、機器及設備人民幣317,387,000元(二零一一年：人民幣264,798,000元)；土地使用費人民幣62,036,000元(二零一一年：人民幣10,014,000元)；支付收購款人民幣74,234,000元(二零一一年：人民幣47,535,000元)。

財務資源及流動性

截至二零一二年十二月三十一日止，本集團擁有現金及現金等價物及存款人民幣918,093,000元(二零一一年：人民幣660,934,000元)，流動比率為1.6(二零一一年：1.9)，槓桿比率(總貸款對總資本)為50.0%(二零一一年：27.3%)。

截至二零一二年十二月三十一日止，本集團短期銀行借款為人民幣227,000,000元(二零一一年：人民幣20,000,000元)。截至二零一二年十二月三十一日止，本集團長期借款為人民幣1,363,641,000元(二零一一年：人民幣597,500,000元)。

於二零一二年十二月三十一日，本集團並無重大匯率波動風險，亦無訂立任何外匯期貨合同以對沖外匯的波動。

於二零一二年十二月三十一日，本集團並無任何重大或有負債(二零一一年：無)。

V. Future Development

In 2013, the macro economy is beginning to stabilize, and demand for informatization among Chinese enterprises will see signs of recovery. At the same time, the competitive environment, both international and domestic, will push Chinese enterprises to accelerate their transformation and upgrade. The integration of the three major emerging technologies, Social Networking, Mobile Technology and Cloud Computing, and traditional IT services will drive a new round of enterprise informatization. "Cloud Management" is bringing innovative changes to enterprise management.

Looking ahead into 2013, the Group will proactively tackle changes in the external market following the overall strategy of "Leading-Product, Partner-First, Enthusiastic-Professional, Mutual-Success". We will continue to enhance product competitiveness with focus on core products, establish a new marketing framework of "Client-Centric, Partner Ecosystem" to transform continuously towards a delivery-oriented model, under which we will actively expand our service partners and promote client retention and loyalty. The Group will keep on developing the enterprise Internet business model and build the social workspace of Cloud Hub. More new and leading Cloud Management products will be launched, while closer cooperation and mutual growth of the Group and its clients can be expected. The Group will optimize the business structure to improve profitability incessantly, and believes that it can achieve long-term sustainable growth to create greater value for shareholders and clients and become the Cloud Management leader. Invariably, it will continue to dedicate efforts toward nurturing its staff, leading industry re-imagination, generating internal synergies and collaborating closely with business partners that result in the advancement of customers' business and delivery of fair returns to shareholders.

五、未來發展

進入二零一三年之後，宏觀經濟逐步穩定，中國企業對信息化的需求將出現回暖的跡象；同時，國內外的競爭環境也將迫使中國企業加快轉型升級的步伐。社交網路、移動互聯網、雲計算三大新興技術和傳統IT服務融合將成為新一輪企業信息化的驅動力，「雲管理」正在為企業管理帶來創新性變革。

展望二零一三年，本集團會積極面對外部市場環境的變化，將圍繞「產品領先，夥伴至上，激情專業，共創共贏」的戰略總方針，聚焦核心產品，不斷提升產品競爭力，構建「以客戶為中心、以夥伴為主體」的新型營銷體系，繼續向交付導向轉型，大力發展服務夥伴，加強客戶粘性和老客戶經營。集團將繼續發展企業互聯網商業模式，打造雲之家社交化工作空間，不斷創新，推出更多領先的雲管理產品，更緊密地與客戶合作與共同成長。集團會不斷優化業務結構，提升盈利能力，相信能夠實現長期的可持續性增長，為股東和客戶創造更大的價值，成為雲管理領航者，引領行業重新想像，與相關利益者共創共贏，實現員工發展、夥伴增值、客戶成長、股東回報。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS

Executive Directors

XU Shao Chun (徐少春), aged 50, founder of the Group, Chairman of the Board. Mr. XU has been awarded the Government Special Expert Allowance by the State Council. Mr. XU graduated from Southeast University in computer science and obtained Master of Accounting from Institute of Ministry of Finance and Executive Master of Business Administration from China Europe International Business School. He is a member of 9th central committee of China National Democratic Construction Association, a member of council of China Siyuan Poverty Alleviation Foundation, deputy director of China Software Industry Association and a member of Accounting Information Technology Committee of Finance Ministry. Mr. XU, with his deep realization of business strategy and operation management and advance technology sensitivity and accurate grasp of industry trends of global software industry, has always been committed to “leading the progress of Chinese management model” and to lead the company to be a global leading management and IT integrated solutions and service provider. For his outstanding achievements, he has awarded as “United Nations World Indigenous Entrepreneurs Award”, “China Software Ten Outstanding Youths”, “The 10 Outstanding Entrepreneurs Award”, “Outstanding Leader for China’s Information Industry”, “Thirty Affective Economy Persons in the Thirty Years of Reform and Opening in Shenzhen” and “Shenzhen Science and Technology Innovation Mayor’s Award” etc.

CHEN Deng Kun (陳登坤), aged 36, an Executive Director. Mr. CHEN graduated from Anhui University of Finance and Economic with a bachelor degree in management, an EMBA degree from China-Europe International Business School (CEIBS). Mr. CHEN is a member of the Association of Enterprise Architect (AEA) in USA, a member of the Association of Chartered Certified Accountant (ACCA) in UK, a member of the Chinese Institute of Certified Public Accountant (CICPA). Mr. CHEN also participated in policy making proposal for local legislatures as a member of National People’s Congress in Nanshan District of Shenzhen. Mr. CHEN is now serving as adjunct professor at Zhongnan University of Economics and Law, Anhui University of Finance and adjunct social mentors for masters. Mr. CHEN joined the Group in 2000, and has been held important positions as head of Audit Department, Assistant President, Chief Human Resources Officer and Chief Financial Officer.

YANG Jian (楊健), aged 36, an Executive Director (appointed as Executive Director on 20 March 2013). Mr. Yang graduated from Guangdong University of Business Studies with a bachelor degree in economics in 1999 and obtained another bachelor degree in law from China University of Political Science and Law. After joining the Group in 2003, he has been engaged in the areas of Audit, Finance, Operation, IT, Administration Management. Mr. Yang has extensive experience in management and is a capable leader.

董事

執行董事

徐少春，50歲，集團創始人、董事會主席、國務院特殊津貼高級專家；徐先生畢業於東南大學計算機專業，並取得財政部財政科學研究所會計學專業碩士及中歐國際商學院工商管理碩士(EMBA)學位。徐先生現任中國民主建國會第九屆中央委員會委員、中華思源工程扶貧基金會理事、中國軟件行業協會副理事長及財政部會計信息化委員會委員。徐先生憑藉對企業戰略與運營管理的深刻體悟，以及前瞻的技術敏感與對全球軟件產業發展趨勢的敏銳洞察，一直積極推動「中國管理模式在全球崛起」，並致力帶領集團成為全球領先的管理與IT整合解決方案服務商。徐少春先生踐行這一事業的過程中，因其卓越成就而屢獲殊榮，曾獲得「聯合國世界本土企業家獎」、「中國軟件十大傑出青年」、「十大傑出企業家」、「中國資訊產業傑出領導」、「改革開放三十年影響深圳三十個經濟人物」及「深圳科技創新市長獎」等多項殊榮。

陳登坤，36歲，集團執行董事。陳先生曾獲安徽財貿學院(現安徽財經大學)管理學學士學位、中歐國際工商學院工商管理碩士學位，現為美國企業架構師協會會員(AEA)、英國皇家特許公認會計師協會會員(ACCA)、中國註冊會計師協會會員(CICPA)，他曾作為深圳市南山區第五屆人大代表並獲優秀提案獎，並為中南財經政法大學的兼職教授、安徽財經大學的兼職教授與碩士研究生社會導師。陳先生於2000年加入本集團，先後擔任過公司審計部負責人、總裁助理、首席人力資源官、首席財務官等重要職務。

楊健，36歲，集團執行董事(於二零一三年三月二十日獲委任為執行董事)。楊先生於一九九九年畢業於廣東商學院取得經濟學學士學位，後取得中國政法大學法學學士學位。楊先生於二零零三年加入金蝶中國，先後負責審計、財務、運營、IT、行政後勤等職務，具有豐富的管理經驗和出色的領導才能。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Non-executive Director

DONG Ming Zhu (董明珠), aged 58, obtained a Master Degree of Business Administration from Zhongnan University of Economics and Law. She is now the chairman of the board (“COB”) of Zhuhai Gree Group Co. Ltd., the COB and President of Gree Electric Appliances, Inc. of Zhuhai Co., Ltd. (the subsidiary of Zhuhai Gree Group Corp.) Ms. DONG had been awarded the “National May Day Labor Prize”, and had been elected as a Member of the 10th and 11th National People’s Congress, a Member of the Standing Committee of the China National Democratic Construction Association and a Member of the 10th Executive Committee of All-China Women’s Federation. Ms. DONG has solid experience in marketing and management of household appliances, and the Regional Sales Model that she developed has been commended as an “Excellent Achievement of Modernizing Enterprises’ Management of Guangdong Province”. Ms. DONG has been dedicated to creating local Chinese brands and was granted the “Innovation Award of CCTV’s China’s Economic Figures of the Year 2010”.

Independent non-executive Directors

Gary Clark BIDDLE, aged 61, an Independent Non-executive Director of the Company. Mr. Biddle is Accounting Chair and PCCW Chair Professor at the University of Hong Kong. He received his MBA and PhD degrees at University of Chicago and has served as professor at University of Chicago, University of Washington and Dean of the Faculty of Business and Economics at the University of Hong Kong and Associate Dean of the School of Business and Management of Hong Kong University of Science and Technology, where he was a member of the Council, Court, Senate and held the title of Synergis-Geoffrey Yeh Chair Professor. He has served or is serving as visiting professor at leading business schools globally, including Columbia University Business School (USA), London Business School (UK), IMD (Switzerland) and CEIBS (China). Mr. Biddle is a member of the American Accounting Association, American Institute of Certified Public Accountants, Hong Kong Business and Professionals Federation, Hong Kong Institute of Certified Public Accountants, Hong Kong Institute of Directors and he is past President and co-founding Council Member of the Hong Kong Academic Accounting Association. He is a leading expert in financial accounting, financial markets, valuation, value creation, corporate management and performance metrics, including EVAR. Mr. Biddle is also an Independent Non-Executive Director of Shui On Land Limited and a remuneration committee member at closely-held Chinachem Group.

非執行董事

董明珠，58歲，集團非執行董事，於中南財經政法大學取得工商管理碩士學位。董女士現任珠海格力集團有限公司董事長及其附屬公司珠海格力電器股份有限公司董事長及總裁，曾被授予「全國五一勞動獎章」及被選舉為中華人民共和國第十屆、第十一屆人民代表大會代表、中國民主建國會中央常委、中華全國婦女聯合會第十屆執委會委員。董女士具有豐富的家用電器行銷渠道運營及管理經驗，開創的「區域銷售模式」被評為「廣東省企業管理現代化優秀成果」。董女士一直致力於打造中國民族品牌，曾被評選為「2010 CCTV中國經濟年度人物創新獎」。

獨立非執行董事

Gary Clark Biddle，61歲，集團獨立非執行董事。現任香港大學會計學講座及電訊盈科講座教授。BIDDLE先生獲芝加哥大學工商管理碩士及博士學位。BIDDLE先生亦曾擔任芝加哥大學及華盛頓大學教授，以及香港大學經濟及工商管理學院院長及香港科技大學工商管理學院副院長、顧問委員、校董會成員、教務委員、新昌一葉謀遵會計學講座教授。BIDDLE先生曾經或仍然在全球領先商學院擔任客席教授，包括美國哥倫比亞大學商學院，英國倫敦商學院，瑞士國際管理發展學院及中國中歐國際商學院。BIDDLE先生是美國會計協會、美國執業會計師公會、香港工商專業聯會、香港會計師公會及香港董事學會委員。他是香港學術會計學會前主席及共同創辦理事會成員。他是在財務會計，金融市場，評估，價值創造，企業管理和業績量度，包括經濟價值增值率的頂尖專家。BIDDLE先生亦是裡安房地產有限公司的獨立非執行董事及華懋集團薪酬委員會成員。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

HO Ching Hua (何經華), aged 56, an Independent Non-executive Director of the Company. Mr. HO graduated from National Taiwan University in political science and obtained Master of Arts from National Chenchi University of Taiwan and Master of Science from University of Maryland of the United States. Prior to joining the Company, Mr. HO had worked in Sybase Inc. in USA, Oracle Corp. East Coast Region, UFIDA Software Co. Ltd. and Siebel Systems Inc. Mr. HO has abundant experience in sales channel operation and management of international and domestic well-known information technology enterprises. Mr. HO is now an independent non-executive director of Jess-Link Products Corporation Limited, a company listed on Gre Tai Securities Market of Japan and Taiwan Securities Exchange.

WU Cheng (吳澄), aged 73, an Independent Non-executive Director of the Company, a professor of the Department of Automation of Tsinghua University and an academician of Chinese Academy of Engineering. Mr. WU is also the Dean of State CIMS Engineering Technical Research Center. Mr. WU graduated from the Department of Electrical Engineering, Tsinghua University of undergraduate course in 1962 and graduate course in 1966. He had been doing post doctorate researches in USA from 1981 to 1983. Mr. WU has participated in CIMS projects of 863 Program, and has been appointed as the leader of CIMS expert group and chief scientist in automation field. He has received a lot of awards for his contributions to the technology development in the PRC.

YEUNG Kwok On (楊國安), aged 52, an Independent Nonexecutive Director of the Company. Mr. YEUNG received his bachelor and master degrees in management from the University of Hong Kong, and Ph.D degree in Human Resource Management from the University of Michigan. Mr. YEUNG now is the Philips Chair Professor of Human Resource Management and Director of Centre of Organization and People Excellence at China Europe International Business School. Mr. YEUNG is also the founder of CEO Learning Association and Organizational Capability Learning Association. Mr. YEUNG's research focuses on building organizational capability for strategic implementation, accelerating globalization of Chinese firms, growing leadership talent for business growth, and leading large-scale organizational transformation. Mr. YEUNG is experienced in enterprises organizational construction, human resources strategy and human resources training. Mr. YEUNG worked in Acer Inc. as Chief Learning Officer and Chief Human Resources Officer from early 1999 to June 2002. Mr. YEUNG was awarded the "2002 China Human Resources Annual Person" by Smart Fortune Magazine of China and the "2004 China Human Resources Outstanding Achievement Award" jointly by Asian-Pacific Human Resources Research Association and Smart Fortune Magazine (China) Co., Ltd. Mr. YEUNG is now an independent non-executive director of Trina Solar Limited, a company listed on the New York Stock Exchange and SITC International Holding Company Ltd., a company listed on the Hong Kong Stock Exchange.

何經華，56歲，集團獨立非執行董事。何先生畢業於國立台灣大學政治學專業，取得台灣國立政治大學外交碩士學位及美國馬裡蘭大學計算器專業碩士學位。在何先生加盟本公司之前，曾擔就職於美國賽貝斯軟件有限公司(Sybase Inc.)、美商甲骨文股份有限公司(Oracle Corp. East Coast Region)、甲骨文股份有限公司台灣分公司(Oracle Taiwan Inc.)、用友軟件股份有限公司和希柏軟件系統公司(Siebel System Inc.)等。何先生具有豐富的國內外知名IT公司營銷渠道運營和管理經驗。何先生目前在日本櫃檯證券買賣市場和台灣證券交易所上市的佳必琪股份有限公司擔任獨立董事。

吳澄，73歲，集團獨立非執行董事，清華大學自動化系教授及中國工程院院士。吳先生亦為國家CIMS工程技術研究中心主任。吳先生分別於一九六二年及一九六六年畢業於清華大學電機系本科及研究生，於一九八一年至一九八三年在美國從事博士後研究工作。吳先生一直參與863計劃下的CIMS項目，並為CIMS專家組的組長，以及有關自動化領域首席科學家。彼於中國科技發展的貢獻使其獲頒多項獎項。

楊國安，52歲，集團獨立非執行董事。楊先生獲香港大學管理學學士及碩士、密西根大學人力資源管理學博士，現為中歐國際工商學院飛利浦人力資源管理教席教授、人力資源與組織管理研究中心主任，並為首席執行官學習聯盟和組織能力建設學習聯盟的創始人。楊先生專注於組織戰略執行能力建設、加快中國企業全球化、培養企業領導者以及大型組織轉型等領域的研究，並在企業組織建設、人力資源戰略和人才培訓等方面具有豐富的經驗。楊先生於一九九年初至二零零二年六月期間曾任宏基集團首席培訓主任兼人力資源總監。楊先生被中國財智雜誌選為「2002中國人力資源年度人物」，並獲Asian-Pacific Human Resources Research Association與Smart Fortune Magazine (China) Co., Ltd共同頒發「2004中國人力資源傑出成就獎」。楊先生目前在美國紐約交易所上市的天合光能有限公司及在香港聯交所上市的海豐國際控股有限公司擔任獨立董事。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

COMPANY SECRETARY

NGAN Lin Chun, Esther (顏連珍), aged 57, Company Secretary. Ms. NGAN is a Chartered secretary. She is qualified as a Chartered Secretary in 1982 and has over 20 years' experience in the company secretarial field. Ms. Ngan is a director of WBC Secretaries Limited, which is a secretarial service company and has served as company secretary of a few listed companies in Hong Kong. Ms. Ngan is a fellow member of the Hong Kong Institute of Company Secretaries.

SENIOR MANAGEMENT

XU Shao Chun (徐少春), Chief Executive Officer of the Company – see the paragraph under “Executive Directors” above.

CHEN Deng Kun (陳登坤), Senior Vice President of the Company (resigned as Chief Financial Officer on 4 January 2013) – see the paragraph under “Executive Directors” above.

YANG Jian (楊健), Vice President of Kingdee China and Chief Financial Officer of the Company (appointed as Chief Financial Officer on 4 January 2013) – see the paragraph under “Executive Directors” above.

TIAN Rong Ju (田榮舉), aged 41, Senior Vice President of Kingdee China and Chief Technology Officer of Kingdee China. Mr. TIAN is mainly in charge of R&D platform management of the Company. Mr. TIAN graduated from Chongqing Yuzhou University. He has abundant experience in program, design, research and relevant profession in Chinese management software. After Mr. TIAN joined the Company in 1999, he has been in charge of products program, research, development and testing.

LI Guang Xue (李光學), aged 44, Senior Vice President and head of indirect sales business of the Company. Mr. LI graduated from Ocean University. After joining the Company in 1995, Mr. LI has been engaged in and held important positions in the areas of research and development, service, sales, human resources and information management.

公司秘書

顏連珍，57歲，集團公司秘書。顏女士為特許秘書，於1982年獲取特許秘書資格，擁有逾二十年公司秘書工作經驗。顏女士為秘書服務公司民信秘書有限公司的董事，曾出任數間香港上市公司的公司秘書，顏女士為香港公司秘書公會的資深會員。

高級管理人員

徐少春，首席執行官—請參閱上文「執行董事」一段。

陳登坤，高級副總裁(於二零一三年一月四日辭任首席財務官)—請參閱上文「執行董事」一段。

楊健，金蝶中國副總裁及集團首席財務官(於二零一三年一月四日獲委任)—請參閱上文「執行董事」一段。

田榮舉，41歲，金蝶中國高級副總裁兼首席技術官，主要負責公司研發平台管理。田先生畢業於重慶渝州大學。在中國企業管理軟件領域有規劃、設計、開發相關專業及豐富的管理經驗，於一九九九年加入本集團，先後負責過產品規劃、研發及測試等工作並擔任重要職務。

李光學，44歲，金蝶中國高級副總裁主要負責公司渠道夥伴業務。李先生畢業於中國海洋大學。於一九九五年加入本集團，先後在公司從事研發管理、服務管理、行銷管理、人力資源與資訊管理等工作並擔任重要職務。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

ZHANG Yong (章勇), aged 38, Senior Vice President of Kingdee China. Mr. ZHANG is in charge of the Company's business operation and management in Eastern Region of China. Mr. ZHANG graduated from China Europe International Business School. After joining the Company in 1995, Mr. ZHANG has been appointed as the General Manager of Shanghai Branch and Eastern Region of China and played an important role in the Company's marketing and sales. He has extensive experience in marketing, sales and team work management. Mr. ZHANG is a committee member of the 12th Chinese People's Political Consultative Conference of Putou District, Shanghai Municipality.

SUN Yan Fei (孫雁飛), aged 39, Senior Vice President of Kingdee China and head of marketing platform of the Company. Mr. SUN graduated from Macao University of Science and Technology and gained MBA degree of General Business Management. After joining the Company in 1997, Mr. SUN has been appointed as General Manager of Nanjing Branch and Southern District of China and played an important role in the Company's marketing and sales. Mr. SUN is committed to using information technology to promote the establishment of modern enterprise management system. He has a wealth of experience in marketing and management in the field of Chinese business management software.

章勇，38歲，金蝶中國高級副總裁，主要負責集團華東區的營銷業務。章先生畢業於中歐國際工商管理學院。章先生於一九九五年加入本集團，先後擔任上海分公司總經理、華東區總經理，在公司市場和營銷管理等工作擔任重要職務，有豐富的市場營銷與團隊管理經驗。現任上海市普陀區第十二屆政協委員。

孫雁飛，39歲，金蝶中國高級副總裁，主要負責集團營銷平台。孫先生畢業於澳門科技大學，取得綜合工商管理MBA學位。孫先生於一九九七年加入本集團。先後擔任南京分公司總經理、南方區總經理等職位，在公司市場和營銷管理等工作擔任重要職務。孫先生致力於用資訊化推動現代企業管理體制的建立工作，在中國企業管理軟件領域有豐富的營銷及管理經驗。

REPORT OF DIRECTORS

董事會報告

The directors of the Company (“Directors”) are pleased to present to the shareholders their report together with the audited financial statements of Kingdee International Software Group Company Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the year ended 31 December 2012.

Principal Activities and Geographical Analysis of Operations

The Company (www.kingdee.com) is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 0268). It is a leader in China’s software industry, a leading provider of Cloud Management in the Asia-Pacific region. It is dedicated to being a world-leading cloud management supplier. The Group sees its mission as making the business natural and smooth, its vision as becoming the world-leading Cloud Management supplier and its core value as “Walk on ZHENGDAO, and Walk by WANGDAO”, and provides Cloud Management products and consultation to over 1,000,000 enterprises and governmental agencies around the world.

The total revenue and loss attributable to the equity holders of the Group for the year ended 31 December 2012 were RMB1,765,493,000 and RMB140,246,000, respectively. Of such revenue, approximately 49.5% was derived from the sales of software, approximately 47.6% was derived from the provision of software services and 2.9% from the sales of computer hardware and related products. For details, please refer to the consolidated income statement set out on page 57.

The Group has established three software parks which are located in Shenzhen, Shanghai and Beijing, respectively. During the reporting period, the sales and distribution network of the Group continued to expand, covering most of the provinces, autonomous regions and centrally administered municipalities in the People’s Republic of China (the “PRC”). As at 31 December 2012, the Group had 75 branches and had approximately 2,600 cooperation partners providing consultation, technical support, implementation services and distribution of its products and after-sale services to the customers of the Group.

Results and Appropriations

The results for the year ended 31 December 2012 are set out in the consolidated income statement on page 57 and the directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2012.

Distributable Reserves

As at 31 December 2012, the retained earnings of the Company attributable to equity holders were RMB550,336,000 (2011: RMB703,600,000).

本公司董事(「董事」)欣然向股東提呈金蝶國際軟件集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止年度之董事會報告及經審核財務報表。

主要業務及按業務經營地區分析

本公司(www.kingdee.com)是香港聯合交易所有限公司(「聯交所」)主板上市公司(股票代碼：0268)，中國軟件產業領導企業，亞太區領先的雲管理服務商，致力於成為全球領先的雲管理服務商。本集團以「讓業務行雲流水」為使命，以「全球雲管理領航者」為願景，以「走正道、行王道」為核心價值觀，為世界超過100萬家企業和政府組織提供雲管理產品服務。

本集團截至二零一二年十二月三十一日止年度的營業額及本公司權益持有人應佔虧損分別為人民幣1,765,493,000元及人民幣140,246,000元。其中營業額中約49.5%來自軟件銷售收入，約47.6%來自軟件服務收入，另有約2.9%來自電腦及相關產品銷售收入。具體請閱載於第57頁之合併損益表。

本集團在中國大陸設有深圳、上海、北京三個軟件園。於報告期內，本集團銷售及分銷網路繼續擴張並已覆蓋中國絕大部分省份、自治區以及直轄市。截至二零一二年十二月三十一日，本集團通過75家以營銷與服務為主的分支機構和約2,600家諮詢、技術、實施服務、分銷等合作夥伴，為本公司客戶提供產品和售後服務。

業績及分派

截至二零一二年十二月三十一日，本年度業績載於第57頁之合併損益表內，董事會不建議派發與截止二零一二年十二月三十一日止年度有關的股息。

可供分派儲備

於二零一二年十二月三十一日，本集團權益持有人應佔的保留盈利在本公司賬目中處理的數額為人民幣550,336,000元(二零一一年：人民幣703,600,000元)。

Final Dividends

The Board of Directors (the "Board") does not recommend the payment of a final dividend for the year ended 31 December 2012. (2011: nil).

Closure of Register

The register of members of the Company will be closed from Friday, 3 May 2013 to Wednesday, 8 May 2013 (both days inclusive), during which time no transfer of shares will be registered. In order to be qualified to attend, participate in and vote at the AGM that is going to be held on 8 May 2013, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registration and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 2 May 2013.

Bank Borrowing

Details of bank borrowing for the year ended 31 December 2012 are set out in Note 19 to the financial statement.

Reserves

Details of movements in the reserves of the Group for the year ended 31 December 2012 are set out in the consolidated statement of changes in equity on page 59.

Fixed Assets

Details of movements in the fixed assets of the Group for the year ended 31 December 2012 are set out in Note 7 to the financial statement.

Interests of the Directors in Contracts

None of the Directors had any direct or indirect material interests in any contracts of significance to the business of the Group to which the Company or any of its subsidiaries or fellow subsidiaries was a party at any time during the year ended 31 December 2012.

Pre-emptive Rights

There are no provisions regarding pre-emptive rights under the laws of Cayman Islands or the Articles of Association (the "Articles of Association") of the Company, which would oblige the Company to issue new shares to its existing shareholders in proportion to their existing shareholdings.

末期股息

本公司董事會(「董事會」)不建議派發截至二零一二年十二月三十一日止年度之末期股息。(二零一一年：未派息)。

暫停辦理股份過戶登記手續

本公司的股東登記冊將於二零一三年五月三日(星期五)至二零一三年五月八日(星期三)(包括首尾兩日)關閉，於此期間將不會辦理任何股份過戶手續。為確保股東獲得將於二零一三年五月八日召開的股東周年大會(「股東周年大會」)上出席、參與及投票的權利，所有過戶文件連同有關股票須於二零一三年五月二日(星期四)下午四時半前送抵本公司於香港的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17樓1712-1716室。

銀行借貸

本公司於二零一二年十二月三十一日年度之銀行借貸詳情載於財務報表附註19。

儲備

本公司於截至二零一二年十二月三十一日止年度之儲備變動載於第59頁的合併權益變動表。

固定資產

本公司於截至二零一二年十二月三十一日止年度之固定資產變動之詳情載於財務報表附註7。

董事之合約權益

於截至二零一二年十二月三十一日止年度的任何時間內，董事在本公司或任何附屬公司及同集團附屬公司作為合約方之一所訂立之重要合約中，概無直接或間接擁有重大權益。

優先購買權

開曼群島適用法律或公司章程並無有關優先購買權的規定，以要求本公司按現時股權的比例向其現有股東發行新股份。

Share Capital and Options

- **Share Capital**

Details of the movements in share capital of the Company for the year ended 31 December 2012 are set out in Note 16 to the financial statements.

- **Purchase, Sale or Redemption of Shares**

During the reporting period ended 31 December 2012, the Company had not repurchased, sold or redeemed any of its listed securities. The 850,000 shares that were repurchased by the Company on 20 December 2011 had been cancelled on 2 February 2012.

During the reporting period, Kingdee Software (China) Co. Ltd (“Kingdee China”), a wholly-owned subsidiary of the Company, had purchased 1,500,000 shares of the Company on the Stock Exchange at a total consideration of HKD 2,179,567.50. Further details are set out in Note 16 to the financial statements.

Issuance of the First Tranche of Medium-Term Notes in PRC

Kingdee China had completed the issuance of the first tranche of the Medium-term Notes in the PRC on 16 July 2012. The first tranche of the Medium-term Notes was issued in the amount of RMB0.48 billion, at the interest rate of 6.0% per annum, and with a term of three years. The proceeds raised from the issuance of the first tranche of the Medium-term Notes would be used to meet the needs of part of the Company’s construction-in-progress projects and to provide working capital for the Company.

股本及購股權

- **股本**

本公司截至二零一二年十二月三十一日止年度股本變動之詳情載於財務報表附註16。

- **購買、出售或回購股份**

截至二零一二年十二月三十一日止的報告期內，本公司概無購買、出售或回購本公司任何上市證券。本公司於二零一一年十二月二十日回購的850,000股股份已於二零一二年二月二日註銷。

本報告期內，本公司全資附屬公司金蝶軟件(中國)有限公司(「金蝶中國」)在香港交易所購買本公司股份共1,500,000股，價格總額為港幣2,179,567.50。進一步詳情載於財務報表附註16。

中期票據發行

金蝶中國於二零一二年七月十六日於中華人民共和國完成發行第一期中期票據。第一期中期票據金額為人民幣4.8億元，年利率為6.0%，期限為三年。發行第一期中期票據所募集之資金主要用於本公司自有專項建設及補充公司營運資金。

Material Acquisition and Disposal

There was no material acquisition and disposal during the year ended 31 December 2012.

Outstanding share options under the 2001 Scheme, 2002 Scheme and 2005 Scheme

The share option scheme was adopted by the Company to encourage and reward the contribution of eligible persons to the Company. Eligible persons include employees, directors, partners, consultants, suppliers and customers of the Group.

Pursuant to the share option scheme of the Company adopted on 30 January 2001 (the "2001 Scheme"), an aggregate of 6,880,000 share options were granted, of which 4,010,000 share options were exercised, 2,870,000 lapsed and none remained outstanding as at 31 December 2012. As no share option granted under the 2001 Scheme was outstanding, the number of share options was not adjusted as a result of the bonus issue of shares of the Company effective on 9 May 2011 (the "Bonus Issue").

Pursuant to the share option scheme of the Company adopted on 26 April 2002 (the "2002 Scheme") and the adjustment made thereto due to the Bonus Issue, an aggregate of 232,620,000 share options were granted, of which 124,196,017 share options were exercised, 105,942,688 lapsed and 2,481,295 remained outstanding as at 31 December 2012.

Both of the 2001 Scheme and 2002 Scheme were terminated by the Company on 30 June 2005. At the extraordinary general meeting of the Company convened on 11 July 2005, the Company adopted a new share option scheme (the "2005 Scheme") with a validity period of ten years. As at 31 December 2012, the Company had granted 458,101,600 share options pursuant to the 2005 Scheme and the adjustment made thereto due to the Bonus Issue, of which 99,344,691 share options were exercised, 87,848,160 lapsed and 270,908,749 remained outstanding. According to the scheme limit of the 2005 Scheme as refreshed on the annual general meeting of the Company held on 10 May 2012 (being 251,526,926 share options) less the 36,569,600 share options granted by the Company on 22 August 2012, the Company may further grant 214,957,326 share options, representing approximately 8.53% of the issued share capital of the Company as at 31 December 2012.

重大收購及出售

本公司於截至二零一二年十二月三十一日止年度內沒有進行任何重大收購或出售。

根據二零零一年計劃、二零零二年計劃及二零零五年計劃尚未行使的購股權

本公司採納期權計劃以激勵及獎勵合資格參與者為本公司作出貢獻。合資格參與者包括本集團的員工、董事、合作夥伴、顧問、供應商及客戶。

根據本公司於二零零一年一月三十日採納的期權計劃(「二零零一年計劃」)授出的購股權總數為6,880,000股，截至二零一一年十二月三十一日止，其中4,010,000股購股權已獲行使，2,870,000股購股權已失效，以及0股購股權尚未行使。由於根據二零零一年計劃授出的購股權沒有尚未行使，購股權數目並沒有因公司於二零一一年五月九日生效的發行紅股(「發行紅股」)而調整。

根據本公司於二零零二年四月二十六日採納的期權計劃(「二零零二年計劃」)及由於二零一一年發行紅股而作出的調整，授出的購股權總數為232,620,000股，截至二零一二年十二月三十一日止，其中124,196,017股購股權已獲行使，105,942,688股購股權已失效及2,481,295股購股權尚未行使。

於二零零五年六月三十日，本公司已終止二零零一年計劃及二零零二年計劃。在二零零五年七月十一日召開的特別股東大會上，本公司採納了一項新的期權計劃(「二零零五年計劃」)，有效期為10年。截至二零一二年十二月三十一日止，本公司根據二零零五年計劃及由於二零一一年發行紅股而作出的調整，授出458,101,600股購股權，其中99,344,691股購股權已獲行使，87,848,160股購股權已失效及270,908,749股購股權尚未行使。根據二零一二年五月十日股東周年大會更新的二零零五年計劃限額(即251,526,926股購股權)，減去本公司於二零一二年八月二十二日授出的36,569,600股購股權，本公司尚可授出214,957,326股購股權，佔二零一二年年末本公司已發行股份約8.53%。

REPORT OF DIRECTORS 董事會報告

The maximum number of shares issuable upon exercise of the share options granted under the 2005 Scheme and any other share option scheme(s) of the Company (including exercised and outstanding share options) to each eligible participant in any 12-month period is limited to 1% of the shares of the Company in issue as at the date of grant. Any further grant of share options in excess of such 1% limit shall be subject to the issue of a circular by the Company and the shareholders' approval of the Company at a general meeting.

The grant of share options to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, is subject to the approval in advance by the independent non-executive directors of the Company, excluding the independent non-executive director(s) of the Company who is/are the grantee(s) of the share options. In addition, the grant of any share option to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue as at the date of grant and with an aggregate value (based on the closing price of the shares of the Company as at the date of grant) in excess of HK\$5 million, within any 12-month period, is subject to the issue of a circular by the Company and the shareholders' approval of the Company in advance at a general meeting. All connected persons of the Company must abstain from voting in favour at such general meeting.

The granted options can be exercised during the validity period of the respective share option schemes.

The exercise price of the share options is determined by the Board, but may not be less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company.

於任何十二個月期間內，因根據二零零五年計劃及本公司任何其他期權計劃授出之購股權(包括已行使及尚未行使之購股權)獲行使而可以向各合資格參與者發行之最高股份數目，以授出當日本公司已發行股份1%為限。如再授出超過該1%限額之購股權，則本公司須事先刊發通函及於股東大會徵求本公司股東批准。

向本公司之董事、最高行政人員或主要股東或彼等各自之任何聯繫人授出購股權，事先必須獲得本公司之獨立非執行董事批准(身為購股權承授人之本公司獨立非執行董事除外)。此外，於任何十二個月期間向本公司之主要股東或獨立非執行董事或彼等各自任何聯繫人授出之購股權所涉之股份，如超過授出當日本公司已發行股份0.1%及總值(根據授出當日本公司股份之收市價計算)超過5,000,000港元，則本公司須刊發通函及事先於股東大會徵求本公司股東批准，而本公司的所有關連人士須於有關股東大會放棄投贊成票。

已授出購股權可於授出後在各期權計劃的有效期內行使。

購股權之行使價由董事會釐定，惟不得低於下列三者之最高者：(i) 本公司股份於授出當日(必須為交易日)在聯交所每日報價表所列之收市價；(ii) 本公司股份於緊接授出當日前五個交易日在聯交所每日報價表所列之平均收市價；及(iii) 本公司股份之面值。

REPORT OF DIRECTORS 董事會報告

Details of the share options under the 2001 Scheme, 2002 Scheme and 2005 Scheme are set out in Note 18 to the financial statements. Details of the share options are included in the table as follows:

二零零一年計劃、二零零二年計劃及二零零五年計劃的購股權計劃詳情載於本年報內的合併財務報表附註18。購股權詳情如下：

Name or category of participants	姓名或參與者類別	Date of Grant 授出日期	Exercise price HK\$ 行使價格 港元	Options held at 1 January 2012	Options granted during the reporting period	Options exercised during the reporting period	Options lapsed during the reporting period	Options held at 31 December 2012
				於二零一二年一月一日之購股權數目	報告期內授出的購股權數目	報告期內行使的購股權數目	報告期內失效的購股權數目	於二零一二年十二月三十一日之購股權數目
Directors	董事							
Xu Shao Chun	徐少春	19/11/2008	0.792	6,000,000	–	–	–	6,000,000
Oriental Gold Limited (Note 1)	Oriental Gold Limited (附註1)	23/04/2010	2.592	2,400,000	–	–	–	2,400,000
		30/03/2012	1.87	0	2,500,000	–	–	2,500,000
Chen Deng Kun	陳登坤	04/05/2006	0.548	6,720,000	–	–	–	6,720,000
		08/06/2007	1.507	3,264,000	–	–	–	3,264,000
		01/08/2008	1.458	2,400,000	–	–	–	2,400,000
		23/04/2010	2.592	960,000	–	–	–	960,000
		16/03/2011	4.275	960,000	–	–	–	960,000
		30/03/2012	1.87	0	1,300,000	–	–	1,300,000
Ho Ching Hua	何經華	23/01/2007	0.779	2,640,000	–	–	–	2,640,000
		30/03/2012	1.87	0	200,000	–	–	200,000
Gary Clark Biddle	Gary Clark Biddle	08/06/2007	1.507	480,000	–	–	–	480,000
		30/03/2012	1.87	0	300,000	–	–	300,000
Yeung Kwok On	楊國安	30/03/2012	1.87	0	300,000	–	–	300,000
Wu Cheng	吳澄	08/06/2007	1.507	480,000	–	–	–	480,000
		30/03/2012	1.87	0	200,000	–	–	200,000
Other employees in aggregate	其他僱員總數			230,002,872	51,769,600	6,237,826	33,248,602	242,286,044
Total	合計			256,306,872	56,569,600	6,237,826	33,248,602	273,390,044

Note:

(1) Oriental Gold Limited is wholly owned by Mr. Xu Shao Chun.

附註：

(1) Oriental Gold Limited為徐少春先生全資控股公司。

REPORT OF DIRECTORS 董事會報告

Directors

The composition of the Board for the financial year ended 31 December 2012 was as follows:

Executive Directors

Mr. Xu Shao Chun (Chairman, President and Chief Executive Officer)
Mr. Chen Deng Kun (Senior Vice President)
Mr. Yang Jian (appointed as Executive Director on 20 March 2013)
Mr. Feng Guo Hua (resigned as Executive Director on 2 February 2012)

Non-executive Directors

Ms. Dong Ming Zhu (appointed as Non-executive Director on 21 August 2012)
Mr. James Ming King (resigned as Non-executive Director on 27 March 2012)

Independent Non-executive Directors

Mr. Gary Clark Biddle
Mr. Ho Ching Hua
Mr. Wu Cheng
Mr. Yeung Kwok On
Ms. Yang Zhou Nan (resigned as Independent Non-executive Director on 27 March 2012)

In accordance with Article 116 of the Articles of Association, Mr. Xu Shao Chun and Mr. Chen Deng Kun as executive Directors and Mr. Wu Cheng as independent non-executive Director, would retire by rotation at the forthcoming annual general meeting of the Company (the "AGM"), and would offer themselves for re-election as directors of the Company at the AGM. In addition, pursuant to Article 99 of the Articles of Association, Ms. Dong Ming Zhu as a non-executive Director and Mr. Yang Jian as an executive Director shall hold office until the AGM and shall be eligible for re-election at the meeting. No Director proposed for re-election at the AGM had entered into a service contract with the Company which was not terminable by the Company within one year without payment of compensation other than statutory compensation.

The Company had received a written confirmation from each independent non-executive Director of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considers all the independent non-executive Directors to be independent.

董事

截至二零一二年十二月三十一日止年度，董事會組成如下：

執行董事

徐少春先生(主席)
陳登坤先生
楊健先生(於二零一三年三月二十日獲委任)
馮國華先生(於二零一二年二月二日辭任)

非執行董事

董明珠女士(於二零一二年八月二十一日獲委任)
金明先生(於二零一二年三月二十七日辭任)

獨立非執行董事

Gary Clark Biddle先生
何經華先生
吳澄先生
楊國安先生
楊周南女士(於二零一二年三月二十七日辭任)

根據本公司章程第116條，執行董事徐少春先生、陳登坤先生以及獨立非執行董事吳澄先生將於應屆股東周年大會輪值告退，並願意在同一會議上膺選連任為公司董事。另外，根據本公司章程第99條，非執行董事董明珠女士以及執行董事楊健先生將出任直至應屆股東周年大會為止，並於同一會議上合資格且願意被重選。擬被重選之董事與本公司或其附屬公司之間概無訂立如本公司於一年內終止合約需支付賠償(法定賠償除外)的服務合約。

根據《香港聯合交易所有限公司證券上市規則》(「上市規則」)第3.13條，本公司已收到每名獨立非執行董事確認其獨立性之書面確認。本公司認為有關獨立非執行董事確屬獨立人士。

Change of Information of Directors and Senior Management

On 4 January 2013, Mr. Chen Deng Kun was appointed as the general manager of Kingdee Medical Software Technology Ltd., a subsidiary of the Company, and ceased to act as the chief financial officer (the “CFO”) of the Company.

Mr. Yang Jian (“Mr. Yang”) has been appointed as the CFO, with effect from 4 January 2013.

Save as disclosed above, there are no other matters that need to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Directors’ and Chief Executive’s Interests or Short Positions in the Shares, Underlying Shares or Debentures

As at 31 December 2012, the interests and short positions of the Directors and management of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the “Model Code for Securities Transactions by Directors of Listed Issuers” (the “Model Code”) as set out in Appendix 10 to the Listing Rules, were as follows:

Long positions in shares/underlying shares of the Company

Name of Directors	董事姓名	Number of shares/ underlying shares (where appropriate) 股份數目/ 於期權下股份(如適用)	Types of interests 權益性質	Percentage of issued share capital 佔股本概約 百分比
Xu Shao Chun	徐少春	764,358,624	Interests of controlled corporation (Note 1) 於控股公司之權益(附註1)	
		4,983,200	Beneficial owner 實益擁有人	
		10,900,000	Other/Share option (Note 2) 其他/購股權(附註2)	
Aggregate:	合計:	780,241,824		30.97%

董事及高管資料變更

陳登坤先生，於二零一三年一月四日起擔任本公司之子公司金蝶醫療軟件科技有限公司總經理之職務，並不再擔任本公司首席財務官之職務。

楊健先生於二零一三年一月四日開始擔任本公司首席財務官之職務。

除上述所披露外，根據上市規則第13.51 B (1)條，並無其他資料需要作出披露。

董事及管理層於股份、相關股份或債券的權益與淡倉

於二零一二年十二月三十一日，本公司各位董事及最高行政人員在本公司或其相關法團(定義見《證券及期貨條例》(香港法例第571章)(「證券及期貨條例」)第XV部分)的股份、相關股份或債權證中所擁有根據證券及期貨條例第XV部分第7及8章的規定需要通知本公司和香港聯交所，或根據證券及期貨條例第352條規定須在存置之登記冊中記錄，或根據上市規則附錄十之《上市公司董事進行證券交易的標準守則》的規定需要通知本公司和香港聯交所之權益或淡倉如下：

本公司股份/相關股份中之權益

REPORT OF DIRECTORS 董事會報告

Name of Directors	董事姓名	Number of shares/ underlying shares (where appropriate) 股份數目/ 於期權下股份(如適用)	Types of interests 權益性質	Percentage of issued share capital 佔股本概約 百分比
Chen Deng Kun	陳登坤	112,000	Beneficial owner 實益擁有人	
		15,604,000	Other/Share option (Note 2) 其他/購股權(附註2)	
Aggregate:	合計:	15,716,000		0.62%
Ho Ching Hua	何經華	240,000	Beneficial owner 實益擁有人	
		2,840,000	Other/Share option (Note 2) 其他/購股權(附註2)	
Aggregate:	合計:	3,080,000		0.12%
Gary Clark Biddle	Gary Clark Biddle	780,000	Other/Share option (Note 2) 其他/購股權(附註2)	
Aggregate:	合計:	780,000		0.03%
Yeung Kwok On	楊國安	2,954,000	Beneficial owner 實益擁有人	
		300,000	Other/Share option (Note 2) 其他/購股權(附註2)	
Aggregate:	合計:	3,254,000		0.13%
Wu Cheng	吳澄	680,000	Other/Share option (Note 2) 其他/購股權(附註2)	
Aggregate:	合計:	680,000		0.03%

Notes:

- Of the 764,358,624 shares, 408,472,000 shares were held by Oriental Gold Limited and 355,886,624 shares were held by Billion Ocean Limited. Oriental Gold Limited and Billion Ocean Limited are controlled by Mr. Xu Shao Chun. Therefore, Mr. Xu Shao Chun is deemed to be interested in those 764,358,624 shares.
- Details of the share options are set out in the section headed "Outstanding Share Options under the 2001 Scheme, 2002 Scheme and 2005 Scheme".

附註:

- 此 764,358,624 股股份中，408,472,000 股股份由 Oriental Gold Limited 持有，355,886,624 股股份由 Billion Ocean Limited 持有。Oriental Gold Limited 和 Billion Ocean Limited 均受徐少春先生控制，故徐少春先生被當作於該 764,358,624 股股份擁有權益。
- 該股份期權的詳情載於「根據二零零一年計劃、二零零二年計劃及二零零五年計劃尚未行使的購股權」一節。

REPORT OF DIRECTORS 董事會報告

Save as disclosed in this paragraph, as at 31 December 2012, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Rights to Acquire Shares or Debentures

Save as disclosed in the section headed "Outstanding Share Options under the 2001 Scheme, 2002 Scheme and 2005 Scheme" above, none of the Directors or their respective associates (as defined under the Listing Rules) was granted by the Company, or any of its subsidiaries any rights or options to acquire shares or debentures in the Company during the year ended 31 December 2012.

Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares, Underlying Shares and Debentures

As at 31 December 2012, as far as the Directors were aware, the following persons (other than the Directors and chief executive of the Company) had interests and short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Part XV of the SFO and required to be recorded in the register required to be kept under Section 336 of the SFO:

Interests in shares/underlying shares of the Company

除本段所披露的內容之外，截至二零一二年十二月三十一日止，本公司概無董事及管理層擁有根據證券及期貨條例第XV部的定義須知會本公司及聯交所於本公司及聯營公司(根據證券及期貨條例第XV部的定義)之股份、相關股份或債券的權益，該等權益根據證券及期貨條例第XV部第7、第8章，須知會本公司及聯交所，或根據證券及期貨條例第352條規定須予備存的登記冊所記錄者，或根據標準守則須知會本公司及聯交所的權益。

董事收購股份或債券的權利

除上文「根據二零零一年計劃、二零零二年計劃及二零零五年計劃尚未行使的購股權」所披露者外，於截至二零一二年十二月三十一日止年度，本公司及其附屬公司概無向本公司董事或其聯繫人(定義見上市規則)任何授予其購入本公司股份或債券的權利或期權。

主要股東及其它人士於股本證券及債券的權益與淡倉

據董事所知，於二零一二年十二月三十一日，以下人士(本公司董事及最高行政人員除外)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部的規定需要向本公司披露及根據證券及期貨條例第336條規定須在存置之登記冊中所記錄之權益或淡倉：

本公司股份／相關股份中之權益：

Name	股東姓名	Number of Shares/ underlying Shares (where appropriate) 股份/ 相關股份數目(如適用)	Capacity 權益性質	Percentage of issued share capital 佔已發行股本百分比
Oriental Gold Limited (Note 1)	Oriental Gold Limited (附註1)	408,472,000 (L)	Beneficial owner 實益擁有人	
		4,900,000 (L)	Beneficial owner (Note 2) 實益擁有人(附註2)	
SUBTOTAL	合計：	413,372,000 (L)		16.41%

REPORT OF DIRECTORS 董事會報告

Name	股東姓名	Number of Shares/ underlying Shares (where appropriate) 股份/ 相關股份數目(如適用)	Capacity 權益性質	Percentage of issued share capital 佔已發行股本百分比
Billion Ocean Limited (Note 1)	Billion Ocean Limited (附註1)	355,886,624 (L)	Beneficial owner 實益擁有人	14.13%
JPMorgan Chase & Co. (Note 3)	JPMorgan Chase & Co. (附註3)	1,254,000 (L) 1,254,000 (S) 200,783,600 (L)	Beneficial Owner 實益擁有人 Beneficial Owner 實益擁有人 Custodian 託管公司	
SUBTOTAL	合計：	202,037,600 (L)		8.02%
The Capital Group Companies, Inc. (Note 4)	The Capital Group Companies, Inc. (附註4)	153,966,400 (L)	Investment manager 投資經理	6.11%
Franklin Templeton Investments (Asia) Limited	Franklin Templeton Investments (Asia) Limited	152,228,000 (L)	Investment manager 投資經理	6.04%
Franklin Templeton Investment Management Limited	Franklin Templeton Investment Management Limited	151,367,757 (L)	Investment manager 投資經理	6.01%
FIL Limited	FIL Limited	151,097,198 (L)	Investment manager 投資經理	6.00%

Notes:

- Both Oriental Gold Limited and Billion Ocean Limited are controlled by Mr. Xu Shao Chun.
- Details of the share options are set out in the section headed "Outstanding Share Options under the 2001 Scheme, 2002 Scheme and 2005 Scheme".

附註：

- Oriental Gold Limited和Billion Ocean Limited均受徐少春先生控制。
- 該股份期權的詳情載於「根據二零零一年計劃、二零零二年計劃及二零零五年計劃尚未行使的購股權」一節。

REPORT OF DIRECTORS 董事會報告

3. JPMorgan Chase & Co. had interest in a total of 202,037,600 Shares (Long position) and 1,254,000 Shares (Short position) in the Company through its various controlled corporations, the details of which are set out below:
- (i) JPMorgan Chase Bank, N.A, which was a wholly-owned subsidiary of JPMorgan Chase & Co., held 200,783,600 Shares (L) in the Company.
 - (ii) J.P. Morgan Securities plc held 1,254,000 Shares (L) and 1,254,000 Shares (S) in the Company. J.P. Morgan Securities plc was a 98.95% owned subsidiary of J.P. Morgan Chase International Holdings Limited which was in turn a wholly-owned subsidiary of J.P. Morgan Chase (UK) Holdings Limited. J.P. Morgan Chase (UK) Holdings Limited was a wholly-owned subsidiary of J.P. Morgan Capital Holdings Limited which in turn was wholly owned by J.P. Morgan International Finance Limited. J.P. Morgan International Finance Limited was wholly-owned by Bank One International Holdings Corporation, being a corporation wholly owned by J.P. Morgan International Inc. and J.P. Morgan International Inc. was wholly owned by JPMorgan Chase Bank, N.A. which was in turn wholly owned by JPMorgan Chase & Co..
 - (iii) The entire interest of JPMorgan Chase & Co. in the Company included a lending pool of 200,783,600 Shares (L).
4. 153,966,400 shares were directly held by Capital Research and Management Company. By virtue of The Capital Group Companies Inc.'s 100% interest in Capital Research and Management Company, The Capital Group Companies Inc. is deemed to be interested in these 153,966,400 shares.
5. (L) denotes long position and (S) denotes short position.
3. JP Morgan Chase & Co.經其控股公司於本公司的202,037,600股股份(好倉)及1,254,000股股份(淡倉)擁有權益，詳情載列如下：
- (i) JPMorgan Chase Bank, N.A.持有本公司200,783,600股股份(好倉)。JPMorgan Chase Bank, N.A.為JPMorgan Chase & Co.的全資附屬公司。
 - (ii) J.P. Morgan Securities plc持有本公司1,254,000股股份(好倉)及1,254,000股股份(淡倉)。J.P. Morgan Securities plc為J.P. Morgan Chase International Holdings Limited持有98.95%股權的附屬公司，而J.P. Morgan Chase International Holdings Limited則為J.P. Morgan Chase (UK) Holdings Limited的全資附屬公司。J.P. Morgan Chase (UK) Holdings Limited為J.P. Morgan Capital Holdings Limited的全資附屬公司，而J.P. Morgan Capital Holdings Limited則由J.P. Morgan International Finance Limited全資擁有。J.P. Morgan International Finance Limited由Bank One International Holdings Corporation全資擁有，而Bank One International Holdings Corporation則為J.P. Morgan International Inc.的全資附屬公司，而J.P. Morgan International Inc.則由JPMorgan Chase Bank, N.A.全資擁有，而JPMorgan Chase Bank, N.A.則由JPMorgan Chase & Co.全資擁有。
 - (iii) 於JPMorgan Chase & Co.所持有本公司股份權益中，包括200,783,600股股份(好倉)可供借出之股份。
4. 153,966,400股股份由Capital Research and Management Company直接擁有，基於The Capital Group Companies, Inc.於Capital Research and Management Company擁有100%權益，The Capital Group Companies, Inc.被視為於該等153,966,400股股份中擁有權益。
5. (好倉)表示好倉，而(淡倉)則表示淡倉。

Public Float

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company had maintained the prescribed public float under the Listing Rules during the reporting period.

Competing Interest

None of the Directors or their respective associates (as defined in the Listing Rules) had an interest in a business, which competes or may compete with the business of the Group.

Connected Transactions

During the year ended 31 December 2012, there was no connected transaction which was required to be disclosed in accordance with the requirements of the Listing Rules.

公眾持股量

基於公開予本公司查閱之資料及據董事所知悉，截至本報告日期為止，本公司一直維持上市規則所訂明之公眾持股量。

競爭權益

概無任何董事或上市規則定義的彼等之關連人士擁有任何與或可能與本集團業務存在競爭之業務權益。

關連交易

於截至二零一二年十二月三十一日止年度內，本公司並無根據上市規則而須披露之關連交易。

REPORT OF DIRECTORS 董事會報告

Major Customers and Suppliers

The percentage of sales and purchases for the year attributable to the Group's major customers and suppliers is as follows:

Sales

– the largest customer	0.74%
– five largest customers in aggregate	2.25%

Purchases

– the largest supplier	8%
– five largest suppliers in aggregate	22.47%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had an interest in the major customers or suppliers set out above.

主要客戶及供應商

本集團之主要客戶及供應商於本年度佔本集團之銷售額及購貨額所百分比分列如下：

銷售額

– 最大客戶	0.74%
– 五大客戶總和	2.25%

採購額

– 最大供應商	8%
– 五大供應商總和	22.47%

概無董事、彼等之聯繫人及任何股東(就董事所知，其擁有本公司股本5%以上)於上述主要客戶或供應商擁有權益。

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Practices

The Group consistently promotes good corporate governance, pursuing the five principles of ensuring the rights and interests of shareholders, abiding by the directives of the Board and management, promoting full disclosure and transparency, ensuring the equal treatment of stakeholders, and strengthening internal controls and supervision. The Company always endeavors to enhance its enterprise value, ensure the Company's long-term and stable development and safeguard the interests of its shareholders. During the year ended 31 December 2012, the Company had published the list of directors and their role and function, revised the Terms of Reference and Modus Operandi for its Audit Committee, Remuneration Committee and Nomination Committee in order to fully comply with the amendments to the Listing Rules in relation to corporate governance that took effect since April 2012. The above mentioned documents are available on the websites of HKEx and the Company. The details of the corporate governance practices of the Company are set out below.

The Company had complied with all the code provisions of the "Code on Corporate Governance Practices" (the "Code"), as set out in Appendix 14 to the Listing Rules which was revised and took effect on 1 April 2012, as well as those of the former Code, throughout the financial year ended 31 December 2012 except for code provision A 2.1. Please refer to the section "The Chairman and Chief Executive Officer" below for details.

Board of Directors

I The responsibilities of the Board

The Board is the core of corporate governance. Its major responsibilities are as follows:

- (1) To convene general meetings, report to shareholders and implement the resolutions of general meetings;
- (2) To review and approve the mid – and long-term strategic plans and management strategies of the Group;
- (3) To review and approve critical investment and acquisition projects, the issuance and repurchase of securities, and other plans for financings, amalgamation, compensation, recruitment and dismissals;
- (4) To review and approve the Group's budget plans, profit distribution plans and loss remedy plans;
- (5) To draft amendments to the Articles of Association, and to propose changes in registered capital;
- (6) To approve directors' remuneration plans as authorized by shareholders;
- (7) To listen to the working report of the CEO and to review the work of the CEO; and
- (8) To review and approve the share award plan and the share option scheme.

企業管治常規

本集團一直以來致力於維持良好的企業管治，奉行確保股東權益，恪守董事會和管理層職責，履行全面披露與提高透明度之責任，平等對待相關利益者，實施有效的內控與監督的五大原則，努力提升企業價值，確保公司保持長期穩定的發展，保障股東的利益。本公司於二零一二年十二月三十一日止年度報告期內公佈了董事名單與其角色及職能，對審核委員會、薪酬委員會及提名委員會的職權範圍及運作模式進行了修訂，以全面遵守上市規則於二零一二年四月生效有關企業管治的修訂。上述文件均已按照上市規則要求刊載於聯交所網站及本公司網站。下文詳細闡述本公司企業管治常規。

截至二零一二年十二月三十一日止年度，除守則條文A.2.1，本公司一直遵守上市規則附錄十四《企業管治常規守則》（「守則」）的所有守則條文，包括於二零一二年修改並生效的守則條文及過往的所有守則條文，有關詳情請參閱下文「主席與行政總裁」一段。

董事會

(一) 董事會的職責

董事會是本公司企業管治的核心，其主要職責如下：

- (1) 召集股東大會、向股東大會報告及執行股東會決議；
- (2) 審議批准本公司中長期戰略規劃與經營決策；
- (3) 審閱及批准本公司重大投資與收購項目，發行及回購本公司股票，其他融資，合併、補償、僱用和解散計劃；
- (4) 審閱及批准本公司的預算方案，利潤分配方案和彌補虧損方案；
- (5) 草擬組織章程細則的修訂，提議註冊資本變動；
- (6) 由股東授權以批准董事的薪酬計劃；
- (7) 聽取行政總裁的工作報告，以及評審行政總裁的工作；及
- (8) 審閱及批准股份獎勵計劃和購股權計劃。

The Board shall empower the senior management team to implement the decisions of the Board and all senior management team members shall be appointed by the Board. In entrusting management and administrative functions to the management team, the Board provides clear instructions regarding the powers delegated to management, and prior approval of the Board is required before the senior management team makes any key decisions and commitments on behalf of the Company. The management and the Company Secretary will report to the Board on updates on legal and regulatory developments, business and market changes and the strategic development of the Group to facilitate the performance of the Board's duties. The Board has maintained effective supervision over the Group's strategic plans and key policies, management and assessment of risks, and effective controls over business operations. The members of the Board and senior management have been fully committed to their roles, have adjusted the Group's development strategies in accordance with the changes in the economy and market, and have acted in good faith with a view to furthering the shareholders' long-term interests.

II Composition of the Board

As at 31 December 2012, the Board consisted of seven members, with two executive Directors, one non-executive Director and four independent non-executive Directors. The number of independent non-executive Directors exceeds one-third of the Board. The Directors have professional background in finance, technology and management respectively. They have extensive experience and independent views in their respective areas of expertise so that they can provide professional advice in respect of the long-term development of the Company. The list of Directors and their biographies are set out in the "Directors and Senior Management" section on page 20 of this annual report.

The term of appointment of the Directors is two years. According to the Articles of Association, each Director shall retire by rotation at least once every three years and all the retiring Directors are eligible for re-election at the AGM in that year. At the AGM, three Directors, namely Mr. Xu Shao Chun, Mr. Chen Deng Kun and Mr. Wu Cheng will retire by rotation and be eligible for re-election at the AGM. Ms. Dong Ming Zhu and Mr. Yang Jian, who were appointed as Directors on 21 August 2012 and 20 March 2013, respectively shall hold office until the AGM and shall then be eligible for re-election at that meeting.

董事會授權管理層團隊負責執行董事會會議決議，所有管理層成員由董事會委任。當董事會將其管理及行政功能部分委託予管理層之時，其已就管理層的權力給予清楚的指示，尤其就管理層須報告及於作出重要決策或代表本公司訂下任何承諾前須取得董事會事先批准的情況。管理層及公司秘書會就法律及監管規定發展、業務及市場變化以及本公司發展策略之最新情況，向董事會作出彙報，以便彼等履行職責。董事會對本公司發展策略及主要政策、管理層、業務運作及風險評估保持有效監督。董事會成員及高級管理人員均盡忠職守，並因應市場環境變化檢討調整本公司的發展策略，忠誠地為增加股東的長遠利益而行事。

(二) 董事會組成

於二零一二年十二月三十一日，董事會由七名成員組成，包括二名執行董事，一名非執行董事及四名獨立非執行董事，獨立非執行董事佔董事會人數超過三分之一。董事分別擁有財務、科技及管理類之專業背景，於其各自的專業領域擁有廣泛經驗以及獨立見解，能夠為公司長遠發展提供專業意見。董事名單及履歷載於本年報第20頁「董事及高級管理層」一節。

董事任期兩年，根據本公司的組織章程細則，每名董事須至少每三年在股東周年大會上輪值退任一次，所有退任董事可於其退任當年的周年股東大會上接受重選。本公司三名董事：徐少春先生、陳登坤先生及吳澄先生將於應屆股東周年大會上退任並接受重選。分別於二零一二年八月二十一日及二零一三年三月二十日獲委任的董明珠女士及楊健先生作為新任的董事任職至本公司股東周年大會為止，並於會上合資格被重選。

III Board Meeting

For the year ended 31 December 2012, the Company had convened seven Board meetings and the 2012 annual general meeting (the "2012 AGM"). The following table shows the details of Directors' attendance:

(三) 董事會會議

於二零一二年十二月三十一日止年度，本公司共召開了七次董事會會議及二零一二年股東周年大會，有關董事之出席詳情載列如下：

Directors		Attendance/Number of Meetings	
		Board Meetings	AGM 2012
董事		董事會會議	二零一二年股東周年大會
Executive Directors	執行董事		
Mr. Xu Shao Chun	徐少春先生	7/7	1/1
Mr. Chen Deng Kun	陳登坤先生	7/7	1/1
Mr. Feng Guo Hua (resigned on 2 February 2012)	馮國華先生(於二零一二年二月二日辭任)	0/0	0/0
Non-executive Directors	非執行董事		
Ms. Dong Ming Zhu (appointed on 21 August 2012)	董明珠女士(於二零一二年八月二十一日獲委任)	2/3	0/0
Mr. James Ming King (resigned on 27 March 2012)	金明先生(於二零一二年三月二十七日辭任)	1/1	0/0
Independent Non-executive Directors	獨立非執行董事		
Mr. Gary Clark Biddle	Gary Clark Biddle先生	7/7	0/1
Mr. Ho Ching Hua	何經華先生	7/7	0/1
Mr. Wu Cheng	吳澄先生	7/7	0/1
Mr. Yeung Kwok on	楊國安先生	7/7	0/1
Ms. Yang Zhou Nan (resigned on 27 March 2012)	楊周南女士(於二零一二年三月二十七日辭任)	1/1	0/0

Directors were given sufficient notice of Board meetings in accordance with the Listing Rules and the Articles of Association. Directors were consulted in advance regarding the agenda of Board meetings. Notices of regular Board meetings were given to all directors at least 14 days in advance of the meetings. For all other Board meetings, reasonable notices were given. The agenda and other relevant, complete and reliable accompanying materials were sent to the Directors at least three days before each meeting. Each Director is aware of his/her obligation to allocate adequate time to deal with the Company's affairs.

At the meetings of the Board held during the year ended 31 December 2012, the matters dealt with by the Directors include but are not limited to the following: formulating the overall development strategy of the Company, considering and approving the Company's 2011 annual report and the 2012 interim report, approving the grant of share options and discussing other major matters. The secretary of the Board has recorded the proceedings of each Board meeting in detail by keeping detailed minutes, including all decisions of the Board together with concerns raised and dissenting views expressed (if any) by the Board. All minutes are kept by the secretariat of the Board and any relevant files including the agenda, documents and minutes are open for any Director's inspection.

本公司按照上市規則與公司章程規定已給予董事足夠時間發出的董事會會議通告。董事會會議的議程亦提前諮詢各董事的意見。董事會常規會議通告最少於會議舉行前十四天送達所有董事，而其他董事會會議一般於合理時間內發出通知。會議議程及其他適當、完整及可靠之資料於會議三天前發送至各董事，每位董事均知悉其須分配充足時間處理本公司事務。

於二零一二年十二月三十一日止年度召開的董事會中，董事主要處理本公司以下事務，包括：制定公司整體發展戰略、審閱及批准二零一一年年報及二零一二年中期報告、二零一二年度購股權授予方案和其他重大事項。董事會秘書就各董事會會議作出詳細會議記錄，以記錄有關議程，包括董事會作出之一切決定，以及董事提出之關注事項及接獲之反對意見(如有)。會議記錄由董事會秘書處保存，所有董事均有權查閱議程、檔案、會議記錄及其它有關文檔。

IV Measures to ensure the fulfillment of the responsibilities of Directors

(1) To fully comply with the requirements of the Code on the continuous professional development of Directors, the Company has provided all Directors with documents and information aiming at developing and refreshing their professional knowledge and skills, together with other information (including monthly updates) on the development of business, operation, activities and corporate governance of the Company from time to time to assist them fulfill their responsibilities. Each of the Directors has been provided with induction to ensure that they are fully aware of the business and operation of the Group, and the responsibilities and obligations of directors under the Listing Rules and other rules and regulations. The Company has organized regular trainings for Directors regarding their roles, functions and duties to assist them in understanding their responsibilities under the Listing Rules and other related laws and regulations through real case study; and to ensure the Directors are timely and completely informed of the operations of the Company. Pursuant to the requirements of the Code, all Directors should provide their training record to the Company. According to the training records provided by the Directors, the training attended by them during the reporting period is summarized as follows:

(四) 為確保董事履行其責任而採取的措施

1、為符合企業管治守則關於持續專業發展之規定，本公司全體董事均不時接收本公司向董事提供的旨在發展及更新其專業技能之書面材料，及有關本集團業務與運營的月度報告、公司重大活動及企業管治事宜發展之資訊材料，以協助彼等履行其職責。本公司所有董事均於其首次獲委任時接受全面入職培訓，以確保彼等瞭解本集團業務和經營，及充分明白上市規則規定董事須承擔的責任及義務及相關的監管規定。本公司亦定期為現任董事提供關於上市公司董事之角色、職能及職責之培訓，通過真實案例幫助董事理解上市規則等相關法律法規規定的董事應盡的職責，並及時對公司運作情況及時全面瞭解。根據企業管治守則之要求，所有董事須向本公司提供彼等各自之培訓記錄。根據董事提供的記錄，董事於相關期間接受的培訓概要如下：

Director	董事	Corporate Governance, Regulatory Development and Trainings on other relevant topics 企業管治、監管發展及其他相關主題培訓
Executive Directors	執行董事	
Mr. Xu Shao Chun	徐少春先生	✓
Mr. Chen Deng Kun	陳登坤先生	✓
Non-executive Director	非執行董事	
Ms. Dong Ming Zhu (appointed on 21 August 2012)	董明珠女士(於二零一二年八月二十一日獲委任)	✓
Independent Non-executive Directors	獨立非執行董事	
Mr. Gary Clark Biddle	Gary Clark Biddle先生	✓
Mr. Ho Ching Hua	何經華先生	✓
Mr. Wu Cheng	吳澄先生	✓
Mr. Yeung Kwok on	楊國安先生	✓

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- (2) When Directors are asked to express their views on the Company's connected transactions (if any), award programs, internal controls, etc., the Company retains auditors, financial advisers and lawyers and other relevant independent professionals to provide independent professional advice to assist Directors in fulfilling their responsibilities.
- (3) With regard to possible legal actions against the Directors when performing their duties, the Board entered into a "Liability Insurance Contract of Directors, Supervisors and Officers" with Huatai Insurance.

Board Committees

The Board has set up four specialized committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance and Strategy Committee to oversee particular aspects of the Company's affairs. These committees mainly consist of the independent non-executive Directors and non-executive Directors. The meeting procedures follow the statutory procedures for these Board meetings.

Audit Committee

As at 31 December 2012, the Audit Committee of the Company ("Audit Committee") comprised three independent non-executive Directors namely, Mr. Gary Clark Biddle, Mr. Wu Cheng, and Mr. Yeung Kwok on. Mr. Gary Clark Biddle is the chairman of the Audit Committee.

In order to comply with the amended Code, the Board adopted the revised Terms of Reference and Modus Operandi of the Audit Committee on 16 March 2012. In particular, the major roles and functions of the Audit Committee are as follows:

- (1) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditors, and resignation or dismissal of the auditors, reviewing and monitoring the external auditor's independence, the objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (2) reviewing the interim and annual financial reports, the financial reporting system and internal control procedures, and ensuring that management has discharged its duty to establish an effective internal control system; and

- 2、本公司要求董事在就本公司關連交易(如有)、激勵方案、內部控制等事項發表意見時，向其提供核數師、財務顧問及律師等相關專業人士的獨立專業意見，協助董事履行其責任。
- 3、董事會就董事等履行其職責可能將面臨的法律行動，與華泰財產保險有限公司深圳分公司購買了《董事、監事及高級管理人員責任保險》合同。

董事會委員會

董事會設立了四個專門委員會，包括審核委員會、薪酬委員會、提名委員會和企業管治及戰略委員會，以處理不同領域的公司事務。委員會絕大多數由獨立非執行董事與非執行董事擔任，其會議程式參照董事會會議法定程式執行。

審核委員會

於二零一二年十二月三十一日，本公司審核委員會（「審核委員會」）由三名獨立非執行董事組成，包括Gary Clark Biddle先生、吳澄先生及楊國安先生，Gary Clark Biddle先生是審核委員會主席。

審核委員會之職責範圍及運作模式已按照新修訂之守則條文要求，於二零一二年三月十六日作出修訂。主要包括：

- (1) 就外聘核數師的委任、重新委任及罷免向董事會提供建議、審批外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；按適用的標準檢討及監察外聘核數師是否獨立客觀及審計程式是否有效；委員會應於審計工作開始前先與外聘核數師討論核數性質及範疇及有關申報責任；
- (2) 監察年度及中期的財務報表，檢討本公司的財務監控、內部監控及風險管理制度，確保管理層已履行職責建立有效的內部監控系統；及

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- (3) reviewing the external auditor's management letter, and material queries raised by the external auditor to management in respect of the accounting records, financial accounts or systems of control as well as management's response to the points raised; ensuring that the Board responds promptly to the matters raised by the external auditor in the management letter.

- (3) 檢查外聘核數師給予管理層的管理建議書、外聘核數師就會計紀錄、財務帳目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；確保董事會對外聘核數師對於管理建議書提出的事宜作出及時回應。

During the financial year ended 31 December 2012, the Audit Committee held three meetings, at which the Audit Committee:

審核委員會於二零一二年十二月三十一日止年度共舉行了三次會議，主要工作包括：

- (1) reviewed the Company's annual financial report and internal control report for the year 2011, and submitted them to the Board for approval;
- (2) discussed the company's internal control system and reviewed the Company's interim financial report of 2012, and submitted it to the Board for approval; and
- (3) communicated with the auditor regarding the 2012 annual audit work and audit plans.

- (1) 審議本公司二零一一年年度的財務報告與內部控制報告，並提交董事會會議通過；
- (2) 探討公司內部監控系統，審議二零一二年半年度的財務報告並提交董事會會議通過；及
- (3) 與核數師溝通瞭解關於二零一二年年度審計工作與審計計劃。

Details of attendance at Audit Committee meetings during year 2012 are set out below:

二零一二年度審核委員會會議出席詳情載列如下：

Audit Committee Members		Year 2012 Attendance/ Number of Meetings
成員姓名		二零一二年出席會議次數
Mr. Gary Clark Biddle (Chairman)	Gary Clark Biddle先生(主席)	3/3
Mr. Wu Cheng	吳澄先生	3/3
Mr. Yeung Kwok On (appointed as a member of the Audit Committee on 27 March 2012)	楊國安先生(於二零一二年三月二十七日獲委任為審核委員會成員)	3/3
Ms. Yang Zhou Nan (resigned on 27 March 2012)	楊周南女士(於二零一二年三月二十七日辭任)	1/1

Remuneration Committee

As at 31 December 2012, the Remuneration Committee of the Company ("Remuneration Committee") comprised two independent non-executive Directors and one executive Director namely, Mr. Yeung Kwok On, Mr. Wu Cheng and Mr. Chen Deng Kun. Mr. Yeung Kwok On is the chairman of the Remuneration Committee.

In order to comply with the amended Code, the Board adopted the revised Terms of Reference and Modus Operandi of the Remuneration Committee on 16 March 2012. In particular, the major roles and functions of the Remuneration Committee are as follows:

- (1) making recommendations to the Board on the Company's policy and structure of remuneration, long-term incentive and performance management of the Directors and senior management, the establishment of formal and transparent procedures for developing such policy and structure, the principles and criteria of remuneration, and long-term incentive plans;
- (2) as authorized by the Board, drawing up proposals for and making recommendations to the Board on the remuneration of Directors, and salaries of individual executive Directors and senior management;
- (3) reviewing and assessing the annual performance of Directors and senior management, and reviewing and approving their remuneration, by reference to the corporate goals and objectives set by the Board;
- (4) drawing up and reviewing proposals for remuneration and making recommendations to the Board on the adjustment of such remuneration from time to time, by reference to the Company's development strategies and goals approved by the Board and the operating strategies as adjusted by the Board from time to time;
- (5) considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (6) reviewing and approving compensation arrangements (if any) to Directors and senior management relating to any loss or termination of their office or appointment, or dismissal or removal for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (7) ensure that no Director or any of his associates is involved in deciding his own remuneration, and that the remuneration of a non-executive Director who is a member of the Remuneration Committee shall be determined by the other members of the Remuneration Committee.

薪酬委員會

於二零一二年十二月三十一日，本公司薪酬委員會（「薪酬委員會」）由本公司兩名獨立非執行董事及一名執行董事組成，包括楊國安先生、吳澄先生及陳登坤先生。楊國安先生是薪酬委員會主席。

薪酬委員會之職責範圍及運作模式已按照新修訂之守則條文要求，於二零一二年三月十六日作出修訂。新的職權範圍及運作模式載列如下：

- (1) 就本公司董事及高級管理人員的薪酬、長期激勵以及績效管理的政策及架構，及就設立正規而具透明度的程序制定有關政策及架構，明確薪酬原則與標準以及長期激勵模式，向董事會提出建議；
- (2) 獲董事會轉授責任，即擬定每年擬定董事酬金方案及個別執行董事及高級管理人員的薪酬待遇，向董事會提出建議；
- (3) 參照董事會制定的公司經營目標，對公司董事及高級管理人員的履行職責情況及年度業績進行審查考評，並對其薪酬進行審查和批准；
- (4) 依照董事會批准通過的公司發展戰略與經營目標以及不時調整的經營策略，制訂與檢討薪酬方案，並有權不時向董事會提出調整建議；
- (5) 考慮同類公司支付的薪酬、須付出的時間及職責以及集團內其他職位的僱用條件；
- (6) 檢討及批准有關董事及高級管理人員因喪失或被終止其職務或委任或因行為失當而被解僱或罷免所涉及的賠償安排（如有），以確保該等安排與有關合約條款一致，有關賠償亦合理適當；及
- (7) 確保任何董事或其任何聯繫人不得自行制訂薪酬，對於作為薪酬委員會委員的非執行董事的薪酬，應由薪酬委員會的其他委員決定。

CORPORATE GOVERNANCE REPORT 企業管治報告

During the financial year ended 31 December 2012, the Remuneration Committee held two meetings to review the remuneration package of Directors and senior management, discuss the grant of share options pursuant to the Company's share option scheme, and submit proposals to the Board.

薪酬委員會於截至二零一二年十二月三十一日止年度內共舉行了兩次會議，包括審議本年度董事及高級管理人員之薪酬計劃，討論根據本公司購股權計劃授出購股權，並向董事會提交建議方案。

Details of attendance at Remuneration Committee meetings during year 2012 are set out below:

二零一二年度薪酬委員會會議出席詳情載列如下：

Remuneration Committee Members		Year 2012 Attendance/ Number of Meetings
成員姓名		二零一二年出席會議次數
Mr. Yeung Kwok On (Chairman)	楊國安先生(主席)	2/2
Mr. Wu Cheng (appointed as a member of the Remuneration Committee on 27 March 2012)	吳澄先生(於二零一二年三月二十七日獲委任為薪酬委員會成員)	2/2
Mr. Chen Deng Kun	陳登坤先生	2/2
Ms. Yang Zhou Nan (resigned on 27 March 2012)	楊周南女士(於二零一二年三月二十七日離任)	1/1

Nomination Committee

As at 31 December 2012, the Nomination Committee of the Company ("Nomination Committee") is comprised of one executive Director and two independent non-executive Directors namely, Mr. Xu Shao Chun, Mr. Wu Cheng and Mr. Yeung Kwok On. Mr. Xu Shao Chun is the chairman of the Nomination Committee.

提名委員會

於二零一二年十二月三十一日，本公司提名委員會(「提名委員會」)由本公司一名執行董事及兩名獨立非執行董事組成，包括徐少春先生、吳澄先生及楊國安先生。徐少春先生是提名委員會主席。

CORPORATE GOVERNANCE REPORT 企業管治報告

In order to comply with the amended Code, the Board adopted the revised Terms of Reference and Modus Operandi of the Nomination Committee on 16 March 2012. In particular, the major roles and functions of the Nomination Committee are as follows:

- (1) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually;
- (2) identifying individuals suitably qualified to become Directors of the Board, and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- (3) making recommendations to the Board on any proposed changes to the Board to implement the Company's corporate strategy;
- (4) assessing the independence of the independent non-executive Directors; and
- (5) making recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors.

During the financial year ended 31 December 2012, the Nomination Committee held one meeting to determine the policy for the nomination of Directors, review the structure of Board and make recommendations to the Board on the nomination of the non-executive Director. The criteria of selecting and recommending candidates for directorship adopted by the Nomination Committee are the qualifications and skills of talent, coupled with the goals and development strategy of the company.

Details of attendance at Nomination Committee meetings during year 2012 are set out below:

提名委員會之職責範圍及運作模式已按照新修訂之守則條文要求，於二零一二年三月十六日作出修訂。新修訂的職權範圍及運作模式載列如下：

- (1) 最少每年一次檢討董事會的架構、人數及組成(包括技能、知識及經驗)；
- (2) 物色具備適合資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (3) 就任何為配合本公司的目標和發展策略而擬對董事會作出的變動向董事會提出建議；
- (4) 評核獨立非執行董事的獨立性；及
- (5) 就董事委任或重新委任以及董事繼任計劃的有關事宜向董事會提出建議。

提名委員會於截至二零一二年十二月三十一日止共舉行了一次會議，制定提名董事的政策、檢討董事會架構及提名有關人士出任非執行董事，並就此向董事會提供建議。提名委員會以人才之資格與技能結合本公司之目標及發展策略為推薦準則。

二零一二年度提名委員會會議出席詳情載列如下：

Nomination Committee Members		Year 2012 Attendance/ Number of Meeting
成員姓名		二零一二年 出席會議次數
Mr. Xu Shao Chun (appointed as a member and the chairman of the Nomination Committee on 27 March 2012)	徐少春先生(於二零一二年三月二十七日獲委任為提名委員會成員及主席)	1/1
Mr. Wu Cheng	吳澄先生	1/1
Mr. Yeung Kwok On	楊國安先生	1/1
Mr. James Ming King (resigned on 27 March 2012)	金明先生(於二零一二年三月二十七日辭任)	0/0

Corporate Governance and Strategy Committee

As at 31 December 2012, the Corporate Governance and Strategy Committee of the Company (the “Strategy Committee”) comprised two executive Directors, one non-executive Director and one independent non-executive Director namely, Mr. Xu Shao Chun, Mr. Chen Deng Kun, Ms. Dong Ming Zhu and Mr. Ho Ching Hua. Mr. Xu Shao Chun is the chairman of the Strategy Committee.

The main responsibilities of the Strategy Committee set out in the Board Rules are as follows:

- (1) considering and formulating the mid – and long-term strategies of the Company;
- (2) assessing the effects of the implementation of the Company’s strategies;
- (3) making recommendations on critical issues prescribed in the Articles of Association and other issues requiring approval from the Board, including those related to investments, financings, etc; and
- (4) performing the duties in relation to corporate governance set out in code provision D.3.1 of the Appendix 14 to the Listing Rules.

Chairman and Chief Executive Officer

During the reporting period, Mr. Xu Shao Chun assumed the roles of both the Chairman and CEO of the Company. The Board considers that Mr. Xu Shao Chun, as one of the main founders of the Company, has abundant knowledge of the IT industry and unique strategic perspectives. The Board believes that he can lead the Company to formulate effective strategies and react promptly to market changes. His continual service in both roles is beneficial to the stable and healthy development of the Company. However, the Board will review and make appropriate changes when necessary in order to enhance the level of corporate governance.

Adoption of Code of Conduct Regarding Director’s Securities Transactions

The Company has adopted a code of conduct regarding Directors’ securities transactions on terms no less exacting than the required standard set out in the “Model Code for Securities Transactions by Directors of Listed Issuers” of Appendix 10 to the Listing Rules. The Company, having made specific enquiry of all Directors, confirms that the Directors have complied with this code of conduct throughout the accounting period covered by this annual report. This code of conduct is also applicable to other specified senior management of the Company.

企業管治及戰略委員會

於二零一二年十二月三十一日，本公司企業管治及戰略委員會（「企業管治及戰略委員會」）由本公司兩名執行董事、一名非執行董事及一名獨立非執行董事組成。委員包括徐少春先生、陳登坤先生、董明珠女士及何經華先生。徐少春先生是戰略委員會的主席。

董事會規則所載的企業管治及戰略委員會的職責如下：

- (1) 審閱及草擬本公司中期及長期的發展戰略；
- (2) 評估公司戰略部署的執行效果；
- (3) 就組織章程所載的重要事項以及必須經董事會許可的事項作出推薦建議，包括投資及融資等；及
- (4) 履行上市規則附錄十四第D.3.1條守則條文所載有關企業管治的職責。

主席與行政總裁

報告期內，本公司的董事會主席及行政總裁均由徐少春先生出任。董事會認為，徐少春先生是本公司主要創辦人之一，擁有豐富的資訊行業知識及戰略視野，能夠帶領本公司制定有效的戰略方向並對市場變化作出迅速反應，其持續在位有利於本公司穩定健康發展。但董事會亦將不時檢討及將在有需要時作出適當變動，以達到更高的管治水平。

採納有關董事進行證券交易的標準守則

本公司已採納有關董事買賣證券之標準守則（「標準守則」），守則的標準不遜於上市規則附錄十所載之標準守則所規定的標準。在向所有董事作出特定查詢後，本公司確認董事於本年度報告所覆蓋的會計期間經已遵守有關標準守則。標準守則亦適用於本公司其他指定高級管理人員。

The details relating to the securities of the Company held by the Directors are set out in “Directors’ and Chief Executive’s Interests or Short Positions in the Shares, Underlying Shares or Debentures” of the “Report of Directors” on page 32 of this annual report.

Internal Control

In 2012, the Company paid more attention to the internal control and risk management. One step taken by the Company is to review the essential business flow, to improve the systems of sales, procurement, human resources management, financial budget, project’s profit and loss management, and to identify the business risk and evaluate the risk level, thereby taking improvement actions and promoting the systemization, institutionalization and informationalization of internal control management. The other step is to issue the Code of Business Conduct (“the Code of Conduct”) applicable to the employees of the Company. The Code of Conduct sticks to the corporate value of compliance with the laws, ethics and credit management, prescribes the legal responsibilities and moral norms, and defines the basic principles and requirement of staff’s internal and external conduct. The third step is to increase efforts in investigation in fraud cases, and perform effective and timely control of potential risks of each point in the business process, including finance, sales and outsourcing etc.

Besides, the information security has always been the focus of internal control management. In 2012, the Company revised the protection of information asset management system. Through ISO27001 Information Security Management System, the Company effectively stipulated the norms of security of technical information and business information. Meanwhile, through establishing a centralized system for the sharing of financial information, project’s profit and loss system, project’s man-hour system and unifying the procurement system to strengthen the internal information control within the Group to improve basic IT general control and core system application control, the Company has perfected its IT control structure and improved its ability to control information security risk.

The Company has always abided by the Listing Rules, and has been fully aware of its responsibilities, particularly in respect of the disclosure of price-sensitive information. Based on “Guide on Disclosure of Price-Sensitive Information” published by the Stock Exchange, the Company has implemented a system of internal processing and internal control measures to ensure the timely, accurate and proper disclosure of relevant information to shareholders and regulatory authorities. In 2012, the Company further strengthened the process management and internal control with respect to price-sensitive information, and revised and issued the information disclosure rules.

董事於本公司持有的證券利益詳情載於本年報第32頁的「董事會報告」中「董事及管理層於股份、相關股份或債券的權益與淡倉」一段內。

內部控制

2012年公司更加關注內部監控與風險管理工作。一是重新梳理公司重要的業務流程，完善了銷售、採購、人力資源管理、財務預算、項目損益等管理制度及工作流程，識別業務風險，評價風險等級並提出改進措施，促使內部控制管理水準更加系統化、制度化、信息化。二是頒佈員工商業行為準則，堅持遵紀守法、誠信經營的企業價值觀，規定公司經營所必須遵循的法律責任與道德框架，明確員工對外與對外行為的基本原則與規範要求。三是加大對公司內部舞弊違規案件的查處力度，對涉及財務、銷售、外包等各個業務環節可能存在的風險進行及時有效的控制。

另一方面，IT資訊安全也一直是公司內控管理的重點。2012年公司修訂了信息資產保護管理制度，通過ISO27001信息安全體系認證，有效規範公司技術資訊與商業資訊的安全標準，同時，通過建立集團財務共用中心系統、項目損益和項目工時系統，統一採購系統等以加強集團內部的資訊化管控，提高IT基礎通用控制和財務採購等核心系統的應用控制，使得公司資訊安全風險控制水準得到進一步提升。

本公司一貫遵循上市規則的守則要求，瞭解所應履行的責任以及凡涉及決策之股價敏感資料均須即時公佈的重大原則，並恪守聯交所的「股價敏感資料披露指引」，形成一套完善的內部處理及公佈資訊的流程與內部監控措施，以確保及時、準確、適當地向股東和監管機構披露相關資訊。2012年公司進一步加強了對股價敏感資料的流程管理和內部監控措施，重新修訂並頒佈了信息披露管理制度。

Investor Relations

The Company is committed to maintaining good relations with investors. The Company has set up a specialized department with staff to attend to investor relations affairs. The Company actively participates in various investor forums physically or via conference calls, provides investors with the information necessary for them to form their views on the Company's performance and reports investors' feedback to management in a timely manner in order to improve operations and corporate governance of the Company. To promote transparency, the Company has announced its operating performance to shareholders and other stakeholders. These disclosures include: (1) publishing interim and annual reports; (2) making press releases; (3) sending out quarterly business development reports to shareholders; (4) meeting regularly with investors; (5) publishing analysts' reports on the Company; and (6) conducting market consultations.

The Company firmly believes that increased transparency in the capital market will improve corporate governance and be beneficial to the long-term development of the Company. The Company welcomes suggestions from investors and shareholders in relation to the development of the Company to the Company's investor relations team via email or telephone.

Shareholders' Rights

The shareholders' rights are set out in the Articles of Association. Pursuant to Article 72 of the Articles of Association, general meetings shall be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meetings and signed by the requisitionists, provided that such requisitionists hold as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) in convening the meeting as a result of the failure of the Board to convene the meeting shall be reimbursed to them by the Company.

投資者關係

本公司一向注重維繫投資者關係。本公司配備專門部門及員工負責投資者關係，通過參與國內外投資者交流會、與投資者會面、及以電話會議等方式，為投資者提供相關信息以評估公司的表現，並將投資者意見及時回饋管理層以改善公司經營及管治。為了保持透明度，本公司向股東及其它權益人如實說明公司運營表現情況，持續發佈信息給投資者，有關披露包括：(1)刊發集團中期業績報告及年報；(2)刊發新聞稿；(3)向股東發出季度性公司業務發展簡報；(4)參與投資者論壇；(5)發佈分析師對本公司的研究報告；及(6)進行市場諮詢。

本公司深信在資本市場不斷提高透明度有利於提升管理水準，對長期發展相當有益。本公司歡迎投資者和股東提出建議，通過電郵或來電與本公司投資者關係團隊分享對於公司發展的意見與建議。

股東權利

本公司章程載有股東權利，根據第72條，股東大會可應本公司兩名或以上股東的書面要求而召開，有關要求須遞交本公司於香港的主要辦事處（或倘本公司不再設置上述主要辦事處，則為註冊辦事處），當中列明大會的主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有本公司附帶於本公司股東大會表決權的不少於十分之一繳足股本。

倘董事會於遞交要求之日起計二十一日內並無按既定程式召開將予在其後的二十一日內舉行的大會，則請求人自身或代表彼等所持全部表決權一半以上的任何請求人可按盡量接近董事會召開大會的相同方式召開股東大會，惟按上述方式召開的任何大會不得於遞交有關要求之日起計三個月屆滿後召開，且本公司須向請求人償付因應董事會未有召開大會而致使彼等須召開大會所合理產生的所有開支。

CORPORATE GOVERNANCE REPORT 企業管治報告

Any inquiry is welcome to be presented to the Board by shareholders and any proposal relating to the business, strategy and management of the Company is welcome to be presented at general meeting for review and discussion. Shareholders' inquiries and relevant proposals to the Board can be submitted in written form to the Company secretary, and will be dealt with by the CEO or the chairman of the relevant board committees or other senior management members.

The contact information of the Company secretary is as follows:

19/F., MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong

Fax: (852)2861 3757

Email: estherngan@wongbros.com.hk

During the year ended 31 December 2012, the Company held the annual general meeting on 10 May 2012. All shareholders were given at least 21 days' notice for such annual general meeting. The chairman of the Board, executive Directors and the auditor attended such annual general meeting to communicate with shareholders and answer questions from shareholders.

Pursuant to the Listing Rules, all resolutions of the general meetings should be voted on by poll on the basis that one vote is attached to one share (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands), and the poll results would be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company.

Memorandum and Articles of Association of the Company

During the reporting period, no amendment had been made to Memorandum and Articles of Association of the Company.

External Auditor

PricewaterhouseCoopers was appointed as the external auditor of the Group for the year of 2012, and there has been no change in the Group's auditor in any of the preceding three years. To ensure independence, PricewaterhouseCoopers provides only audit services to the Company. A resolution for re-appointment of PricewaterhouseCoopers as the auditor of the Company will be proposed at the AGM. During the year ended 31 December 2012, the Company had paid RMB1,600,000 as the audit fees.

本公司歡迎股東就有關問題向董事會作出查詢，並歡迎股東提呈有關本集團業務、策略及管理之建議於股東大會上討論。股東可隨時透過公司秘書以書面形式將其查詢及有關建議提交予董事會，由行政總裁或有關之董事委員會主席或高級管理人員予以處理。

公司秘書之聯絡詳情如下：

香港灣仔告士打道38號美國萬通大廈19樓

傳真：(852) 2861 3757

電郵：estherngan@wongbros.com.hk

本公司於截至二零一二年十二月三十一日年度內，於二零一二年五月十日召開周年股東大會，股東周年大會通知及事項已於會議前不少於二十一日發給股東。主席、執行董事及核數師已出席二零一二股東周年大會與股東溝通並回答股東問題。

根據上市規則，所有在股東大會提呈的決議案均將以一股一票投票方式表決(除主席以誠實信用的原則作出決定，容許純粹有關程序或行政事宜的決議案以舉手表決外)，且投票表決結果將緊隨股東大會召開後於聯交所網站(www.hkexnews.hk)及公司網站公告。

本公司組織章程細則

於回顧年度，本公司組織章程細則並未作出修訂。

外聘核數師

本公司於二零一二年的外聘核數師為羅兵咸永道會計師事務所，並於過去三年內任何一年，沒有更換核數師。為確保獨立性，羅兵咸永道會計師事務所向本集團僅提供審計服務。本公司將於即將舉行的股東周年大會上提呈重新委任羅兵咸永道會計師事務所出任本公司核數師的決議案。於截至二零一二年十二月三十一日年度內，本公司向羅兵咸永道會計師事務所支付的審計費用約為人民幣160萬元。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board is responsible for ensuring the appropriate preparation of accounts, and the accuracy, fairness and comprehensiveness of the financial statements of the Company. The statement by the auditor about their reporting responsibilities is set out in the “Independent Auditor’s Report” section on page 52 of this Annual Report.

Company Secretary

The Company engages an external service provider as its Company secretary, and Ms. Esther Ngan has been appointed as the main contact person of the external service provider. The Company secretary may contact Board secretariat pursuant to code provision F.1.1 of the Code.

Improving Corporate Governance

The Company will continue to regularly review its corporate governance measures and practices to ensure that they are on par with the corporate governance standards of international corporations and in light of the changing regulatory requirements and investors’ needs. This will also help in the long term to continuously develop the Company, and enhance its corporate value.

Appreciation

The Board would like to express its sincere appreciation to its shareholders, customers, suppliers and bankers for their continued support to the Group. The Board also wishes to thank the Group’s management and staff for achieving remarkable progress in the Group’s business and their dedication and commitment to improving the Group’s management.

On behalf of the Board

KINGDEE INTERNATIONAL SOFTWARE GROUP COMPANY LIMITED

Xu Shao Chun

Chairman

Shenzhen, the People’s Republic of China, 20 March 2013

董事會負責確保本集團會計帳目編製恰當，相關財務報表之編製能真實、公正及全面反映本集團事務之財務狀況。核數師之申報責任聲明載於二零一二年報第52頁之獨立核數師報告內。

公司秘書

本公司委任外聘服務機構擔任公司秘書，而顏連珍女士為該外聘服務機構中的主要聯絡人。公司秘書可根據上市規則附錄十四所載《企業管治守則》守則F.1.1與公司董事會秘書處聯繫。

不斷提升企業管治水平

本公司將持續跟進國際上先進企業管治模式的發展，以及相關監管規定的修訂和投資者的要求，定期檢討及加強實踐企業管治措施，以確保本公司長期持續發展，提升企業價值。

致謝

董事會謹此對本公司的股東、客戶、供應商及往來銀行一直以來對本集團的鼎力支持，致以由衷謝意。董事會亦謹此致謝本集團的管理層及員工，為本集團的業務發展及管理進步所作出的摯誠努力。

承董事會命

金蝶國際軟件集團有限公司

主席

徐少春

深圳，中華人民共和國，二零一三年三月二十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF KINGDEE INTERNATIONAL SOFTWARE GROUP COMPANY LIMITED *(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Kingdee International Software Group Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 54 to 156, which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

羅兵咸永道

獨立核數師報告 致金蝶國際軟件集團有限公司股東

(於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第54至156頁金蝶國際軟件集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下簡稱「貴集團」)的合併財務報表，此合併財務報表包括於二零一二年十二月三十一日的合併和公司資產負債表與截至該日止年度的合併損益表、合併綜合收益表、合併權益變動表及合併現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就合併財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港《公司條例》的披露規定編製合併財務報表，以令合併財務報表作出真實而公平地反映，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審計對該等合併財務報表作出意見。我們已根據國際審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定合併財務報表是否不存在任何重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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 of consolidated financial statements that give a true and fair view 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.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's loss and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Other matters

This report, including the opinion, has been prepared for and only for you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 20 March 2013

審計涉及執行程序以獲取有關合併財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價合併財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等合併財務報表已根據國際財務報告準則真實而公平地反映貴公司及貴集團於二零一二年十二月三十一日的事務狀況，及貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

其他事項

本報告(包括意見)乃為股東編製並僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

羅兵咸永道會計師事務所
執業會計師

香港，二零一三年三月二十日

CONSOLIDATED BALANCE SHEET

合併資產負債表

As at 31 December
於十二月三十一日

	Note 附註	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元 (Restated) (經重列)
ASSETS			
Non-current assets			
Land use rights	6	138,849	83,683
Property, plant and equipment	7	791,216	518,110
Intangible assets	8	637,183	587,864
Investment properties	9	825,575	496,925
Entrusted loan	10	26,000	—
		2,418,823	1,686,582
Current assets			
Inventories	11	3,936	4,036
Trade and other receivables	10	313,458	378,960
Prepaid income tax		712	—
Available-for-sale financial assets	12	—	11,013
Due from customers on implementation contracts	13	326,328	292,467
Pledged bank deposits	14	5,591	11,032
Short-term bank deposits	14	14,500	16,490
Cash and cash equivalents	14	898,002	633,412
		1,562,527	1,347,410
Total assets		3,981,350	3,033,992

CONSOLIDATED BALANCE SHEET 合併資產負債表

		As at 31 December 於十二月三十一日		
		Note 附註	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元 (Restated) (經重列)
EQUITY	權益			
Capital and reserves attributable to equity holders of the Company	本公司權益持有人應佔資本及儲備			
Share capital	股本	16	64,059	63,941
Share premium	股本溢價	16	435,460	405,730
Other reserves	其他儲備	17	528,988	436,023
Retained earnings	保留盈利			
– Others	– 其他		550,336	703,600
			1,578,843	1,609,294
Non-controlling interests	非控制性權益		11,459	34,316
Total equity	總權益		1,590,302	1,643,610
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	貸款	19	1,363,641	597,500
Deferred income tax liabilities	遞延所得稅負債	20	61,911	48,080
Long term payables	長期應付款		7,388	37,548
			1,432,940	683,128
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	21	537,633	465,597
Due to customers on implementation contracts	應付客戶實施合同款	13	73,642	64,514
Borrowings	貸款	19	227,000	20,000
Current income tax liabilities	當期所得稅負債		–	7,798
Deferred income	遞延收入	22	119,833	149,345
			958,108	707,254
Total liabilities	總負債		2,391,048	1,390,382
Total equity and liabilities	總權益及負債		3,981,350	3,033,992
Net current assets	流動資產淨值		604,419	640,156
Total assets less current liabilities	總資產減流動負債		3,023,242	2,326,738

The notes on pages 62 to 156 are an integral part of these consolidated financial statements.

第62頁至156頁的附註為財務報表的整體部分。

The financial statements on pages 54 to 156 were approved by the board of directors on 20 March 2013 and were signed on its behalf.

第54頁至156頁的財務報表已由董事會於二零一三年三月二十日批核，並代表董事會簽署。

Xu Shao Chun
徐少春
Director
董事

Chen Deng Kun
陳登坤
Director
董事

BALANCE SHEET

資產負債表

As at 31 December
於十二月三十一日

	Note 附註	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元 (Reclassified) (經重分類)	2010 RMB'000 人民幣千元 (Reclassified) (經重分類)
ASSETS				
Non-current assets				
Interests in subsidiaries	15	547,137	500,806	449,330
		547,137	500,806	449,330
Current assets				
Trade and other receivables	10	28,488	30,236	5,660
Short-term bank deposit		–	–	60,527
Cash and cash equivalents	14	17,557	35,133	36,520
		46,045	65,369	102,707
Total assets		593,182	566,175	552,037
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Share capital	16	64,059	63,941	54,653
Share premium		437,228	405,730	425,358
Other reserves	17	619	601	116
Retained earnings				
– Proposed final dividend		–	–	60,320
– Others		90,100	95,167	11,575
Total equity		592,006	565,439	552,022
LIABILITIES				
Current liabilities				
Trade and other payables	21	1,176	736	15
Total equity and liabilities		593,182	566,175	552,037
Net current assets		44,869	64,633	102,692
Total assets less current liabilities		592,006	565,439	552,022

The notes on pages 62 to 156 are an integral part of these consolidated financial statements.

第62頁至156頁的附註為財務報表的整體部分。

The financial statements on pages 54 to 156 were approved by the board of directors on 20 March 2013 and were signed on its behalf.

第54頁至156頁的財務報表已由董事會於二零一三年三月二十日批核，並代表董事會簽署。

Xu Shao Chun
徐少春
Director
董事

Chen Deng Kun
陳登坤
Director
董事

CONSOLIDATED INCOME STATEMENT

合併損益表

			Year ended 31 December 截至十二月三十一日止年度	
			2012	2011
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Revenue	營業額	23	1,765,493	2,022,498
Cost of sales	銷售成本	24	(618,526)	(604,656)
Gross profit	毛利		1,146,967	1,417,842
Selling and marketing expenses	銷售及推廣成本	24	(1,153,722)	(1,229,721)
Administrative expenses	行政費用	24	(216,866)	(254,485)
Research and development costs	研究及開發成本	24	(200,357)	(168,724)
Fair value gains on investment properties	投資物業公允價值變動收益	9	60,958	135,658
Other gains, net	其他收入－淨值	25	260,083	289,716
Operating (loss)/profit	經營(虧損)/盈利		(102,937)	190,286
Finance income	融資收入	27	6,813	3,524
Finance costs	融資成本		(65,896)	(12,368)
Finance costs – net	融資成本－淨值	27	(59,083)	(8,844)
(Loss)/profit before income tax	扣除所得稅前(虧損)/盈利		(162,020)	181,442
Income tax expense	所得稅費用	28	(1,955)	(28,280)
(Loss)/profit for the year	年度(虧損)/盈利		(163,975)	153,162
Attributable to:	應佔：			
Equity holders of the Company	本公司權益持有人	30	(140,246)	144,988
Non-controlling interest	非控制性權益		(23,729)	8,174
			(163,975)	153,162
(Loss)/earnings per share for (loss)/profit attributable to the equity holders of the Company (expressed in RMB cents per share)	本公司權益持有人應佔(虧損)/盈利的每股(虧損)/盈利(以每股人民幣分計)			
– basic	– 基本	30	RMB人民幣(5.57)	RMB人民幣5.77
– diluted	– 攤薄		RMB人民幣(5.57)	RMB人民幣5.42

The notes on pages 62 to 156 are an integral part of these consolidated financial statements.

第62頁至156頁的附註為財務報表的整體部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

合併綜合收益表

		Year ended 31 December 截至十二月三十一日止年度	
		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
	Note 附註		
(Loss)/profit for the year	年度(虧損)/盈利	(163,975)	153,162
Other comprehensive income:	其他綜合收益：		
Fair value change of owner-occupied land and buildings before being transferred to investment properties, net of tax	土地及樓宇於轉入投資性物業前之重估利得，扣除稅項	17 87,753	—
Fair value change of available-for-sale financial assets, net of tax	可供出售金融資產重估利得，扣除稅項	17 913	912
Disposal of available-for-sale financial assets, net of tax	處置可供出售金融資產，扣除稅項	17 (1,825)	—
		86,841	912
Total comprehensive (loss)/income for the year	本年度總綜合(虧損)/收益	(77,134)	154,074
Total comprehensive (loss)/income attributable to:	總綜合(虧損)/收益歸屬於：		
Equity holders of the Company	本公司權益持有者	(53,405)	145,900
Non-controlling interest	非控制性權益	(23,729)	8,174
		(77,134)	154,074

The notes on pages 62 to 156 are an integral part of these consolidated financial statements.

第62頁至156頁的附註為財務報表的整體部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

合併權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔					Non-	Total
		Share	Share	Other	Retained	Total	controlling	equity
		capital	premium	reserves	earnings		interest	
		股本	股本溢價	其他儲備	保留盈利	合計	非控制性	總權益
Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2011	二零一一年一月一日結餘	54,653	425,358	427,323	626,720	1,534,054	14,271	1,548,325
Comprehensive income	綜合收益							
Profit for the year	年度盈利	–	–	–	144,988	144,988	8,174	153,162
Other comprehensive income	其他綜合收益	–	–	912	–	912	–	912
Total comprehensive income	綜合總收益	–	–	912	144,988	145,900	8,174	154,074
Transactions with owners	與權益持有者的交易							
Employees share option scheme:	僱員購股權計劃：							
– value of employee services	– 僱員服務的價值	16	24,667	–	–	24,667	–	24,667
– proceeds from shares issued	– 發行股份所得款	16	21,717	–	–	22,313	–	22,313
Bonus shares	紅股	9,177	(9,177)	–	–	–	–	–
Repurchase and cancellation of own shares	回購並註銷股份	(485)	(56,835)	485	(485)	(57,320)	–	(57,320)
Appropriation to reserve funds	轉撥儲備金	–	–	7,303	(7,303)	–	–	–
Dividend relating to 2010	二零一零年股息	–	–	–	(60,320)	(60,320)	–	(60,320)
Non-controlling interests arising on business combination (Restated)	業務合併產生的非控制性權益(經重列)	–	–	–	–	–	11,871	11,871
Total transactions with owners	全部與權益持有者的交易	9,288	(19,628)	7,788	(68,108)	(70,660)	11,871	(58,789)
Balance at 31 December 2011	二零一一年十二月三十一日結餘	63,941	405,730	436,023	703,600	1,609,294	34,316	1,643,610

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 合併權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔					Non- controlling interest 非控制性	Total equity 總權益	
		Share capital 股本	Share premium 股本溢價	Other reserves 其他儲備	Retained earnings 保留盈利	Total 合計	權益	總權益	
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Balance at 1 January 2012	二零一二年一月一日結餘		63,941	405,730	436,023	703,600	1,609,294	34,316	1,643,610
Comprehensive loss	綜合虧損								
Loss for the year	年度虧損		-	-	-	(140,246)	(140,246)	(23,729)	(163,975)
Other comprehensive income	其他綜合收益		-	-	86,841	-	86,841	-	86,841
Total comprehensive loss	綜合總虧損		-	-	86,841	(140,246)	(53,405)	(23,729)	(77,134)
Transactions with owners	與權益持有者的交易								
Employees share option scheme:	僱員購股權計劃：								
- value of employee services	- 僱員服務的價值	16	-	28,787	-	-	28,787	-	28,787
- proceeds from shares issued	- 發行股份所得款	16	136	4,013	-	-	4,149	-	4,149
Repurchase and cancellation of own shares	回購並註銷股份		(18)	(1,302)	18	(18)	(1,320)	-	(1,320)
Transactions with non-controlling interests	與非控制性權益的 交易	17	-	-	(6,894)	-	(6,894)	872	(6,022)
Acquisition of treasury shares	購入庫存股	16	-	(1,768)	-	-	(1,768)	-	(1,768)
Capitalisation of retained earnings	轉增股本		-	-	13,000	(13,000)	-	-	-
Total transactions with owners	全部與權益持有者的交易		118	29,730	6,124	(13,018)	22,954	872	23,826
Balance at 31 December 2012	二零一二年十二月三十一日 結餘		64,059	435,460	528,988	550,336	1,578,843	11,459	1,590,302

The notes on pages 62 to 156 are an integral part of these consolidated financial statements.

第62頁至156頁的附註為財務報表的整體部分。

CONSOLIDATED CASH FLOW STATEMENT

合併現金流量表

		Year ended 31 December 截至十二月三十一日止年度		
		Note 附註	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Cash flows from operating activities	營運活動的現金流量			
Cash generated from operations	營運產生的現金	31	71,901	177,092
Interest paid (excluding interest paid capitalised)	已付利息(不包含資本化的利息)		(54,273)	(23,386)
Income tax paid	已付所得稅		(5,967)	(2,453)
Net cash generated from operating activities	營運活動產生的淨現金		11,661	151,253
Cash flows from investing activities	投資活動的現金流量			
Purchase of property, plant and equipment	購入物業、機器及設備		(253,129)	(192,693)
Proceeds from sale of property, plant and equipment	出售物業、機器及設備所得款	31	9,105	3,620
Payments for land use rights	取得土地使用權		(62,036)	(10,014)
Purchases of investment property	購入投資物業		(64,258)	(72,105)
Payments for loans and receivables	取得貸款及應收賬款		(26,000)	-
Decrease/(Increase) in other non-current assets	其他非流動資產減少/(增加)		-	3,520
Purchases of intangible assets	取得無形資產		(255,537)	(264,352)
Cash paid for business combination, net of cash acquired	業務併購已付現金淨值，扣除購入的現金		(74,234)	(47,535)
Purchases of available-for-sale financial assets	購入可供出售金融資產		(101,000)	-
Proceeds from sale of available-for-sale financial assets	出售可供出售金融資產所得款		114,041	-
Pledged bank deposits withdrawn	質押銀行存款取出		6,011	5,070
Pledged bank deposits placed	質押銀行存款存入		(570)	(11,032)
Short-term bank deposits withdrawn	短期銀行存款取出		1,990	100,527
Interest paid capitalised	利息資本化		(19,771)	-
Interest received	已收利息		5,634	3,524
Net cash used in investing activities	投資活動所用淨現金		(719,754)	(481,470)
Cash flows from financing activities	融資活動之現金流量			
Proceeds from options exercised	股份行權所得款	16	4,149	22,313
Repurchase of own shares	股份回購	16	(1,320)	(57,320)
Proceeds from borrowings	借貸所得款		1,027,141	432,000
Repayments of borrowings	償還貸款		(54,000)	(4,500)
Acquisition of treasury shares	購入庫存股		(1,768)	-
Dividends paid to the Company's shareholders	向本公司股東支付股息		-	(60,320)
Cash paid for acquisition of non-controlling interest	購買非控制性權益		(1,519)	-
Net cash generated from financing activities	融資活動產生的淨現金		972,683	332,173
Net increase in cash and cash equivalents	現金及現金等價物淨增加		264,590	1,956
Cash and cash equivalents at beginning of year	年初現金及現金等價物	14	633,412	631,456
Cash and cash equivalents at end of year	年終現金及現金等價物	14	898,002	633,412

The notes on pages 62 to 156 are an integral part of these consolidated financial statements. 第62頁至156頁的附註為財務報表的整體部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 General Information

Kingdee International Software Group Company Limited (the "Company") was incorporated in the Cayman Islands in 1999 as an exempted company with limited liability. The address of its office is Kingdee Software Park, 2 Keji 12th Road South, Hi-tech industrial Park, Nanshan District, Shenzhen, Guangdong Province, The People's Republic of China (the "PRC").

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (together the "Group") are developing, manufacturing and selling of enterprise management software products and provision of software-related technical services in the PRC.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited since 15 February 2001.

These financial statements are presented in Renminbi ("RMB"), unless otherwise stated. These consolidated financial statements have been approved for issue by the board of directors on 20 March 2013.

2 Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

2.1.1 Restatement

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of investment properties and the re-measurement of available-for-sale financial assets at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

1 一般資料

金蝶國際軟件集團有限公司(「本公司」)於一九九九年於開曼群島註冊成立為獲豁免有限公司。其辦事處地址為中華人民共和國(「中國」)廣東省深圳市南山區高新技術產業園區科技南十二路2號，金蝶軟件園。

本公司為一家投資控股公司，本公司及其附屬公司(以下簡稱「本集團」)的主要業務為在中國境內開發、製造及出售企業管理軟件產品及提供軟件相關技術服務。

本公司的股份於二零零一年二月十五日在香港聯合交易所有限公司上市。

除另有說明外，本財務報表均採用人民幣列示。合併財務報表已經由董事會在二零一三年三月二十日批准刊發。

2 重大會計政策摘要

編製本合併財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

2.1 編製基準

2.1.1 重列

本集團的合併財務報表是根據國際財務報告準則(「國際財務準則」)編製。合併財務報表按照歷史成本法編製，並就投資性物業及可供出售金融資產按公允價值進行重估而作出修訂。

編製符合國際財務準則的財務報表需要使用若干關鍵會計估算。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及高度的判斷或高度複雜性的範疇，或涉及對合併財務報表作出重大假設和估算的範疇，在附註4中披露。

2 Summary of Significant Accounting Policies

(continued)

2.1 Basis of preparation (continued)

2.1.1 Restatement (continued)

The acquisition of Kingdee Medical Software Technology Co. Ltd. ("Kingdee Medical" Previously known as "Guangzhou Wisetop computer Co, Ltd" or "Guangzhou Huitong") was completed on 1 August 2011. The acquisition of Kingdee Medical was a business combination. The Group used the provisional value to account for this business combination when preparing 2011 consolidated financial statements as the Group had not yet completed the assessment of the fair value of the identifiable assets acquired net of liabilities and contingent liabilities assumed. The Group followed the provision of IFRS3(Revised) to record Kingdee Medical's assets and liabilities at their existing carrying amounts as the provisional fair values, with one year grace period to finalise the fair value in subsequent fiscal year and adopt the fair value retrospectively. The difference between (a) the aggregate of the consideration, and the carrying amount of non-controlling interest and (b) the provisional fair value of the assets net of the liabilities of Kingdee Medical was tentatively recorded as intangible asset – goodwill.

In 2012, the Group completed the assessment. The fair value of the identified intangible asset at the acquisition date has been increased by RMB7,420,000, which resulted in a increase in deferred tax liabilities of RMB1,113,000, an increase non-controlling interests of RMB1,576,000, and a decrease in goodwill of RMB4,731,000. The 2011 comparative information is restated to reflect the above adjustments. There is no change to the previously published consolidated financial statements of the Group as at 31 December 2010. Details of the initial accounting for the acquisition of Kingdee Medical are provided in Note 34.

2 重大會計政策摘要(續)

2.1 編製基準(續)

2.1.1 重列(續)

於二零一一年八月一日，本集團購入金蝶醫療電腦有限公司(金蝶醫療，原廣州慧通計算機有限公司)，該項收購為一項企業合併。本集團二零一一年年報日期尚未完成所收購已識別資產淨額公允價值的評估，故本集團於編製二零一一年綜合財務報表時以現有的帳面價值將此項業務合併入帳。本集團於收購當年按照國際財務報告準則3(修訂)以帳面值相符的暫定公允價值入帳，並將於下一財務年度按照最終公允價值入帳，並將(a)合併對價與非控制性權益及(b)淨資產帳面價值的差額計入無形資產—商譽。

於二零一二年，本集團完成相關評估。於收購日，該等已識別無形資產的公允價值增加人民幣7,420,000元，導致遞延稅項負債增加人民幣1,113,000元，非控制性權益增加人民幣1,576,000元，以及商譽減少人民幣4,731,000元。經已重列二零一一年比較資料以反映上述調整。無任何追溯調整涉及二零一零年的合併財務報表。金蝶醫療的收購詳細信息列於附註34。

2 Summary of Significant Accounting Policies

(continued)

2.1 Basis of preparation (continued)

2.1.2 Reclassification:

As at 31 December 2012, an amount of RMB144,177,000 due from subsidiaries was reclassified from receivables to investments in subsidiaries in the Company's balance sheet as it is investment in nature. The comparative information as at the two preceding financial year ends was reclassified to conform to the current presentation (Note 15).

2.1.3 Changes in accounting policy and disclosures

- (a) New and amended standards adopted by the Group
- The IASB has amended IAS 12, 'Income taxes', to introduce an exception to the principle for the measurement of deferred tax assets or liabilities arising on an investment property measured at fair value. IAS 12 requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. The amendment introduces a rebuttable presumption that an investment property measured at fair value is recovered entirely by sale. The amendment is applicable retrospectively to annual periods beginning on or after 1 January 2012.

Investment properties of the Group are held by certain subsidiaries with a business model to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. Therefore, the presumption is rebutted and the related deferred tax is not remeasured, with no impact on the Group's financial statements.

2 重大會計政策摘要(續)

2.1 編製基準(續)

2.1.2 重分類：

於二零一二年十二月三十一日，本公司應收附屬公司款項為人民幣144,177,000元，實質為對附屬公司的投資，因此將其從應收附屬公司款項重分類至對附屬公司的投資。為保持披露的一致性，二零一零年及二零一一年之比較資料也已重分類。

2.1.3 會計政策和披露的變動

- (a) 本集團已採納的新訂和已修改的準則：
- 國際會計準則理事會／香港會計師公會已修改國際會計準則／香港會計準則12「所得稅」，以加入按公允價值計量的投資物業產生遞延稅項資產或負債的計量原則的例外情況。國際會計準則／香港會計準則12規定主體應視乎主體是否預期透過使用或出售收回資產的賬面值，來計量資產的遞延稅項。此修改引入一項可推翻的假設，即按公允價值入賬的投資物業可透過出售全數收回。此修改適用於二零一二年一月一日或之後開始的年度期間追溯應用。

本集團之投資物業由若干子公司持有而其業務模式為隨時間(而非透過出售)消耗投資物業含內的絕大部份經濟利益。因此，該假設已推翻，並且相關遞延稅項不重新計量。此事項並不對本集團財務報告產生任何影響。

2 Summary of Significant Accounting Policies

(continued)

2.1 Basis of preparation (continued)

2.1.3 Changes in accounting policy and disclosures

(continued)

- (b) New standards and interpretations not yet adopted
A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2012, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.

IFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP.

IAS 19, 'Employee benefits', was amended in June 2011. The impact on the Group will be as follows: to immediately recognise all past service costs; and to replace interest cost and expected return on plan assets with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability (asset). The Group is yet to assess the full impact of the amendments.

2 重大會計政策摘要(續)

2.1 編製基準(續)

2.1.3 會計政策和披露的變動(續)

- (b) 尚未採納的新準則和解釋
多項新準則和準則的修改及解釋在二零一二年一月一日後開始的年度期間生效，但未有在本合併財務報表中應用。此等準則、修改和解釋預期不會對本集團的合併財務報表造成重大影響，惟以下列載者除外：

國際會計準則／香港會計準則1「財務報表的呈報」有關其他綜合收益的修改。主要變動為規定主體必須將「其他綜合收益」內呈報的項目按照其是否其後重分類至損益而組合起來(重分類調整)。此修改並無針對那些是在其他綜合收益中呈報的項目。

國際財務報告準則13「公允價值計量」目的為透過提供一個公允價值的清晰定義和作為各項國際財務報告準則就公允價值計量和披露規定的單一來源，以改善一致性和減低複雜性。此規定很大程度上為國際會計準則與美國公認會計原則的趨同，並不延伸至公允價值會計入賬的使用，但提供指引說明當國際財務報告準則或美國公認會計原則內有其他準則已規定或容許時，應如何應用此準則。

國際會計準則／香港會計準則19「職工福利」，已在二零一一年六月修改。對本集團的影響如下：即時將所有過往服務成本確認入賬；及將計劃資產的利息成本和預期回報以淨利息金額(按照貼現率將淨設定福利負債(資產)計算)取代。本集團尚未評估此修改的全面影響。

2 Summary of Significant Accounting Policies

(continued)

2.1 Basis of preparation (continued)

2.1.3 Changes in accounting policy and disclosures

(continued)

- (b) New standards and interpretations not yet adopted (continued)

IFRS 10, 'Consolidated financial statements', builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The Group estimates that the adoption of IFRS 10 will have no impact on the Group's consolidated financial information and intends to adopt IFRS 10 no later than the accounting period beginning on or after 1 January 2013.

IFRS 12, 'Disclosures of interests in other entities', includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The Group is yet to assess IFRS 12's full impact and intends to adopt IFRS 12 no later than the accounting period beginning on or after 1 January 2013.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

2 重大會計政策摘要(續)

2.1 編製基準(續)

2.1.3 會計政策和披露的變動(續)

- (b) 尚未採納的新準則和解釋(續)

國際財務報告準則10「合併財務報表」建基於現有原則上，認定某一主體是否應包括在母公司的合併財務報表內時，控制權概念為一項決定性因素。此準則提供額外指引，以協助評估難以評估時控制權的釐定。本集團仍未評估國際財務報告準則10的全面影響，並有意不遲於二零一三年一月一日或之後開始的年度期間採納國際財務報告準則10。

國際財務報告準則12「在其他主體權益的披露」包含在其他主體所有形式的權益的披露規定，包括合營安排、聯營、特別目的工具主體以及其他資產負債表外工具。本集團仍未評估國際財務報告準則12的全面影響，並有意不遲於二零一三年一月一日或之後開始的年度期間採納國際財務報告準則12。

沒有其他尚未生效的國際財務報告準則或國際財務報告準則解釋公告而預期會對本集團有重大影響。

2 Summary of Significant Accounting Policies

(continued)

2.2 Subsidiaries

2.2.1 Consolidation

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

De-facto control may arise from circumstances where the Group does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 重大會計政策摘要(續)

2.2 子公司

2.2.1 合併賬目

子公司指本集團有權管控其財政及經營政策的所有主體(包括特殊目的主體)，一般附帶超過半數投票權的股權。在評定本集團是否控制另一主體時，目前可行使或可兌換的潛在投票權的存在及影響均予考慮。如本集團不持有超過50%投票權，但有能力基於實質控制權而管控財務和經營政策，也會評估是否存在控制權。

實質控制權可來自並無擁有超過50%投票權但透過實際控制權而有權管控財務和經營政策等情況。

子公司在控制權轉移至本集團之日全面合併入賬。子公司在控制權終止之日起停止合併入賬。

集團內公司之間的交易、結餘及收支予以對銷。被確認為資產的、基於集團內公司之間交易而產生的盈利與虧損亦予以對銷。子公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

2 Summary of Significant Accounting Policies

(continued)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the aggregate of the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2 重大會計政策摘要(續)

2.2 子公司(續)

2.2.1 合併賬目(續)

(a) 業務合併

本集團利用購買法將業務合併入賬。購買一子公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。就個別收購基準，本集團可按公允價值或按非控制性權益應佔被購買方淨資產的比例，計量被收購方的非控制性權益。

購買相關成本在產生時支銷。

如業務合併分階段進行，收購方之前在被收購方持有權益於收購日期的賬面值，按收購日期的公允價值重新計量，重新計量產生的任何盈虧在損益中確認。

集團將轉讓的任何或有對價按收購日期的公允價值計量。被視為資產或負債的或有對價公允價值的其後變動，根據國際會計準則39的規定，在損益中或作為其他綜合收益的變動確認。分類為權益的或有對價不重新計量，其之後的結算在權益中入賬。

2 Summary of Significant Accounting Policies

(continued)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

- (a) Business combinations (continued)
- Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the fair value of the identifiable assets acquired net of the fair value of the liabilities and contingent liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.
- (b) Changes in ownership interests in subsidiaries without change of control
- Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.
- (c) Disposal of subsidiaries
- When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2 重大會計政策摘要(續)

2.2 子公司(續)

2.2.1 合併賬目(續)

- (a) 業務合併(續)
- 商譽初步計量為轉讓對價與非控制性權益的公允價值總額，超過所購入可辨認資產和承擔負債淨值的差額。如此對價低過所購買子公司淨資產的公允價值，該差額在損益中確認。
- (b) 不導致失去控制權的子公司權益變動
- 本集團將其與非控制性權益進行的交易視為與本集團權益持有者進行的交易。來自非控制性權益的購買，所支付的任何對價與相關應佔所收購子公司淨資產賬面值的差額記錄為權益。向非控制性權益的處置的盈虧亦記錄在權益中。
- (c) 出售子公司
- 當集團不再持有控制權，在主體的任何保留權益於失去控制權當日重新計量至公允價值，賬面值的變動在損益中確認。公允價值為就保留權益的後續入賬而言的初始賬面值，作為聯營、合營或金融資產。此外，之前在其他綜合收益中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他綜合收益中確認的數額重新分類至損益。

2 Summary of Significant Accounting Policies

(continued)

2.2 Subsidiaries (continued)

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

2 重大會計政策摘要(續)

2.2 子公司(續)

2.2.2 獨立財務報表

子公司投資按成本扣除減值列賬。成本亦包括投資的直接歸屬成本。子公司的業績由本公司按已收及應收股利入賬。

如股利超過宣派股利期內子公司的總綜合收益，或如在獨立財務報表的投資帳面值超過合併財務報表中被投資公司淨資產(包括商譽)的帳面值，則必須對子公司投資作減值測試。

2.3 聯營

聯營指所有本集團對其有重大影響力而無控制權的主體，通常附帶有20%-50%投票權的股權。聯營投資以權益法入賬。根據權益法，投資初始以成本確認，而賬面值被增加或減少以確認投資者享有被投資者在收購日期後的損益份額。本集團於聯營的投資包括購買時已辨認的商譽。

如聯營的權益持有被削減但仍保留重大影響力，只有按比例將之前在其他綜合收益中確認的數額重新分類至損益(如適當)。

本集團應佔聯營購買後利潤或虧損於利潤表內確認，而應佔其購買後的其他綜合收益變動則於其他綜合收益內確認，並相應調整投資賬面值。如本集團應佔一家聯營的虧損等於或超過其在該聯營的權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團對聯營已產生法律或推定債務或已代聯營作出付款。

2 Summary of Significant Accounting Policies

(continued)

2.3 Associates (continued)

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of an associate' in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognised in the income statement.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in RMB, which is the Company's functional and the Group's presentation currency. All the companies in the Group also have RMB as their functional currency.

2 重大會計政策摘要(續)

2.3 聯營(續)

本集團在每個報告日期釐定是否有客觀證據證明聯營投資已減值。如投資已減值，本集團計算減值，數額為聯營可收回數額與其賬面值的差額，並在利潤表中確認於「享有聯營利潤／(虧損)份額」旁。

本集團與其聯營之間的上流和下流交易的利潤和虧損，在集團的財務報表中確認，但僅限於無關連投資者在聯營權益的數額。除非交易提供證據顯示所轉讓資產已減值，否則未實現虧損亦予以對銷。聯營的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在聯營投資中所產生的稀釋利得和損失於利潤表確認。

2.4 分部報告

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。首席經營決策者被認為作出戰略決策的指導委員會，負責分配資源和評估經營分部的表現。

2.5 外幣折算

(a) 功能和列賬貨幣

本集團每個主體的財務報表所列項目均以該主體經營所在的主要經濟環境的貨幣計量(「功能貨幣」)。合併財務報表以人民幣列報，人民幣為本公司的功能及列賬貨幣。本集團所有附屬公司的功能性貨幣均為人民幣。

2 Summary of Significant Accounting Policies

(continued)

2.5 Foreign currency translation (continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'Finance income or costs'. All other foreign exchange gains and losses are presented in the consolidated income statement within 'Other gains – net'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gains or losses. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2 重大會計政策摘要(續)

2.5 外幣折算(續)

(b) 交易及結餘

外幣交易採用交易或項目重新計量的估值日期的匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量套期和淨投資套期外，結算此等交易產生的匯兌利得和損失以及將外幣計值的貨幣資產和負債以年終匯率折算產生的匯兌利得和損失在合併損益表確認。

與借款和現金及現金等價物有關的匯兌利得和損失在合併損益表內的「融資收入或成本」中列報。所有其他匯兌利得和損失在合併損益表內的「其他收入－淨值」中列報。

以外幣為單位及被分類為可供出售的貨幣性證券的公允價值變動，按照證券的攤銷成本變動與該證券賬面值的其他變動所產生的折算差額進行分析。與攤銷成本變動有關的折算差額確認為利潤或虧損，賬面值的其他變動則於其他綜合收益中確認。

非貨幣性金融資產及負債(例如以公允價值計量且其變動計入損益的權益)的折算差額列報為公允價值利得和損失的一部份。非貨幣性金融資產及負債(例如分類為可供出售的權益)的折算差額包括在其他綜合收益中。

2 Summary of Significant Accounting Policies

(continued)

2.5 Foreign currency translation (continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i). assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet; and
- (ii). all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

2.6 Property, plant and equipment

Buildings comprise mainly offices. Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the consolidated income statement during the financial period in which they are incurred.

2 重大會計政策摘要(續)

2.5 外幣折算(續)

(c) 集團公司

其功能貨幣與本集團的列報貨幣不同的所有集團內的主體(當中沒有惡性通貨膨脹經濟的貨幣)的業績和財務狀況按如下方法換算為列報貨幣：

- (i). 每份列報的資產負債表內的資產和負債按該資產負債表日期的收市匯率換算及；
- (ii). 所有由此產生的匯兌差額在其他綜合收益中確認。

購買境外主體產生的商譽及公允價值調整視為該境外主體的資產和負債，並按期末匯率換算。產生的匯兌差額在其他綜合收益中入賬。

2.6 物業、機器及設備

樓宇主要包括辦公室。物業、機器及設備按歷史成本減折舊列賬。歷史成本包括購買該等項目直接應佔的開支。

後續成本只有在很可能為本集團帶來與該項目有關的未來經濟利益，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為一項單獨資產(按適用)。已更換零件的賬面值已被終止確認。所有其他維修費用在產生的財政期間內於合併損益表支銷。

2 Summary of Significant Accounting Policies

(continued)

2.6 Property, plant and equipment (continued)

Depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

– Buildings	15-40 years
– Computer and related equipment	5 years
– Office equipment	5 years
– Motor vehicles	5 years
– Leasehold improvements	the lower of the lease term and the useful lives

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period.

Construction in progress represents property and plant under construction and is stated at cost. This includes cost of construction and other direct costs. Construction in progress is not depreciated until the relevant assets are completed and put into operational use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within 'Other gains – net' in the consolidated income statement.

2 重大會計政策摘要(續)

2.6 物業、機器及設備(續)

物業、機器及設備採用以下的估計可使用年期將其成本按直線法分攤至其剩餘價值計算：

– 樓宇	15-40年
– 電腦及相關設備	5年
– 其他辦公室設備	5年
– 車輛	5年
– 租賃物業裝修	租期或可使用年期的較短者

資產的剩餘價值及可使用年期在每個資產負債表日進行審閱，及在適當時調整。

在建工程指正在進行建造之物業及機器，按成本列賬。成本包括建造成本及其他直接成本。在建工程不計提折舊直至有關工程完成及投入使用為止。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額(附註2.10)。

處置的利得和損失按所得款項及賬面值的差額釐定，並在合併損益表內的「其他收入－淨值」中呈列。

2 Summary of Significant Accounting Policies

(continued)

2.7 Investment property

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the income statement as part of a valuation gain or loss in other (losses)/gains.

2.8 Land-use rights

Land-use rights represent lease payments paid or payable for the land use rights less accumulated charges and are recognised as an expense in the income statement on a straight-line basis over the lease period of the land use rights.

2 重大會計政策摘要(續)

2.7 投資物業

投資物業，主要由租賃土地和樓宇組成，持有為獲得長期租金收益或作為資本增值或兩者兼備同時並非由本集團佔用。此項目亦包括現正興建或發展供未來作為投資物業使用的不動產。以經營租賃持有的土地，如符合投資物業的其餘定義，按投資物業記賬。在此等情況下，相關的經營租賃猶如其為融資租賃而記賬。投資物業初始按成本列賬，包括相關的交易成本及(如適用)借款成本。在初始確認後，投資性房地產按公允價值列賬，公允價值指由外部估值師於每個報告日期釐定的公開市值。公允價值根據活躍市場價格計算，如有需要就個別資產的性質、地點或狀況的任何差異作出調整。如沒有此項資料，本集團利用其他估值方法，例如較不活躍市場的近期價格或貼現現金流量預測法。公允價值變動在利潤表內記錄為其他(虧損)/利得中的部份估值利得或虧損。

2.8 土地使用權

土地使用權是指取得土地使用權的已付或應付租賃款減累計攤銷，以直線法按土地使用權的租賃年期於收益表內確認為費用。

2 Summary of Significant Accounting Policies

(continued)

2.9 Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures. It represents the excess of the aggregate of the consideration transferred and the fair value of the non-controlling interest in the acquiree over the fair value of the identifiable assets acquired net of the fair value of the liabilities and contingent liabilities assumed.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2 重大會計政策摘要(續)

2.9 無形資產

(a) 商譽

商譽產生自收購子公司、聯營和合營企業。並相當於所轉讓對價超過本公司在被收購方的可辨認資產、負債和或有負債淨公允價值權益與非控制性權益在被收購方公允價值的數額。

就減值測試而言，在業務合併中購入的商譽會分配至每個現金產出單元或現金產出單元組（預期可從合併中獲取協同利益）。商譽被分配的每個單元或單元組指在主體內商譽被監控作內部管理用途的最底層次。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽賬面值與可收回數額（使用價值與公允價值減出售成本較高者）比較。任何減值須即時確認及不得在之後期間撥回。

2 Summary of Significant Accounting Policies

(continued)

2.9 Intangible assets (continued)

(b) Research and development expenditure and web site development costs

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new and improved products) or expenditures incurred in the development of a web site related to the application and infrastructure development are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense is not recognised as an asset in a subsequent period.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over their estimated useful lives not exceeding 3 years.

2 重大會計政策摘要(續)

2.9 無形資產(續)

(b) 研究及開發成本和網絡開發成本

研究開支在發生時作為費用支銷。當且僅當主體能符合以下所有條件時，項目開發成本(與設計及測試新開發產品相關)或網站的應用軟件及基礎結構的開發相關支出應予確認為無形資產。

- 完成該軟件產品以致其可供使用在技術上是可行的；
- 管理層有意完成該軟件產品並使用或出售；
- 有能力使用或出售該軟件產品；
- 可證實該軟件產品如何產生很可能出現的未來經濟利益；
- 有足夠的技術、財務和其他資源完成開發並使用或出售該軟件產品；及
- 該軟件產品在開發期內應佔的支出能可靠地計量。

可資本化成為軟件產品部份成本的直接應佔成本包括軟件開發的員工成本和相關費用的適當部份。

不符合以上條件的其他開發支出在產生時確認為費用。以往確認為費用的開發成本不會在往後期間確認為資產。

已資本化之開發成本記錄作無形資產，並自該資產可供使用時起以直線法按預計可使用年期且不長於三年攤銷。

2 Summary of Significant Accounting Policies

(continued)

2.9 Intangible assets (continued)

(c) Acquired licenses and copyrights

Separately acquired licenses and copyrights are stated at historical cost. Licenses and copyrights acquired in a business combination are recognised at fair value at the acquisition date. Licenses and copyrights have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of licenses and copyrights over their estimated useful lives not exceeding 5 years.

(d) Computer software for own use

Computer software licenses for own use are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives not exceeding 5 years.

2.10 Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill or intangible assets not ready to use, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2 重大會計政策摘要(續)

2.9 無形資產(續)

(c) 取得的軟件著作權

單獨購買的軟件著作權用歷史成本計量。通過企業合併取得的軟件著作權按取得之日的公允價值確認。軟件著作權的使用年限有限並使用初始成本減累計攤銷計價。累計攤銷根據軟件著作權的成本以直線法按預計可使用年期且不長於五年攤銷。

(d) 自用電腦軟件

電腦軟件使用許可按購入及使該特定軟件達到可使用時所產生的成本作資本化處理。此等成本按不超過五年之估計可使用年期攤銷。

2.10 非金融資產投資的減值

使用壽命不限定的資產—例如商譽或尚未可供使用的無形資產—無需攤銷，但每年須就減值進行測試。須作攤銷的資產，當有事件出現或情況改變顯示賬面值可能無法收回時就進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額以資產的公允價值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開辨認現金流量(現金產出單元)的最低層次組合。除商譽外，已蒙受減值的非金融資產在每個報告日期均就減值是否可以轉回進行檢討。

2 Summary of Significant Accounting Policies (continued)

2.11 Financial assets

2.11.1 Classification

The Group classifies its financial assets in the following categories: loans and receivables, and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

- (a) **Loans and receivables**
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'Trade and other receivables' and 'Cash and cash equivalents' in the balance sheet (Note 2.15 and Note 2.16).
- (b) **Available-for-sale financial assets**
Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

2 重大會計政策摘要(續)

2.11 金融資產

2.11.1 分類

本集團將其金融資產分類為以下類別：貸款及應收款項，以及可供出售。分類視乎購入金融資產之目的。管理層應在初始確認時釐定金融資產的分類。

- (a) **貸款及應收款項**
貸款及應收款項為有固定或可釐定付款且沒有活躍市場上報價的非衍生財務資產。此等款項包括於流動資產內，但到期日由結算日起計超過12個月者，則分類為非流動資產。貸款及應收款列在資產負債表中「應收賬款及其他應收款」與「現金及現金等價物」內(附註2.15及2.16)。
- (b) **可供出售金融資產**
可供出售金融資產為被指定作此類別或並無分類為任何其他類別的非衍生工具。除非投資到期或管理層有意在報告期末後12個月內處置該投資，否則此等資產列在非流動資產內。

2 Summary of Significant Accounting Policies

(continued)

2.11 Financial assets (continued)

2.11.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss is initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as gains and losses from investment securities'.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement as part of other income. Dividends on available-for-sale equity are recognised in the income statement as part of other income when the Group's right to receive payments is established.

Dividends on available-for-sale equity instruments are recognised in the income statement as part of other income when the Group's right to receive payments is established.

2 重大會計政策摘要(續)

2.11 金融資產

2.11.2 確認及計量

常規購買及出售的金融資產在交易日確認—交易日指本集團承諾購買或出售該資產之日。對於以公允價值計量但其變動並非計入損益的所有金融資產，其投資初始按其公允價值加交易成本確認。以公允價值計量且其變動計入損益的金融資產，初始按公允價值確認，而交易成本則在利潤表支銷。當從投資收取現金流量的權利已到期或已轉讓，而本集團已實質上將所有權的所有風險和報酬轉讓時，金融資產即終止確認。可供出售金融資產及以公允價值計量且其變動計入損益的金融資產其後按公允價值列賬。貸款及應收款項其後利用實際利率法按攤銷成本列賬。

分類為可供出售的貨幣性及非貨幣性證券的公允價值變動在其他綜合收益中確認。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公允價值調整列入利潤表內作為「投資證券的利得和損失」。

可供出售證券利用實際利率法計算的利息在利潤表內確認為部份其他收益。至於可供出售權益工具的股利，當本集團收取有關款項的權利確定時，在利潤表內確認為部份其他收益。

至於可供出售權益工具的股利，當本集團收取有關款項的權利確定時，在利潤表內確認為部份其他收益。

2 Summary of Significant Accounting Policies

(continued)

2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the assets and settle the liabilities simultaneously.

2.13 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

2 重大會計政策摘要(續)

2.12 抵銷金融工具

當有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在資產負債表報告其淨額。

2.13 金融資產的減值

(a) 以攤銷成本列賬的資產

本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或某一金融資產組出現減值。只有當存在客觀證據證明於因為首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計，有關的金融資產或金融資產組才算出現減值及產生減值虧損。

減值虧損的證據可包括債務人或一組債務人遇上嚴重財政困難、逾期或拖欠償還利息或本金、債務人很有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流有可計量的減少，例如與違約有相互關連的拖欠情況或經濟狀況改變。

對於貸款及應收款類別，損失金額乃根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用損失)的現值兩者的差額計量。資產賬面值予以削減，而損失金額則在合併利潤表確認。如貸款或持有至到期投資有浮動利率，計量任何減值損失的貼現率為按合同釐定的當前實際利率。在實際應用中，集團可利用可觀察的市場價格，按工具的公允價值計量減值。

2 Summary of Significant Accounting Policies

(continued)

2.13 Impairment of financial assets (continued)

(a) Assets carried at amortised cost (continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

(b) Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria refer to (a) above. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the consolidated income statement. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement.

2 重大會計政策摘要(續)

2.13 金融資產的減值(續)

(a) 以攤銷成本列賬的資產(續)

如在後繼期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件（例如債務人的信用評級有所改善），則之前已確認的減值虧損可在合併利潤表轉回。

(b) 可供出售資產

本集團在每個報告期末評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。對於債券，本集團利用上文(a)的標準。至於分類為可供出售的權益投資，證券公允價值的大幅度或長期跌至低於其成本值，亦是證券已經減值的證據。若可供出售金融資產存在此等證據，累計虧損—按購買成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算—自權益中剔除並在損益中記賬。在合併損益表確認的權益工具的減值虧損不會透過單獨的合併損益表轉回。如在較後期間，被分類為債務工具的公允價值增加，而增加可客觀地與減值虧損在損益確認後發生的事件有關，則將減值虧損在合併損益表轉回。

2 Summary of Significant Accounting Policies

(continued)

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

2.15 Trade and other receivables

Trade receivables are amounts due from customers for software sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.16 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts, but excludes pledged bank deposits. In the consolidated and Company balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group companies purchases the Company's share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

2 重大會計政策摘要(續)

2.14 存貨

存貨按成本及可變現淨值兩者的較低者列賬。成本利用加權平均法釐定。可變現淨值為在日常經營活動中的估計銷售價，減適用的變動銷售費用。

2.15 應收賬款及其他應收款

應收賬款為在日常經營活動中就軟件銷售或服務執行而應收客戶的款項。如應收賬款及其他應收款的收回預期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動資產；否則分類為非流動資產。

應收賬款及其他應收款以公允價值為初始確認，其後利用實際利率法按攤銷成本扣除減值準備計量。

2.16 現金及現金等價物

在合併現金流量表中，現金及現金等價物包括手頭現金、銀行通知存款、原到期為三個月或以下，不包括銀行受限資金的其他短期高流動性投資，以及銀行透支。銀行透支在主體的資產負債表的流動負債中借款內列示。

2.17 股本

普通股被列為權益。直接歸屬於發行新股及購股權的新增成本在權益中列為所得款的減少(扣除稅項)。

如任何集團公司購入本公司的權益股本(庫存股)，所支付的對價，包括任何直接所佔的新增成本(扣除所得稅)，自歸屬於本公司權益持有者的權益中扣除，直至股份被註銷或重新發行為止。如股份其後被重新發行，任何已收取的對價(扣除任何直接所佔的新增交易費用及相關受影響的所得稅)包括在歸屬於本公司權益持有者的權益內。

2 Summary of Significant Accounting Policies

(continued)

2.18 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.19 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any differences between proceeds (net of transaction cost) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2 重大會計政策摘要(續)

2.18 應付賬款

應付賬款為在日常經營活動中購買商品或服務而應支付的義務。如應付款的支付日期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動負債；否則分類為非流動負債。

應付賬款以公允價值為初始確認，其後利用實際利率法按攤銷成本計量。

2.19 借款

一般及特定借款按公允價值並扣除產生的交易費用為初始確認。借款其後按攤銷成本列賬；所得款(扣除交易成本)與贖回價值的任何差額利用實際利率法於借款期間內在利潤表確認。

設立貸款融資時支付的費用倘部份或全部融資將會很可能提取，該費用確認為貸款的交易費用。在此情況下，費用遞延至貸款提取為止。如沒有證據證明部份或全部融資將會很可能被提取，則該費用資本化作為流動資金服務的預付款，並按有關的融資期間攤銷。

除非本集團可無條件將負債的結算遞延至結算日後最少12個月，否則借款分類為流動負債。

2 Summary of Significant Accounting Policies

(continued)

2.20 Borrowing costs

General and specific 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.

2.21 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 重大會計政策摘要(續)

2.20 借款成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的借款成本,加入該等資產的成本內,直至資產大致上備妥供其預定用途或銷售為止。

就特定借款,因有待合資格資產的支出而臨時投資賺取的投資收入,應自合資格資本化的借款成本中扣除。

所有其他借款成本在產生期內的損益中確認。

2.21 當期及遞延所得稅

本期間的稅項支出包括當期和遞延稅項。稅項在損益表中確認,但與在其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下,稅項亦分別在其他綜合收益或直接在權益中確認。

(a) 當期所得稅

當期所得稅支出根據本公司的子公司及聯營經營及產生應課稅收入的國家於資產負債表日已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況,並在適用情況下根據預期須向稅務機關支付的稅款設定準備。

2 Summary of Significant Accounting Policies

(continued)

2.21 Current and deferred income tax

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxed assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 重大會計政策摘要(續)

2.21 當期及遞延所得稅

(b) 遞延所得稅

內在差異

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在合併財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或損失，則不作記賬。遞延所得稅採用在資產負債表日前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

遞延所得稅資產是就很可能有未來應課稅利潤而就此可使用暫時性差異而確認。

外在差異

遞延稅項就子公司和聯營投資產生的暫時性差異而準備，但假若本集團可以控制暫時性差異的轉回時間，而暫時性差異在可預見將來很可能不會轉回則除外。

(c) 抵銷

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨值基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2 Summary of Significant Accounting Policies

(continued)

2.22 Employee benefits

(a) Retirement benefits

The Group provides defined contribution retirement plans based on local laws and regulations. The plans cover full-time employees and provide for contributions at certain percentage of salary as determined by the respective local government authorities. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

2 重大會計政策摘要(續)

2.22 僱員福利

(a) 退休金

本集團根據當地法律及規定提供定額退休金供款計劃。此等計劃包括全職僱員，而供款按當地政府規定之僱員薪金的一定比例計算。本集團作出供款後，即無進一步付款義務。供款在應付時確認為職工福利費用。預付供款按照現金退款或可減少未來付款而確認為資產。

(b) 終止服務權益

終止服務權益在本集團於正常退休日期前終止僱用，或當僱員接受自願遣散以換取此等福利時支付。本集團在可證明如下承諾時確認終止服務權益：根據一項詳細的正式計劃終止現有僱員的僱用而沒有撤回的可能；或因為提出一項要約以鼓勵自願遣散而提供的終止服務權益。在結算日後超過12個月支付的福利貼現為現值。

2 Summary of Significant Accounting Policies

(continued)

2.23 Share-based payment

(a) Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save.)

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2 重大會計政策摘要(續)

2.23 以股份為基礎的支付

(a) 以權益結算以股份為基礎的交易

本集團設有多項以權益結算、以股份為基礎的報酬計劃，根據該等計劃，主體收取職工的服務以作為本集團權益工具(期權)的對價。職工為換取獲授予期權而提供服務的公允價值確認為費用。將作為費用的總金額參考授予期權的公允價值釐定：

- 包括任何市場業績條件；
- 不包括任何服務和非市場業績可行權條件(例如盈利能力、銷售增長目標和職工在某特定時期內留任實體)的影響；及
- 包括任何非可行權條件(例如規定職工儲蓄)的影響。

非市場可行權條件包括在有關預期可行權的期權數目的假設中。費用的總金額在等待期間內確認，等待期間指將符合所有特定可行權條件的期間。

此外，在某些情況下，職工可能在授出日期之前提供服務，因此授出日期的公允價值就確認服務開始期與授出日期之間內的開支作出估計。

在每個報告期末，集團依據非市場可行權條件修訂其對預期可行權的期權數目的估計。集團在損益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

在期權行使時，本公司發行新股。收取的所得款扣除任何直接歸屬交易成本在期權行使時撥入股本(面值)和股本溢價。

2 Summary of Significant Accounting Policies

(continued)

2.23 Share-based payment (continued)

(b) Share-based payment transactions among Group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

2.24 Provision

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 重大會計政策摘要(續)

2.23 以股份為基礎的支付(續)

(b) 集團內以股份為基礎的交易

本公司向集團子公司的職工授予其權益工具的期權，被視為資本投入。收取職工服務的公允價值，參考授出日的公允價值計量，並在等待期內確認，作為對子公司投資的增加，並相應母公司賬目的對權益貸記。

2.24 準備

當本集團因已發生的事件而產生現有的法律或推定義務；很可能需要資源的流出以結算義務；及金額已被可靠估計時，當作出準備。準備不會就未來經營虧損確認準備。

如有多項類似義務，其需要在結算中有資源流出的可能性，則可根據義務的類別整體考慮。即使在同一義務類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認準備。

準備採用稅前利率按照預期需結算有關義務的支出現值計量，該利率反映當時市場對金錢時間值和有關義務固有風險的評估。隨著時間過去而增加的準備確認為利息費用。

2 Summary of Significant Accounting Policies

(continued)

2.25 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after elimination of sales made within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

The Group's turnover includes, separately or in combination, revenues from sales of software, sales of hardware, provision of implementation services (including sales of software with significant modification or customisation), maintenance services, customer support services, upgrade services and other services.

(a) Sales of standard software and hardware

Sales of standard software, hardware and related products, including those distributed via distributors, are recognised when a group entity has delivered the products to an end customer; the customer has accepted the products and collectability of the related receivables is reasonably assured.

(b) Software implementation contracts

An implementation contract is a contract specifically negotiated for the implementation of software or a combination of different software products that are closely interrelated or interdependent in terms of their design, technology and functions or their ultimate purpose or use.

The Group uses the percentage of completion method to determine the appropriate amount of revenue to recognise in a given period. The stage of completion is measured by reference to the contract costs incurred up to the balance sheet date as a percentage of total estimated costs for each contract. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as inventories, prepayments or other assets, depending on their nature.

2 重大會計政策摘要(續)

2.25 收益確認

收益指本集團在通常活動過程中出售貨品及服務的已收或應收代價的公允價值。收益在扣除增值稅、退貨、回扣和折扣，以及對銷集團內部銷售後列賬。

當收益的數額能夠可靠計量、未來經濟利益很有可能流入有關實體，而本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收益確認。除非與銷售有關的所有或然事項均已解決，否則收益的數額不被視為能夠可靠計量。本集團會根據其往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

本集團的收益包括(以單個或組合的方式)：軟件及硬件的銷售、實施服務(包括經修訂或客戶化的軟件)、維修服務、客戶技術支援服務、升級服務及其他服務的提供。

(a) 軟件及硬件銷售

軟件、硬件以及相關產品的銷售收益在本集團將貨品實體交付予顧客，顧客接收產品以及有關應收款的收回可合理確保時確認。

(b) 實施合同

實施合同，指為應用一項或數項在設計、技術、功能、最終目的或用途等方面密切相關或相互依存的軟件而特別設立的合同。

本集團採用完成百分比法確定在某段期間內應記賬的適當金額。完成階段參考每份合同截至結算日止已產生的合同成本，佔該合同的估計總成本之百分比計算。在釐定完成階段時，在年度內產生與合同未來活動有關的成本，不包括在合同成本內。此等款項視乎其性質而呈報為存貨、預付款或其他資產。

2 Summary of Significant Accounting Policies

(continued)

2.25 Revenue recognition (continued)

(b) Software implementation contracts (continued)

Variations in contract work, claims and incentive payments are included in contract revenue to the extent that would have been agreed with the customer and are capable of being reliably measured.

Contract costs for software implementation are recognised as expenses as they are incurred and contract revenue, being costs incurred plus recognised profits (less recognised losses) are recognised progressively over the period of the contract. When the outcome of a contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised with profits. When the outcome of the contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

The Group presents as an asset, the gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers are included within 'trade and other receivables'.

The Group presents as a liability the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

(c) Software solution consulting, maintenance, upgrading, training, subscription for online management services, and other supporting services

Software solution consulting, maintenance, upgrading, training, subscription for online services and other supporting services are provided in the form of fixed-price contracts. Sales of these services are recognised in the period the services are provided, using a straight-line basis over the term of the contract excluding software solution consulting services, which are recognised on a percentage-of-completion basis similar to (b) above.

2 重大會計政策摘要(續)

2.25 收益確認(續)

(b) 實施合同(續)

實施合同、索償和獎勵金的修訂就已經與客戶協議並能夠可靠地量度的數額列入合同收益內。

當相關收入按完工百分比進行確認時，合同成本確認為開支。合同期間內，合同收入為按照進度確認的合同成本加上確認的利潤(減去確認的損失)。當一項實施合同的結果能可靠估算，而該合同有可能得到利潤，則將合同收益確認。當實施合同的結果未能可靠估算，則合同收益就只有可能收回的已產生合同成本的數額確認。若總合同成本有可能會超過總合同收益，預期虧損即時確認為費用。

本集團對所有進行中合同，而其已產生的成本加已確認的利潤(減已確認虧損)超過進度付款時，將實施合同的應收客戶毛金額呈報為資產。

本集團對所有進行中合同，而其進度付款超過已產生的成本加已確認的利潤(減已確認虧損)時，將實施合同的應付客戶毛金額呈報為負債。

(c) 軟件方案諮詢及其他支持服務

本集團根據固定價格的合同提供軟件諮詢、維護和升級、培訓及訂購在線服務等其他服務。除軟件諮詢服務按類似於附註(b)所述的完工百分比法進行確認外，其他服務收益以直接法於合同規定的服務期間內確認。

2 Summary of Significant Accounting Policies

(continued)

2.25 Revenue recognition (continued)

(d) Multiple element arrangements

The Group offers certain arrangements whereby a customer can purchase software together with certain of the related implementation or other services as discussed above. When such multiple element arrangements exist, the total arrangement consideration is allocated to each element based on their relative fair values, as determined based on the current market price of each of the elements when sold separately. The revenue relating to the service elements, which represent their relative fair value in relation to the fair value of each of the elements in the arrangement, are recognised on a percentage-of-completion basis over the service period.

Where the Group is unable to determine the fair value of each of the elements in an arrangement, it uses the residual value method. Under this method, the Group determines the fair value of the delivered element by deducting the fair value of the undelivered element from the total contract consideration.

To the extent that there is a discount on the arrangement, such discount is allocated between the elements of the contract in such a manner as to reflect the fair value of the elements.

(e) Rental income

Rental income from investment properties is recognised in the income statement on a straight-line basis over the term of the lease.

2.26 Interest Income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

2 重大會計政策摘要(續)

2.25 收益確認(續)

(d) 多重銷售組成安排

本集團提供顧客可購買軟件連實施服務協議及上述各項服務的若干安排。當該等多重銷售組成安排存在時，整個組成安排的對價是根據相應的公允價值分配至每項服務，即每項服務單獨銷售時的市場價格。與實施服務有關的收益，指與該安排等的公允價值有關的實施服務安排公允價值，並按照完工百分比法確認。

若本集團無法釐定一項安排中每個銷售的公允價值時，將採用剩餘價值法。根據此項方法，本集團將未提供銷售部份的公允價值自總合同對價中扣除，以釐定已提供銷售部份的公允價值。

如該安排附有折扣，該折扣按可反映各部份公允價值的方式，在合同的各部份中分攤。

(e) 租賃收入

投資物業所得的租金收入於租賃期內以直線法在損益表內確認。

2.26 利息收益

利息收益採用實際利率法按時間比例基準確認。倘貸款和應收款出現減值，本集團會將賬面值減至可收回款額，即估計的未來現金流量按該工具的原實際利率折現值，並繼續將折現計算並確認為利息收益。已減值貸款的利息收益利用原實際利率確認。

2 Summary of Significant Accounting Policies

(continued)

2.27 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating lease (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.28 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

2.29 Dividend distribution

Dividends distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2 重大會計政策摘要(續)

2.27 經營租賃

如租賃所有權的重大部份風險和報酬由出租人保留，分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何激勵措施後)於租賃期內以直線法在利潤表支銷。

本集團出租若干不動產、工廠及設備。本集團持有實質上所有所有權的風險和報酬的不動產、工廠及設備的租賃，分類為融資租賃。融資租賃於租賃開始時按租賃物業的公允價值與最低租賃付款現值兩者的較低者資本化。

每項租賃付款在負債和融資費用之間分攤。相應的租金債務在扣除融資費用後，包括在其他長期應付款中。融資成本的利息部份按租賃期在利潤表中扣除，以對每個期間餘下負債結餘產生常數定期比率。根據融資租賃購買的不動產、工廠及設備按資產的可使用年期與租期兩者的較短者折舊。

2.28 政府補助

當能夠合理地保證政府補貼將可收取，而本集團將會符合所有附帶條件時，將政府提供的補助按其公允價值確認入賬。

與成本有關之政府補助遞延入賬，並按擬補償之成本配合其所需期間在利潤表中確認。

與購買物業、機器及設備有關之政府補貼列入非流動負債作為遞延政府補貼，並按有關資產之預計年期以直線法在損益賬確認。

2.29 股息分派

向本公司股東分派的股息在股息獲本公司股東批准的期間內於本集團及公司的財務報表內列為負債。

3 Financial Risk Management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The directors review and agree policies for managing each of these risks and they are summarised as follows:

(a) Market risk

(i) Foreign exchange risk

The functional currency of the Company and major subsidiaries is RMB. The majority of the revenues of the Group are derived from operations in the PRC. The financial instruments of the Group are mainly denominated in RMB. As at 31 December 2012, cash and cash equivalents of RMB59,632,000 (2011: RMB43,356,000) were denominated in Hong Kong Dollars ("HKD"). Apart from this, the Group does not have significant exposure to currency risk. The conversion of RMB into foreign currencies for the purpose of dividends is subject to the rules and regulations of foreign exchange control promulgated by the PRC Government.

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

At 31 December 2012, if the RMB had weakened/strengthened by 5% against the HKD with all other variables held constant, loss before tax for the year would have been RMB2,989,000 higher/lower (2011: profit before tax for the year would have been RMB2,173,000 higher/lower), mainly as a result of foreign exchange gains/losses on translation of HKD-denominated cash and cash equivalents.

3 財務風險管理

3.1 財務風險因素

本集團的活動承受著多種的財務風險：市場風險（包括匯兌風險、利率風險）、信用風險及流動性風險。本集團的整體風險管理計劃專注於財務市場的不可預測性，並尋求儘量減低對本集團財務表現的潛在不利影響。本集團的財務風險列示如下：

(a) 市場風險

(i) 匯兌風險

本公司及主要子公司的功能貨幣為人民幣。本集團主要的收入來源於在中華人民共和國的經營。本集團的財務工具主要使用人民幣計值。本集團於二零一二年十二月三十一日現金及現金等價物港元折合人民幣59,632,000元（二零一一年：人民幣43,356,000元）。除此之外，本集團沒有值得注意的匯兌風險，人民幣兌換外匯受中華人民共和國政府發佈的外匯兌換管制制度和條例約束。

本集團無外幣套期保值政策。然而，本集團管理層會對外匯風險進行監控。並且在需要時對重大外幣風險採取套期保值。

在二零一二年十二月三十一日，假若人民幣兌港元貶值／升值5%，而所有其他因素維持不變，則該年度的扣除所得稅前虧損應高出或低出人民幣2,989,000元（二零一一年：稅前盈利高出或低出人民幣2,173,000元），主要來自折算以港元的為單位的現金及現金等價物。

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Interest rate risk

The Group's interest rate risk arises from short-term and long-term borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. There is no other written policy on managing the interest rate risk and management will take appropriate steps to minimise its impact on the income statement.

Except for the borrowings and bank deposits, fluctuation of market rates does not have significant impact on the Group's cash flows.

During 2012 and 2011, the Group's borrowings at variable rate were denominated in RMB.

As at 31 December 2011, if interest rates on borrowings had been 1% higher/lower with all other variables held constant, the net profit for 2011 would decrease/increase by RMB1,673,000 respectively, as a result of higher/lower interest expense on borrowing.

As at 31 December 2012, if interest rates on borrowings had been 1% higher/lower with all other variables held constant, the net loss before tax for 2012 would decrease/increase by RMB12,190,000 respectively, as a result of higher/lower interest expenses on borrowings.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 利率風險

本集團的利率風險來自短期與長期借款。按浮動利率發行的借款令本集團承受現金流量利率風險，部份為按浮動利率持有的現金所抵消。本集團沒有制定其他政策來管理利率風險，但是採取有效措施以減低其對本集團損益表的影響。

除借款及銀行存款以外，市場利率波動對本集團的現金流量影響不重大。

於二零一二年及二零一一年，本集團按浮動利率計算的借款以人民幣為單位。

截至二零一一年十二月三十一日，如果利率上下變動1%，其對本集團二零一一年度損益表的影響為人民幣1,673,000元，因為貸款的較高／較低利息開支所致。

截至二零一二年十二月三十一日，如果利率上下變動1%，其對本集團二零一二年度損益表的影響為人民幣12,190,000元，因為貸款的較高／較低利息開支所致。

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

The carrying amounts of cash and cash equivalents, pledged and short-term bank deposits, trade and other receivables, and available for sales financial assets represent the Group's maximum exposure to credit risk in relation to its financial assets.

The management manages the credit risk of cash and cash equivalents, pledged bank deposits and available for sale financial assets by transacting with state-owned financial institutions and reputable commercial banks which are all high-credit-quality financial institutions in the PRC and Hong Kong.

In relation to trade receivables, the Group has policies in place to ensure that a certain percentage of the contracted sales amounts have been received as deposits upon agreeing the related sales contracts with customers. The credit quality of the counterparties is assessed by taking into account their financial position, credit history and other factors. Individual credit limits are set based on the assessment of credit quality. It also undertakes certain monitoring procedures on an individual customer basis to ensure that proper follow-up action is taken to recover overdue debts. Nevertheless, the Group might suffer from certain amounts of trade receivables which cannot be recovered due to default and unexpected financial difficulties of customers from time to time. The Group has no significant concentration of credit risk in trade receivables and the balance of trade receivables is composed of numerous individual small items and the exposure spreads over a large number of customers. The Group regularly performs ageing analysis, assesses credit risks and estimates the recoverability of groups of trade receivables bearing similar credit risk based on historical data and cash collection history. The estimates are assessed at each year end in order to ensure that adequate impairment provision is made.

No other financial assets bear a significant exposure to credit risk.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險

現金及現金等價物，抵押及短期銀行存款，應收款及其他應收款的帳面價值代表本集團有關財務資產值最高信貸風險。

管理層通過與香港及國內的國有及信譽良好的金融機構進行交易規避現金及現金等價物，抵押及短期銀行存款的信貸風險。

對於應收款項，本集團制定政策以確保在客戶簽署銷售協定後收取佔銷售協定金額一定比例的預付款。本集團亦採取一定的監控程式確保開展後續行動收回逾期賬款。然而，每年仍有一定數量的應收賬款因為債務人違約以及無法預測的財務困難而無法收回。因應收賬款非常零星且分佈於大量的消費者中，本集團於應收賬款並無集中的信貸風險。本集團定期進行賬齡分析，評估信用風險以及將信用風險相似的應收賬款歸類並根據歷史數據及過往收款紀錄評估收回可能性。評估於每年末進行以確保適當的減值準備。

並無其他的財務資產存在顯著信貸風險。

3 Financial Risk Management (continued)

3.1 Financial risk factors (continued)

(c) **Liquidity risk**

The Group exercises prudent liquidity risk management by reviewing forecasted cash balances on a quarterly basis to maintain sufficient cash levels and the availability of an adequate amount of committed credit facilities to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the course of ordinary business. The Group has no significant exposure to liquidity risk.

The table below analyses the Group's financial liabilities that will be settled on a gross basis into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

		Less than 1 year 一年以內 RMB'000 人民幣千元	Between 1 and 2 year 一至兩年 RMB'000 人民幣千元	Between 2 and 5 year 兩至五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元
Group	集團				
At 31 December 2012	於二零一二年十二月三十一日				
Bank borrowings (including interests)	銀行貸款(含應付利息)	328,388	448,225	1,093,521	25,293
Long term payables, trade and other payables (excluding salary and staff welfare payables, advance from customers and VAT and business tax payable)	長期應付款、應付賬款及其他應付款(不含應付薪金及員工福利、客戶按金、應付增值稅及營業稅)	371,930	7,388	-	-
At 31 December 2011	於二零一一年十二月三十一日				
Bank borrowings (including interests)	銀行貸款(含應付利息)	64,111	233,203	420,039	-
Long term payables, trade and other payables (excluding salary and staff welfare payables, advance from customers and VAT and business tax payable)	長期應付款、應付賬款及其他應付款(不含應付薪金及員工福利、客戶按金、應付增值稅及營業稅)	261,553	30,160	7,388	-
Company	公司				
At 31 December 2012	於二零一二年十二月三十一日				
Trade and other payables	應付賬款及其他應付款	1,176	-	-	-
At 31 December 2011	於二零一一年十二月三十一日				
Trade and other payables	應付賬款及其他應付款	736	-	-	-

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) **流動性風險**

本集團將於每季度審閱現金餘額，以此執行穩健的流動資金管理政策，維持足夠的現金量及有效可用的信貸額度以確保足夠現金流以應對在日常業務運營中任何無法預計的和重大的現金需求。本集團並無重大流動性風險。

下表顯示本集團及公司的財務負債按照相關的到期組別，根據由結算日至合約到期日的剩餘期間進行分析。在表內披露的金額為合約性未貼現的現金流量。由於貼現的影響不大，故此在12個月內到期的結餘相等於其賬面值。

3 Financial Risk Management (continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for equity holders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to equity holders, issue new shares or sell assets to reduce debt.

Kingdee Software (China) Co., Ltd ("Kingdee China"), a wholly-owned subsidiary of the Company completed the issuance of the first tranche of the Medium-term Notes in the People's Republic of China (the "PRC") on 16 July 2012. The first tranche of the Medium-term Notes was issued in the amount of RMB0.48 billion, at the interest rate of 6.0% per annum, and with a term of three years. The proceeds raised from the issuance of the first tranche of the Medium-term Notes would be used to meet the needs of part of the Company's construction-in-progress project and to provide working capital for the Company. As a result, the gearing ratio increased. The intention of the directors is to maintain the gearing ratio at below 55%. The gearing ratios at 31 December 2012 and 2011 were as follows:

		2012	2011
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total Borrowings (Note 19)	總貸款(附註19)	1,590,641	617,500
Total equity	總權益	1,590,302	1,643,610
Total capital	總資本	3,180,943	2,261,110
Gearing ratio	負債比率	50.01%	27.31%

3 財務風險管理(續)

3.2 資金風險管理

本集團的資金管理政策是保障集團能持續運營，以為股東提供回報和為其他利益持有人提供利益，同時維持最佳的資本結構以降低資金成本。

為了維持或調整資本結構，本集團可能會調整支付給股東的股息數額，發行新股或出售資產以降低債務。

集團的全資子公司金蝶中國，於二零一二年七月十六日在中國境內完成了第一期中期票據的發行。第一期中期票據共發行了人民幣4.8億，年利率為6.0%，發行期限為三年。該中期票據的發行所得主要應用於北京金蝶軟件園在建工程的資金需要，以及滿足公司營運資金的需求。因此負債比例增加。管理層欲將負債比率維持在55%以下。在二零一二年及二零一一年十二月三十一日，本集團的負債比率如下：

3 Financial Risk Management (continued)

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets that are measured as at fair value at 31 December 2012 and 2011.

		Level 1 第1層 RMB'000 人民幣千元	Level 2 第2層 RMB'000 人民幣千元	Level 3 第3層 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 31 December 2012	二零一二年十二月三十一日	Nil	Nil	Nil	Nil
At 31 December 2011	二零一一年十二月三十一日				
Assets	資產				
Available-for-sale financial assets	可供出售金融資產	–	–	11,013	11,013
Total assets	總資產	–	–	11,013	11,013

3 財務風險管理(續)

3.3 公允價值估計

下表利用估值法分析按公允價值入賬的金融工具。不同層級的定義如下：

- 相同資產或負債在活躍市場的報價(未經調整)(第1層)。
- 除了第1層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第2層)。
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第3層)。

下表顯示本集團資產和負債按二零一二年和二零一一年十二月三十一日計量的公允價值。

3 Financial Risk Management (continued)

3.3 Fair value estimation (continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

3 財務風險管理(續)

3.3 公允價值估計(續)

在活躍市場買賣的金融工具的公允價值根據資產負債表日的市場報價列賬。當報價可即時和定期從證券交易所、交易商、經紀、業內人士、定價服務者或監管代理獲得，而該等報價代表按公平交易基準進行的實際和常規市場交易時，該市場被視為活躍。本集團持有的金融資產的市場報價為當時買方報價。此等工具包括在第1層。

沒有在活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。估值技術儘量利用可觀察市場數據(如有)，儘量少依賴主體的特定估計。如計算一金融工具的公允價值所需的所有重大輸入為可觀察數據，則該金融工具列入第2層。

如一項或多項重大輸入並非根據可觀察市場數據，則該金融工具列入第3層。

用以估值金融工具的特定估值技術包括：

- 同類型工具的市場報價或交易商報價。
- 利率互換的公允價值由可觀察收益率曲線的未來現金流折現計算。
- 遠期外匯合約的公允價值由剩餘價值按資產負債表日的遠期匯率折現而得。
- 其他技術，例如折算現金流量分析，用以釐定其餘金融工具的公允價值。

4 Critical Accounting Estimates and Judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Fair value of investment properties

The Group carries its investment properties at fair value with changes in the fair values recognised in profit or loss. It obtains independent valuations at least annually. At the end of each reporting period, the management updates their assessment of the fair value of each property, taking into account the most recent independent valuations. The key assumptions used in this determination and the sensitivity of the directors' estimates of these assumptions to the carrying amount of the investment properties are set out in Note 9.

(b) Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts to deliver software implementation services. Use of the percentage-of-completion method requires the Group to estimate the services performed to date as a proportion of the total services to be performed. Were the proportion of services performed to total services to be performed to differ by 10% from management's estimates, the amount of revenue recognised in 2012 would have been higher/lower by approximately RMB53,376,000 (2011: RMB66,736,000).

4 關鍵會計估計及假設

估計和判斷會被持續評估，並根據過往經驗和其他因素進行評價，包括在有關情況下相信對未來事件的合理預測。

4.1 關鍵會計估計及假設

本集團對未來作出估計和假設。所得的會計估計如其定義，很少會與其實際結果相同。很大機會導致下個財政年度的資產和負債的賬面值作出重大調整的估計和假設討論如下。

(a) 投資物業之公允價值估計

本集團將投資物業按公允價值列賬，公允價值的變動在損益中確認。本集團最少每年取得獨立估值。在每個報告期末，管理層在考慮最近期獨立估值後，更新其對每項不動產公允價值的評估。是項釐定使用的關鍵假設和董事對投資物業賬面值假設估計的敏感性分析載於附註9。

(b) 收益確認

本集團使用完成百分比法對採取固定價格合同方式的軟件實施服務進行記賬。使用完成百分比法要求集團估計當前已提供服務相對總體服務的比例。如果當前已提供服務相對總體服務的比例與管理層的估計出現10%的差異，本年度收益確認金額將增加(或減少)約人民幣53,376,000元(二零一一年：人民幣66,736,000)。

4 Critical Accounting Estimates and Judgments

(continued)

4.1 Critical accounting estimates and assumptions

(continued)

(c) Estimated impairment of trade receivables

Determination of impairment of trade receivables requires management to estimate the present value of future cash flows. This estimate is made on group basis and based on the credit history of its customers and the current market condition. It could change significantly as a result of change in financial positions of customers. The impairment of trade receivables for the as at 31 December 2012 would have been approximately RMB7,284,000 (as at 31 December 2011: RMB6,737,000) lower/higher were the actual present value of expected cash flows arising from settlement of receivables to differ by 5% from management's estimates.

(d) Estimated useful lives of capitalised development costs

The useful lives of capitalised development costs are estimated based on historical experience, which include actual useful lives of similar assets and changes in technology. Were the estimated useful lives of capitalised development costs to differ by 20% from management's estimates, the amortisation charge for 2012 would have been approximately RMB35,860,000 higher (2011: RMB33,015,000) or RMB23,907,000 lower (2011: RMB22,010,000).

(e) Share-based payments

The fair value of options granted is estimated by management based on various assumptions on volatility, life of options, dividend paid out rate and annual risk-free interest rate, excluding the impact of any non-market vesting conditions, which generally represent the best estimate of the fair value of share options at the date of grant.

Were the estimated fair value of the options granted to differ by 10% from management's estimates, the administrative expense and the change in equity for 2012 would have differed by approximately RMB2,879,000 (2011: RMB2,467,000).

4 關鍵會計估計及假設(續)

4.1 關鍵會計估計及假設(續)

(c) 應收賬款的估計減值

在確定應收賬款減值時，須估計未來現金流量的現值。該估計以群體為基礎，基於客戶之信用歷史及目前市場情況作出。客戶財務情況的變化能顯著的改變該估計。如果預計處置應收款項產生的現金流量現值與管理層的估計出現5%的差異，二零一二年十二月三十一日應收賬款的減值準備可能低約或高約人民幣7,284,000元(二零一一年：人民幣6,737,000)。

(d) 估計資本化開發成本的使用年限

資本化開發成本的使用年限根據歷史經驗釐定，包括同類資產的實際使用年限及技術的變化。若資本化開發成本的估計可使用年期與管理層的估計相差20%，則二零一二年計入損益的攤銷將估計高出人民幣35,860,000元(二零一一年：人民幣33,015,000元)或低出人民幣23,907,000元(二零一一年：人民幣22,010,000元)。

(e) 以股份為基礎的支付

管理層通過不同的波動幅度、期權期限、分紅發放率及無風險利率估計所授期權的公允價值，不包括任何非市場可行權條件的影響以呈現自授權日對股權的最佳估計。

倘所授期權的公允價值與管理層之估計相差10%，二零一二年管理費用和相關權益變動將相差約人民幣2,879,000元(二零一一年：人民幣2,467,000元)。

4 Critical Accounting Estimates and Judgments

(continued)

4.1 Critical accounting estimates and assumptions

(continued)

(f) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in Note 2.9. The recoverable amounts of cash-generating units ("CGU") have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 8).

According to the valuations results produced by the management of the Company based on the above assumptions, management considered that no impairment charge was required against goodwill arising from acquisition of Kingdee Medical Software Technology Co., Ltd ("Kingdee Medical") as at 31 December 2012.

If the estimated cost of capital used in determining the pre-tax discount rate for the CGU had been 1% higher than management's estimates (15% instead of 14%), there would still be no need for an impairment charge against goodwill.

(g) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4 關鍵會計估計及假設 (續)

4.1 關鍵會計估計及假設 (續)

(f) 商譽的估計減值

根據附註2.9所述的會計政策，本集團每年測試商譽是否出現減值。現金產出單元的可收回金額按照使用價值計算而釐定。此等計算需要利用估計(附註8)。

根據管理層按以上估計做出的估值結果，管理層認為，於二零一二年十二月三十一日，毋須就金蝶醫療電腦有限公司(「金蝶醫療」)收購產生的商譽作減值撥備。

如應用於金蝶醫療的貼現現金流量的估計稅前貼現率較管理層的估計高1%(例如是15%而非14%)，本集團仍無需對商譽確認減值。

(g) 所得稅

本集團需要在多個司法權區繳納所得稅。在釐定全球所得稅準備時，需要作出重大判斷。有許多交易和計算所涉及的最終稅務釐定都是不確定的。本集團根據對是否需要繳付額外稅款的估計，就預期稅務審計項目確認負債。如此等事件的最終稅務後果與最初記錄的金額不同，此等差額將影響作出此等釐定期間的所得稅和遞延所得稅資產和負債。

4 Critical Accounting Estimates and Judgments

(continued)

4.1 Critical accounting estimates and assumptions

(continued)

(g) Income taxes (continued)

According to Fa Gai Gao Ji [2011] No 342 issued by relevant tax authorities in the PRC, Kingdee Software (China) Co., Ltd. ("Kingdee China") was qualified as national important software enterprises and it was entitled to a preferential enterprise income tax rate of 10% for the year ended 31 December 2010, which was valid for one year. According to Fa Gai Gao Ji [2012] No 2413, national important software enterprises is certificated every two years, which is valid for two years. Up to the date of this report, the relevant tax authorities had not issued the certification of the said identity for PRC software enterprises for the fiscal year 2011 and 2012. Nevertheless, the Management is confident that Kingdee China will continuously be qualified and recognised as national important software enterprise for 2011 and 2012 based on past records, their fulfillment of the stipulated conditions. Furthermore, based on the communication with tax authority on 11 March 2013, Kingdee China has been entitled to the preferential tax rate of 10%. Therefore, the management believes that it is appropriate to apply the preferential tax rate of 10% to calculate the deferred income tax assets and liabilities of Kingdee China as at 31 December 2011 and 2012.

According to the applicable PRC tax regulations, withholding tax will be levied on the dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008. Deferred income tax liabilities of RMB39,778,000 (2011: RMB58,797,000) had not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries in PRC. The directors of the Company believe that the Group has sufficient funds in the overseas companies within the Group and therefore the Company will not require its PRC subsidiaries to declare dividends in the foreseeable future out of their profits earned from 1 January 2008 onwards to 31 December 2012, in the foreseeable future. Accordingly, the Group considered that there was no need to provide withholding tax liability for profits retained by its PRC subsidiaries for the years from 2008 to 2011.

4 關鍵會計估計及假設 (續)

4.1 關鍵會計估計及假設 (續)

(g) 所得稅 (續)

根據中國相關稅務部門頒佈的發改高技[2011] 342號，金蝶軟件(中國)有限公司(「金蝶中國」)被認定為符合國家重點軟件企業資格並於二零一零年按優惠稅率10%繳納企業所得稅，有效期為一年。根據中國相關稅務部門頒佈的發改高技[2012] 2413號，規劃佈局企業每兩年認定一次，認定資格有效期為兩年。截至報告日止，中國相關稅務部門尚未頒佈上述的二零一一和二零一二年度的國家重點軟件企業資格證書。但是，根據以往的認證結果，管理層認為金蝶中國二零一一年及二零一二年將繼續獲得重點軟件企業的認證。另外，根據二零一三年三月十一號與發改委相關部門的溝通，金蝶中國可繼續在二零一一年度和二零一二年度享有國家重點軟件企業的稅率優惠。因此，管理層在二零一二年度的合併報表中繼續按照10%的優惠稅率計算遞延所得稅資產和負債。

依據中華人民共和國稅法，未匯返利潤須予支付的預提所得稅將於中國境內子公司從其二零零八年以後的利潤中向國外投資者分配股利時進行徵收。本集團並未就若干子公司的未匯返利潤須予支付的預提所得稅和其他稅項確認遞延所得稅負債約人民幣39,778,000元(二零一一年：人民幣58,797,000元)。本公司的董事會認為本集團在海外公司擁有足夠資金，在可預見的未來時間裡本公司將不要求其中國境內子公司從其二零零八年一月一日至二零一二年十二月三十一日的利潤中宣佈分配股利。因此，本集團無需對其在中國境內的子公司於二零零八年至二零一二年的利潤計提未匯返利潤須予支付的所得稅。

4 Critical Accounting Estimates and Judgments

(continued)

4.2 Critical judgment in applying the entity's accounting policies

(a) Capitalisation of development costs incurred on upgrading of existing software products

Costs incurred in upgrading existing software products (primarily relating to upgrade of the existing features or additions of new features/modules) are capitalised as intangible assets when recognition criteria as detailed in Note 2.9(b) are fulfilled. Management has applied its professional judgement in determining whether these software products could generate probable future economic benefits to the Group based on the historical experience of the success of the existing products and the prospects of the markets. Any severe change in market performance or technology advancement will have an impact on capitalisation of the development costs.

(b) Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgment. An investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the supply of goods or services or for administrative purpose. If these portions could be sold separately, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the supply of goods or services or for administrative purposes. All investment properties of the group are held to earn rentals.

4 關鍵會計估計及假設(續)

4.2 應用本集團會計政策的關鍵判斷

(a) 升級現有軟件產品產生之開發成本資本化

當達到符合附註2.9 (b)所述確認標準，升級軟件產品產生之成本(主要關於升級現有模組或增加新模組)資本化為無形資產。管理層基於現有產品及市場前景之成功經驗，通過專業判斷決定這些軟件產品是否能夠對本公司帶來未來經濟利益。任何涉及市場表現及科技發展的重大變動將會影響開發成本之資本化。

(b) 自用房產與投資物業的重分類

本集團已建立區分標準釐定某一不動產是否符合資格分類為投資物業。投資物業指持有以賺取租金或資本增值或兩者兼備的不動產。因此，本集團考慮一項資產是否產生現金流入絕大程度上獨立於本集團的其他資產。

有部分不動產既包括了以賺取租金或資本增值的部分，也包括了持有以經營日常活動的自用部分。若有明確標準可區分這兩者，則按照比例在兩者之間進行分別核算。若無法區分，且持有以經營日常活動的自用部分比例僅佔總不動產金額的不重大部分，則將總體作為投資物業進行核算。本集團目前的投資物業持有目的均為出租。

5 Segment Information

The chief operating decision-maker has been identified as executive directors of the Company. The executive directors review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The executive directors consider the business from product perspective. Upon the adoption of IFRS 8 "Operating Segments", the Group has identified the following operating segments:

- | | |
|---|---|
| Enterprise Management Software Business | — sales and implementation of enterprise management software, provision of other related services and sales of hardware related to enterprise management software arrangements. |
| Others | — sales of middleware software business and provision of online management services |

The chief operating decision-maker assesses the performance of the operating segments based on the operating profit of each segment. Substantially all of the businesses of the Group are carried out in the PRC.

The reconciliation items to the loss/profit for the year and total asset of the Group between segment asset and segment result mainly represented the operation of investment properties.

5 分部資料

首席經營決策者被認為公司的執行董事。執行董事審核集團內部報告以評估經營分部的業績並分配資源。管理層根據該類報告釐定經營分部。

執行董事從產品角度研究業務狀況。在首次應用國際財務報告準則8「經營分部」，本集團決定經營分部如下：

- | | |
|----------|--------------------------------------|
| 企業管理軟件業務 | — 企業管理軟件的銷售與實施，其他相關服務及與企業管理軟件相關的硬件設定 |
| 其他 | — 中間件業務、在線管理服務 |

首席經營決策者基於各分部的經營利潤評估各分部的業績表現。本集團的大部分業務都在中國。

年度虧損／盈利及集團總資產與分部結果及分部資產之間的調節項要反映投資物業的相關經營情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5 Segment Information (continued)

The segment information for the year ended 31 December 2012 is as follows:

5 分部資料(續)

二零一二年十二月三十一日分部資料如下：

		Enterprise management software business 企業管理 軟件業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Reconciliation 調節分部 RMB'000 人民幣千元	The Group Total 集團合計 RMB'000 人民幣千元
Revenue (from external customers)	來自外部客戶的收入	1,710,169	55,324	–	1,765,493
Operating (loss)/profit	經營(虧損)/盈利	(148,642)	(42,327)	88,032	(102,937)
Finance costs	融資成本	(65,833)	(63)	–	(65,896)
Finance income	融資收入	6,288	525	–	6,813
Finance (cost)/income – net	融資(成本)/收入 – 淨值	(59,545)	462	–	(59,083)
(Loss)/profit before income tax	扣除所得稅前(虧損)/盈利	(208,187)	(41,865)	88,032	(162,020)
Income tax credit/(expense)	所得稅貸記/(費用)	6,848	–	(8,803)	(1,955)
Segment results	分部結果	(201,339)	(41,865)	79,229	(163,975)
Segment assets	分部資產	3,053,710	102,065	825,575	3,981,350
Segment liabilities	分部負債	2,274,391	116,657	–	2,391,048
Additions to non-current assets (other than financial instruments and deferred tax assets)	新增非流動資產 (不包括金融工具及 遞延稅項資產)	404,466	(875)	328,650	732,241
Material non-cash expenses/(income)	重大非現金 支出/(收入)				
Depreciation and amortisation	折舊及攤銷	238,703	1,117	–	239,820
(Written-back)/allowance for doubtful trade and other receivables	呆壞賬(沖銷)/計提	(2,226)	3,041	–	815

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5 Segment Information (continued)

The segment information for the year ended 31 December 2011 is as follows:

5 分部資料(續)

二零一一年十二月三十一日分部資料如下：

		Enterprise management software business 企業管理 軟件業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Reconciliation 調節分部 RMB'000 人民幣千元	The Group Total 集團合計 RMB'000 人民幣千元
Revenue (from external customers)	來自外部客戶的收入	1,931,117	91,381	–	2,022,498
Operating profit/(loss)	經營盈利/(虧損)	38,205	(8,014)	160,095	190,286
Finance costs	融資成本	(12,285)	(83)	–	(12,368)
Finance income	融資收入	2,971	553	–	3,524
Finance income/(cost) – net	融資收入/(成本) – 淨值	(9,314)	470	–	(8,844)
Profit/(loss) before income tax	扣除所得稅前盈利/(虧損)	28,891	(7,544)	160,095	181,442
Income tax (expense)	所得稅(費用)	(9,600)	(2,670)	(16,010)	(28,280)
Segment results	分部結果	19,291	(10,214)	144,085	153,162
Segment assets (Restated)	分部資產(經重列)	2,389,532	147,535	496,925	3,033,992
Segment liabilities (Restated)	分部負債(經重列)	1,273,772	116,610	–	1,390,382
Additions to non-current assets (other than financial instruments and deferred tax assets)	新增非流動資產 (不包括金融工具及 遞延稅項資產)	360,945	7,875	207,763	576,583
Material non-cash expenses	重大非現金支出				
Depreciation and amortisation	折舊及攤銷	202,379	744	–	203,123
Allowance for doubtful trade and other receivables	呆壞賬準備	19,700	2,112	–	21,812

The Company is incorporated in Cayman Islands while the Group mainly operates its businesses in the PRC. The result of its total revenue from external customers from the PRC is RMB1,752,146,000 (2011: RMB1,991,448,000), and the total of revenue from external customers from other countries is RMB13,347,000 (2011: RMB31,050,000) for the year ended 31 December 2012. All the Group's non-current assets are located in the PRC.

There is no single customer that contributed for over 10% of the Group's revenue for the years ended 31 December 2012 and 2011.

本公司歸屬於開曼群島但集團主要在中國經營。截止二零一二年十二月三十一日，來自中國境內的外部客戶的總收入為人民幣1,752,146,000元(二零一一年：人民幣1,991,448,000元)，來自海外的外部客戶的收入為人民幣13,347,000元(二零一一年：人民幣31,050,000元)。本集團的全部非流動資產主要集中於中國境內。

截至二零一一年和二零一二年十二月三十一日止年度本集團未有單一客戶對集團的收入貢獻超過10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

6 Land Use Rights – Group

6 土地使用權 – 集團

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Opening net book amount	期初賬面淨值	83,683	79,449
Additions	增添	59,132	6,174
Amortisation charges (Note 24)	攤銷費用(附註24)	(3,966)	(1,940)
		138,849	83,683

The Group's interests in land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

本集團在土地使用權的權益代表集團獲得的土地使用權預付的經營租賃租金，其賬面淨值分析如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
In the PRC, held on:	在中國境內持有：		
Leases of between 10 to 50 years	租賃在10年與50年之間	138,849	83,683

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

7 Property, Plant and Equipment – Group

7 物業、機器及設備－集團

		Buildings	Computer and related equipment 電腦及相關設備	Office equipment 辦公設備	Motor vehicles 車輛	Leasehold improvements 租約物業裝修	Construction in progress 在建工程	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Year ended 31 December 2011	截至二零一一年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	249,305	46,501	12,130	19,001	5,969	17,726	350,632
Additions	增添	16,655	30,860	4,518	9,022	8,034	139,064	208,153
Transfer	轉入	38,419	–	–	–	–	(38,419)	–
Disposals	處置	–	(2,233)	(315)	(1,583)	–	–	(4,131)
Depreciation	折舊	(10,017)	(15,510)	(3,285)	(6,274)	(1,458)	–	(36,544)
Closing net book amount	期終賬面淨值	294,362	59,618	13,048	20,166	12,545	118,371	518,110
At 31 December 2011	於二零一一年十二月三十一日							
Cost	成本	323,463	124,169	20,031	41,309	22,918	118,371	650,261
Accumulated depreciation	累計折舊	(29,101)	(64,551)	(6,983)	(21,143)	(10,373)	–	(132,151)
Net book amount	賬面淨值	294,362	59,618	13,048	20,166	12,545	118,371	518,110
Year ended 31 December 2012	截至二零一二年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	294,362	59,618	13,048	20,166	12,545	118,371	518,110
Additions	增添	25	5,249	2,968	3,275	1,617	344,075	357,209
Revaluation surplus before transferred to investment properties' credited to reserve (Note 17)	轉入投資物業前的重估增值，計入儲備(附註17)	97,503	–	–	–	–	–	97,503
Transfer to investment properties (Note 9)	轉入投資物業(附註9)	(136,168)	–	–	–	–	–	(136,168)
Transfer from construction in progress to buildings	在建工程轉入固定資產	462,446	–	–	–	–	(462,446)	–
Disposals (Note 31)	處置(附註31)	(18)	(3,464)	(1,500)	(2,093)	(3,863)	–	(10,938)
Depreciation (Note 24)	折舊(附註24)	(10,282)	(14,966)	(4,054)	(4,881)	(317)	–	(34,500)
Closing net book amount	期終賬面淨值	707,868	46,437	10,462	16,467	9,982	–	791,216
At 31 December 2012	於二零一二年十二月三十一日							
Cost	成本	743,035	108,425	20,664	34,745	19,538	–	926,407
Accumulated depreciation	累計折舊	(35,167)	(61,988)	(10,202)	(18,278)	(9,556)	–	(135,191)
Net book amount	賬面淨值	707,868	46,437	10,462	16,467	9,982	–	791,216

Depreciation expense of approximately RMB13,209,000 (2011: RMB14,359,000) has been charged to selling and marketing expenses, RMB8,329,000 (2011: RMB8,586,000) to research and development costs, and RMB12,962,000 (2011: RMB13,599,000) to administrative expenses.

人民幣 13,209,000 元(二零一一年：人民幣 14,359,000 元)的折舊費用計入銷售及推廣費用中，人民幣 8,329,000 元(二零一一年：人民幣 8,586,000 元)的折舊費用計入研究及開發成本中以及人民幣 12,962,000 元(二零一一年：人民幣 13,599,000 元)的折舊費用計入行政費用中。

8 Intangible Assets – Group

8 無形資產 – 集團

		Goodwill	Development costs	Acquired licenses and copyrights	Computer software for own use	Customer relationship	Total
		商譽	開發成本	取得的軟件著作權	自用電腦軟件	客戶關係	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Restated)		(Restated)		(Restated)	(Restated)
		(經重列)		(經重列)		(經重列)	(經重列)
Year ended 31 December 2011	截至二零一一年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	-	260,040	113,598	3,598	-	377,236
Additions	增添	-	258,209	14,300	3,221	-	275,730
Acquired in business combination (Restated Note 34)	通過企業合併取得 (經重列, 附註34)	84,311	-	8,986	-	6,240	99,537
Amortisation charge	攤銷費用	-	(132,061)	(30,066)	(2,512)	-	(164,639)
Closing net book amount	期終賬面淨值	84,311	386,188	106,818	4,307	6,240	587,864
At 31 December 2011	於二零一一年十二月三十一日						
Cost	成本	109,871	821,051	155,656	14,356	6,240	1,107,174
Accumulated amortisation	累計攤銷	-	(434,863)	(48,838)	(10,049)	-	(493,750)
Accumulated impairment	累計減值	(25,560)	-	-	-	-	(25,560)
Net book amount	賬面淨值	84,311	386,188	106,818	4,307	6,240	587,864
Year ended 31 December 2012	截至二零一二年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	84,311	386,188	106,818	4,307	6,240	587,864
Additions	增添	-	252,045	1,316	1,992	-	255,353
Disposal	處置	-	-	(4,680)	-	-	(4,680)
Amortisation charge (Note 24)	攤銷費用(附註24)	-	(169,264)	(26,866)	(3,456)	(1,768)	(201,354)
Closing net book amount	期終賬面淨值	84,311	468,969	76,588	2,843	4,472	637,183
At 31 December 2012	於二零一二年十二月三十一日						
Cost	成本	109,871	1,073,096	152,292	16,348	6,240	1,357,847
Accumulated amortisation	累計攤銷	-	(604,127)	(75,704)	(13,505)	(1,768)	(695,104)
Accumulated impairment	累計減值	(25,560)	-	-	-	-	(25,560)
Net book amount	賬面淨值	84,311	468,969	76,588	2,843	4,472	637,183

Amortisation charge of RMB32,090,000 (2011: RMB32,578,000) has been included in administrative expenses, and RMB169,264,000 (2011: RMB132,061,000) in research and development costs.

人民幣 32,090,000 元(二零一一年: 人民幣32,578,000元)之攤銷費用已計入行政費用中。人民幣 169,264,000 元(二零一一年: 人民幣132,061,000元)之攤銷費用已計入研究及開發成本中。

8 Intangible Assets – Group (continued)

Impairment tests for goodwill

Goodwill acquired through business combinations has been primarily allocated to the CGU of Kingdee Medical Software Technology Co., Ltd (“Kingdee Medical”) for impairment testing. The carrying amount of goodwill is as follows:

		Opening 期初 RMB'000 人民幣千元	Addition 增加 RMB'000 人民幣千元	Impairment 減值 RMB'000 人民幣千元	Closing 期末 RMB'000 人民幣千元
2011					
Kingdee Medical	金蝶醫療	–	84,311	–	84,311
		Opening 期初 RMB'000 人民幣千元	Addition 增加 RMB'000 人民幣千元	Impairment 減值 RMB'000 人民幣千元	Closing 期末 RMB'000 人民幣千元
2012					
Kingdee Medical	金蝶醫療	84,311	–	–	84,311

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the Enterprise Management Software Business in which the CGU operates. The Kingdee Medical CGU is a component of the operational segment of Enterprise Management Software business.

The key assumptions used for value-in-use calculations in 2012 are as follows:

		Kingdee Medical 金蝶醫療
Average EBITDA rate	平均息稅折舊攤銷前收益率	20%
Average growth rate	平均增長率	23%
Pre-tax discount rate	稅前貼現率	15%

These assumptions have been used for the analysis of the CGU of Kingdee Medical.

8 無形資產－集團 (續)

商譽減值測試

對金蝶醫療軟件科技有限公司(「金蝶醫療」)合併產生的商譽已經通過現金產出單元進行了減值測試。商譽的帳面金額列示如下：

現金產出單元的可收回金額根據使用價值計算。計算方式利用稅前現金流量預測，依據管理層批核的五年期財政預算。超過該五年期的現金流量採用以下所述的估計增長率作出推算。該增長率不超過現金產出單元經營的企業商業軟件業務的長期平均增長率。金蝶醫療的現金產出單元為企業管理軟件業務經營分部的組成部分。

二零一二年價值計算使用的主要假設如下：

此等假設用以分析金蝶醫療的每個現金產出單元。

9 Investment Properties – Group

9 投資物業－集團

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
At 1 January	於一月一日	496,925	289,162
Addition	增添	131,524	72,105
Transfer from building (Note 7)	從自用物業轉入(附註7)	136,168	–
Fair value gains	公允價值變動	60,958	135,658
At 31 December	於十二月三十一日	825,575	496,925

As at 30 June 2012, the Group transferred the Block B's tenth floor of the Group's research and development center located in Shenzhen, as well as the third and fourth floor of Block 1 of the Group's research and development center located in Shanghai from building to investment property. These properties were transferred to investment properties at lease commencing date.

As at 31 December 2012, apart from the above, the investment properties included the whole Block 2 and Block 3 of the Group's research and development center located in Shanghai, the south area on the second, the sixth, seventh and eighth floors of Block B of the Group's research and development center located in Shenzhen, B1 on 4th floor of W1 building located in Hi-Tech Industrial Park of Shenzhen, all of which are completed properties and have been under lease. In addition, the third, fourth, fifth and sixth floors of the Block 1 of Beijing new research and development center located in Shunyi Beijing have been completed at the end of 2012, and will be lease out in the coming year.

At the end of each reporting period, the directors will assess the fair value of each investment property, taking into account the most recent assessment results indicated in independent valuations. The directors determine a property's fair value within a range of reasonable fair value estimates.

二零一二年六月三十日，管理層將深圳研發中心B棟十層，及上海研發中心一號樓的三層、四層，由固定資產轉為投資物業。以上物業從起租日起轉為投資物業。

截至二零一二年十二月三十一日，投資物業除本年新增部份投資性物業，還包括上海研發中心二號樓、三號樓全部，深圳研發中心B棟南部二層、六層、七層、八層全部，高新工業村W1廠房第四層B1。截至二零一二年十二月三十一日，所有的投資物業已經全部租出。另外，集團位於北京順義區的在建投資物業已於二零一二年未竣工，該研發中心大樓一號樓的三層、四層、五層、六層將在未來一年出租。

本集團至少每年取得估值師對投資物業的獨立估值。在每個報告期末及在自有物業轉為投資物業的轉換日，董事會在考慮最近期獨立估值後，更新其對每項不動產公允價值的評估。董事會在一個合理公允價值的估計範圍內釐定不動產的價值。

9 Investment Properties – Group (continued)

The best evidence of fair value is current prices in an active market for similar investment properties. Where such information is not available, the directors consider information from a variety of sources including:

- (i) current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences;
- (ii) discounted cash flow projections based on reliable estimates of future cash flows;
- (iii) capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

For the year ended 31 December 2012, the Group appointed an independent valuer, Guangheng Xingyue Asset Appraisal Company Limited, to assess the fair value of all its investment properties as at 31 December 2012.

At the end of the reporting period the key assumptions used by the directors in determining fair value were in the following ranges for the Group's portfolio of properties:

		2012	2011
Capitalisation rate	資本化率	7%~9%	7%~9%
Expected vacancy rate	預計空置率	5%~9%	5%~8%

The following tables show the sensitivity of the fair value of the investment properties to the key assumptions were the director's estimates to increase or decrease by 10%.

		2012	
		Favourable change by 10%	Unfavourable change by 10%
		有利變動10%	不利變動10%
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Capitalisation rate	資本化率	68,007	65,020
Expected vacancy rate	預計空置率	2,225	8,340

9 投資物業－集團 (續)

公允價值的最佳證據為類似投資物業在活躍市場的當前市價。如此等資訊未能獲得，董事會從多個不同途徑考慮此等資訊，包括：

- (i) 不同性質的不動產在活躍市場的當前市價，或類似性質的不動產在較不活躍市場的當前市價（經調整以反映此等差異）；
- (ii) 根據未來現金流可靠估計的折現現金流預測；
- (iii) 估計不動產的估計淨市場收益計算的資本化收益預測，以及引申自市場證據分析的資本化率。

於二零一二年度，本集團已經聘請了獨立的評估公司廣衡興粵資產評估有限公司來評估其二零一二年十二月三十一日的投資物業的公允價值。

在報告期末，董事會就集團不動產組合釐定公允價值時使用的關鍵假設範圍如下：

下表顯示如董事會的估計增加或減少10%，投資物業的公允價值對關鍵假設的敏感度。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

9 Investment Properties – Group (continued)

9 投資物業－集團(續)

		2011	
		Favourable change by 10%	Unfavourable change by 10%
		有利變動10%	不利變動10%
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Capitalisation rate	資本化率	50,166	43,362
Expected vacancy rate	預計空置率	3,736	3,736

The Group's interests in investment properties at their net book values are analysed as follows:

本集團在投資物業的權益按其賬面淨值分析如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
In the PRC, held on:	在中國境內持有：		
Leases of between 10 to 50 years	使用權在10年與50年之間	825,575	496,925

The following amounts have been recognised in the income statements of the Group:

下列款項已經確認於集團的損益表：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Rental income	租賃收入	27,161	24,530
Direct operating expenses that generate rental income	產生租金收入的投資物業的 直接經營費用	(87)	(93)
		27,074	24,437

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

9 Investment Properties – Group (continued)

The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Not later than 1 year	1年以內	26,763	21,676
Later than 1 year and not later than 5 years	1-5年	40,014	6,858
		66,777	28,534

9 投資物業－集團(續)

因不可撤銷租賃協議而產生的最低租賃應收款如下：

10 Trade and Other Receivables – Group and Company

10 應收賬款及其他應收款－集團及公司

		Group 集團		Company 公司		
		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元 (Reclassified) (經重分類)	2010 RMB'000 人民幣千元 (Reclassified) (經重分類)
Trade receivables (a)	應收賬款(a)	234,045	228,135	-	-	-
Less: allowance for impairment (b)	減：減值準備(b)	(90,000)	(93,392)	-	-	-
Trade receivables – net	應收賬款淨值	144,045	134,743	-	-	-
Notes receivable	應收票據	12,556	27,279	-	-	-
Advances to employees (c)	向僱員提供備用金(c)	37,572	33,863	-	-	-
Prepayments	預付款	47,062	83,323	-	-	-
VAT recoverable	可退還之增值稅	41,633	61,603	-	-	-
Other receivables	其他應收款	30,590	38,149	28,488	30,236	5,660
		313,458	378,960	28,488	30,236	5,660
Add non-current portion:	加非流動部份：					
Entrusted loan (d)	委託貸款(d)	26,000	-	-	-	-
		339,458	378,960	28,488	30,236	5,660

The fair values of trade and other receivables approximate their carrying amounts.

The carrying amounts of the Group's trade and other receivables are mainly denominated in RMB.

應收賬款及其他應收款之公允價值接近彼等賬面價值。

本集團應收賬款及其他應收款之賬面價值主要以人民幣計值。

10 Trade and Other Receivables – Group and Company (continued)

The credit quality of financial assets that are neither past due nor impaired are assessed by making reference to historical information about counterparty default rates, reputation, liquidity and other financial information.

- (a) Sales are generally made without prescribed credit terms in the sales contracts but customers usually take 1 to 3 months to settle the receivables. Trade receivables aged more than 3 months had been considered for impairment. The ageing analysis of trade receivables is as follows:

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
0–90 days	0–90天	84,257	68,061
91–180 days	91–180天	37,145	30,787
181–360 days	181–360天	25,495	49,932
Over 360 days	超過360天	87,148	79,355
		234,045	228,135

All trade receivables were past due as at 31 December 2012 and they had been considered for impairment.

- (b) Movement on the allowance for impairment of trade receivables is as follows:

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
At 1 January	於一月一日	(93,392)	(75,990)
Allowance for impairment (Note 24)	減值準備(附註24)	(815)	(21,812)
Written off as uncollectible	註銷無法收回的應收賬款	4,207	4,410
At 31 December	於十二月三十一日	(90,000)	(93,392)

The origination of allowance for impaired receivables and other receivables has been included in administrative expenses. The other classes within the trade and other receivables balance do not contain any significant impaired assets.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. The Group does not hold any collateral as security.

10 應收賬款及其他應收款—集團及公司(續)

對於沒有逾期或者減值的應收賬款，參考有關交易對手的違約率，聲譽，流動性和其他財務資訊的歷史資料來評估其信用質量。

- (a) 本集團在銷售合同中對應收賬款無確定信用期，但客戶通常在一至三個月內支付款項。本集團對三個月以上的應收賬款已考慮計提減值準備。應收賬款賬齡分析如下：

截至二零一二年十二月三十一日，本集團對逾期的所有應收賬款均已考慮計提減值準備。

- (b) 應收賬款準備變動列示如下：

計提的應收賬款與其他應收款的減值準備已計入行政費用中。除應收賬款與其他應收款外，應收賬款及其他應收款中披露的其他類別不含重大減值資產。

在報告日期，信貸風險的最高風險承擔為上述每類應收款的公允價值。本集團不持有任何作為質押的抵押品。

10 Trade and Other Receivables – Group and Company (continued)

(c) The amounts advanced to employees were restricted for business purpose only, such as advance for selling expenses, such advances are interest free, unsecured and repayable on demand. During the year, the Group also advanced some cash to an executive director restricted for business activities, the information is as below.

10 應收賬款及其他應收款—集團及公司(續)

(c) 向僱員提供的備用金僅限於日常經營，例如用於銷售用途，該備用金乃免息，無抵押及須於要求時償還。於二零一二年本集團向董事預支了款項，該預支款為董事借款，僅用於公務活動。董事借款的資訊如下：

Name of key management 關鍵管理人員姓名	Advance to director 董事借款			Term 歸還條件	Interest rate 利率
	At the beginning of the year 期初餘額 RMB'000 人民幣千元	At the end of the year 期末餘額 RMB'000 人民幣千元	Maximum outstanding during the year 年內最高餘額 RMB'000 人民幣千元		
2012 二零一二年					
Mr. Xu Shao Chun 徐少春	—	—	321	Repayable on demand 於要求時償還	0%
2011 二零一一年					
Mr. Xu Shao Chun 徐少春	—	—	285	Repayable on demand 於要求時償還	0%

(d) The entrusted loan of the Group as at 31 December 2012 represented the Group's interest in a trust investment through a third party trust company. The underlying assets of the trust are loans extended to other companies. The entrusted loan has a maturity date of 18 July 2015 with a fixed beneficial rate of 9% per annum, subject to deduction of 0.55% management fee per annum. The entrusted loan is measured at amortised cost. The maximum exposure to credit risk at the reporting date is the carrying amount of the investment. The entrusted loan is not past due or impaired as at 31 December 2012. The interests accrued were due in 12 months and included in other receivable.

(d) 截止二零一二年十二月三十一日，本集團委託貸款為集團通過協力廠商信託公司進行的委託貸款。該信託產品的投資對象為項目公司的委託貸款。該信託產品到期日為二零一五年七月十八日，固定年收益率為9%，年管理費為0.55%。該信託產品按攤銷成本計量。於報告日，信貸風險的最高風險承擔為該信託產品的帳面價值，該委託貸款並無逾期或減值。本年應收利息已全額計提並列賬於其他應收款中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

11 Inventories – Group

11 存貨 – 集團

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Raw materials	原材料	596	747
Finished goods	製成品	3,340	3,289
		3,936	4,036

The cost of inventories recognised as expense and included in cost of sales amounted to approximately RMB133,309,000 (2011: RMB98,927,000) (Note 24).

存貨成本確認為費用並計入銷售成本的金額為人民幣133,309,000元(二零一一年：人民幣98,927,000元)(附註24)。

12 Available-For-Sale Financial Assets – Group

12 可供出售金融資產 – 集團

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
At 1 January	於一月一日	11,013	10,000
Addition	購入	101,000	–
Net fair value gains recognised in other comprehensive income (Note 17)	其他綜合收益中辨認的公允價值淨收益(附註17)	1,015	1013
Disposal	處置	(113,028)	–
At 31 December	於十二月三十一日	–	11,013

13 Implementation Contracts – Group

13 實施合同 – 集團

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Contract costs incurred	已發生之合同成本	235,743	196,606
Contract profit recognised	已確認合同利潤	469,962	315,432
Less: progress billings	減：發出賬單	(453,019)	(284,085)
Net balance sheet position for ongoing contracts	未完工合同一年末結餘	252,686	227,953
Represented by:	列示為：		
Due from customers on implementation contracts	應收客戶實施合同款	326,328	292,467
Due to customers on implementation contracts	應付客戶實施合同款	(73,642)	(64,514)
		252,686	227,953

14 Cash and Cash Equivalents – Group and Company 14 現金及現金等價物—集團及公司

		Group 集團		Company 公司	
		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Cash at bank and in hand (a)	銀行及庫存現金(a)	918,093	660,934	17,557	35,133
Less: Short-term bank deposits (b)	減：短期銀行存款(b)	(14,500)	(16,490)	–	–
Pledged bank deposits (c)	質押銀行存款(c)	(5,591)	(11,032)	–	–
Cash and cash equivalents	現金及現金等價物	898,002	633,412	17,557	35,133

(a) Cash at bank and in hand denominated in the following currencies:

(a) 銀行及庫存現金以下貨幣計值：

		Group 集團		Company 公司	
		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Renminbi	人民幣	857,243	614,719	–	2
Hong Kong Dollars	港幣	59,632	43,356	17,308	34,938
US Dollars	美元	242	1,009	249	193
Singapore Dollars	新加坡元	660	216	–	–
New Taiwan Dollars	新台幣	316	1,634	–	–
		918,093	660,934	17,557	35,133

(b) The effective interest rate on short-term bank deposits was 3.08 % (2011: 3.82%). These deposits have an average maturity of 10 months.

(b) 短期銀行存款的實際利率為3.08% (二零一一年：3.82%)，此等存款的平均期限為10個月。

(c) The bank deposits were pledged to banks as required in certain job tendering. Such pledged deposits will be released upon the closure of the processes.

(c) 履約保證金是投標專用。此等保證金將會於招標結束後解除受限。

15 Interests in and Loans to Subsidiaries – 15 於附屬公司投資及貸款 – 公司
Company

		Company 公司		
		2012	2011	2010
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Unlisted shares (a)	非上市股份(a)			
Cost	成本	393,260	364,473	339,806
Allowance for impairment	減值準備	(5,300)	(5,300)	(5,300)
		387,960	359,173	334,506
Loans to subsidiaries (b)	貸款於附屬公司(b)	15,000	15,000	15,000
Amounts due from subsidiaries (b)	應收附屬公司款項(b)	84,124	70,731	71,727
Capital contribution relating to share-base payment	與以股份為基礎的支付有關的資本投入	60,053	55,902	28,097
		547,137	500,806	449,330

(a) The following is a list of the principal subsidiaries at 31 December 2012, all of which are limited liability companies:

(a) 以下為於二零一二年十二月三十一日主要附屬公司，均為有限責任公司：

Name 名稱	Place of incorporation 註冊地	Principal activities 主要業務	Registered and paid-up capital 註冊及繳足股本	% Interest held %持有權益
Directly held 直接擁有：				
Kingdee Software (China) Co., Ltd. 金蝶軟件(中國)有限公司	The PRC 中國	Sales of software products, development, manufacturing and selling of software and hardware products and provision of software-related services 軟件產品銷售，開發、製造及銷售軟件及硬件產品，以及提供軟件相關技術服務	RMB280,000,000 人民幣280,000,000元	100%
Kingdee International Software Group (H.K.) Co., Ltd. ("Kingdee HK") 金蝶國際軟件(香港)有限公司 ("金蝶香港")	Hong Kong 香港	Sales of software products 軟件產品銷售	HKD1,000,000 港幣1,000,000元	100%

15 Interests in and Loans to Subsidiaries – 15 於附屬公司投資及貸款 – 公司 (續)
Company (continued)

(a) The following is a list of the principal subsidiaries at 31 December 2012, all of which are limited liability companies: (continued)

(a) 以下為於二零一二年十二月三十一日主要附屬公司，均為有限責任公司：(續)

Name 名稱	Place of incorporation 註冊地	Principal activities 主要業務	Registered and paid-up capital 註冊及繳足股本	% Interest held %持有權益
Caterton Group Limited	BVI 英屬維京群島	Investment holding 投資控股，不具有商業實質	USD100 美元100元	80.2%
Kingdee International Software Group (Singapore) PTE Ltd. 金蝶國際軟件(新加坡)有限公司	Singapore 新加坡	Sales of software products 軟件產品銷售	SGD100,000 新加坡元100,000元	100%
Indirectly held 間接擁有：				
Shenzhen Kingdee Middleware Co., Ltd. 深圳金蝶中間件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB30,000,000 人民幣30,000,000元	66.25%
Shanghai Kingdee Software Co., Ltd. 上海金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB20,000,000 人民幣20,000,000元	100%
Beijing Kingdee System Technology Co., Ltd. 北京金蝶系統技術有限公司	The PRC 中國	Sales of software products 軟件產品銷售	USD540,000 美元540,000元	100%
Kingdee E-commerce Service (Shenzhen) Co., Ltd. (formerly known as Shenzhen Kingdee Mobile Internet Technology Co., Ltd) (Note (i)) 金蝶電子商務服務(深圳)有限公司 (之前名為深圳市金蝶移動互聯技術有限公司)(i)	The PRC 中國	Provision of online financial services 在線財務服務	RMB12,000,000 人民幣12,000,000元	N/A 不適用
Xiamen Kingdee Software Co., Ltd. 廈門金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB300,000 人民幣300,000元	100%
Shanghai Kingdee Software Technology Co., Ltd. 上海金蝶軟件科技有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	90%

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15 Interests in and Loans to Subsidiaries – 15 於附屬公司投資及貸款—公司(續)
Company (continued)

(a) The following is a list of the principal subsidiaries at 31 December 2012, all of which are limited liability companies: (continued)

(a) 以下為於二零一二年十二月三十一日主要附屬公司，均為有限責任公司：(續)

Name 名稱	Place of incorporation 註冊地	Principal activities 主要業務	Registered and paid-up capital 註冊及繳足股本	% Interest held %持有權益
Sichuan Kingdee Software Co., Ltd. 四川金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Chongqing Kingdee Software Co., Ltd. 重慶金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Beijing Kingdee Middleware Software System Co., Ltd. 北京金蝶中間件軟件系統有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB2,000,000 人民幣2,000,000元	66.25%
Kingdee E-commerce Technology (Shenzhen) Co., Ltd. 金蝶電子商務技術(深圳)有限公司	The PRC 中國	Provision of online financial services 在線財務服務	RMB30,000,000 人民幣30,000,000元	80.2%
Xuzhou Kingdee Software Co., Ltd. 徐州金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB300,000 人民幣300,000元	100%
Jiangsu Kingdee Software Co., Ltd. 江蘇金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB20,000,000 人民幣20,000,000元	100%
Shanghai Kingdee Middleware Software Systems Co., Ltd. 上海金蝶中間件軟件系統有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB2,000,000 人民幣2,000,000元	66.25%
Beijing Kingdee Government and Public Software Co., Ltd. (Note (i)) 北京市金蝶政務軟件有限公司(i)	The PRC 中國	Sales of software products 軟件產品銷售	RMB50,500,000 人民幣50,500,000元	N/A 不適用
Guangdong Kingdee Software Technology Co., Ltd. 廣東金蝶軟件科技有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB29,500,000 人民幣29,500,000元	100%
Beijing Kingdee Management Software Co., Ltd. 北京金蝶管理軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB20,000,000 人民幣20,000,000元	100%

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15 Interests in and Loans to Subsidiaries – 15 於附屬公司投資及貸款 – 公司 (續) Company (continued)

(a) The following is a list of the principal subsidiaries at 31 December 2012, all of which are limited liability companies: (continued)

(a) 以下為於二零一二年十二月三十一日主要附屬公司，均為有限責任公司：(續)

Name 名稱	Place of incorporation 註冊地	Principal activities 主要業務	Registered and paid-up capital 註冊及繳足股本	% Interest held %持有權益
Zhuzhou Kingdee Software Co., Ltd. 株洲金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Zhongshan Kingdee Business and Management Consulting Co., Ltd. 中山金蝶企業管理諮詢有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Shanxi Kingdee Software Co., Ltd. 陝西金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB20,000,000 人民幣20,000,000元	100%
Tianjin Kingdee Software Co., Ltd. 天津金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Zhuhai Kingdee Software Co., Ltd. 珠海金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Taiwan Kingdee Software Co., Ltd. 台灣金蝶軟件有限公司	Taiwan 台灣	Sales of software products 軟件產品銷售	TWD10,000,000 新台幣10,000,000元	100%
Yiyang Kingdee Software Co., Ltd. 益陽金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Ningbo E-commerce Technology Co., Ltd. 寧波電子商務技術有限公司	The PRC 中國	Provision of online financial services 在線財務服務	RMB20,000,000 人民幣20,000,000元	N/A 不適用
Shanghai Kingdee Qixiao Technology Co., Ltd. 上海金蝶齊效電腦技術有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB8,800,000 人民幣8,800,000元	81.48%
Shanghai Kingdee Software Technique Co., Ltd. 上海金蝶軟件技術有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB20,000,000 人民幣20,000,000元	100%
Nantong Kingdee Software Co., Ltd. 南通金蝶企業管理諮詢有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB1,000,000 人民幣1,000,000元	100%

15 Interests in and Loans to Subsidiaries – 15 於附屬公司投資及貸款 – 公司 (續)
Company (continued)

(a) The following is a list of the principal subsidiaries at 31 December 2012, all of which are limited liability companies: (continued)

(a) 以下為於二零一二年十二月三十一日主要附屬公司，均為有限責任公司：(續)

Name 名稱	Place of incorporation 註冊地	Principal activities 主要業務	Registered and paid-up capital 註冊及繳足股本	% Interest held %持有權益
Dongguan Kingdee Management Software Co., Ltd 東莞市金蝶管理軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB10,000,000 人民幣10,000,000元	100%
Shanghai Kingdee Medical Software Co., Ltd 上海金蝶醫療衛生有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB30,000,000 人民幣30,000,000元	100%
Kingdee Medical Software Technology Co., Ltd 金蝶醫療軟件科技有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB57,500,000 人民幣57,500,000元	81.48%
Zhejiang Kingdee Software Co., Ltd 浙江金蝶軟件有限公司	The PRC 中國	Sales of software products 軟件產品銷售	RMB35,000,000 人民幣35,000,000元	100%

Kingdee E-commerce Service (Shenzhen) Co., Ltd. (“E-commerce Service”) was established by the Group in 2009 for providing value-added telecommunication services in the PRC. Beijing Kingdee Government and Public Software Co., Ltd. (“Kingdee GPS”) was established by the Group in 2010 for providing government management software service in the PRC. Though the Group does not hold any equity ownership in these two operating companies, under certain contractual arrangements enacted among these operating companies and their registered legal owners with a subsidiary of the Company, the Group controls these operating companies by way of controlling more than one half of the voting rights of them, governing their financial and operating policies and containing a right to appoint or remove the majority of the members of their controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements transfer the risks and rewards of these operating companies to the Group. As a result, these operating companies were presented as consolidating subsidiary of the Company.

於二零零九年集團成立了一間子公司金蝶電子商務服務(深圳)有限公司(簡稱「電子商務服務」)，以在中國境內提供互聯網商務增值服務。於二零一零年，集團成立了一間子公司北京市金蝶政務軟件有限公司(簡稱「電子政務」)，以在中國境內提供政府管理軟件服務。集團對以上兩家子公司並無資本控制權，而是通過與其股東訂立的若干協議，以取得以上兩家子公司一半以上的投票權，可控制其財務、經營政策和人事任免，由集團承擔以上兩家子公司經營報酬和風險。因此，將電子商務服務與電子政務作為本公司附屬公司。

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15 Interests in and Loans to Subsidiaries – Company (continued) 15 於附屬公司投資及貸款—公司(續)

(b) These balances are unsecured interest-free investment in nature and not expected to be repayable.

(b) 該餘額為無抵押、免息的投資款，並不需要償還。

16 Share Capital and Premium – Group and Company 16 股本和股本溢價—集團及公司

Group 集團		Number of Issued shares 股本數目 (thousands) (千股)	Ordinary shares 股份賬面值 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2011	二零一一年一月一日結餘	2,091,609	54,653	425,358	480,011
Bonus shares	紅股	417,123	9,177	(9,177)	—
Employee share option scheme	僱員購股權計劃				
– Value of services provided (Note 26)	– 提供服務的價值(附註26)	—	—	24,667	24,667
– Exercise of share options	– 發行股份所得款	27,064	596	21,717	22,313
Repurchase and cancellation of own shares (a)	回購並註銷股份(a)	(22,044)	(485)	(56,835)	(57,320)
At 31 December 2011	二零一一年 十二月三十一日結餘	2,513,752	63,941	405,730	469,671
Employee share option scheme	僱員購股權計劃				
– Value of services provided (Note 26)	– 僱員提供服務的價值 (附註26)	—	—	28,787	28,787
– Exercise of share options	– 發行股份所得款	6,237	136	4,013	4,149
Repurchase and cancellation of own shares (a)	回購並註銷股份(a)	(850)	(18)	(1,302)	(1,320)
Acquisition of treasury shares (b)	購入庫存股(b)	—	—	(1,768)	(1,768)
At 31 December 2012	二零一二年 十二月三十一日結餘	2,519,139	64,059	435,460	499,519

16 Share Capital and Premium – Group and Company 16 股本和股本溢價 – 集團及公司 (續)
(continued)

Company 公司		Number of Issued shares 股本數目 (thousands) (千股)	Ordinary shares 股份賬面值 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2011	二零一一年一月一日結餘	2,091,609	54,653	425,358	480,011
Bonus shares	紅股	417,123	9,177	(9,177)	–
Employee share option scheme	僱員購股權計劃				
– Value of services provided (Note 26)	– 提供服務的價值(附註26)	–	–	24,667	24,667
– Exercise of share options	– 發行股份所得款	27,064	596	21,717	22,313
Repurchase and cancellation of own shares (a)	回購並註銷股份(a)	(22,044)	(485)	(56,835)	(57,320)
At 31 December 2011	二零一一年 十二月三十一日結餘	2,513,752	63,941	405,730	469,671
Employee share option scheme	僱員購股權計劃				
– Value of services provided (Note 26)	– 僱員提供服務的價值 (附註26)	–	–	28,787	28,787
– Exercise of share options	– 發行股份所得款	6,237	136	4,013	4,149
Repurchase and cancellation of own shares (a)	回購並註銷股份(a)	(850)	(18)	(1,302)	(1,320)
At 31 December 2012	二零一二年 十二月三十一日結餘	2,519,139	64,059	437,228	501,287

The total authorised number of ordinary shares as at 31 December 2012 is 4,000,000,000 shares (2011: 4,000,000,000 shares) with a par value of HKD0.025 per share (2011: HKD0.025 per share). All issued shares are fully paid.

(a) During 2012, 850,000 shares (2011: 22,044,000 shares) were repurchased by the Company on the Hong Kong Stock Exchange at an aggregate consideration of approximately RMB1,320,000 (2011: RMB57,320,000) and they were then cancelled. The nominal value of these shares of RMB18,000 (2011: RMB485,000) was credited to the capital redemption reserve. The capital redemption reserve of RMB18,000(2011: RMB485,000) and the premium arising from such purchase of approximately RMB1,302,000(2011: RMB56,835,000) were paid out of the Company's retained earnings and share premium account, respectively.

(b) During 2012, 1,500,000 shares were purchased by a subsidiary on the Hong Kong Stock Exchange through an agent at an aggregate consideration of approximately RMB1,768,000.

截至二零一二年十二月三十一日，普通股的法定數目總額為4,000,000,000股(二零一一年：4,000,000,000股)，每股面值為0.025港幣(二零一一年：每股面值0.025港幣)。所有已發行股份均已全數繳足。

(a) 於二零一二年，公司以總代價約人民幣1,320,000元(二零一一年：人民幣57,320,000元)在香港證券交易所回購了850,000股(二零一一年：22,044,000股)股份並註銷。這些面值為人民幣18,000元(二零一一年：人民幣485,000元)的股份從資本贖回儲備扣減。這些股份的帳面價值約為人民幣18,000元(二零一一年：人民幣485,000元)，收購的溢價約為人民幣1,302,000元(二零一一年：人民幣56,835,000元)分別從公司的留存收益及股本溢價中支付。

(b) 於二零一二年，集團子公司以總代價約人民幣1,768,000元通過中介機構在香港證券交易所回購了1,500,000股股份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

17 Other Reserves and Retained Earnings – Group and Company 17 其他儲備及保留盈利－集團及公司

(a) Other reserves
Group

(a) 其他儲備
集團

		Merger reserve	Capital reserve	Statutory surplus reserve fund	Revaluation reserve	Capital redemption reserve	Total
		合併儲備	資本公積	法定盈餘公積金	重估儲備	回購儲備	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note (i)	Note (ii)	Note (iii)			
		附註(i)	附註(ii)	附註(iii)			
Balance at 1 January 2011	於二零一一年一月一日結餘	6,570	247,382	131,459	41,796	116	427,323
Fair value surplus of available-for-sale financial assets (Note 12)	可供出售金融資產公允價值收益(附註12)	-	-	-	1,013	-	1,013
Deferred tax relating to revaluation reserve (Note 20)	重估儲備產生遞延所得稅(附註20)	-	-	-	(101)	-	(101)
Appropriation to reserve funds	轉撥儲備金	-	-	7,303	-	-	7,303
Repurchase of own shares (Note 16)	回購股份(附註16)	-	-	-	-	485	485
Balance at 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及於二零一二年一月一日結餘	6,570	247,382	138,762	42,708	601	436,023
Fair value surplus of investment properties (Note 7)	投資物業公允價值收益(附註7)	-	-	-	97,503	-	97,503
Deferred tax relating to investment properties revaluation reserve (Note 20)	重估投資物業產生遞延所得稅(附註20)	-	-	-	(9,750)	-	(9,750)
Fair value surplus of available-for-sale financial assets (Note 12)	可供出售金融資產公允價值收益(附註12)	-	-	-	1,015	-	1,015
Deferred tax relating to available-for-sale financial assets revaluation reserve (Note 20)	重估可供出售金融資產產生遞延所得稅(附註20)	-	-	-	(102)	-	(102)
Recycle fair value surplus of available-for-sale financial assets upon disposal	因處置而轉回可供出售金融資產公允價值收益	-	-	-	(2,028)	-	(2,028)
Recycle deferred tax relating to available-for-sale financial assets revaluation reserve upon disposal (Note 20)	因處置而轉回重估可供出售金融資產產生遞延所得稅(附註20)	-	-	-	203	-	203
Transaction with non-controlling Interest (c)	與非控制性權益的交易(c)	-	(6,894)	-	-	-	(6,894)
Repurchase of own shares (Note 16)	回購股份(附註16)	-	-	-	-	18	18
Capitalisation of retained earnings	轉增股本	-	13,000	-	-	-	13,000
Balance at 31 December 2012	於二零一二年十二月三十一日結餘	6,570	253,488	138,762	129,549	619	528,988

17 Other Reserves and Retained Earnings – Group and Company (continued) 17 其他儲備及保留盈利－集團及公司(續)

(a) Other reserves (continued)

Company

(a) 其他儲備(續)

公司

		Capital Redemption Reserve 股份回購儲備 RMB'000 人民幣千元
Balance at 1 January 2011	二零一一年十二月三十一日結餘	116
Repurchase of own shares (Note 16)	股份回購(附註16)	485
Balance at 31 December 2011 and 1 January 2012	二零一一年十二月三十一日和二零一二年一月一日結餘	601
Repurchase of own shares (Note 16)	股份回購(附註16)	18
Balance at 31 December 2012	於二零一二年十二月三十一日結餘	619

- (i) The merger reserve represents the difference between the carrying amounts of the capital of the subsidiaries at the date on which they were acquired by the Company and the nominal amounts of the Company's shares issued as consideration for the acquisitions.
- (ii) The capital reserve arose mainly from the reinvestment of dividends into the PRC subsidiaries.
- (iii) The Company's subsidiaries in the PRC are required to follow the laws and regulations of the PRC and their articles of association. These subsidiaries are required to allocate at least 10% of their net profits to the reserve fund until the balance of such fund has reached 50% of their registered capital. The reserve fund can only be used, upon approval by the shareholders' meeting or similar authorities, to offset accumulated losses or increase capital.

- (i) 合併儲備指附屬公司被本公司收購當日的資本金額與本公司為收購發行的股份面值的差額。
- (ii) 資本公積主要指中國境內子公司的股利再投資。
- (iii) 本公司的中國附屬公司須依循中國的法律及規定及彼等的公司章程細則。此等中國附屬公司須從其年度盈利中提取不少於10%撥入儲備基金，直至該儲備基金結餘等於其註冊資本的50%。儲備基金僅在有關當局或股東大會批准後可用作彌補累計虧損或增加資本。

17 Other Reserves and Retained Earnings – Group and Company (continued) **17 其他儲備及保留盈利 – 集團及公司** (續)

(b) Retained earnings

(b) 保留盈利

		Group 集團	Company 公司
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2011	於二零一一年一月一日	626,720	71,895
Profit for the year (Note 29)	年度盈利(附註29)	144,988	84,077
Dividends paid relating to 2010	二零一零年股息	(60,320)	(60,320)
Appropriation to reserve funds	轉撥儲備金	(7,303)	–
Repurchase of own shares (Note 16)	股份回購(附註16)	(485)	(485)
At 31 December 2011	於二零一一年十二月三十一日	703,600	95,167
At 1 January 2012	於二零一二年一月一日	703,600	95,167
Loss for the year (Note 29)	年度虧損(附註29)	(140,246)	(5,049)
Repurchase of own shares (Note 16)	股份回購(附註16)	(18)	(18)
Capitalisation of retained earnings	轉增股本	(13,000)	–
At 31 December 2012	於二零一二年十二月三十一日	550,336	90,100

(c) Transactions with non-controlling interests

(c) 與非控制性權益的交易

(i) Transaction with non-controlling interests of Kingdee Medical

(i) 與金蝶醫療非控制性權益的交易

On 28 February 2012, the Company acquired an additional 6.48% equity interest in Kingdee Medical through the following transactions:

二零一二年二月二十八日，公司通過以下交易，對金蝶醫療進行了6.48%的增資：

- the Company made cash contribution of RMB30,000,000 to Kingdee Medical;
- the Company injected its 100% equity interest in Shanghai Qixiao Computer Technology Co., Ltd (“Kingdee Qixiao”) into Kingdee Medical;
- Kingdee Medical distributed an intangible asset with a carrying amount of RMB4,503,000 net of tax to the non-controlling shareholders.

- 公司以現金人民幣30,000,000元進行增資；
- 公司以全資子公司上海齊效電腦技術有限公司(「金蝶齊效」)的股權注入金蝶醫療；
- 金蝶醫療分發稅後帳面價值為人民幣4,503,000元的無形資產給其非控制性股東。

17 Other Reserves and Retained Earnings – Group and Company (continued)

(c) Transactions with non-controlling interests (continued)

(i) Transaction with non-controlling interests of Kingdee Medical (continued)

After the above transactions, the Group increased its equity interest in Kingdee Medical from 75% to 81.48%, and decreased its equity interest in Kingdee Qixiao from 100% to 81.48%.

The effect of changes in the ownership interest of Kingdee Medical and Kingdee Qixiao is summarised as follows:

		As at 31 December 2012 二零一二年 十二月三十一日 RMB'000 人民幣千元
Carrying amount of intangible asset distributed to non-controlling interests	分發給非控制性權益無形資產帳面價值	4,503
Other increases non-controlling interests, net	非控制性權益淨增加	1,748
Net effect recognised in other reserves within equity		6,251

(ii) Acquisition of additional interests in Shenzhen Kingdee Middleware Co., Ltd. (“Kingdee Middleware”)

On 26 July 2012 the Company acquired an additional 1.25% interest in the issued shares of Kingdee Middleware for cash consideration of RMB1,519,000.

After the above transaction, the Group increased its equity sharing in Kingdee Middleware from 65% to 66.25%.

17 其他儲備及保留盈利－集團及公司 (續)

(c) 與非控制性權益的交易 (續)

(i) 與金蝶醫療非控制性權益的交易 (續)

通過上述交易，集團對金蝶醫療的控制股權比例由75%上升至81.48%，對金蝶齊效的控制股權比例由100%下降至81.48%。

金蝶醫療及金蝶齊效所有者權益的變動對年內歸屬於本公司所有者的權益的影響摘要如下：

(ii) 收購深圳金蝶中間件有限公司(「金蝶中間件」)額外權益

二零一二年七月二十六日，本公司購入金蝶中間件少數股權，購買對價為人民幣1,519,000元，對金蝶中間件增資1.25%。

通過上述交易，集團對中間件的控制股權比例由65%上升為66.25%。

17 Other Reserves and Retained Earnings – Group and Company (continued)

(c) Transactions with non-controlling interests (continued)

(ii) Acquisition of additional interests in Shenzhen Kingdee Middleware Co., Ltd. (“Kingdee Middleware”) (continued)

The effect of changes in the ownership interest of Kingdee Middleware is summarised as follows:

		As at 31 December 2012 二零一二年 十二月三十一日 RMB'000 人民幣千元
Carrying amount of non-controlling interests acquired	購入非控制性權益的帳面價值	(876)
Consideration paid to non-controlling interests	支付予非控制性權益的對價	1,519
Net effect recognised in other reserves within equity 對權益中其他儲備的淨影響		643

17 其他儲備及保留盈利－集團及公司(續)

(c) 與非控制性權益的交易(續)

(ii) 收購深圳金蝶中間件有限公司(「金蝶中間件」)額外權益(續)

金蝶中間件所有者權益的變動對年內歸屬於本公司所有者的權益的影響摘要如下：

18 Share-Based Payment – Group

(a) Share option schemes

As at 31 December 2012, the Company has two share option schemes with outstanding granted options, namely, the 2002 Option Scheme (adopted on 24 April 2002) and the 2005 Option Scheme (adopted on 11 July 2005), under which the directors may, at their discretion, grant options to any qualifying participants to subscribe for shares in the Company, subject to the terms and conditions stipulated therein. No further options could be granted under the 2002 Option Scheme as it had been terminated by the Group.

In respect of 2005 Option Scheme, the exercise price of the share options is determinable by the Board, but may not be less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company. The validity period of 2002 and 2005 Option Schemes are both ten years from the grant date.

18 以股份為基礎的支付交易－集團

(a) 購股權計劃

截至二零一二年十二月三十一日，本公司已採納兩項購股權計劃，分別為二零零二年公開售股後購股權計劃(採納於二零零二年四月二十四日)以及二零零五年公開售股後購股權計劃(採納於二零零五年七月十一日)，據此，董事可酌情向任何合資格參與者授出購股權，以認購本公司股份，惟須受限於該等計劃的條款及條件。本公司不會根據二零零二年公開售股前購股權計劃再授出任何購股權。

就二零零五年公開售股後購股權計劃，行使價由董事會釐定但不得低於以下最高者：(i)授出購股權當日(必須為營業日)在聯交所每日報價表所列的本公司股份收市價；(ii)截至授出購股權當日止前五個營業日在聯交所每日報價表所列的本公司股份平均收市價；及(iii)本公司股份面值。二零零二年與二零零五年公開售股後購股權計劃的歸屬期須不遲於購股權授出日期後10年期間的最後一日。

18 Share-Based Payment – Group (continued)

(a) Share option schemes (continued)

(i) Movements in share options

Movements in the number of shares under the options outstanding and their related weighted average exercise prices are as follows:

		2002 Option Scheme 2002股權表		2005 Option Scheme 2005股權表		Total
		Average exercise price 每股平均 行使價 HKD (港幣)	No. of shares under the options 購股權下 的股數 thousands (千計)	Average exercise price 每股平均 行使價 HKD (港幣)	No. of shares under the options 購股權下 的股數 thousands (千計)	No. of shares under the options 購股權下 的股數合計 thousands (千計)
At 1 January 2011	於二零一一年一月一日	0.52	9,272	1.18	247,301	256,573
Granted	已授出	–	–	4.07	39,000	39,000
Exercised	已行使	0.50	(1,619)	1.25	(25,557)	(27,176)
Lapsed	已失效	0.54	(3,481)	1.44	(8,609)	(12,090)
At 31 December 2011	於二零一一年 十二月三十一日	0.61	4,172	1.66	252,135	256,307
Currently exercisable as at 31 December 2011	於二零一一年 十二月三十一日可行使	0.59	4,172	1.05	106,310	110,482
At 1 January 2012	於二零一二年一月一日	0.61	4,172	1.66	252,135	256,307
Granted	已授出	–	–	1.40	56,570	56,570
Exercised	已行使	0.45	(679)	0.86	(5,558)	(6,237)
Lapsed	已失效	0.55	(1,012)	2.90	(32,238)	(33,250)
At 31 December 2012	於二零一二年 十二月三十一日	0.61	2,481	1.16	270,909	273,390
Currently exercisable as at 31 December 2012	於二零一二年 十二月三十一日可行使	0.51	2,481	1.43	106,310	108,791

18 以股份為基礎的支付交易 – 集團 (續)

(a) 購股權計劃 (續)

(i) 購股權變動

尚未行使的購股權數目及其有關的加權平均行使價的變動如下：

18 Share-Based Payment – Group (continued)

(a) **Share option schemes** (continued)

(i) **Movements in share options** (continued)

The numbers of the share options in above movement, as well as their exercise prices have been adjusted to reflect the effect of bonus issue of share as if the bonus issue of shares occurred at 1 January 2011.

During the year ended 31 December 2012, options over 2,300,000 (2011: 12,960,000) shares were granted to directors of the Company.

In 2012, options over 2,500,000 shares were granted to a related party, which is a company wholly owned by Mr. Xu Shaochun, the chairman and executive director of the Company, in exchange for the director's service.

As a result of the options exercised during the year ended 31 December 2012, 6,237,000 ordinary shares (2011: 27,176,000 ordinary shares) were issued by the Company. The weighted average price of the shares at the time these options were exercised was HKD0.82 per share (2011: HKD1.21 per share).

All the comparative figures above have taken into account the effect of bonus issue of shares.

18 以股份為基礎的支付交易－集團 (續)

(a) **購股權計劃** (續)

(i) **購股權變動** (續)

以上購股權變動表中的購股權數以及購股權價格都已經考慮二零一一年一月一日發行紅股的影響。

於二零一二年度，本公司董事獲授2,300,000份購股權(於二零一一年度：12,960,000份購股權)。

於二零一二年度本公司向關聯公司授予2,500,000份購股權，該關聯公司為公司董事局主席徐少春先生擁有，作為董事的服務報酬。

於二零一二年度，行使的購股權導致本公司發行6,237,000股普通股(二零一一年度：行使的購股權導致本公司發行27,176,000股普通股)。行使該等購股權時的加權平均股價為每股0.82港元(二零一一年度：每股1.21港元)。

所有上述比較數字都已經考慮發行紅股的影響。

18 Share-Based Payment – Group (continued)

(a) Share option schemes (continued)

(ii) Outstanding share options

Details of the expiry dates, exercise prices and the respective number of shares under the options which remained outstanding as at 31 December 2012 and 31 December 2011 are as follows:

Expiry date within 到期日	Range of exercise price after the bonus issue of the shares 股份拆分後每股行使價範圍 HKD per share (港幣)	Number of shares under options 購股權下的股數	
		2012 二零一二年 (thousands) (千計)	2011 二零一一年 (thousands) (千計)
2013 二零一三年	0.35–0.51	787	1,116
2014 二零一四年	0.51–0.80	1,694	3,056
2016 二零一六年	0.56–0.72	87,078	92,912
2017 二零一七年	0.94–1.81	14,208	14,493
2018 二零一八年	0.95–1.75	34,526	39,778
2019 二零一九年	1.15–1.37	83,752	33,028
2020 二零二零年	3.11–4.25	28,735	32,924
2021 二零二一年	3.75–4.28	22,610	39,000
		273,390	256,307

(iii) Fair value of options

The weighted average fair value of options granted during the year determined using the Binomial valuation model was HKD0.49 (2011: HKD1.50) per share under the option. The significant inputs into the model were weighted average share price of HKD1.40 (2011: HKD4.27) at the grant date, the exercise price shown above, volatility of 53% (2011: 53%), expected dividend paid out of HKD0.060 per share (2011: HKD0.060), an expected option life of 7 years (2011: 10 years) and an annual risk-free interest rate of 0.13% (2011: 0.13%). The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over the period from the end of the locking period to the grant date of share options.

18 以股份為基礎的支付交易 – 集團(續)

(a) 購股權計劃(續)

(ii) 未行使期權

於二零一二年十二月三十一日及二零一一年十二月三十一日，尚未行使的購股權的到期日、行使價及各自的數目詳情如下：

(iii) 購股權的公允價值

在期內授出購股權的公平價值利用Binomial估值模式釐定為每購股權港幣0.49元(二零一一年：每購股權港幣1.5元)，對該模式輸入的重大數據為授出日期的加權平均股價港幣1.40元(二零一一年：港幣4.27元)、以上所列的行使價、預期股價回報53%的波動(二零一一年：53%)、預期派息每股港幣0.060元(二零一一年：港幣0.060元)、購股權的預計平均年期7年(二零一一年：10年)、預期每年零風險利率0.13%(二零一一年：0.13%)。按照預期股價回報的標準差而計量的波動幅度，根據股票禁售期結束至購股權授出日期期間的每日股價的統計分析計算。

18 Share-Based Payment – Group (continued)

(a) Share option schemes (continued)

(iii) Fair value of options (continued)

The share options granted on 30 March 2012 are divided into 2 sets. In the first set, 1,000,000 shares were divided into 2 tranches equally. The first tranche can be exercised after one year from the grant date, and the second tranche can be exercised in the following year. In the second set, 19,000,000 shares were divided into 4 tranches on an equal basis. The first tranche can be exercised after one year from the grant date, and the three remaining tranches can be exercised respectively over the following three years.

The share options granted on 22 August 2012 are divided into 3 sets. In the first set, 22,040,200 shares were divided into 4 tranches equally. The first tranche can be exercised after one year from the grant date, and the other one can be exercised each subsequent year. In the second set, 2,251,400 shares were divided into 4 tranches equally, but the first tranche of which can be exercised since the grant date, and the remaining tranches can be exercised each subsequent year. In the third set, 6,740,200 shares were divided into 2 tranches equally. The first tranche can be exercised after one year from the grant date, and the other one can be exercised in the following year.

18 以股份為基礎的支付交易－集團(續)

(a) 購股權計劃(續)

(iii) 購股權的公允價值(續)

二零一二年三月二十日授出的購股權分為兩部份。其中，1,000,000股的購股權平均分為兩批。第一批可於授出日期起一年後行使，其餘批次可在下一年度可予行使。另外的19,000,000股的購股權平均分為四批。第一批可於授出日期起一年後行使，其餘批次可在各期後年度可予行使。

二零一二年八月二十二日授出的購股權分為三部份。其中，22,040,200股的購股權平均分為四批。第一批可於授出日期起一年後行使，其餘批次可在各期後年度可予行使。2,251,400股的購股權平均分為四批。第一批自授出日即可行使，其餘批次可在各期後年度可予行使。6,740,200股的購股權平均分為兩批。第一批可於授出日期起一年後行使，其餘批次可在下一年度可予行使。

19 Borrowings – Group

19 貸款－集團

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Non-current	非流動		
Long-term bank borrowings, unsecured	長期銀行貸款，無抵押	888,500	597,500
The Medium-term Notes (a)	中期票據(a)	475,141	—
		1,363,641	597,500
Current	流動		
Current portion of long-term borrowings, unsecured	長期銀行貸款中短期部份，無抵押	227,000	8,000
Short-term bank borrowings, unsecured	銀行貸款，無抵押	—	12,000
		1,590,641	617,500

The Group's bank borrowings mature in 2018 (2011: 2014) and bear average interest rate of 7.09% (2011: 7.05%) per annum and are fully repayable upon maturity.

本集團的銀行貸款到期日為二零一八年(二零一一年：到期日為二零一四年)，銀行貸款的實際平均貸款年利率為7.09%(二零一一年：7.05%)，上述全部貸款須在到期日歸還。

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19 Borrowings – Group (continued)

At 31 December 2012, the Group's borrowings were repayable as follows:

		Bank borrowings 銀行貸款	
		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Within 1 year	1年內	227,000	20,000
Between 1 and 2 years	1至2年	364,833	195,900
Between 2 and 6 years	2至6年	998,808	401,600
		1,590,641	617,500

The exposure of the Group's borrowings to interest-rate changes and the contractual repricing dates at the balance sheet dates are within 1 year (2011: within 1 year).

The fair value of the non-current borrowings as of 31 December 2012 is RMB1,604,258,000, which is based on cash flows discounted using a rate based on the borrowing rate 6.49 % (2011: 6.56%).

The fair value of the current borrowings equal their carrying amount as the impact of discounting using a current borrowing rate is not significant.

- (a) Kingdee China, a wholly-owned subsidiary of the Company has completed the issuance of the first tranche of the Medium-term Notes in the People's Republic of China (the "PRC") on 16 July 2012. The first tranche of the Medium-term Notes was issued in the amount of RMB0.48 billion, at the interest rate of 6.0% per annum, and with a term of three years. The proceeds raised from the issuance of the first tranche of the Medium-term Notes would be used to meet the needs of part of the Group's construction-in-progress project and to provide working capital for the Group.

The Group's borrowings are all denominated in RMB.

19 貸款－集團(續)

二零一二年十二月三十一日，本集團借款的償還期如下：

於結算日，本集團的貸款在利率變動及合約重新定價日期所承擔的風險為一年以內(二零一一年：一年以內)。

截至二零一二年十二月三十一日非流動貸款的公允價值為人民幣 1,604,258,000 元，其根據現金流量以借款利率 6.49%(二零一一年：6.56%)折現計算。

由於用重定利率來折現的影響不大，流動借款的賬面值與其公允價值相近。

- (a) 本公司之全資附屬子公司金蝶中國於二零一二年七月十六日於中華人民共和國完成發行第一期中期票據。第一期中期票據金額為人民幣4.8億元，年利率6.0%，期限為三年。發行第一期中期票據所募集之資金將主要應用於北京金蝶軟件園在建工程的資金需要，及滿足公司營運資金的需求。

本集團的貸款全部使用人民幣計值。

20 Deferred Income Tax – Group

The analysis of deferred tax assets and deferred tax liabilities is as follows:

20 遞延所得稅－集團

遞延所得稅資產和遞延稅項負債分析如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元 (Restated) (經重列)
Deferred tax assets:	遞延所得稅資產：		
– Deferred tax assets to be recovered after more than 12 months	– 超過12個月後收回的遞延稅項資產	43,583	14,384
– Deferred tax assets to be recovered within 12 months	– 在12個月內收回的遞延稅項資產	6,417	10,122
		50,000	24,506
Deferred tax liabilities:	遞延所得稅負債：		
– Deferred tax liabilities to be recovered after more than 12 months	– 超過12個月後收回的遞延稅項負債	(47,620)	(25,375)
– Deferred tax liabilities to be recovered within 12 months	– 在12個月內收回的遞延稅項負債	(64,291)	(47,211)
		(111,911)	(72,586)
Deferred tax liabilities	遞延所得稅負債	(61,911)	(48,080)

20 Deferred Income Tax – Group (continued)

The movements in deferred tax assets and liabilities during the year are as follows:

20 遞延所得稅－集團(續)

遞延所得稅賬戶變動載列如下：

	At 1 January 2011	Credited/ (Charged) to the income statement (Note 28)	Intangible assets acquired in business combination at fair values (Restated Note 34)	Credited/ (Charged) to Reserves (Note 17)	At 31 December 2011	Credited/ (Charged) to the income statement (Note 28)	Credited/ (Charged) to Reserves (Note 17)	At 31 December 2012
	於 二零一一年 一月一日	在損益表 入賬/ (扣除) (附註28)	業務 合併時 以公允價值 獲取的 無形資產 (經重列， 附註34)	資本公積 入賬/ (扣除) (附註17)	於 二零一一年 十二月 三十一日	在損益表 入賬/ (扣除) (附註28)	資本公積 入賬/ (扣除) (附註17)	於 二零一二年 十二月 三十一日
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Deferred tax assets								
- Provision for payroll	-	-	-	-	-	3,830	-	3,830
- Provision for bad and doubtful debts	6,702	3,966	-	-	10,668	(1,418)	-	9,250
- Deferred income	8,327	2,734	-	-	11,061	(11,061)	-	-
- Amortisation of computer software	1,325	1,452	-	-	2,777	2,057	-	4,834
- Accumulated loss recovered within five years	-	-	-	-	-	32,086	-	32,086
	16,354	8,152	-	-	24,506	25,494	-	50,000
Deferred tax liabilities								
- Deferred development costs	(26,004)	(12,616)	-	-	(38,620)	(8,276)	-	(46,896)
- Fair value surplus of intangible assets	-	-	(1,113)	-	(1,113)	265	177	(671)
- Fair value gains on investment properties	(19,187)	(13,565)	-	-	(32,752)	(7,502)	(9,750)	(50,004)
- Recycle fair value surplus of available-for-sale financial assets upon disposal	-	-	-	(101)	(101)	-	101	-
- VAT refund	-	-	-	-	-	(14,340)	-	(14,340)
	(45,191)	(26,181)	(1,113)	(101)	(72,586)	(29,853)	(9,472)	(111,911)

Deferred tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefits through the future taxable profits is probable. Due to the fact that the directors are not certain of whether future taxable profit would be available, the Group did not recognise deferred tax assets RMB103,857,000 (2011: RMB78,798,000) in respect of tax losses amounting to RMB455,828,000 (2011: RMB389,364,000) that can be carried forward to offset against future taxable income, all of which will expire in 2013 to 2017 respectively.

當存在與能夠向前期結轉以收回以前期間的當期所得稅的可抵扣虧損相關的利益，且該利益很可能流入企業時，企業應當確認遞延所得稅資產。由於本年度管理層無法確定是否有上述利益流入企業，本集團並沒有確認可抵扣未來虧損人民幣455,828,000元(二零一一年：人民幣389,364,000元)的遞延所得稅資產人民幣103,857,000元(二零一一年：人民幣78,798,000元)，將分別於二零一三年至二零一七年失效。

20 Deferred Income Tax – Group (continued)

As detailed in Note 4.1(g), the directors believe that Kingdee China will continuously be qualified and recognised as national important software enterprise for 2012 and adopt the preferential tax rate of 10% to calculate deferred tax assets and liabilities.

In February 2009, according to Cai Shui Zi [2009] No.1 issued by the relevant tax authorities in the PRC, Shanghai Kingdee Software Co., Ltd is exempted from income tax from 2009 to 2010 and is taxed at half of the normal rate from 2011 to 2013. Therefore Shanghai Kingdee Software Co., Ltd has applied the tax rate of 12.5% to calculate deferred tax assets and liabilities as at 31 December 2012 and 2011.

According to Cai Shui Zi [2008] by Ministry of Science and Technology, Ministry of Finance and tax authorities in the PRC, Shenzhen Kingdee Middleware Co., Ltd, as well as Kingdee Medical Software Co., Ltd were qualified as national important software enterprise from 2011 to 2013. Therefore the above two companies are applied to the tax rate of 15% to calculate deferred tax assets and liabilities.

20 遞延所得稅－集團 (續)

如附註4.1(g)所述，由於管理層認為金蝶中國於二零一二年將繼續獲得國家規劃佈局內重點軟件企業的認證，因此金蝶中國採用10%的優惠稅率計算遞延所得稅資產和負債。

根據中國相關稅務部門頒佈的財稅字[2009]第1號，上海金蝶軟件有限公司於二零零九年二月被認為符合國家軟件企業資格並享受二零零九年至二零一零年免徵企業所得稅，二零一一年至二零一三年減半徵收企業所得稅。因此上海金蝶軟件有限公司採用12.5%的優惠稅率計算遞延所得稅資產和負債。

根據科技部，財政部和國家稅務總局於二零零八年聯合發佈的高新技術企業認定管理辦法，深圳金蝶中間件有限公司與金蝶醫療軟件科技有限公司於二零一一年被認為符合國家高新技術企業資格，有效期為三年，因此深圳金蝶中間件有限公司與金蝶醫療軟件科技有限公司採用15%的稅率計算於二零一二年及二零一一年十二月三十一日的遞延所得稅資產和負債。

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21 Trade and Other Payables – Group and Company 21 應付賬款及其他應付款 – 集團及公司

		Group 集團		Company 公司	
		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Trade payables (a)(b)	應付賬款(a)(b)	29,290	35,308	–	–
Salary and staff welfare payables	應付薪金及員工福利	50,891	75,313	–	–
Advances from customers	客戶按金	84,770	71,157	–	–
VAT and business tax payable	應付增值稅及營業稅	30,042	57,574	–	–
Accrued expenses	預提費用	66,779	82,639	–	–
Construction fee payable	應付工程款項	158,613	11,062	–	–
Contingent consideration for business combination	或有企業合併對價	35,170	42,360	–	–
Deferred consideration for business combination	遞延企業合併對價	8,832	40,035	–	–
Deposits of distributors	經銷商保證金	33,262	22,078	–	–
Interest Payable	應付利息	14,400	2,761	–	–
Others	其他	25,584	25,310	1,176	736
		537,633	465,597	1,176	736

- (a) The fair values of trade and other payables approximate their carrying amounts.
- (a) 應付賬款及其他應付款之公允價值接近彼等賬面價值。
- The carrying amounts of the Group's trade and other payables are mainly denominated in RMB.
- 本公司之於本集團應付賬款及其他應付款項之賬面價值主要以人民幣計價。
- (b) At 31 December 2012, the ageing analysis of the trade payables based on invoice date is as follows:
- (b) 於二零一二年十二月三十一日，本集團應付賬款根據發票日期的賬齡分析如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
0–180 days	0–180天	22,059	31,631
181–360 days	181–360天	5,453	1,033
Over 360 days	超過360天	1,778	2,644
		29,290	35,308

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

22 Deferred Income – Group

22 遞延收入－集團

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Deferred service fee income (a)	遞延運維服務收入(a)	83,384	101,217
Deferred government grant (b)	遞延政府項目補貼(b)	36,449	48,128
		119,833	149,345

(a) The amount represents aggregate revenue billed to and received from customers in relation to software maintenance services which had not yet been recognised by the Group as the contractual service periods extend beyond the financial year end.

(a) 該款項為集團因已向客戶開出賬單或已收到客戶付款的提供軟件維護服務收入，因其服務期間超過相關年末，故本集團尚未確認入賬。

(b) Movement of deferred government grants is as follows:

(b) 遞延補貼收入的變動如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
At 1 January	於一月一日	48,128	32,231
Additions	增添	34,255	48,364
Recognised in the income statement	於損益表確認	(45,934)	(32,467)
At 31 December	於十二月三十一日	36,449	48,128

Amount represents various subsidies granted by and received from government authorities for financing various research and development projects conducted by the Group. These subsidies will be recognised as income when certain stipulated conditions of the grant are met (usually when after the related development project is completed).

該款項為因本集團研究和開發項目而從政府機關收到的各種補貼。此補貼將在相關的條件符合時（常是在相關的開發項目完成後）確認相關收益。

23 Revenue

The Group's turnover includes, separately or in combination, revenues from sales of software, sales of hardware, software implementation services, software solution consulting and support services and sale of computer and related products. Revenue is stated net of applicable value-added tax ("VAT") in the PRC and comprises the following:

23 營業額

集團的營業額包括（以單位或組合的方式），軟件銷售、硬件銷售、軟件實施服務收入、軟件方案諮詢及支持服務收入與電腦及相關產品銷售。營業額已扣除適用的中國增值稅，營業額包括以下各項：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Sales of software	軟件銷售	873,578	1,088,015
Software implementation services	軟件實施服務收入	486,750	509,289
Software solution consulting and support services	軟件方案諮詢及支持服務收入	354,177	346,577
Sales of computers and related products	電腦及相關產品銷售	50,988	78,617
		1,765,493	2,022,498

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

24 Expenses by Nature

Expenses included in cost of sales, selling and marketing expenses, research and development costs and administrative expenses are analysed as follows:

24 按性質列示的費用

列示於銷售成本、銷售及推廣費用、研究及開發成本及行政費用內的費用分析如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Research and development costs	研究及開發成本		
Amounts incurred	已支出金額	283,138	294,872
Less: development costs capitalised	減：資本化之開發成本	(252,045)	(258,209)
Add: amortisation (Note 8)	加：資本化之開發成本攤銷(附註8)	169,264	132,061
		200,357	168,724
Employee benefit expenses (Note 26)	僱員福利開支(附註26)	1,416,633	1,439,931
Less: amount included in development costs	減：包含於研究及開發成本之金額	(230,030)	(228,172)
		1,186,603	1,211,759
Depreciation (Note 7)	折舊(附註7)	34,500	36,544
Less: amount included in development costs	減：包含於研究及開發成本之金額	(8,329)	(8,586)
		26,171	27,958
Cost of inventories consumed (Note 11)	消耗存貨成本(附註11)	133,309	98,927
Amortisation of acquired licenses and copyrights (Note 8)	軟件著作權攤銷(附註8)	26,866	30,066
Amortisation of customer relationship (Note 8)	客戶關係攤銷(附註8)	1,768	-
Amortisation of computer software for own use (Note 8)	自用電腦軟件攤銷(附註8)	3,456	2,512
Amortisation of land use rights (Note 6)	土地使用權攤銷(附註6)	3,966	1,940
Impairment of receivables (Note 10)	應收賬款減值(附註10)	815	21,812
Loss on disposals of property, plant and equipment (Note 31)	處置物業、機器及設備虧損(附註31)	1,833	511
Auditors' remuneration	核數師酬金	1,600	1,600
Advertising expenses	廣告成本	89,500	124,807
Sales promotion expenses	銷售推廣成本	86,185	88,662
Professional service expenses	專業服務費用	22,935	22,195
Traveling expenses	差旅費	78,005	83,931
Rental and utilities	租金及公用事業費用	59,718	60,254
Outsourcing services	外包服務費	129,912	158,954
Office expenses	辦公費	43,732	43,210
Training expenses	培訓費	6,239	13,524
Other tax and surcharge	其他稅金及附加	39,698	46,547
Others	其他	46,803	49,693
Total cost of sales, selling and marketing expenses, research and development costs and administrative expenses	銷售成本、銷售及推廣成本、研究及開發成本及行政費用總額	2,189,471	2,257,586

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25 Other Gains – Net

25 其他收入－淨值

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
VAT refund (a)	增值稅退還(a)	161,068	183,419
Government grants	政府項目補貼	56,861	82,433
Rental income – net (Note 9)	租金收入－淨值(附註9)	27,074	24,437
Re-measurement of the contingent consideration for business combinations	或有對價重估損失	9,639	(3,740)
Gains from sale of available-for-sale financial asset	出售可供出售金融資產收益	2,028	–
Others	其他	3,413	3,167
		260,083	289,716

(a) According to the current tax regulations in the PRC, the development and sales of computer software are subject to VAT with an applicable rate of 17%. In 2011, the State Department issued a circular regarding the “Taxation Policy for Encouraging the Development of Software and Integrated Circuits Industry” (Guo Fa [2011] No.4). Pursuant to the Circular, software enterprises which engage in the sales of self-developed software in the PRC and pay VAT at a rate of 17% are entitled to VAT refund to the extent that the effective VAT rate of the sales of the software in the PRC exceeds 3% of the sales amounts.

(a) 根據現行中國稅務制度，電腦軟件之開發和銷售須按17%稅率繳納增值稅。於二零一一年，國務院關於印發進一步鼓勵軟件產業和集成電路產業發展若干政策的通知(國發[2011]第4號文件)。依照該通知，從二零一一年開始，增值稅一般納稅人銷售其自行開發生產的軟件產品，按照17%稅率徵收增值稅後，對其增值稅實際稅負超過3%的部份實行即征即退政策。

26 Employee Benefit Expenses (including Directors' Emoluments)

26 僱員福利開支(含董事酬金)

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Wages, salaries and bonus	工資、津貼及獎金	1,030,929	1,077,314
Commissions	銷售提成	140,878	121,119
Staff welfare	職工福利	35,130	35,021
Pension scheme contributions (a)	退休計劃供款(a)	180,909	181,810
Share options granted to directors and employees (Note 16)	董事及僱員獲授購股權(附註16)	28,787	24,667
		1,416,633	1,439,931

26 Employee Benefit Expenses (including Directors' Emoluments) (continued)

(a) The Group participates in defined contribution retirement schemes organised by the relevant local government authorities in the PRC. The Group is required to make monthly contributions to the retirement schemes at rates ranging from 8% to 22.5%, depending on the location of the subsidiaries, based on the basic salaries of eligible employees. The local government authorities are responsible for the pension liabilities to retired employees. Forfeited contributions made by the Group on behalf of employees who leave the scheme prior to full vesting of the contributions cannot be used by the employer to reduce the existing level of contributions.

(b) Directors and Chief executive officer's emoluments

The remuneration of each director for the year ended 31 December 2012 is set out below:

26 僱員福利開支(含董事酬金)(續)

(a) 本集團參與由中國當地有關政府機關籌辦的定額供款退休計劃。本集團每月須依合資格僱員的基本薪金的8%至22.5%(視乎附屬公司之所在地而定)向退休金計劃供款。當地政府機關有責任向該等退休僱員支付退休金。本集團因僱員於有權取得全數供款前退出該計劃而沒收的供款，不得由僱主用作削減現有供款水準。

(b) 董事及首席執行官的酬金

截至二零一二年十二月三十一日止年度，每位董事的薪酬如下：

Name of Directors 董事姓名	Fees 袍金 RMB'000 人民幣千元	Salary 薪金 RMB'000 人民幣千元	Discretionary		Employer's contribution to pension scheme 退休計劃僱主供款 RMB'000 人民幣千元
			bonuses 酌情獎金 RMB'000 人民幣千元	Share options 購股權 RMB'000 人民幣千元	
Mr. Xu Shao Chun (CEO) 徐少春先生(首席執行官)	150	1,556	465	3,790	22
Mr. Chen Deng Kun 陳登坤先生	150	796	168	1,971	22
Mr. Ho Ching Hua ⁽ⁱ⁾ 何經華先生*	150	—	—	303	—
Ms. Dong Ming Zhu ⁽ⁱ⁾ (i) 董明珠女士*(附註(i))	150	—	—	—	—
Mr. Wu Cheng ⁽ⁱ⁾ 吳澄先生*	150	—	—	303	—
Mr. Yeung Kwok On ⁽ⁱ⁾ 楊國安先生*	200	—	—	455	—
Mr. Gary Clark Biddle ⁽ⁱ⁾ Gary Clark Biddle先生*	200	—	—	455	—

(i) Ms. Dong Ming Zhu was appointed as non-executive director of the Company on 21 August 2012.

(i) 本公司於二零一二年八月二十一日任命董明珠女士為本公司的非執行董事。

**26 Employee Benefit Expenses
(including Directors' Emoluments) (continued)**

**(b) Directors and Chief executive officer's emoluments
(continued)**

The remuneration of each Director for the year ended 31 December 2011 is set out below:

Name of Directors	Fees	Salary	Discretionary bonuses	Share options	Employer's contribution to pension scheme
董事姓名	袍金	薪金	酌情獎金	購股權	僱主供款
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Mr. Xu Shao Chun (CEO) 徐少春先生(首席執行官)	100	1,506	493	—	20
Mr. Feng Guo Hua (ii) 馮國華(附註(ii))	100	2,634	840	—	55
Mr. Chen Deng Kun 陳登坤先生	100	715	289	521	20
Mr. Ho Ching Hua ^(*) 何經華先生*	150	—	—	—	—
Mr. James Ming King (ii) 金明先生(附註(ii))	150	—	—	—	—
Ms. Yang Zhou Nan (ii) ^(*) 楊周南女士*(附註(ii))	200	—	—	—	—
Mr. Wu Cheng ^(*) 吳澄先生*	150	—	—	—	—
Mr. Yeung Kwok On ^(*) 楊國安先生*	200	—	—	—	—
Mr. Gary Clark Biddle ^(*) Gary Clark Biddle先生*	150	—	—	—	—

(ii) Mr. Feng Guo Hua was appointed as executive director of the Company on 15 March 2011 and resigned end on 2 February 2012. Mr. James Ming King and Ms. Yang Zhou Nan resigned on 27 March 2012.

26 僱員福利開支(含董事酬金)(續)

(b) 董事及首席執行官的酬金(續)

截至二零一一年十二月三十一日止年度，每位董事的薪酬如下：

(ii) 本公司於二零一一年三月十五日任命馮國華先生為本公司的執行董事，於二零一二年二月二日，馮國華先生辭去本公司執行董事職位。於二零一二年三月二十七日，金明先生辭去本公司非執行董事，楊周南女士辭去本公司獨立非執行董事。

26 Employee Benefit Expenses (including Directors' Emoluments) (continued)

(b) Directors and Chief executive officer's emoluments (continued)

During 2012, no director or supervisor of the Company (1) received any emolument from the Group as an inducement to join or upon joining the Group; or (2) received any compensation for loss of office as a director or management of any member of the Group; or (3) waived or agreed to waive any emoluments (2011: Nil).

Those directors marked asterisk (*) are independent non-executive directors of the Company as at 31 December 2012 and 2011.

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2011: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2011: two) individuals during the year are as follows:

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Basic salaries, housing allowances, other allowances and benefits in kind	基本薪金、房屋津貼、其他津貼和實物利益	2,797	1,236
Bonuses	獎金	928	816
Pension scheme contributions	退休計劃供款	100	71
Share options	購股權	-	-
		3,825	2,123

The emoluments fell within the following bands:

此等薪酬在下列組合範圍內：

		Number of individuals 人數	
		2012	2011
Emolument bands	薪酬範圍		
HKD Nil – HKD1,000,000	0港幣至1,000,000港幣	1	1
HKD1,000,001 – HKD1,500,000	1,000,001港幣至1,500,000港幣	1	1
HKD1,500,001 – HKD2,000,000	1,500,001港幣至2,000,000港幣	1	-

26 僱員福利開支(含董事酬金)(續)

(b) 董事及首席執行官的酬金(續)

二零一二年本集團並無任何董事或管理層(1)收到任何形式以加入本集團為目的入職薪金；或(2)收到任何形式因失去董事或管理層職位而進行的補償；或(3)放棄或同意放棄任何薪金。(二零一一年：零)。

以星號(*)標注的為本公司於二零一二年十二月三十一日和二零一一年十二月三十一日獨立非執行董事。

(c) 五位最高薪酬人士

本年度本集團五位最高薪酬的人士包括二位(二零一一年：三位)董事，他們的薪酬在上文呈報的分析反映。本年度支付其餘三位人士(二零一一年：二位)人士的薪酬如下：

27 Finance Costs – Net

27 融資成本－淨值

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Interest income (Note 31)	利息收入(附註31)	6,813	3,524
Bank charges (Note 31)	銀行手續費(附註31)	(897)	(189)
Net foreign exchange loss	匯兌損失淨值	16	(911)
Interest on borrowings (Note 31)	應歸還的借款利息(附註31)	(86,214)	(25,958)
Less: interest capitalised in construction in progress (Note 31)	減：在建工程資本化利息(附註31)	21,199	14,690
		(59,083)	(8,844)

During 2012, the capitalisation rate applied to funds borrowed generally and used for the construction in progress was approximately 6.96% (2011: 7.05%) per annum.

於二零一二年，本集團用於在建工程一般借款的年資本化率約為6.96%(二零一一年：7.05%)

28 Income Tax Expense

Taxation on the PRC profits is calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the PRC.

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the principal rate of the PRC enterprise income tax as follows:

28 所得稅費用

本年所得稅額是根據在中華人民共和國境內適用的相應稅率，並在本年估計的應評稅利潤基礎上進行計算的。

本集團在稅前利潤基礎上計算的所得稅額與按照中華人民共和國企業所得稅基準稅率計算的稅額有所不同。具體請參見下表：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
PRC income tax	中國企業所得稅		
– Current income tax	– 當期所得稅	3,512	10,251
– Over-provision in previous year	– 上年多計	(5,916)	–
– Deferred income tax (Note 20)	– 遞延所得稅(附註20)	4,359	18,029
		1,955	28,280

28 Income Tax Expense (continued)

- (a) No provision for profits tax in the Cayman Islands and Hong Kong has been made as the Group has no income assessable for profits tax for the years in those jurisdictions.
- (b) As detailed in Note 4.1(g), the directors believe that Kingdee China will continuously be qualified and recognised as national important software enterprise for 2012 and adopt the preferential tax rate of 10% to calculate income tax expense.
- (c) According to the Corporate Income Tax Law of the People's Republic of China (hereinafter "the new CIT Law") and the relevant regulations, the enterprise income tax rate applicable to the subsidiaries of the Group is 25%. Preferential rates are applicable to foreign investment enterprises established in Special Economic Zones in the PRC for a transitional period of 5 years from 2008 in which the income tax rate will be changed to 18%, 20%, 22%, 24% and 25% from the five years from 2008 to 2012 respectively. Accordingly, the applicable income tax rate of the subsidiaries of the Group established in Shenzhen Special Economic Zone, Xiamen Special Economic Zone and Pudong New Zone for the year ended 2012 was 25% (2011: 24%).
- (d) As in February 2009, according to Cai Shui Zi [2009] No.1 issued by relevant tax authorities in the PRC, Shanghai Kingdee Software Co., Ltd. was qualified as an approved software enterprise in Feb 2009 and was entitled to be exempted from enterprise income tax from year 2009 to year 2010 and a 50% deduction of income tax rate from year 2011 to year 2013.
- (e) According to Cai Shui Zi [2008] by Ministry of Science and Technology, Ministry of Finance and tax authorities in the PRC, Shenzhen Kingdee Middleware Co., Ltd., as well as Kingdee Medical Software Co., Ltd were qualified as national important software enterprise from 2011 to 2013. Therefore the above two companies are applied to the tax rate of 15% to calculate income tax expense.

28 所得稅費用 (續)

- (a) 由於本集團於該等年度內在開曼群島或香港並無應課稅收入，故於該等地區並無作出該等司法權區的所得稅準備。
- (b) 如附註4.1(g)所述，由於管理層認為金蝶中國於二零一二年度將繼續獲得國家規劃佈局內重點軟件企業的認證，因此管理層在二零一二年的合併報表中繼續按照10%的優惠稅率計算企業所得稅費用。
- (c) 根據新稅法及相關規定，本集團之附屬公司適用的企業所得稅率為25%。於二零零七年三月十六日前在中國經濟特區設立的外商投資企業可享受5年新稅率過渡期，從二零零八年到二零一二年使用的稅率分別為18%、20%、22%、24%、25%。因此，對於本集團設立於深圳經濟特區、廈門經濟特區及浦東新區的附屬公司二零一二年適用的企業所得稅率為25%（二零一一年：24%）。
- (d) 根據中國相關稅務部門頒佈的財稅字[2009]第1號，上海金蝶軟件有限公司於二零零九年二月被認定為符合國家軟件企業資格並享受二零零九年至二零一零年免徵企業所得稅，二零一一年至二零一三年減半徵收企業所得稅。
- (e) 根據科技部、財政部和國家稅務總局於二零零八年聯合發佈的高新技術企業認定管理辦法，深圳金蝶中間件有限公司與金蝶醫療軟件科技有限公司於二零一一年被認為符合國家高新技術企業資格，有效資期為三年，因此深圳金蝶中間件有限公司與金蝶醫療軟件科技有限公司採用15%的稅率徵收企業所得稅。

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28 Income Tax Expense (continued)

The reconciliation of the effective tax rate to the statutory tax rate is as follows:

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
(Loss)/profit before tax	除稅前(虧損)/盈利	(162,020)	181,442
Tax at the statutory tax rate of 25% (2011: 25%)	按法定稅率25%計算的稅率 (二零一一年: 25%)	(40,506)	45,361
– Effect of preferential tax rates	– 享受優惠稅率的影響	11,899	(34,531)
– Tax losses not recognised	– 沒有確認遞延所得稅資產的稅務虧損	37,107	44,916
– Expenses not deductible for tax purposes	– 不可用於扣稅之費用	5,969	4,847
– Income not subject to tax (a)	– 無須課稅之收入(a)	–	(19,512)
– Additional deductible allowance for research and development expenses	– 可增加扣減之研發費用	(12,514)	(12,801)
		1,955	28,280

(a) Income not subject to tax includes the VAT refund and certain government grants which are not taxable according to relevant tax regulations.

28 所得稅費用(續)

實際稅率與法定稅率的對照表如下：

(a) 根據相關稅法規定，增值稅退稅所得和特定政府資助無須繳納企業所得稅。

29 Loss/Profit Attributable to Equity Holders of the Company

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of RMB5,049,000 (2011: profit of RMB84,077,000).

29 本公司權益持有人應佔虧損/盈利

計入本公司財務報表之本公司股權持有人應佔虧損為人民幣5,049,000元(二零一一年為盈利人民幣84,077,000元)。

30 Earnings Per Share

(a) Basic

Basic earnings per share are calculated by dividing the loss/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

30 每股盈利

(a) 基本

每股基本盈利根據本公司權益持有人應佔虧損/利潤，除以年內已發行普通股的加權平均數目計算。

		2012	2011
(Loss)/profit attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔(虧損)/盈利 (人民幣千元)	(140,246)	144,988
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數(千計)	2,516,344	2,513,194
Basic (loss)/earnings per share (RMB cents per share)	每股基本(虧損)/盈利 (人民幣分)	(5.57)	5.77

30 Earnings Per Share (continued)

(b) Diluted

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming of the conversion of all dilutive potential ordinary shares. The Company's outstanding share options are potentially dilutive. A calculation is done to determine the number of shares that could have been issued at fair value (determined as the average market price of the Company's shares during the periods) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares so calculated is compared with the number of shares that would have been issued assuming the exercise of the share options. The difference is added to the denominator as the number of ordinary shares issued for no consideration. As the Company's share options are anti-dilutive if exercised, no diluted (loss) per share is calculated for 2012. No adjustment is made to the (loss)/profit attributable to equity holders of the Company as the numerator.

		2011
Profit attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔盈利(人民幣千元)	144,988
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數(千計)	2,513,194
Adjustments for	調整	
– share options (thousands)	– 購股權(千計)	162,791
Weighted average number of ordinary shares for diluted earnings – per share (thousands)	計算每股攤薄盈利的普通股的每股平均數(千計)	2,675,985
Diluted earnings per share (RMB cents per share)	每股攤薄盈利(人民幣分)	5.42

2011 earnings per share (both basic and diluted) have been adjusted to reflect the effect of bonus issue of share as if the bonus issue of shares occurred at 1 January 2011.

30 每股盈利 (續)

(b) 攤薄

每股(攤薄)/盈利假設所有可攤薄的潛在普通股被兌換後，根據已發行普通股的加權平均股數計算。公司未行使的購股權存在潛在攤薄性。有關計算方法旨在根據未行使購股權所附認購權之貨幣價值，釐定可能按公平價值(視為期內本公司股份平均市價而釐定)發行之股份數目。將按此種方式計算的股份數目，與假設購股權行使而應已發行的股份數目相比較。有關差額將加進分母，作為無需代價而發行之普通股。由於本年行使的購股權具有反攤薄性，因此於二零一二年無需計算每股攤薄虧損。(虧損)/盈利分子則不予以調整。

二零一一年每股盈利(包括基本和攤薄)已經考慮紅股的影響，並進行了重述(假設紅股於二零一一年一月一日發行)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 Cash Generated from Operations

31 營運產生的現金

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
(Loss)/profit before income tax	扣除所得稅前(虧損)/盈利	(162,020)	181,442
Adjustments for:	調整項目：		
– Depreciation (Note 7)	– 折舊(附註7)	34,500	36,544
– Loss on disposals of property, plant and equipment (Note 24)	– 物業、機器及設備出售虧損(附註24)	1,833	511
– Amortisation of land use rights (Note 6)	– 土地使用權攤銷(附註6)	3,966	1,940
– Amortisation of intangible assets (Note 8)	– 無形資產攤銷(附註8)	201,354	164,639
– Finance costs – net (Note 27)	– 財務費用淨值(附註27)	59,099	7,933
– Share option expenses (Note 16)	– 期權費用(附註16)	28,787	24,667
– Fair value gains on available-for-sale financial assets (Note 12)	– 出售可供出售金融資產收益(附註12)	(2,028)	–
– Fair value gains on investment property (Note 9)	– 投資物業公允價值變動收益(附註9)	(60,958)	(135,658)
– Re-measurement of the contingent consideration for business combinations	– 或有對價重估損失	(15,607)	–
		88,926	282,018
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	100	3,010
– Trade and other receivables	– 應收賬款及其他應收款	29,920	(91,974)
– Deferred income	– 遞延收入	(29,512)	33,846
– Trade and other payables	– 應付賬款及其他應付款	7,200	99,222
– Due from/to customers on implementation contracts	– 應收/應付客戶實施合同款	(24,733)	(149,030)
Cash generated from operations	營運產生的現金	71,901	177,092

(a) In the cash flow statement, proceeds from disposal of property, plant and equipment comprise:

(a) 在現金流量表內，出售物業、機器及設備的所得款包括：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Net book amount (Note 7)	賬面淨值(附註7)	10,938	4,131
Loss on disposals of property, plant and equipment (Note 24)	處置物業、機器及設備的虧損(附註24)	(1,833)	(511)
Proceeds from disposal of property, plant and equipment	處置物業、機器及設備的所得款	9,105	3,620

(b) Non-cash transactions

For the years ended 31 December 2012 and 2011, there are several non-cash transactions such as construction fee, contingent business consideration, deferred business consideration that have not been settled are disclosed in Note 21.

(b) 非現金交易

截止二零一一年及二零一二年度止，本集團仍有應付工程款項、應付或有企業合併對價、應付遞延企業合併對價等非現金交易，以上非現金交易已賬列於附註21。

32 Commitments – Group

(a) Capital commitments

The Group had capital expenditure contracted for but not recognised in the accounts as follows:

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Property, plant and equipment	物業、機器及設備	–	256,934
		–	256,934

(b) Operating lease commitments

The Group had total minimum future lease payments under non-cancelable operating leases in respect of buildings as follows:

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Not later than one year	不超過一年	21,239	30,694
Later than one year and not later than five years	超過一年但不超過五年	20,448	30,473
		41,687	61,167

33 Related Parties Transactions

Except as disclosed in Note 10 (Advance to directors), Note 18 (Share-based payment) and Note 26 (Director's emoluments) to the consolidated financial statements, the Group had no other material transactions with related parties for the year ended 31 December 2012.

34 Completion of Initial Accounting for Acquisition of Kingdee Medical

On 1 August 2011, the Group acquire 75% equity interest in Kingdee Medical Software Technology Co. Ltd. ("Kingdee Medical" previously known as Guangzhou Wisetop Computer Co, Ltd), a company which operates management software business for medical industry. The acquisition of Kingdee Medical was a business combination as the Group owned 75% equity interest in Kingdee Medical after the acquisition.

32 承擔－集團

(a) 資本承擔

於結算日已簽訂合同但仍未列賬的列示如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Property, plant and equipment	物業、機器及設備	–	256,934
		–	256,934

(b) 營運租賃承擔

本集團根據不可撤銷之樓宇經營租賃而就未來支付之最低租賃付款總額如下：

		2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Not later than one year	不超過一年	21,239	30,694
Later than one year and not later than five years	超過一年但不超過五年	20,448	30,473
		41,687	61,167

33 關聯方交易

截至二零一二年十二月三十一日，除了合併財務報表之附註10(董事借款)、附註18(以股份為基礎的支付交易)及附註26(董事及高級管理層酬金)外，本集團無其他重大關聯方交易。

34 業務合併

於二零一一年八月一日，本集團購入金蝶醫療電腦有限公司(金蝶醫療，原廣州慧通計算機有限公司)(主要經營醫療行業管理軟件業務)75%的股權。本集團於二零一一年八月一日完成了對金蝶醫療電腦有限公司(金蝶醫療)的並購。由於本集團於收購後擁有金蝶醫療75%的股權，故該收購為一項業務合併。

34 Completion of Initial Accounting for Acquisition of Kingdee Medical *(continued)*

The acquisition-related costs for Kingdee Medical acquisition amounted to RMB324,000 and were included in general and administrative expenses in the consolidated income statement for the year ended 31 December 2011. The total consideration payable for the transaction is RMB119,925,000, which includes a contingent consideration of RMB46,320,000 linked to the future performance indicators in year 2011 and 2012.

For the period from 1 August 2011 to 31 December 2011, Kingdee Medical contributed revenue of RMB20,225,000 and a net profit of RMB1,516,000 to the Group.

Had the Kingdee Medical been consolidated from 1 January 2011, the consolidated income statement for year ended 31 December 2011 would have shown pro-forma revenue of RMB2,041,253,000 and profit of RMB155,775,000.

As a result of the assessment of the Kingdee Medical's performance indicators as at 31 December 2012, there was a decrease of RMB13,012,500 of contingent consideration which was recognised as other gains.

The Group used the provisional value to account for this business combination when preparing 2011 consolidated financial statements as the Group had not yet completed the assessment of the fair value of net identified assets acquired at the date of 2011 annual report. The Group consolidated Kingdee Medical using the existing carrying amounts as the provisional fair values. The difference between the consideration, carrying value of non-controlling interest and the provisional fair value of Kingdee Medical was tentatively recorded as intangible asset – goodwill.

34 業務合併(續)

金蝶醫療相關並購成本為人民幣324,000元，賬列二零一一年度綜合收益表中的管理費用。該項購買交易的應支付的購買對價為人民幣119,925,000元，約人民幣46,320,000元的或有對價與二零一一年及二零一二年的業績指標相關。

自二零一一年八月一日起至二零一一年十二月三十一日止，金蝶醫療並購業務為本集團帶來收入為人民幣20,225,000元及純利為人民幣1,516,000元。

假若金蝶醫療在二零一一年一月一日起已合併入賬，則二零一一年合併利潤表的備考收入將為人民幣2,041,253,000元，而備考利潤將為人民幣155,775,000元。

於二零一二年十二月三十一日，基於對金蝶醫療業績指標的評估結果，或有對價與支付對價之間的差額人民幣13,012,500元計入其他收入。

由於本集團二零一一年年報日期尚未完成所收購已識別資產淨額公允價值的評估，故本集團於編製二零一一年綜合財務報表時以帳面價值作為暫定的公允價值將此項業務合併入帳。管理層將合併對價與非控制性權益及金蝶醫療淨資產帳面價值的差額計入無形資產—商譽。

34 Completion of Initial Accounting for Acquisition of Kingdee Medical *(continued)*

In 2012, the Group completed the relevant assessment. Based on the valuation report issued by an independent valuer appointed by the Group, the finalised fair value of the identified assets acquired net of the liabilities and contingent liabilities assumed and the relevant goodwill, together with the provisional value used in 2011 are as follows:

34 業務合併 (續)

於二零一二年，本集團完成相關評估。根據本集團委任的獨立估值師所出具的估值報告，所收購已識別資產淨額的最終公允價值及相關商譽，連同二零一一年所使用的暫定金額及帳面值如下：

		Kingdee Medical 金蝶醫療	
		Finalised fair value 最終公允價值 RMB'000 人民幣千元	Provisional fair value 暫定公允價值 RMB'000 人民幣千元
Consideration:	對價：		
– Cash	– 現金	73,605	73,605
– Contingent consideration	– 或有對價	46,320	46,320
Total consideration	總對價	119,925	119,925
Non-controlling interest	非控制性權益	11,871	10,295
Total	合計	131,796	130,220
Fair value or provisional fair value of identifiable assets acquired	購買的可辨認資產公允價值或暫定之公允價值		
Property, plant and equipment	物業、機器及設備	618	618
Intangible assets	無形資產	10,920	3,500
Inventories	存貨	5,040	5,040
Trade and other receivables	應收賬款及其他應收款	11,567	11,567
Due from customers on implementation contracts	應收客戶實施合同款	19,448	19,448
Cash and cash equivalents	現金及現金等價物	1,705	1,705
Current liabilities	流動負債	(700)	(700)
Deferred tax liability	遞延所得稅負債	(1,113)	–
Total identifiable net assets	可辨認淨資產總額	47,485	41,178
Goodwill (Note 8)	商譽(附註8)	84,311	89,042

34 Completion of Initial Accounting for Acquisition of Kingdee Medical *(continued)*

The identified intangible asset is customer relationship. The fair value of the identified intangible asset at the acquisition date has been increased by RMB7,420,000, which resulted in an increase in deferred tax liabilities of RMB1,113,000, an increase in minority interests of RMB1,576,000, and a decrease in goodwill of RMB4,731,000. The 2011 comparative information (including the movement of intangible assets (see Note 8) and deferred tax assets and liabilities (see Note 20)) is restated to reflect the above adjustments. There is no change to the previously published consolidated balance sheet of the Group as at 31 December 2010.

34 業務合併 *(續)*

已識別無形資產為客戶關係。於收購日期，該等已識別無形資產的公允價值增加人民幣7,420,000元，導致遞延稅項負債增加人民幣1,113,000元，非控制性權益增加人民幣1,576,000元，以及商譽減少人民幣4,731,000元。經已重列二零一一年比較資料(包括無形資產變動表(請參見附註8)，遞延稅項資產及負債(請參見附註20))，以反映上述調整。無任何追溯調整涉及二零一零年的合併財務報表。



Kingdee

Kingdee International Software Group Company Limited
金蝶國際軟件集團有限公司