

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



海外監管公告

本公告是由神州數碼控股有限公司*（「本公司」）根據香港聯合交易所有限公司證券上市規則第 13.10B 條而作出。

以下附件是本公司依臺灣相關證券法律的規定於二零一三年八月二十日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命
Digital China Holdings Limited
(神州數碼控股有限公司*)
郭為
主席

香港，二零一三年八月二十日

於本公告日期，本公司之董事會由八名董事組成，包括：

執行董事：郭為先生（主席）、林楊先生（首席執行官）及閔國榮先生（總裁）

非執行董事：閻焱先生

獨立非執行董事：胡昭廣先生、黃文宗先生、倪虹小姐及王家龍先生

網址：www.digitalchina.com.hk

* 僅供識別

(上市公司)神州
外國發行人重大訊息

公司代號	910861
公告序號	2
事實發生日	民國 102 年 8 月 20 日
公司名稱	神州數碼控股有限公司
主旨	神州數碼控股有限公司截至二零一三年六月三十日止三個月之第一季度業績公告
發生依外國發行人所屬國及上市地國法令規定應即申報之重大情事	符合條款-第二之二條第二十六款 事實發生日:102/8/20 發生事由:神州數碼控股有限公司(以下稱『本公司』),公告本公司及其附屬公司(統稱『本集團』)截至二零一三年六月三十日止三個月之未經審核之綜合第一季度業績公告(及依所屬國法令及會計原則編製之財務報表及調節至依中華民國法令及會計原則編製之財務報表),內容請詳見其他處附加檔。
其他	910861_2013082002_FIM

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神州數碼
Digital China

DIGITAL CHINA HOLDINGS LIMITED
(神州數碼控股有限公司*)

(於百慕達註冊成立之有限公司)

(股份代號：00861)

截至二零一三年六月三十日止三個月之 第一季度業績公告

未經審核綜合業績

Digital China Holdings Limited (神州數碼控股有限公司*) (「本公司」) 之董事會 (「董事會」) 欣然公佈本公司及其附屬公司 (統稱「本集團」) 截至二零一三年六月三十日止三個月之未經審核綜合業績，連同上財年同期之比較數字如下：

簡明綜合收益表

	附註	截至六月三十日止三個月	
		二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元
收入	3	16,013,199	17,776,783
銷售成本		<u>(14,922,527)</u>	<u>(16,436,056)</u>
毛利		1,090,672	1,340,727
其他收入及收益	3	252,167	101,233
銷售及分銷費用		(619,774)	(708,053)
行政費用		(119,151)	(131,605)
其他費用淨額		(81,104)	(31,889)
融資成本		(66,651)	(76,973)
應佔下列公司之溢利及虧損：			
共同控制企業		(1,096)	(954)
聯營公司		<u>31,185</u>	<u>3,989</u>
除稅前溢利	4	486,248	496,475
所得稅費用	5	<u>(77,211)</u>	<u>(68,668)</u>
本期間溢利		<u>409,037</u>	<u>427,807</u>
歸屬於：			
母公司股東權益		360,894	400,611
非控股權益		<u>48,143</u>	<u>27,196</u>
		<u>409,037</u>	<u>427,807</u>
母公司普通股股東應佔每股盈利	6		
基本		<u>33.77 港仙</u>	<u>37.52 港仙</u>
攤薄		<u>33.31 港仙</u>	<u>37.06 港仙</u>

簡明綜合全面收益表

	截至六月三十日止三個月	
	二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元
本期間溢利	409,037	427,807
其他全面收益		
可供出售之投資之公平價值變動	(44,481)	5,381
海外業務換算之匯兌差額	<u>48,793</u>	<u>5,846</u>
經扣除稅後的本期間其他全面收益	<u>4,312</u>	<u>11,227</u>
本期間全面收益總額	<u><u>413,349</u></u>	<u><u>439,034</u></u>
歸屬於：		
母公司股東權益	394,467	410,950
非控股權益	<u>18,882</u>	<u>28,084</u>
	<u><u>413,349</u></u>	<u><u>439,034</u></u>

簡明綜合財務狀況表

	附註	於二零一三年 六月三十日 (未經審核) 港幣千元	於二零一三年 三月三十一日 (經審核) 港幣千元
非流動資產			
物業、廠房及設備		1,477,376	1,515,037
投資物業		505,015	335,197
預付土地租金		197,394	503,849
商譽		241,320	239,012
其他無形資產		35,085	10,079
於共同控制企業之投資		141,048	126,601
於聯營公司之投資		713,161	681,976
可供出售之投資		415,054	473,952
遞延稅項資產		91,764	78,567
總非流動資產		<u>3,817,217</u>	<u>3,964,270</u>
流動資產			
存貨		5,778,932	5,793,742
應收貿易帳款及應收票據	7	11,144,067	10,324,760
預付款項、按金及其他應收款項		3,689,929	4,082,068
衍生金融工具		54,870	53,511
現金及現金等價物		4,138,700	4,189,519
總流動資產		<u>24,806,498</u>	<u>24,443,600</u>
流動負債			
應付貿易帳款及應付票據	8	10,800,727	10,873,485
其他應付款項及預提費用		2,991,721	3,041,381
應繳稅項		275,771	306,462
付息銀行貸款		2,666,735	2,765,891
應付債券		37,381	37,023
總流動負債		<u>16,772,335</u>	<u>17,024,242</u>
流動資產淨值		<u>8,034,163</u>	<u>7,419,358</u>
總資產減流動負債		<u>11,851,380</u>	<u>11,383,628</u>
非流動負債			
付息銀行貸款		2,712,509	2,712,494
總非流動負債		<u>2,712,509</u>	<u>2,712,494</u>
資產淨值		<u><u>9,138,871</u></u>	<u><u>8,671,134</u></u>

簡明綜合財務狀況表（續）

	於二零一三年 六月三十日 (未經審核) 港幣千元	於二零一三年 三月三十一日 (經審核) 港幣千元
權益		
母公司股東應佔權益		
已發行股本	109,346	109,346
儲備	7,712,987	7,302,560
擬派末期股息	414,592	414,592
	<u>8,236,925</u>	<u>7,826,498</u>
非控股權益	<u>901,946</u>	<u>844,636</u>
權益總額	<u><u>9,138,871</u></u>	<u><u>8,671,134</u></u>

簡明綜合現金流量表

	截至六月三十日止三個月 二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元
經營業務所得現金淨額	94,288	132,313
投資活動所耗現金淨額	(50,903)	(528,122)
融資活動所得／(所耗)現金淨額	<u>(129,872)</u>	<u>292,908</u>
現金及現金等價物減少淨額	(86,487)	(102,901)
期初現金及現金等價物金額	4,189,519	4,253,966
匯率變動之淨影響	<u>35,668</u>	<u>5,916</u>
期末現金及現金等價物金額	<u><u>4,138,700</u></u>	<u><u>4,156,981</u></u>

附註：

1. 呈報基準

截至二零一三年六月三十日止三個月之未經審核簡明綜合財務資料，乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。除本集團於編製本未經審核簡明綜合財務資料期間第一次採納以下影響本集團之新頒佈及經修訂香港財務報告準則（「香港財務報告準則」）（當中包括香港財務報告準則、香港會計準則及其註釋）外，編製本期間之未經審核簡明綜合財務資料已貫徹採用本集團截至二零一三年三月三十一日止年度全年財務報表所載之相同呈報基準、會計政策及計算方法：

香港財務報告準則第1號之修訂	修訂之香港財務報告準則第1號 <i>首次採納香港財務報告準則 — 政府貸款</i>
香港財務報告準則第7號之修訂	修訂之香港財務報告準則第7號 <i>金融工具：披露 — 抵銷金融資產及金融負債</i>
香港財務報告準則第10號	<i>綜合財務報表</i>
香港財務報告準則第11號	<i>聯合安排</i>
香港財務報告準則第12號	<i>披露於其他實體之權益</i>
香港財務報告準則第10號、 香港財務報告準則第11號及 香港財務報告準則第12號之修訂	修訂之香港財務報告準則第10號、香港財務報告準則 第11號及香港財務報告準則第12號 — <i>過渡指引</i>
香港財務報告準則第13號	<i>公平價值計量</i>
香港會計準則第1號之修訂	修訂之香港會計準則第1號 <i>財務報表之呈列 — 呈列其他全面收益之項目</i>
香港會計準則第19號（二零一一年）	<i>僱員福利</i>
香港會計準則第27號（二零一一年）	<i>獨立財務報表</i>
香港會計準則第28號（二零一一年）	<i>於聯營公司及合營企業之投資</i>
香港（國際財務報告詮釋委員會） — 詮釋第20號	<i>地表採礦於生產階段之剝採成本</i>
二零零九年至二零一一年週期之 年度改進	修訂之二零一二年六月頒佈之一系列 香港財務報告準則

採納該等新頒佈及經修訂之香港財務報告準則對該等未經審核簡明綜合財務資料並無重大影響。

2. 經營分部資料

就管理方面而言，本集團之經營業務乃根據經營性質、目標客戶市場及所提供之產品及服務來分開組織及管理。每個本集團呈報經營分部指所提供產品及服務面對之風險及回報與其他呈報分部有所不同之策略性業務單位。本集團之四個呈報經營分部詳情概述如下：

- (a) 「分銷」分部主要面向中小企業及消費市場，以分銷業務覆蓋中小企業和消費客戶市場對於資訊科技（「IT」）產品的需求，同時開拓智慧城市戰略下新興的移動互聯設備和應用領域。所銷售及分銷通用 IT 產品，包括筆記本電腦、臺式機、外設、套件及消費類 IT 產品；
- (b) 「系統」分部主要面向企業級客戶，以增值分銷業務覆蓋城市信息化基礎設施需求以及企業級客戶的 IT 需求，並深度挖掘區域性客戶的需求，以加強對於企業級客戶需求更為直接的把握。所銷售及分銷系統產品，包括服務器、網絡產品、存儲設備及套裝軟件；
- (c) 「供應鏈服務」分部主要面向的高科技企業、電子商務平臺商和品牌服務商，通過供應鏈服務業務從事為 IT 及其他高價值密度產品製造企業及行業客戶、電子商務平臺商和品牌服務商客戶，提供物流、商流、資金流、信息流的一站式諮詢和實施服務；及
- (d) 「服務」分部主要面向行業客戶，提供城市信息化基礎設施以及智慧城市服務，通過服務業務覆蓋城市信息化基礎設施及智慧城市需求，以及面向大型行業客戶，提供 IT 規劃和 IT 系統諮詢、行業應用軟件及解決方案設計與實施、IT 系統運維外包、系統集成和維保等產品和服務業務。

下表呈列本集團截至二零一三年及二零一二年六月三十日止三個月經營分部之收入及業績：

	分銷		系統		供應鏈服務 截至六月三十日止三個月		服務		綜合	
	二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元	二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元	二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元	二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元	二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元
分部收入：										
銷售予對外客戶	7,803,692	8,805,265	6,090,795	6,596,737	317,811	252,422	1,800,901	2,122,359	16,013,199	17,776,783
分部毛利	188,831	379,033	528,768	550,365	58,591	53,361	314,482	357,968	1,090,672	1,340,727
分部業績	40,307	145,299	292,062	322,075	22,309	10,249	100,699	74,542	455,377	552,165
利息收入、未分類收入及收益									88,883	85,467
未分類開支									(21,450)	(67,219)
融資成本									(66,651)	(76,973)
應佔下列公司之溢利及虧損：										
共同控制企業	-	-	-	-	-	-	(1,096)	(954)	(1,096)	(954)
聯營公司	-	-	-	-	-	-	31,185	3,989	31,185	3,989
除稅前溢利									486,248	496,475
所得稅費用									(77,211)	(68,668)
本期間溢利									409,037	427,807

3. 收入、其他收入及收益

收入亦為本集團之營業額，指出售貨品之發票值（扣除退貨與貿易折扣）及向客戶提供服務之價值（扣除營業稅及政府徵費）。

本集團之其他收入及收益之分析如下：

	截至六月三十日止三個月	
	二零一三年 (未經審核)	二零一二年 (未經審核)
	港幣千元	港幣千元
<u>其他收入</u>		
政府補貼	32,741	17,244
利息收入	16,478	16,309
總租金收入	2,603	18,942
其他	32,642	18,181
	<u>84,464</u>	<u>70,676</u>
<u>收益</u>		
衍生金融工具收益	30,050	27,917
外匯淨差額	130,633	2,640
其他	7,020	-
	<u>167,703</u>	<u>30,557</u>
	<u>252,167</u>	<u>101,233</u>

4. 除稅前溢利

本集團之除稅前溢利已經扣除／（計入）：

	截至六月三十日止三個月	
	二零一三年 (未經審核)	二零一二年 (未經審核)
	港幣千元	港幣千元
售出存貨及提供服務之成本	14,460,279	15,977,212
折舊	41,651	39,510
預付土地租金攤銷	1,286	707
其他無形資產攤銷	1,961	146
陳舊存貨撥備撥回及撇銷	(28,344)	(71,597)
應收貿易帳款減值	49,400	29,767
出售物業、廠房及設備之虧損	1,917	1,895

5. 所得稅費用

	截至六月三十日止三個月	
	二零一三年 (未經審核) 港幣千元	二零一二年 (未經審核) 港幣千元
本集團：		
本期 - 香港	63	515
本期 - 中國大陸	89,600	48,488
遞延	(12,452)	19,665
	<hr/>	<hr/>
本期間稅項支出合計	77,211	68,668

- (a) 於截至二零一三年及二零一二年六月三十日止三個月內，香港利得稅乃按在香港產生之估計應課稅溢利按 16.5% 之稅率計算。
- (b) 中華人民共和國（「中國」）企業所得稅指於中國大陸產生之估計應課稅溢利所徵收之稅項。除若干附屬公司享有稅務優惠外，本集團在中國大陸營運的附屬公司一般須繳納中國企業所得稅之稅率為 25%。
- (c) 應佔共同控制企業之稅項支出約港幣 4,000 元（截至二零一二年六月三十日止三個月：港幣 161,000 元）及聯營公司之稅項支出約港幣 9,040,000 元（截至二零一二年六月三十日止三個月：港幣 7,186,000 元），已分別計入於簡明綜合收益表中之「應佔共同控制企業之溢利及虧損」及「應佔聯營公司之溢利及虧損」內。

6. 母公司普通股股東應佔每股盈利

基本每股盈利乃按截至二零一三年六月三十日止三個月之母公司普通股股東應佔溢利約港幣 360,894,000 元（截至二零一二年六月三十日止三個月：港幣 400,611,000 元），以及於截至二零一三年六月三十日止三個月內已發行普通股減受限制股份獎勵計劃所持股份之加權平均數 1,068,534,581 股（截至二零一二年六月三十日止三個月：1,067,848,977 股）計算。

截至二零一三年六月三十日止三個月之攤薄每股盈利，乃按截至二零一三年六月三十日止三個月之母公司普通股股東應佔溢利約港幣 360,894,000 元（截至二零一二年六月三十日止三個月：港幣 400,611,000 元）及加權平均數 1,083,479,128 股（截至二零一二年六月三十日止三個月：1,080,845,446 股）普通股計算。此股份數目為應用計算基本每股盈利的於截至二零一三年六月三十日止三個月內之已發行普通股之 1,068,534,581 股（截至二零一二年六月三十日止三個月：1,067,848,977 股），以及有關本集團之股權激勵計劃之所有可潛在攤薄的普通股被視為獲行使並假設為已無償發行普通股之加權平均數 14,944,547 股（截至二零一二年六月三十日止三個月：12,996,469 股）之總和。

7. 應收貿易帳款及應收票據

本集團主要以信貸方式與其客戶訂定貿易條款，惟一般會要求新客戶預付款項。信貸期一般為30至180天。於報告期末，按發票日期計算及扣除減值後之本集團應收貿易帳款及應收票據之帳齡分析詳情如下：

	於二零一三年 六月三十日 (未經審核) 港幣千元	於二零一三年 三月三十一日 (經審核) 港幣千元
30天內	4,412,879	5,013,732
31至60天	1,757,880	1,396,454
61至90天	1,328,261	816,325
91至180天	1,845,940	1,671,920
超過180天	1,799,107	1,426,329
	<u>11,144,067</u>	<u>10,324,760</u>

8. 應付貿易帳款及應付票據

於報告期末，按發票日期計算之本集團應付貿易帳款及應付票據之帳齡分析詳情如下：

	於二零一三年 六月三十日 (未經審核) 港幣千元	於二零一三年 三月三十一日 (經審核) 港幣千元
30天內	4,569,939	5,981,589
31至60天	2,372,583	1,992,868
61至90天	1,405,330	1,247,136
超過90天	2,452,875	1,651,892
	<u>10,800,727</u>	<u>10,873,485</u>

股息

董事會不建議就截至二零一三年六月三十日止三個月派發股息（截至二零一二年六月三十日止三個月：無）。

管理層研討與分析

進入二零一三/一四財年，本集團管理層堅持智慧城市這一戰略選擇，抓住「智慧城市」建設的發展機會加大投入，推動業務落地，使得智慧城市領域領先的專業地位得到進一步鞏固。針對宏觀經濟增速繼續放緩對 IT 市場需求帶來不利影響，提出了「夯實基礎，穩步發展」的經營方針，以風險控制為中心，通過主動優化成本結構以及推進穩健的業務拓展計劃，保持在傳統業務領域領先的市場地位。

1.1. 受宏觀經濟和 IT 市場持續疲軟的影響，本集團第一季度業績同比出現下滑。

二零一三年上半年，受宏觀經濟影響，本集團第一季度實現營業額約港幣 16,013 百萬元，較上財年同期下降 9.92%。同時，市場競爭持續加劇令得本集團第一季度整體毛利率下降至 6.81%。截至二零一三年六月三十日止三個月，股東應佔溢利錄得約港幣 361 百萬元，較上財年同期減少 9.91%。基本每股盈利為 33.77 港仙，較上財年同期的 37.52 港仙下降 9.99%。

1.2. 持續加大「智慧城市」業務的投入，不斷提升解決方案的研發能力。抓住智慧城市的建設機會推動業務落地，推動了本集團整體業務的轉型。

本集團持續加大「智慧城市」業務的投入，智慧城市解決方案研發能力也得到進一步提升。同時，第一季度與重慶、惠州簽訂戰略合作協議，以市民融合服務平臺為中心，圍繞雲計算和大數據產業發展為核心，在智慧城市建設、電子商務產業、IT 金融服務等領域全面展開合作，這也進一步鞏固了本集團在智慧城市領域領先的專業地位，有效的帶動了本集團整體業務的轉型。

1.3. 面對不利的外部環境，本集團堅持份額管理，鞏固基礎業務，保持了在各細分市場的市場地位。面對嚴峻、複雜的市場環境，本集團提出了「夯實基礎，穩步發展」的經營方針，以風險控制為中心，鞏固基礎業務。通過堅持份額管理，深入落實客戶計劃，保持了基礎業務的大致穩定，第一季度本集團在各細分市場的市場地位未出現明顯變化。

1.4. 持續優化成本結構，嚴格控制費用支出，營運費用率（營運費用總額佔營業額總額之百分比）基本保持了穩定態勢；強化風險管理，提升資源使用效率，現金流持續流入。

在市場風險增加，收入出現下滑的情況下，本集團持續優化成本結構，制定了嚴格的費用管控政策，推動組織架構精簡，費用支出得到有效控制。截至二零一三年六月三十日止三個月，在加大戰略投入的背景下，本集團營運費用率為 5.12%，與上財年同期相比保持穩定態勢，營運費用總金額實現負增長。同時，堅持嚴格的風險管控政策，不斷完善業務流程，提升資源使用效率。本財年第一季度實現經營業務所得現金流淨額約港幣 94 百萬元，有效的保障了集團業務的穩定運行。

2.1. 分銷業務：主要面向中小企業和消費客戶分銷通用 IT 產品，包括筆記本電腦、臺式機、外設、套件及消費類 IT 產品。

受經濟和市場等外部因素的影響，分銷業務業績同比出現下滑。

宏觀經濟增長進一步放緩，導致 IT 消費市場需求於去年開始呈現下降趨勢，受此影響，令得第一季度本集團分銷業務錄得營業額約港幣 7,804 百萬元，較上財年同期營業額下滑 11.37%。同時，市場競爭加劇造成本集團筆記本業務毛利率下滑至 3.03%，主動調整 CES 業務亦影響到毛利率大幅下降至-0.23%，這些因素使得分銷業務毛利較上財年同期出現較大幅度下滑，毛利率下降至 2.42%。

採取「一減兩增」策略，加快業務結構調整，拓展新興業務領域，培育新的業務增長點；密切關注業態變化，加強電商業務覆蓋，擴大市場份額。

消費市場持續疲軟，市場環境嚴峻、複雜，本集團積極應對，以業務風險控制為中心，精簡組織架構，優化成本結構，主動縮減資源拉動型的業務比例，增強抵抗業務風險的能力。同時，在穩固傳統產品領域市場份額的基礎上，積極調整產品結構，增加移動互聯為基礎的相關產品的引入，培育新的業務增長點。第一季度成功引入微軟 Surface 平板電腦的商業渠道代理權，銷售伊始即實現銷售規模超 1,000 臺，並將呈現快速增長趨勢。除此之外，本集團密切關注國內業態變化趨勢，進一步增強與京東、易訊、蘇寧易購等電商核心客戶的戰略合作，致力於提升市場份額。

2.2. 系統業務：主要面向企業級客戶銷售增值分銷系統產品，包括服務器、網絡產品、存儲設備及套裝軟件。

堅持份額管理，圍繞核心供應商深化戰略合作，業務保持穩健發展。

本財年，企業級市場 IT 投資出現明顯放緩趨勢，主要供應商中國區業績均出現不同程度的下滑。本集團系統業務堅持份額管理，持續深化與 IBM、CISCO、EMC、Microsoft 等核心供應商的戰略合作，保持了第一的市場地位，業務表現好於整體市場。截至二零一三年六月三十日止三個月，本集團系統業務營業額實現約港幣 6,091 百萬元，較上財年同期下滑 7.67%。系統業務毛利率為 8.68%，比上財年同期增長 34 個基點。

採取「一穩一增」策略，穩固基礎業務，增強國產品牌拓展，業務布局更加完善。

在國內企業級 IT 市場需求增長放緩的情況下，本集團系統業務堅持在各細分產品領域推進客戶計劃，各細分產品領域市場份額保持第一。其中，軟件產品抓住市場機會實現了較大幅度增長，第一季度軟件產品收入較上財年同期實現了 17.62% 的增長。同時，密切關注國內系統市場的競爭格局變化，積極拓展國產品牌，第一季度華為等產品總銷售收入取得明顯增長，華為產品銷售收入較上財年同期增長 171%。

2.3. 服務業務：主要為行業客戶提供 IT 規劃和 IT 系統諮詢、行業應用軟件及解決方案設計與實施、IT 系統運維外包、系統集成和維保等產品和服務業務。

堅持推進客戶計劃，持續拓展金融、政企等細分行業市場，服務業務整體運行平穩。

本財年，宏觀經濟持續下滑導致行業客戶的 IT 採購出現明顯的延後趨勢。本集團堅持客戶計劃，持續加大在政企和金融等細分行業的拓展，服務業務整體運行平穩，但受主要客戶 IT 採購延後的影響，業務節奏與上財年同期相比出現明顯的後移。受季節波動影響，截至二零一三年六月三十日止三個月，本集團服務業務實現營業額約港幣 1,801 百萬元，較上財年同期下滑 15.15%。

堅持戰略轉型，不斷提升項目管理和項目交付能力，盈利能力穩步提升。

本集團服務業務堅持業務轉型，不斷擴大軟件及服務業務的比重，同時加強項目管理能力建設，提升項目交付能力，盈利能力得到穩步提升。第一季度毛利率為 17.46%，比上財年同期增長 59 個基點。

2.4. 供應鏈服務業務：主要面向高科技企業，電子商務平臺商以及品牌服務商，提供物流、商流、資金流、信息流的一站式諮詢和實施服務。

緊跟市場趨勢，不斷完善業務布局，業績實現大幅增長。

本集團供應鏈服務業務抓住新興市場快速增長的機會，積極拓展細分行業，同時不斷優化業務結構，大力拓展物流服務，帶動供應鏈服務業務業績大幅增長。截至二零一三年六月三十日止三個月，供應鏈服務業務整體營業額錄得約港幣 318 百萬元，比上財年同期增長 25.90%。

持續提升供應鏈專業服務能力，加快推動行業拓展，業務結構得到不斷優化。

本集團供應鏈服務業務持續完善倉、運、配能力，提升運作質量，同時加大業務的拓展力度。B2B 物流方面，圍繞通訊、汽配、IT 等行業持續引入優質客戶，新簽約客戶包括中國移動省分公司、比亞迪等。維修方面，第一季度新建上海、廣州、福州、廈門 4 家蘋果維修站，全國蘋果維修站已經達到 6 家。在平板、大型顯示屏等領域積極拓展產品綫，第一季度新簽明基、NEC 大型顯示屏維修授權。供應鏈服務整體業務結構得到不斷優化。

3.管理層展望

二零一三年，管理層充分認識到宏觀經濟環境持續放緩給 IT 市場帶來巨大衝擊，消費市場需求持續低迷，企業市場投資明顯放緩，行業客戶採購節奏延遲，市場風險進一步增加。在此嚴峻的市場環境下，本集團管理層提出穩健的發展策略，以風險管控為中心，持續推動市場份額管理和客戶計劃，鞏固現有基礎業務，保持市場的領先地位。同時，管理層也看到，二零一三年七月，國務院常務會議研究部署促進信息消費，由八部委共同起草的《關於促進智慧城市健康發展指導意見》也報送國務院，這些政策指引為 IT 行業的發展趨勢進一步指明了道路，進一步鼓舞和堅定了本集團面向智慧城市進行轉型的信心。同時，移動互聯網大規模發展、國產品牌的迅速崛起給未來帶來了很大的成長空間。管理層也將密切關注經濟環境和 IT 市場的變化，努力降低市場因素對經營帶來的不利影響，實現業務的穩健發展，為股東持續創造價值。

資本開支、流動資金及財務資源

本集團主要以內部資源、銀行貸款及銀行信貸應付其營運所需資金。

於二零一三年六月三十日，本集團擁有總資產港幣 28,624 百萬元，而資金來源為總負債港幣 19,485 百萬元，非控股權益港幣 902 百萬元及母公司股東應佔權益港幣 8,237 百萬元。於二零一三年六月三十日，本集團之流動比率為 1.48，而於二零一三年三月三十一日為 1.44。

於截至二零一三年六月三十日止三個月內，主要用於購置土地、房屋、辦公室設備及 IT 基礎設施建設而產生的資本開支為港幣 134 百萬元。

有關貸款總額佔母公司股東應佔權益之比率於二零一三年六月三十日為 0.66，而於二零一三年三月三十一日為 0.70。上述比率按附息銀行貸款及應付債券總額港幣 5,417 百萬元（二零一三年三月三十一日：港幣 5,515 百萬元）及母公司股東應佔權益港幣 8,237 百萬元（二零一三年三月三十一日：港幣 7,826 百萬元）計算。

於二零一三年六月三十日，本集團的附息銀行貸款及應付債券的借款單位如下：

	以美元 為借款單位 港幣千元	以人民幣 為借款單位 港幣千元	以港幣元 為借款單位 港幣千元	合計 港幣千元
流動				
附息銀行貸款，無抵押	1,316,081	6,230	1,319,503	2,641,814
附息銀行貸款，有抵押	-	24,921	-	24,921
應付債券	-	37,381	-	37,381
	<u>1,316,081</u>	<u>68,532</u>	<u>1,319,503</u>	<u>2,704,116</u>
非流動				
附息銀行貸款，無抵押	<u>2,712,509</u>	-	-	<u>2,712,509</u>
總計	<u>4,028,590</u>	<u>68,532</u>	<u>1,319,503</u>	<u>5,416,625</u>

包括於本集團之流動銀行貸款約港幣 25 百萬元是由金融機構授予本集團之一間附屬公司神州數碼金信科技股份有限公司（「北京金信」），並以於二零一三年六月三十日其價值約港幣 26 百萬元之裝置及辦公室設備抵押予一間獨立第三方北京中關村科技擔保有限公司，以獲取由承押人代表北京金信之貸款作出之擔保。

於截至二零一二年三月三十一日止年度內，本集團之一間附屬公司神州數碼科技發展有限公司與銀團簽訂一份融資協議，獲批金額為150百萬美元之三年貸款融資，撥作本集團的一般營運資金。包括於二零一三年六月三十日本集團之非流動銀行貸款約港幣1,163百萬元（相等150百萬美元）為須於提用日期起計三年內償還之銀團貸款，並由本公司提供擔保。

包括於本集團之流動及非流動銀行貸款分別約港幣 427 百萬元及港幣 2,713 百萬元為有期貸款須於二零一三年至二零一五年償還。

於二零一零年九月，本集團完成向獨立第三方收購北京神州金信科技股份有限公司（現名為「神州數碼金信科技股份有限公司」）餘下之89.56%股權（「收購」）（於此收購前，本集團已擁有北京金信之10.44%股權），於此收購後，北京金信成為本集團一間全資擁有附屬公司。於二零一零年八月（即於收購北京金信餘下股權前），北京金信與十二家其他企業（本集團之獨立第三方）（統稱「發行人」）已於深圳證券交易所發行總額為人民幣383百萬元之「2010年中關村高新技術中小企業集合債券」（「二零一零年債券」）予中國大陸之機構及公眾投資者，北京金信所發行債券金額為人民幣30百萬元（相等約港幣37百萬元），有關的資金用於發展ATM網路建設項目。此二零一零年債券的年利率為5.18%及將於二零一六年八月到期，並由獨立第三方北京中關村科技擔保有限公司為此二零一零年債券提供第一年至第三年全額無條件不可撤銷的連帶責任保證擔保（「中關村擔保」），同時，由獨立第三方北京中小企業信用再擔保有限公司為中關村擔保提供擔保，而北京金信再為有關二零一零年債券的北京金信所發行債券金額（即人民幣30百萬元）的中關村擔保提供擔保。此二零一零年債券於以下情況投資者有回售選擇權及發行人有全額贖回權，若發行人於二零一零年債券的第三年計息期滿前能提供信譽良好的擔保人，投資者有權在發行人發出後續擔保情況公告後起五個工作天內選擇繼續全部或部分持有二零一零年債券及／或行使回售選擇權將二零一零年債券回售給發行人；若發行人於二零一零年債券的第三年計息期滿前未能提供信譽良好的擔保人，則發行人須全額贖回二零一零年債券。

本集團於二零一三年六月三十日之可動用總信用額為港幣 32,398 百萬元，當中包括港幣 3,672 百萬元之有期貸款額度，港幣 19,965 百萬元之貿易信用額度及港幣 8,761 百萬元之短期及循環現金透支。於二零一三年六月三十日，本集團已動用之有期貸款額度為港幣 3,103 百萬元，貿易信用額度為港幣 4,482 百萬元及短期及循環現金透支為港幣 1,696 百萬元。

在一般業務範圍內，本集團為滿足若干客戶之個別要求，會就未能履約之潛在索償向該等客戶提供履約保證。由於過去並無客戶就履約保證作出任何重大索償，故管理層認為因履約保證而產生任何實際重大負債之可能性不大。

人力資源

於二零一三年六月三十日，本集團約有全職僱員 10,200 名(二零一二年六月三十日：約 12,800 名)。該等僱員大部份均於中國受僱。本集團按照行業慣例提供薪金福利予僱員。僱員薪金包括基本薪金及花紅。為配合業務需求而減少僱員，導致本集團於截至二零一三年六月三十日止三個月之僱員成本錄得約港幣 542 百萬元，比上財年同期約港幣 661 百萬元下降 17.99%。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，向僱員提供股權激勵計劃。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劃。

審核委員會

審核委員會現時由三名獨立非執行董事組成，包括胡昭廣先生（彼為審核委員會之主席）、黃文宗先生及倪虹小姐。審核委員會已與本公司高層管理人員一同審閱彼等各自之結果、本集團所採納之會計原則及慣例、法律及監管合規事務，並研討有關審核、內部監控、風險管理及財務申報等事宜，包括審閱本集團截至二零一三年六月三十日止三個月之未經審核簡明綜合財務報表。

企業管治

於截至二零一三年六月三十日止三個月期間，本公司除下述偏離若干守則外，本公司一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四內「企業管治守則及企業管治報告」所載之所有守則條文。有關偏離若干守則條文經考慮後之理由如下：

守則條文第 A.4.1 條規定，非執行董事的委任應有指定任期，並須接受重新選舉。

本公司所有非執行董事並無任何特定任期。由於所有董事（董事會主席或董事總經理除外）均須按本公司之公司細則（「公司細則」）之規定於每屆股東週年大會上輪流退任並符合資格可膺選連任。董事會認為按公司細則，董事於每屆股東週年大會上輪流退任之規定，已賦予本公司股東權利對董事服務之延續作出批准。

守則條文第 A.4.2 條規定，每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。

根據公司細則，於每屆股東週年大會上，時任董事數目的三分之一（若董事數目並非三或三之倍數，則以最接近三分之一為準）須告退，惟董事會主席或董事總經理在職期間毋須輪流退任。因此，董事會主席郭為先生毋須輪流退任。

守則條文第 A.5.1 條規定，公司應設立提名委員會，由董事會主席或獨立非執行董事擔任主席，成員須以獨立非執行董事佔大多數。

本公司現時並未設立提名委員會。本公司認為成立提名委員會未必是必須的，因按公司細則，董事會有權不時及隨時委任任何人士出任董事，以填補臨時空缺或作為董事會之增補，因此，董事會已能承擔提名委員會的職責。董事會將物色及評估候選人是否具備均衡技能和經驗的組合，以配合本公司業務所需，以及擁有合適資格可擔任董事會成員。

守則條文第 D.1.4 條規定，董事應清楚瞭解現行的授權安排。公司應有正式的董事委任書，訂明有關委任的主要條款及條件。

本公司並無與非執行董事或任何獨立非執行董事訂立任何書面委任書。然而，董事會認為(i)有關董事已遵守適用於在香港聯合交易所有限公司上市的公司之董事的法規，包括上市規則，以及受信責任作決策以符合公司及其股東的最佳利益；(ii)彼等已具備良好專業，並於其他上市公司擔任董事職務；及(iii)現時的安排已獲本公司採用多年並行之有效。因此，董事會認為，有關董事於現時的安排都能負責任及有效地履行其職責。

購買、出售或贖回本公司之上市證券

於截至二零一三年六月三十日止三個月內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

承董事會命
Digital China Holdings Limited
(神州數碼控股有限公司*)
郭為
主席

香港，二零一三年八月二十日

於本公告日期，董事會由八名董事組成，包括：

執行董事：郭為先生（主席）、林楊先生（首席執行官）及閻國榮先生（總裁）

非執行董事：閻焱先生

獨立非執行董事：胡昭廣先生、黃文宗先生、倪虹小姐及王家龍先生

網址：www.digitalchina.com.hk

*僅供識別

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ANNOUNCEMENT OF THE FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2013

UNAUDITED CONSOLIDATED RESULTS

The board of directors (the “**Board**”) of Digital China Holdings Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the three months ended 30 June 2013 together with comparative figures for the corresponding period of last financial year as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

		Three months ended 30 June	
		2013	2012
	<i>Notes</i>	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000
REVENUE	3	16,013,199	17,776,783
Cost of sales		<u>(14,922,527)</u>	<u>(16,436,056)</u>
Gross profit		1,090,672	1,340,727
Other income and gains	3	252,167	101,233
Selling and distribution expenses		(619,774)	(708,053)
Administrative expenses		(119,151)	(131,605)
Other expenses, net		(81,104)	(31,889)
Finance costs		(66,651)	(76,973)
Share of profits and losses of:			
Jointly-controlled entities		(1,096)	(954)
Associates		31,185	3,989
PROFIT BEFORE TAX	4	486,248	496,475
Income tax expense	5	<u>(77,211)</u>	<u>(68,668)</u>
PROFIT FOR THE PERIOD		<u>409,037</u>	<u>427,807</u>
Attributable to:			
Equity holders of the parent		360,894	400,611
Non-controlling interests		<u>48,143</u>	<u>27,196</u>
		<u>409,037</u>	<u>427,807</u>
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic	6	<u>33.77 HK cents</u>	<u>37.52 HK cents</u>
Diluted		<u>33.31 HK cents</u>	<u>37.06 HK cents</u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Three months ended 30 June	
	2013	2012
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
PROFIT FOR THE PERIOD	409,037	427,807
OTHER COMPREHENSIVE INCOME		
Change in fair value of available-for-sale investments	(44,481)	5,381
Exchange differences on translation of foreign operations	<u>48,793</u>	<u>5,846</u>
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	<u>4,312</u>	<u>11,227</u>
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>413,349</u>	<u>439,034</u>
Attributable to:		
Equity holders of the parent	394,467	410,950
Non-controlling interests	<u>18,882</u>	<u>28,084</u>
	<u>413,349</u>	<u>439,034</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		At 30 June 2013 (Unaudited) <i>HK\$'000</i>	At 31 March 2013 (Audited) <i>HK\$'000</i>
	<i>Notes</i>		
NON-CURRENT ASSETS			
Property, plant and equipment		1,477,376	1,515,037
Investment properties		505,015	335,197
Prepaid land premiums		197,394	503,849
Goodwill		241,320	239,012
Other intangible assets		35,085	10,079
Investments in jointly-controlled entities		141,048	126,601
Investments in associates		713,161	681,976
Available-for-sale investments		415,054	473,952
Deferred tax assets		91,764	78,567
Total non-current assets		3,817,217	3,964,270
CURRENT ASSETS			
Inventories		5,778,932	5,793,742
Trade and bills receivables	7	11,144,067	10,324,760
Prepayments, deposits and other receivables		3,689,929	4,082,068
Derivative financial instruments		54,870	53,511
Cash and cash equivalents		4,138,700	4,189,519
Total current assets		24,806,498	24,443,600
CURRENT LIABILITIES			
Trade and bills payables	8	10,800,727	10,873,485
Other payables and accruals		2,991,721	3,041,381
Tax payable		275,771	306,462
Interest-bearing bank borrowings		2,666,735	2,765,891
Bond payable		37,381	37,023
Total current liabilities		16,772,335	17,024,242
NET CURRENT ASSETS		8,034,163	7,419,358
TOTAL ASSETS LESS CURRENT LIABILITIES		11,851,380	11,383,628
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowings		2,712,509	2,712,494
Total non-current liabilities		2,712,509	2,712,494
NET ASSETS		9,138,871	8,671,134

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

	At 30 June 2013 (Unaudited) <i>HK\$'000</i>	At 31 March 2013 (Audited) <i>HK\$'000</i>
EQUITY		
Equity attributable to equity holders of the parent		
Issued capital	109,346	109,346
Reserves	7,712,987	7,302,560
Proposed final dividend	414,592	414,592
	<u>8,236,925</u>	<u>7,826,498</u>
Non-controlling interests	<u>901,946</u>	<u>844,636</u>
TOTAL EQUITY	<u>9,138,871</u>	<u>8,671,134</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Three months ended 30 June	
	2013 (Unaudited) <i>HK\$'000</i>	2012 (Unaudited) <i>HK\$'000</i>
Net cash inflow from operating activities	94,288	132,313
Net cash outflow from investing activities	(50,903)	(528,122)
Net cash inflow/(outflow) from financing activities	<u>(129,872)</u>	<u>292,908</u>
Net decrease in cash and cash equivalents	(86,487)	(102,901)
Cash and cash equivalents at the beginning of the period	4,189,519	4,253,966
Effects of foreign exchange rate changes, net	35,668	5,916
Cash and cash equivalents at the end of the period	<u>4,138,700</u>	<u>4,156,981</u>

NOTES:

1. Basis of preparation

These unaudited condensed consolidated financial information for the three months ended 30 June 2013 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In preparing the unaudited condensed consolidated financial information, the same basis of presentation, accounting policies and methods of computation as set out in the annual financial statements for the year ended 31 March 2013 had been consistently applied except in relation to the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, HKASs and interpretations) that affect the Group and has adopted the first time for the current period’s unaudited condensed consolidated financial information:

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i>
HKFRS 7 Amendments	Amendments to HKAS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i>
HKFRS 10	<i>Consolidated Financial Statements</i>
HKFRS 11	<i>Joint Arrangements</i>
HKFRS 12	<i>Disclosure of Interests in Other Entities</i>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i>
HKFRS 13	<i>Fair Value Measurement</i>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i>
HKAS 19 (2011)	<i>Employee Benefits</i>
HKAS 27 (2011)	<i>Separate Financial Statements</i>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i>
HK(IFRIC) – Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
<i>Annual improvements 2009-2011 Cycle</i>	Amendments to a number of HKFRSs issued in June 2012

The adoption of these new and revised HKFRSs has had no significant financial effect on these unaudited condensed consolidated financial information.

2. Operating segment information

For management purposes, the Group's operating businesses are structured and managed separately according to the nature of their operations, target customer segments and the products and services they provide. Each of the Group's reportable operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other reportable segments. Particulars of the Group's four reportable operating segments are summarised as follows:

- (a) the "Distribution" segment, with a primary focus on the SMB & Consumer markets, focuses on meeting the demand for information technology ("IT") products from SMB and consumer markets, and also explores new opportunities in mobile internet devices and their applications with the implementation of the Sm@rt City strategy. It engages in the sale and distribution of general IT products which consist of notebook computers, desktop computers, peripherals, accessories and consumer IT products;
- (b) the "Systems" segment, with a primary focus on the Enterprise market, focuses on meeting the IT demand from the urban information infrastructure construction, as well as the enterprise market and also makes direct sales to regional customers to enhance direct control over the demand of the enterprise market. It engages in the sale and distribution of systems products which consist of servers, networking products, storage products and packaged software;
- (c) the "Supply Chain Services" segment, with a primary focus on the Hi-tech Industries, Branded e-Commerce Platform Operators and Branded Service Providers, is targeted at manufacturers of IT and other high-value density products manufacturers and industry customers, branded e-commerce platform operators and branded service providers, providing one-stop consultancy and execution services in logistics, business flow, capital flow and information flow; and
- (d) the "Services" segment, with a primary focus on the provision of urban information infrastructure and Sm@rt City services to the Industry market, focuses on the provision of urban information infrastructure and Sm@rt City services targeted at large-scale industry customers, offering products and services in IT planning and IT systems consultation, design and implementation of industry application software and solutions, outsourcing of IT system operation and maintenance, as well as system integration and maintenance.

The following table presents revenue and results for the Group's operating segments for the three months ended 30 June 2013 and 2012:

	Distribution		Systems		Supply Chain Services Three months ended 30 June		Services		Consolidated	
	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000
Segment revenue:										
Sales to external customers	7,803,692	8,805,265	6,090,795	6,596,737	317,811	252,422	1,800,901	2,122,359	16,013,199	17,776,783
Segment gross profit	188,831	379,033	528,768	550,365	58,591	53,361	314,482	357,968	1,090,672	1,340,727
Segment results	40,307	145,299	292,062	322,075	22,309	10,249	100,699	74,542	455,377	552,165
Interest income, unallocated revenue and gains									88,883	85,467
Unallocated expenses									(21,450)	(67,219)
Finance costs									(66,651)	(76,973)
Share of profits and losses of:										
Jointly-controlled entities	-	-	-	-	-	-	(1,096)	(954)	(1,096)	(954)
Associates	-	-	-	-	-	-	31,185	3,989	31,185	3,989
Profit before tax									486,248	496,475
Income tax expense									(77,211)	(68,668)
Profit for the period									409,037	427,807

3. Revenue, other income and gains

Revenue, which is also the Group's turnover, represents the invoiced value of goods sold, after allowances for goods returned and trade discounts and the value of services rendered to customers, net of business tax and government surcharges.

An analysis of the Group's other income and gains is as follows:

	Three months ended 30 June	
	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000
<u>Other income</u>		
Government grants	32,741	17,244
Interest income	16,478	16,309
Gross rental income	2,603	18,942
Others	32,642	18,181
	<u>84,464</u>	<u>70,676</u>
<u>Gains</u>		
Gain on derivative financial instruments	30,050	27,917
Foreign exchange differences, net	130,633	2,640
Others	7,020	-
	<u>167,703</u>	<u>30,557</u>
	<u>252,167</u>	<u>101,233</u>

4. Profit before tax

The Group's profit before tax is arrived at after charging/(crediting):

	Three months ended 30 June	
	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000
Cost of inventories sold and services provided	14,460,279	15,977,212
Depreciation	41,651	39,510
Amortisation of prepaid land premiums	1,286	707
Amortisation of other intangible assets	1,961	146
Reversal of provisions for and write-off of obsolete inventories	(28,344)	(71,597)
Impairment of trade receivables	49,400	29,767
Loss on disposal of items of property, plant and equipment	1,917	1,895

5. Income tax expense

	Three months ended 30 June	
	2013 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000
Group:		
Current – Hong Kong	63	515
Current – Mainland China	89,600	48,488
Deferred	(12,452)	19,665
	<hr/>	<hr/>
Total tax charge for the period	77,211	68,668

- (a) During the three months ended 30 June 2013 and 2012, Hong Kong profits tax had been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong.
- (b) Corporate income tax of The People's of Republic of China ("PRC") represents tax charged on the estimated assessable profits arising in Mainland China. In general, the Group's subsidiaries operating in Mainland China are subject to the PRC corporate income tax rate of 25% except for certain subsidiaries which are entitled to preferential tax rates.
- (c) The share of tax charge attributable to jointly-controlled entities of approximately HK\$4,000 (three months ended 30 June 2012: HK\$161,000) and the share of tax charge attributable to associates of approximately HK\$9,040,000 (three months ended 30 June 2012: HK\$7,186,000) are included in "Share of profits and losses of jointly-controlled entities" and "Share of profits and losses of associates", respectively, in the condensed consolidated income statement.

6. Earnings per share attributable to ordinary equity holders of the parent

The calculation of the basic earnings per share amount is based on the profit for the three months ended 30 June 2013 attributable to ordinary equity holders of the parent of approximately HK\$360,894,000 (three months ended 30 June 2012: HK\$400,611,000), and the weighted average of 1,068,534,581 (three months ended 30 June 2012: 1,067,848,977) ordinary shares in issue less shares held the restricted share award scheme during the three months ended 30 June 2013.

The calculation of the diluted earnings per share amount for the three months ended 30 June 2013 is based on the profit for the three months ended 30 June 2013 attributable to ordinary equity holders of the parent of approximately HK\$360,894,000 (three months ended 30 June 2012: HK\$400,611,000) and the weighted average of 1,083,479,128 (three months ended 30 June 2012: 1,080,845,446) ordinary shares, which represented 1,068,534,581 (three months ended 30 June 2012: 1,067,848,977) ordinary shares in issue during the three months ended 30 June 2013, as used in the basic earnings per share calculation, and the weighted average of 14,944,547 (three months ended 30 June 2012: 12,996,469) ordinary shares assumed to have been issued at no consideration on the deemed exercise of all the dilutive potential ordinary shares related to the Group's share-based incentive schemes into ordinary shares.

7. Trade and bills receivables

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 30 to 180 days. An aged analysis of the Group's trade and bills receivables as at the end of the reporting period, based on the invoice date and net of impairment is as follows:

	At 30 June 2013 (Unaudited) <i>HK\$'000</i>	At 31 March 2013 (Audited) <i>HK\$'000</i>
Within 30 days	4,412,879	5,013,732
31 to 60 days	1,757,880	1,396,454
61 to 90 days	1,328,261	816,325
91 to 180 days	1,845,940	1,671,920
Over 180 days	1,799,107	1,426,329
	<u>11,144,067</u>	<u>10,324,760</u>

8. Trade and bills payables

An aged analysis of the Group's trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	At 30 June 2013 (Unaudited) <i>HK\$'000</i>	At 31 March 2013 (Audited) <i>HK\$'000</i>
Within 30 days	4,569,939	5,981,589
31 to 60 days	2,372,583	1,992,868
61 to 90 days	1,405,330	1,247,136
Over 90 days	2,452,875	1,651,892
	<u>10,800,727</u>	<u>10,873,485</u>

DIVIDENDS

The Board does not recommend the payment of a dividend for the three months ended 30 June 2013 (for the three months ended 30 June 2012: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

With the beginning of the 2013/14 financial year, the Group's leadership in expertise in the Sm@rt City sector was further fortified as the Management persisted in this strategic choice and facilitated local implementation with increased investments to capitalise on development opportunities in Sm@rt City construction. To counter the adverse impact of the continued slowdown in economic growth on IT market demand, the Group adopted the principle of "reinforcing fundamentals and pursuing prudent development" in its operations, seeking to maintain market leadership in its traditional business segments through proactive measures to optimise its cost structure and drive prudent business expansion plans, with a strong focus on risk control.

1.1. Year-on-year decline for quarterly results attributable to lacklustre economic conditions and ongoing weakness in the IT market.

For the three months ended 30 June 2013, the Group reported quarterly revenue of approximately HK\$16,013 million, a decrease of 9.92% as compared to the corresponding period of last financial year, reflecting the impact of macro-economic conditions in the first six months of 2013. Meanwhile, escalating market competition has driven down the first-quarter gross profit margin of the Group to 6.81%. For the three months ended 30 June 2013, profit attributable to equity holders of the parent amounted to approximately HK\$361 million, a decrease of 9.91% as compared to the corresponding period of last financial year. Basic earnings per share amounted to 33.77 HK cents, representing a 9.99% decrease over 37.52 HK cents reported for the corresponding period of last financial year.

1.2. Continued to increase investments in the "Sm@rt City" business and enhance our solution R&D capabilities. Overall business transformation has been bolstered by efforts to seize every opportunity for executing "Sm@rt City" in local cities.

The Group's capabilities in the research and development of "Sm@rt City" solutions were further enhanced as it continued to increase investments in this business. During the first quarter, we concluded strategic cooperation agreements with Chongqing and Huizhou for full-scale cooperation in "Sm@rt City" construction, e-commerce and IT financial services, etc. based on integrated citizen service platforms with a focus on the development of cloud computing and big data industries. These have further reinforced the Group's leadership in expertise in the Sm@rt City sector and effectively driven its overall business transformation.

1.3. Maintained its position in the sub-segment markets thanks to persistent efforts in market-share management and reinforcement of fundamental business against an adverse business environment.

To address the austere and complicated conditions in the marketplace, the Group adopted the principle of "reinforcing fundamentals and pursuing prudent development" in its operations, seeking to fortify its fundamental business segments with a strong focus on risk control. Thanks to persistent efforts in market-share management and in-depth implementation of customer plans, our fundamental business segments were largely stable and no significant change was noted in the Group's market positions in various sub-segment markets for the first quarter.

1.4 Operating expense ratio (total operating expenses as a percentage of total revenue) remained stable on the back of ongoing optimisation of cost structure and stringent cost control, while strengthened risk management and enhanced efficiency in resource utilisation assured continuous cash inflow.

Against the backdrop of escalating market risks and decline in revenue, the Group achieved effective control over costs and expenses by optimising its cost structure, formulating stringent cost management and control policies and streamlining its organisational setup. For the three months ended 30 June 2013, the Group's operating expense ratio was stable at 5.12% as compared to the corresponding period of last financial year with decrease in the total amount of operating expenses, despite the increase in strategic investments. Meanwhile, the efficiency of resource utilisation was enhanced credit to persistent implementation of stringent risk control policies and ongoing efforts to improve business processes. Net cash inflow from operating activities for the first quarter of the financial year amounted to approximately HK\$94 million, providing an effective buffer for the stable operation of the Group's business.

2.1. Distribution Business: primary focus on the SMB & Consumer Markets, engaging in the distribution of general IT products such as notebook computers, desktop computers, peripherals, accessories and consumer IT products.

Year-on-year decline for results of the Distribution Business attributable to external economic and market factors.

Further slowdown in macro-economy led to a trend of declining demand in the IT Consumer Market since last year. In light of this background, revenue of the Distribution Business of the Group for the first quarter amounted to approximately HK\$7,804 million, representing a decrease by 11.37% as compared to the corresponding period of last financial year. In the meantime, the gross profit margin of the Group's notebook business slid to 3.03% under the pressure of escalating market competition, while the gross profit margin of the CES business was also substantially lower at -0.23% following the Group's proactive adjustments of the business. Under the impact of such factors, the gross profit of the Distribution Business declined substantially as compared to the corresponding period of last financial year and its gross profit margin dropped to 2.42%.

The strategy of “one reduction and two additions” was adopted to expedite business structure adjustment, diversify into new business sectors and foster new growth niches; coverage of the e-commerce business was also enhanced with enlarged market shares as we monitored closely changes in business formats.

The Group actively responded to the sluggish Consumer Market and the austere, complicated market conditions and increased its ability to counter business risks by focusing on business risk control, streamlining organisational setups, optimising cost structures and proactively reducing the proportion of businesses that tend to drain resources. In the meantime, while maintaining our market shares in traditional products, we actively adjusted our product mix to increase products based on the Mobile Internet, in a move to foster new growth niches. During the first quarter, we secured the commercial channel dealership for Microsoft's Surface Tablet, the sales of which continued to grow rapidly following the dispatch of over 1,000 units upon launch. In addition, the Group was closely monitoring changes in business formats in the domestic market, and enhanced its strategic cooperation with core e-commerce customers, such as Jingdong, 51buy and Suning, in a bid to snatch up new market shares.

2.2 Systems Business: primary focus on the Enterprise Market, offering value-added distribution of systems products such as servers, networking products, storage products and packaged software.

Stable business development on the back of persistent market-share management and strengthened strategic cooperation with core vendors.

There was a notable slowdown in IT investments in the Enterprise Market during the financial year. Major vendors also reported declines in results for the China region in varying degrees. The Group's Systems Business maintained its pole position in the market and outperformed the overall market as it continued to advance strategic cooperation with core vendors such as IBM, CISCO, EMC and Microsoft in persistent market-share management efforts. For the three months ended 30 June 2013, the Group's Systems Business reported revenue of approximately HK\$6,091 million, a 7.67% decline as compared to the corresponding period of last financial year. Gross profit margin of the Systems Business was 8.68%, an improvement by 34 basis points over the corresponding period of last financial year.

The distribution of our business layouts was further improved as we adopted the strategy of “consolidation and strengthening” to consolidate our fundamental businesses on the one hand and strengthen domestic brand development on the other.

Given the slowdown in demand from the Enterprise IT Market, we continued to rank first in all product sub-segments in market shares thanks to persistent efforts of our Systems Business to advance customer plans in various sub-segments. Substantial growth was reported for software products as we capitalised on market opportunities available. Revenue from software products for the first quarter has increased by 17.62% as compared to the corresponding period of last financial year. In the meantime, we were engaged in vigorous development of domestic brands while closely monitoring changes in the competition of the domestic systems market. Notable growth in sales revenue from Huawei products and other product lines was reported for the first quarter. For Huawei products, sales revenue grew by 171% as compared to the corresponding period of last financial year.

2.3 Services Business: primary focus on the Industry Market, offering products and services in IT planning and IT systems consultation, design and implementation of industry application software and solutions, outsourcing of IT system operation and maintenance, as well as systems integration and maintenance.

The Services Business was generally in stable operations with the backing of our persistent drive of customer plans and ongoing market development efforts in the financial and government & corporation sub-sectors.

During the financial year, there was a notable trend of postponing IT procurement among industry customers amidst the continuous decline of the macro-economy. The Services Business was generally in stable operations, backed by the Group's persistent drive of customer plans and ongoing market development efforts in the financial and government & corporation sub-sectors. However, the progress of business lagged behind notably as compared to the same period of last financial year, reflecting mainly postponed IT procurement by major customers. For the three months ended 30 June 2013, the Services Business of the Group reported revenue of approximately HK\$1,801 million, a decline by 15.15% compared to the same period of last financial year.

Profitability was steadily enhanced thanks to persistent efforts in strategic transformation and ongoing improvements in project management and delivery capabilities.

The Group's Services Business reported steadily enhanced profitability thanks to persistent efforts in strategic transformation to increase the percentage share of the software and services businesses, and enhanced project management and project delivery capabilities. Gross profit margin for the first quarter was 17.46%, an increase by 59 basis points as compared to the same period last year.

2.4 Supply Chain Services Business: primary focus on the markets of Hi-tech Industries, Branded e-Commerce Platform Operators and Branded Services Providers, providing "one-stop" consultancy and execution in logistics, business flow, capital flow and information flow.

Substantial growth in results was reported as we continued to optimize our business distribution in close tandem with market trends.

The Group's Supply Chain Services Business reported substantial growth in results driven by active expansion in various sub-sectors capitalising on opportunities presented by rapid growth in the emerging markets, coupled with efforts to optimise its business mix and vigorously expand its logistics business. For the three months ended 30 June 2013, the Supply Chain Services Business of the Group reported overall revenue of approximately HK\$318 million, an increase by 25.90% compared to the same period of last financial year.

Continued to achieve optimisation in business mix by accelerating expansion into different sectors and continuously improving our professional supply-chain servicing capabilities.

Our Supply Chain Services Business continued to enhance its quality of operation while increasing its efforts in business expansion by improving its capabilities in warehousing, transportation and delivery. In the B2B logistics business, premium players in the communications, auto parts and IT sectors, such as certain China Mobile provincial branch companies and BYD, were signed up as new customers. In maintenance business, 4 service stations for Apple products were established in Shanghai, Guangzhou, Fuzhou and Xiamen, respectively, during the first quarter, bringing the total number of our Apple service stations in China to 6. We were also actively expanding our product lines in the tablet and large panel monitor sectors, signing up BenQ and NEC as new customers for authorised repair and maintenance of their large panel monitors. The overall business mix of our Supply Chain Services has been optimised on an ongoing basis.

3. Management Outlook

The Management is fully aware that worsening macro-economic conditions in 2013 have dealt the IT market a heavy blow and increased the market risks, as evidenced by continued weakness in Consumer Market demand, marked slowdown in investments in the corporate market and the postponing of industry customers' purchase plans. Against such grim market conditions, the Group's management has formulated a prudent development strategy calling for ongoing efforts to drive market-share management and customer plan with a strong emphasis on risk control, with a view to consolidating its present fundamental businesses and maintaining its market leadership. On the other hand, the Management has also noted the discussion of measures to stimulate consumption in the IT sector at the State Council Executive Meeting in July 2013 and the submission to the State Council of the "Guidance for Facilitating the Healthy Development of Smart Cities" jointly by 8 ministries and commissions. These directive policies have further illustrated the path ahead for the IT industry, and have also boosted and assured the Group's confidence in its transformation towards the Sm@rt City business model. Meanwhile, the large-scale development of the Mobile Internet coupled with the swift rise of domestic brands has also afforded enormous growth opportunities for the future. The Management will closely monitor the changes in the economic environment and IT market and endeavor to mitigate the impact of adverse market factors in order to achieve stable business development and continue to deliver value to shareholders.

Capital Expenditure, Liquidity and Financial Resources

The Group mainly finances its operations with internally generated cash flows, bank borrowings and banking facilities.

The Group had total assets of HK\$28,624 million at 30 June 2013 which were financed by total liabilities of HK\$19,485 million, non-controlling interests of HK\$902 million and equity attributable to equity holders of the parent of HK\$8,237 million. The Group's current ratio at 30 June 2013 was 1.48 as compared to 1.44 at 31 March 2013.

During the three months ended 30 June 2013, capital expenditure of HK\$134 million was mainly incurred for the acquisition of land, properties, office equipment and IT infrastructure facilities.

The aggregate borrowings as a ratio of equity attributable to equity holders of the parent was 0.66 at 30 June 2013 as compared to 0.70 at 31 March 2013. The computation of the said ratio was based on the total interest-bearing bank borrowings and bond payable of HK\$5,417 million (31 March 2013: HK\$5,515 million) and equity attributable to equity holders of the parent of HK\$8,237 million (31 March 2013: HK\$7,826 million).

At 30 June 2013, the denomination of the interest-bearing bank borrowings and bond payable of the Group was shown as follows:

	Denominated in United States dollars <i>HK\$'000</i>	Denominated in Renminbi <i>HK\$'000</i>	Denominated in Hong Kong dollars <i>HK\$'000</i>	Total <i>HK\$'000</i>
Current				
Interest-bearing bank borrowings, unsecured	1,316,081	6,230	1,319,503	2,641,814
Interest-bearing bank borrowings, secured	-	24,921	-	24,921
Bond payable	-	37,381	-	37,381
	<u>1,316,081</u>	<u>68,532</u>	<u>1,319,503</u>	<u>2,704,116</u>
Non-current				
Interest-bearing bank borrowings, unsecured	<u>2,712,509</u>	<u>-</u>	<u>-</u>	<u>2,712,509</u>
Total	<u><u>4,028,590</u></u>	<u><u>68,532</u></u>	<u><u>1,319,503</u></u>	<u><u>5,416,625</u></u>

Included in the Group's current bank borrowings of approximately HK\$25 million extended by a financial institution to a subsidiary of the Group, Digital China Jinxin Technology Co., Ltd. ("**Beijing Jinxin**"), were secured by fixtures and office equipment with a value of approximately HK\$26 million at 30 June 2013 in favour of Beijing Zhongguancun Sci-Tech Guaranty Co., Ltd., an independent third party, for securing a guarantee issued by such Pledgee on behalf of Beijing Jinxin.

During the year ended 31 March 2012, a subsidiary of the Group, Digital China Technology Limited, entered into a facility agreement with a syndicate of banks for a three-year loan facility of US\$150 million for the purpose of financing general working capital of the Group. Included in the Group's non-current bank borrowings of approximately HK\$1,163 million (equivalent to US\$150 million) as at 30 June 2013 represented the syndicated loan repayable in three years from the date of the drawdown and were guaranteed by the Company.

Included in the Group's current and non-current bank borrowings of approximately HK\$427 million and HK\$2,713 million respectively represented the term loans and are repayable from Year 2013 to 2015.

In September 2010, the Group completed the acquisition of the remaining 89.56% equity interest in Beijing Jinxin Technology Co., Ltd. (now named as "Digital China Jinxin Technology Co., Ltd.") from independent third parties (the "**Acquisition**"). Beijing Jinxin was owned as to 10.44% by the Group prior to the Acquisition and subsequent to which, it became a wholly-owned subsidiary of the Group. In August 2010, i.e., before the Acquisition, Beijing Jinxin and twelve other companies being independent third parties of the Group (collectively referred as the "**Issuers**") issued "2010 Collective Bonds of Zhongguancun High-tech SME" ("**2010 Bonds**") to institutional and public investors in Mainland China through the Shenzhen Stock Exchange. The aggregate principal amount of the 2010 Bonds is RMB383 million, of which Beijing Jinxin accounts for RMB30 million (equivalent to approximately HK\$37 million). The fund raised by Beijing Jinxin will be applied to the development of its ATM network construction project. The 2010 Bonds which carry interest at a rate of 5.18% per annum, will mature in August 2016, and are unconditionally and irrevocably guaranteed in full with joint liabilities by Beijing Zhongguancun Sci-Tech Guaranty Co., Ltd., an independent third party, from the first to third year of the issuance ("**ZGC Guarantee**"). At the same time, ZGC Guarantee is guaranteed by Beijing SMEs Credits Re-guarantee Co., Ltd., and also guaranteed by Beijing Jinxin for the principal amount of the 2010 Bonds it accounted for (i.e., RMB30 million). The Investors' Put Option and the Issuers' Full Redemption Option in respect of the 2010 Bonds may be exercised under the following circumstances: if the Issuers can provide a guarantor with good reputation before the conclusion of the interest period in the third year of the issuance of the 2010 Bonds, investors may opt to hold the 2010 Bonds in full or in part and/or exercise the Investors' Put Option to sell the 2010 Bonds back to the Issuers within five working days from the publication of the announcement in respect of information regarding the continuing guarantee; and if the Issuers cannot provide a guarantor with good reputation before the conclusion of the interest period in the third year of the issuance of the 2010 Bonds, the Issuers shall redeem the 2010 Bonds in full.

The Group's total available credit facilities at 30 June 2013 amounted to HK\$32,398 million, of which HK\$3,672 million were in term loan facilities, HK\$19,965 million were in trade lines and HK\$8,761 million were in short-term and revolving money market facilities. At 30 June 2013, the facility drawn down was HK\$3,103 million in term loan facilities, HK\$4,482 million in trade lines and HK\$1,696 million in short-term and revolving money market facilities.

Under the normal course of business, the Group has issued performance bonds to some customers for potential claims of non-performance in order to satisfy the specific requirements of these customers. As no material claims had been made by the customers under such performance bonds in the past, the management considers that the possibility of realisation of any actual material liabilities arising from such performance bonds is remote.

Human Resources

At 30 June 2013, the Group had approximately 10,200 (30 June 2012: approximately 12,800) 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. With the decrease in the total number of staff to cope with its business requirements, the Group has recorded a 17.99% decrease in staff costs to approximately HK\$542 million for the three months ended 30 June 2013 as compared to approximately HK\$661 million for the corresponding period of last financial year. In order to attract and retain a high caliber of capable and motivated workforce, the Company offers share-based incentive schemes to staff based on the individual performance and the achievements of the Company's targets. The Group is committed to providing its staff with various in-house and external training and development programs.

AUDIT COMMITTEE

The Audit Committee currently comprises three Independent Non-executive Directors, namely Mr. HU Zhaoguang (who is the Chairman of Audit Committee), Mr. WONG Man Chung, Francis and Ms. NI Hong (Hope). The Audit Committee has reviewed with the senior management of the Company their respective findings, the accounting principles and practices adopted by the Group, legal and regulatory compliance and discussed auditing, internal control, risk management and financial reporting matters including the review of the unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2013.

CORPORATE GOVERNANCE

The Company has complied with all the code provisions as set out in the "Corporate Governance Code and Corporate Governance Report" contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") throughout the three months ended 30 June 2013, except for the following deviations from certain code provisions with considered reasons as given below:

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

All of the Non-executive Directors of the Company were not appointed for any specific term. Since all Directors (save for the Chairman of the Board or the Managing Director) are subject to retirement by rotation at each annual general meeting in accordance with the bye-laws of the Company (the "**Bye-Laws**") and shall be eligible for re-election. The Board considers that the retirement of Directors by rotation at each annual general meeting in accordance with the Bye-Laws has given the shareholders of the Company the right to approve the continuation of the service of the Directors.

Code Provision A.4.2 stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Under the Bye-Laws, at each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, the Chairman of the Board or the Managing Director shall not, whilst holding such office, be subject to retirement by rotation. Therefore, Mr. GUO Wei, the Chairman of the Board, shall not be subject to retirement by rotation.

Code Provision A.5.1 stipulates that company should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.

The Company does not establish a Nomination Committee at present. The Company considers that the setting up of a Nomination Committee may not be necessary as the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as addition to the Board according to the Bye-Laws, therefore, the Board has been able to assume the responsibilities of a Nomination Committee. The Board will identify and assess whether the candidate has the balanced composition of skills and experience appropriate for the requirements of the businesses of the Company and suitably qualified to become board members.

Code Provision D.1.4 stipulates that directors should clearly understand delegation arrangements in place. Company should have formal letters of appointment for directors setting out the key terms and conditions of their appointment.

The Company has not entered into any written letters of appointment with its Non-executive Director or any Independent Non-executive Directors. However, the Board recognizes that (i) the relevant Directors have already been subject to the laws and regulations applicable to directors of a company listed on The Stock Exchange of Hong Kong Limited, including the Listing Rules as well as the fiduciary duties to act in the best interests of the Company and its shareholders; (ii) all of them are well established in their professions and have held directorships in other listed companies; and (iii) the current arrangement has been adopted by the Company for years and has proved to be effective. Therefore, the Board considers that the relevant Directors are able to carry out their duties in a responsible and effective manner under the current arrangement.

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

During the three months ended 30 June 2013, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board
Digital China Holdings Limited
(神州數碼控股有限公司*)
GUO Wei
Chairman

Hong Kong, 20 August 2013

As at the date of this announcement, the Board comprises eight Directors namely:

Executive Directors: Mr. GUO Wei (Chairman), Mr. LIN Yang (Chief Executive Officer) and Mr. YAN Guorong (President)

Non-executive Director: Mr. Andrew Y. YAN

Independent Non-executive Directors: Mr. HU Zhaoguang, Mr. WONG Man Chung, Francis, Ms. NI Hong (Hope) and Mr. ONG Ka Lueng, Peter

Website: www.digitalchina.com.hk

* For identification purpose only

神州數碼控股有限公司及子公司
依中華民國會計原則重編後合併資產負債表
民國一〇二年六月三十日、民國一〇二年三月三十一日及民國一〇一年六月三十日

單位：新台幣仟元

代碼	項目	一〇二年六月三十日					一〇二年三月三十一日					一〇一年六月三十日				
		依香港財務報告會計準則編制金額	%	調節金額增(減)	依IFRSs編製金額	%	依香港財務報告會計準則編制金額	%	調節金額增(減)	依IFRSs編製金額	%	依香港財務報告會計準則編制金額	%	調節金額增(減)	依IFRSs編製金額	%
	流動資產															
1100	現金及約當現金	16,024,633	15%	-	16,024,633	15%	16,221,399	15%	-	16,221,399	15%	16,095,415	16%	-	16,095,415	16%
1110	透過損益按公允價值衡量之金融資產-流動	212,451	0%	-	212,451	0%	207,189	0%	-	207,189	0%	345,168	0%	-	345,168	0%
1150	應收票據	874,448	1%	-	874,448	1%	768,544	1%	-	768,544	1%	665,666	1%	-	665,666	1%
1170	應收帳款	42,274,264	38%	-	42,274,264	38%	39,207,894	36%	-	39,207,894	36%	40,924,321	40%	-	40,924,321	40%
1200	其他應收款	7,756,218	7%	-	7,756,218	7%	7,247,649	7%	-	7,247,649	7%	7,934,484	8%	-	7,934,484	8%
130X	存貨	22,375,447	20%	-	22,375,447	20%	22,432,790	20%	-	22,432,790	20%	17,476,521	17%	-	17,476,521	17%
1410	預付款項	6,409,813	6%	-	6,409,813	6%	8,440,910	8%	-	8,440,910	8%	6,287,580	6%	-	6,287,580	6%
1470	其他流動資產	121,005	0%	-	121,005	0%	116,799	0%	-	116,799	0%	139,989	0%	-	139,989	0%
11XX	流動資產合計	96,048,279	87%	-	96,048,279	87%	94,643,174	87%	-	94,643,174	87%	89,869,144	88%	-	89,869,144	88%
	非流動資產															
1523	備供出售金融資產-非流動	1,607,048	1%	(800,988)	806,060	1%	1,835,095	2%	(829,388)	1,005,707	1%	1,116,877	1%	(800,988)	315,889	0%
1543	以成本衡量之金融資產-非流動	-	0%	650,952	650,952	0%	-	0%	679,352	679,352	1%	-	0%	650,952	650,952	1%
1546	無活絡市場之債券投資-非流動	-	0%	150,036	150,036	0%	-	0%	150,036	150,036	0%	-	0%	150,036	150,036	0%
1550	採用權益法之投資	3,307,412	3%	-	3,307,412	3%	3,130,729	3%	-	3,130,729	3%	3,097,837	3%	-	3,097,837	3%
1600	不動產、廠房及設備	5,720,252	5%	(699,810)	5,020,442	5%	5,866,071	5%	(698,393)	5,167,678	5%	4,443,686	5%	(82,776)	4,360,910	5%
1760	投資性不動產	1,955,368	2%	(15,519)	1,939,849	2%	1,297,849	1%	(71,657)	1,226,192	1%	1,713,858	2%	(656,852)	1,057,006	2%
1780	無形資產	1,070,212	2%	-	1,070,212	2%	964,455	0%	-	964,455	0%	935,649	1%	-	935,649	1%
1840	遞延所得稅資產	355,301	0%	134,033	489,334	0%	304,204	0%	132,755	436,959	0%	48,480	0%	118,227	166,707	0%
1900	其他非流動資產	764,290	0%	-	764,290	0%	1,950,854	2%	-	1,950,854	2%	448,374	0%	-	448,374	0%
15XX	非流動資產合計	14,779,883	13%	(581,296)	14,198,587	13%	15,349,257	13%	(637,295)	14,711,962	13%	11,804,761	12%	(621,401)	11,183,360	12%
1XXX	資產總計	110,828,162	100%	(581,296)	110,246,866	100%	109,992,431	100%	(637,295)	109,355,136	100%	101,673,905	100%	(621,401)	101,052,504	100%
	流動負債															
2100	短期借款	10,325,331	9%	-	10,325,331	9%	10,709,253	10%	-	10,709,253	10%	10,933,123	11%	-	10,933,123	11%
2110	應付短期票券	144,735	0%	-	144,735	0%	143,349	0%	-	143,349	0%	-	0%	-	-	0%
2150	應付票據	14,558,101	13%	-	14,558,101	13%	16,911,560	15%	-	16,911,560	15%	15,732,444	15%	-	15,732,444	15%
2170	應付帳款	27,261,234	26%	-	27,261,234	26%	25,189,488	23%	-	25,189,488	23%	26,213,433	26%	-	26,213,433	26%
2200	其他應付款	2,605,310	2%	-	2,605,310	2%	2,637,110	2%	-	2,637,110	2%	2,922,915	3%	-	2,922,915	3%
2230	當期所得稅負債	1,067,758	1%	-	1,067,758	1%	1,186,590	1%	-	1,186,590	1%	516,322	1%	-	516,322	1%
2300	其他流動負債	8,978,334	8%	-	8,978,334	8%	9,138,813	8%	-	9,138,813	8%	8,261,336	8%	-	8,261,336	8%
21XX	流動負債合計	64,940,803	59%	-	64,940,803	59%	65,916,163	59%	-	65,916,163	59%	64,579,573	64%	-	64,579,573	64%
	非流動負債															
2540	長期借款	10,502,564	9%	-	10,502,564	9%	10,502,505	10%	-	10,502,505	10%	6,011,125	6%	-	6,011,125	6%
2530	應付公司債	-	0%	-	-	0%	-	0%	-	-	0%	141,993	0%	-	141,993	0%
25XX	非流動負債合計	10,502,564	9%	-	10,502,564	9%	10,502,505	10%	-	10,502,505	10%	6,153,118	6%	-	6,153,118	6%
2XXX	負債總計	75,443,367	68%	-	75,443,367	68%	76,418,668	69%	-	76,418,668	69%	70,732,691	70%	-	70,732,691	70%
	股東權益															
3110	普通股股本	423,377	1%	-	423,377	1%	423,377	1%	-	423,377	1%	423,141	1%	-	423,141	1%
3200	資本公積	12,172,073	11%	-	12,172,073	11%	12,110,277	11%	-	12,110,277	11%	11,918,506	11%	-	11,918,506	11%
3310	法定盈餘公積	1,436,351	1%	-	1,436,351	1%	1,436,351	1%	-	1,436,351	1%	1,019,754	1%	-	1,019,754	1%
3350	未分配盈餘	16,611,992	15%	(620,127)	15,991,865	15%	15,214,646	14%	(575,540)	14,639,106	14%	13,533,554	13%	(575,540)	12,958,014	13%
3400	其他權益	1,248,757	1%	38,831	1,287,588	1%	1,118,766	1%	(61,755)	1,057,011	1%	1,183,020	1%	(45,861)	1,137,159	1%
36XX	非控制權益	3,492,245	3%	-	3,492,245	3%	3,270,346	3%	-	3,270,346	3%	2,863,239	3%	-	2,863,239	3%
3XXX	股東權益合計	35,384,795	32%	(581,296)	34,803,499	32%	33,573,763	31%	(637,295)	32,936,468	31%	30,941,214	30%	(621,401)	30,319,813	30%
	負債及股東權益合計	110,828,162	100%	(581,296)	110,246,866	100%	109,992,431	100%	(637,295)	109,355,136	100%	101,673,905	100%	(621,401)	101,052,504	100%

神州數碼控股有限公司及子公司
依中華民國會計原則重編後合併綜合損益表
民國一〇二年四月一日至一〇二年六月三十日及民國一〇一年四月一日至一〇一年六月三十日

單位：新台幣仟元，惟每股盈餘為元

代碼	項目	一〇二年四月一日至一〇二年六月三十日					一〇一年四月一日至一〇一年六月三十日				
		依香港財務報告會計準則編製金額	%	調節金額增(減)	依IFRSs編製金額	%	依香港財務報告會計準則編製金額	%	調節金額增(減)	依IFRSs編製金額	%
4000	營業收入	62,001,505	100%	-	62,001,505	100%	68,829,926	100%	-	68,829,926	100%
5000	營業成本	57,778,532	93%	(109,745)	57,668,787	93%	63,638,765	92%	(277,216)	63,361,549	92%
5950	營業毛利	4,222,973	7%	109,745	4,332,718	7%	5,191,161	8%	277,216	5,468,377	8%
	營業費用										
6100	推銷費用	2,399,702	3%	-	2,399,702	3%	2,741,510	4%	-	2,741,510	4%
6200	管理費用	461,341	1%	(7,210)	454,131	1%	509,561	1%	(3,307)	506,254	1%
6400	其他費用	314,027	1%	109,745	423,772	1%	123,471	0%	277,217	400,688	0%
6000	營業費用合計	3,175,070	5%	102,535	3,277,605	5%	3,374,542	5%	273,910	3,648,452	5%
6900	營業利益	1,047,903	2%	7,210	1,055,113	2%	1,816,619	3%	3,306	1,819,925	3%
	營業外收入及支出										
7010	其他收入	327,036	1%	-	327,036	1%	273,650	0%	-	273,650	0%
7020	其他利益及損失	649,329	1%	(7,422)	641,907	1%	118,314	0%	(7,337)	110,977	0%
7050	財務成本	(258,066)	-1%	-	(258,066)	-1%	(298,032)	0%	-	(298,032)	0%
7060	採用權益法之關聯企業及合資損益之份額	116,502	0%	-	116,502	0%	11,751	0%	-	11,751	0%
7000	營業外收入及支出合計	834,801	1%	(7,422)	827,379	1%	105,683	0%	(7,337)	98,346	0%
7900	稅前淨利(淨損)	1,882,704	3%	(212)	1,882,492	3%	1,922,302	3%	(4,031)	1,918,271	3%
7950	所得稅費用(利益)	298,954	0%	-	298,954	0%	265,877	0%	-	265,877	0%
8200	本期淨利(淨損)	1,583,750	3%	(212)	1,583,538	3%	1,656,425	3%	(4,031)	1,652,394	3%
	其他綜合損益										
8310	國外營運機構財務報表換算之兌換差額	188,922	0%	-	188,922	0%	22,635	0%	-	22,635	0%
8325	備供出售金融資產未實現評價利益(損失)	(172,226)	0%	-	(172,226)	0%	20,835	0%	-	20,835	0%
8500	本期綜合損益總額	1,600,446	3%	(212)	1,600,234	3%	1,699,895	3%	(4,031)	1,695,864	3%
	淨利(損)歸屬於：										
8610	母公司業主淨利(損)	1,397,345	2%	(212)	1,397,133	2%	1,551,125	2%	(4,031)	1,547,094	2%
8620	非控制權益淨利(損)	186,405	1%	-	186,405	1%	105,300	1%	-	105,300	1%
	綜合損益總額歸屬於：										
8710	母公司業主綜合利益(損失)	1,527,337	2%	(212)	1,527,125	2%	1,591,157	2%	(4,031)	1,587,126	2%
8720	非控制權益綜合利益(損失)	73,109	1%	-	73,109	1%	108,738	1%	-	108,738	1%
9750	基本每股盈餘(新台幣元)	1.31			1.31		1.45			1.45	
9850	稀釋每股盈餘(新台幣元)	1.29			1.29		1.43			1.43	

神州數碼控股有限公司及子公司
依中華民國會計原則重編後合併現金流量表
民國一〇二年四月一日至一〇二年六月三十日及民國一〇一年四月一日至一〇一年六月三十日

單位：新台幣仟元

代碼	項目	一〇二年四月一日至一〇二年六月三十日			一〇一年四月一日至一〇一年六月三十日		
		依香港財務 報告會計準則 編制金額	調節金額 增 (減)	依IFRSs 編 製金額	依香港財務 報告會計準則 編制金額	調節金額 增 (減)	依IFRSs 編 製金額
A10000	營業活動之現金流量：						
	本期稅前淨利(淨損)	1,882,704	(212)	1,882,492	1,922,302	(4,031)	1,918,271
	調整項目：						
A20300	呆帳費用	191,272	-	191,272	115,255	-	115,255
A20100	折舊費用	161,269	212	161,481	152,979	4,031	157,010
A20200	攤銷費用	12,572	-	12,572	3,303	-	3,303
A20900	利息費用	258,066	-	258,066	298,032	-	298,032
A22300	採用權益法之關聯企業及合資損益之份額	(116,502)	-	(116,502)	(11,751)	-	(11,751)
A22500	處分不動產、廠房及設備損失(利益)	7,422	-	7,422	7,337	-	7,337
A21200	利息收入	(63,801)	-	(63,801)	(63,147)	-	(63,147)
A23100	處分投資損失	4,151	-	4,151	-	-	-
A21900	以股份支付之酬金	73,229	-	73,229	73,527	-	73,527
A20010	不影響現金流量之收益費損項目合計	527,678	212	527,890	575,535	4,031	579,566
A31000	與營業活動相關之流動資產/負債變動數						
A31130	應收票據(增加)減少	(105,903)	-	(105,903)	908,211	-	908,211
A31150	應收帳款(增加)減少	(3,257,644)	-	(3,257,644)	(845,614)	-	(845,614)
A31200	存貨(增加)減少	888,667	-	888,667	2,481,148	-	2,481,148
A31240	其他流動資產(增加)減少	1,370,742	-	1,370,742	953,153	-	953,153
A32150	應付帳款增加(減少)	2,071,747	-	2,071,747	612,504	-	612,504
A32130	應付票據增加(減少)	(2,353,459)	-	(2,353,459)	(6,350,904)	-	(6,350,904)
A32230	其他流動負債增加(減少)	(263,150)	-	(263,150)	647,780	-	647,780
A33000	營運產生之現金	761,382	-	761,382	904,115	-	904,115
A33100	收取之利息	81,163	-	81,163	63,147	-	63,147
A33500	支付之所得稅	(477,471)	-	(477,471)	(454,960)	-	(454,960)
AAAA	營業活動之淨現金流入(流出)	365,074	-	365,074	512,302	-	512,302
	投資活動之現金流量：						
B02800	處分不動產、廠房及設備	244	-	244	929	-	929
B02700	取得不動產、廠房及設備	(282,493)	-	(282,493)	(178,501)	-	(178,501)
B04500	取得無形資產	-	-	-	(1,738)	-	(1,738)
B06700	其他非流動資產增加	(37,217)	-	(37,217)	(6,811)	-	(6,811)
B02300	處分子公司	147,581	-	147,581	-	-	-
B00400	處分備供出售金融資產價款	52,329	-	52,329	-	-	-
B01800	取得採用權益法之投資	(77,535)	-	(77,535)	(185,538)	-	(185,538)
B07600	收取之股利	-	-	-	11,825	-	11,825
B04100	其他應收款增加	-	-	-	(1,656,600)	-	(1,656,600)
B00300	取得備供出售金融資產	-	-	-	(28,400)	-	(28,400)
BBBB	投資活動之淨現金流入(流出)	(197,091)	-	(197,091)	(2,044,834)	-	(2,044,834)
	籌資活動之現金流量：						
C05600	支付之利息	(258,066)	-	(258,066)	(298,032)	-	(298,032)
C01600	舉借長短期借款	7,717,897	-	7,717,897	8,323,896	-	8,323,896
C01700	償還長短期借款	(8,102,980)	-	(8,102,980)	(6,930,034)	-	(6,930,034)
C05800	非控制權益變動	140,298	-	140,298	35,498	-	35,498
C04800	員工執行認股權	-	-	-	2,784	-	2,784
CCCC	籌資活動之淨現金流入(流出)	(502,851)	-	(502,851)	1,134,112	-	1,134,112
DDDD	匯率變動對現金及約當現金之影響	138,102	-	138,102	22,905	-	22,905
EEEE	本期現金及約當現金增加(減少)數	(196,766)	-	(196,766)	(375,515)	-	(375,515)
E00100	期初現金及約當現金餘額	16,221,399	-	16,221,399	16,470,930	-	16,470,930
E00200	期末現金及約當現金餘額	16,024,633	-	16,024,633	16,095,415	-	16,095,415