

inspur 浪潮

浪潮國際有限公司

INSPUR INTERNATIONAL LIMITED

(於開曼群島註冊成立的有限公司)

Incorporated in the Cayman Islands with limited liability)

(股份代號 Stock Code : 596)

INTERIM REPORT
2013 中期報告

FINANCIAL REVIEW

During the period, the Company disposed of its trading of IT components, and such disposal was completed at the end of June. Accordingly, the Company classified it as discontinued operations and restated the comparative information of last year. Net operating profit from trading of IT components recognized during the period amounted to HK\$43,869,000 (2012: HK\$38,580,000) and the gain from the equity disposal amounted to HK\$224,314,000, resulting in a significant increase in the operating profit for the period as compared with the corresponding period of last year. The profit from continuing and discontinued operations attributable to the equity holders of the Company amounted to HK\$217,043,000 (2012: HK\$10,475,000).

(1) Steady performance of revenue

The revenue from continuing operations of the Group decreased by 1% to approximately HK\$507,375,000 (2012: HK\$510,852,000) as compared with the corresponding period of last year. The revenue of software development and solution was HK\$410,015,000 (2012: HK\$419,539,000), representing a decrease of 2.28% as compared with the corresponding period of last year. The revenue of the software outsourcing business was HK\$97,360,000 (2012: HK\$91,313,000), representing an increase of 6.62% as compared with the corresponding period of last year.

財務回顧

於本期間，公司已出售IT元件貿易業務，出售交易已於六月末完成，將其列為已終止業務並重列去年同期比較資料。本期確認IT元件貿易業務經營純利43,869,000港元(二零一二年：38,580,000港元)和股權處置收益224,314,000港元，導致本期盈利較去年同期出現大幅度增長。本公司權益持有人應佔持續經營與已終止業務盈利為217,043,000港元(二零一二年：10,475,000港元)。

(1) 營業額保持穩定

本集團持續經營業務營業額較去年同期下降1%至約507,375,000港元(二零一二年：510,852,000港元)，其中軟體及解決方案的營業額為410,015,000港元(二零一二年：419,539,000港元)，比去年減少2.28%；軟體外包業務營業額為97,360,000港元(二零一二年：91,313,000港元)，相比去年增加6.62%。

Management Discussion and Analysis

管理層討論及分析

(2) Decrease in profit from operations

During the reporting period, gross profit from continuing operations was approximately HK\$234,371,000 (2012: HK\$229,791,000), representing an increase of 1.99% and a profit margin of 46.19% (2012: 44.98%). Net loss from continuing operations was HK\$53,567,000 (2012: HK\$30,775,000). Basic losses per share and diluted losses per share from continuing operations were HK\$1.21 cents (2012: 0.67 cents). Earnings per share and diluted earnings per share from continuing and discontinued operations were HK\$5.13 cents (2012: 0.25 cents) and HK\$5.03 cents (2012: HK\$0.25 cents) respectively.

The loss from continuing operations increased by approximately HK\$22,792,000 as compared with the corresponding period of last year. The increase was mainly attributable to: 1. fierce competition in the market and the overall weak economic situation during the reporting period, resulting in gross profit of the Group only increased by 1.99% as compared with the corresponding period of last year; and 2. the increase in overall sales and administrative expenses of 8.22% to approximately HK\$311,923,000 (2012: 288,229,000) during the reporting period as compared with the corresponding period of last year, because the Company increased its investment in marketing activities and research and development.

(2) 經營業務利潤下降

本報告期內，持續經營業務毛利約為234,371,000港元(二零一二年：229,791,000港元)，增幅：1.99%；毛利率46.19%(二零一二年：44.98%)，持續經營業務應佔虧損淨額約為53,567,000港元(二零一二年：30,775,000港元)。來自持續經營業務每股基本虧損及攤薄後每股虧損均為1.21港仙(二零一二年：0.67港仙)。來自持續經營業務和已終止業務每股基本盈利及攤薄後每股盈利分別為5.13港仙(二零一二年：0.25港仙)和5.03港仙(二零一二年：0.25港仙)。

持續經營業務虧損相對去年同期增加約22,792,000港元的主要原因：1. 本報告期內，因市場競爭激烈及整體經濟形勢較差，導致本集團毛利額僅同比增長1.99%；及2. 本公司繼續大幅增加對市場和研發的投入，報告期內的銷售及管理費用整體比去年同期上升8.22%，約為311,923,000港元(二零一二年：288,229,000港元)。

(3) Sufficient working capital

As at 30 June 2013, shareholders' funds of the Group amounted to approximately HK\$1,925,857,000 (31 December 2012: HK\$1,702,204,000). Current assets were approximately HK\$1,946,212,000, including cash and bank balances of HK\$1,070,687,000, which were mainly bank deposits denominated in Renminbi, US dollars and Hong Kong dollars within three months of maturity when acquired.

Current liabilities were HK\$532,492,000, mainly comprised trade payable, amount due to fellow subsidiaries, other payables and accrued expenses, and preferred shares. The Group's current assets were approximately 3.65 times (31 December 2012: 3.14 times) over its current liabilities. The Group had no bank borrowings as at 30 June 2013.

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

(3) 運營資金充足

於二零一三年六月三十日，本集團之股東資金約為1,925,857,000港元(二零一二年十二月三十一日：1,702,204,000港元)。流動資產約為1,946,212,000港元，其中1,070,687,000港元為主要為人民幣、美元及港元計值且購入時到期日為三個月以內之銀行存款之現金及銀行結餘。

流動負債為532,492,000港元，主要包括應付帳款、應付同系附屬公司款項、其他應付帳款及應計開支以及優先股。本集團的流動資產約為其流動負債的3.65倍(二零一二年十二月三十一日：3.14倍)。於二零一三年六月三十日，本集團並無銀行借款。

董事相信，本集團的財務狀況穩健，並有足夠資金應付其資本開支及營運資金需求。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEE INFORMATION

At 30 June 2013, the Group had 3,690 employees. Total employee remuneration, including the Directors' fees and contributions to the Mandatory Provident Funds, amounted to approximately HK\$214,893,000 for the period under review.

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

CHARGES ON ASSETS

As at 30 June 2013, bank deposits HKD6,500,000 of the Group's assets was pledged (31 December 2012: HKD14,786,000).

FOREIGN EXCHANGE EXPOSURE

The Group's sales and purchase were mainly denominated in US dollars and Renminbi. The Group did not use any derivative instruments to hedge against its currency exposures. The Directors believe that with its sound financial position, the Group is able to meet its foreign exchange liabilities as and when they become due.

CONTINGENT LIABILITIES

As at 30 June 2013, the Group had no material contingent liabilities (31 December 2012: nil).

僱員資料

於二零一三年六月三十日，本集團有3,690名僱員。於回顧期內，僱員薪酬總額(包括董事及強制性公積金供款)約為214,893,000港元。

本集團根據僱員之表現、經驗釐定僱員薪酬。本集團參考其業績及個別員工之表現向合資格員工授予基本薪金以外之酌情花紅及購股權。此外，本集團亦向員工提供強制性公積金計劃及醫療保障計劃。

資產抵押

截止二零一三年六月三十日，本集團的銀行存款6,500,000港元被質押(二零一二年十二月三十一日：14,786,000港元)。

外匯風險

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

或然負債

於二零一三年六月三十日，本集團並無重大或然負債(二零一二年十二月三十一日：無)。

BUSINESS REVIEW

In the first half of 2013, as domestic and foreign sentiment remained stagnant, the Group fully implemented regional industry market reform and optimized its operating model by seizing favorable opportunities brought forth by the demand for management improvement from large-scale conglomerates represented by central enterprises. Pursuant to its specialized technology development strategy, the Group has been developing itself into a SaaS cloud computing service provider. By leveraging on its advantages in the industry, innovative technology products of cloud computing were introduced to increase the market share. More investment was made in product development to optimize the product portfolio and to enhance the core competitiveness of the Group so as to consolidate its position in the niche market of cloud computing.

1. IT services business

The IT services business of the Group covers various sectors, including corporate governance, telecommunication, pharmaceuticals, infrastructure, taxation, finance, coal, manufacturing and public utilities etc. Mainly engaged in software and related services as well as embedded systems, the Company offers integrated IT services ranging from applications, IT consultation, system integration, operation and maintenance, outsourcing and intelligent terminal products.

業務回顧

二零一三年上半年，在國內外經濟形勢依然不樂觀的大環境下，本集團緊緊抓住以央企為代表的大型集團企業的管理提升需求的有利時機，全面落實區域行業市場改革，優化運營模式。公司繼續秉承「專業化領先戰略」，繼續推進向雲計算SaaS服務商轉型，圍繞雲計算等核心領域，加強技術產品創新，深耕優勢行業，加強市場拓展，增加投入力度，希望藉此逐步調整完成公司產品結構，增強核心競爭力，在雲計算細分領域取得新的突破。

1. IT服務業務

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

Management Discussion and Analysis

管理層討論及分析

IT services business mainly includes:

(1) Software and related services

In the first half of 2013, the Company fully implemented regional industry market reform and optimized its operating model so as to establish a market-oriented management system in terms of products, industries and regional matrix and set up a comprehensive budget mechanism driven by business planning. In the first half of the year, such new mechanisms operated smoothly and relevant business processes were constantly improved.

Increasing investment in market development: the Company established and improved its market map, fully implemented customer designation system and quickly replenished market force to speed up the subversion of human resources structure through methods such as the new employee training camp. The Company deepened its existing advantages in industries, such as military, construction and reserve, and further expanded cooperation with central enterprises, such as China Grain Reserves, China Railway and China South Industries. As the Company adopted various measures to facilitate regional development, strengthen pipeline construction and uniform sales management system, its overall operating management capacity in the market was further enhanced.

IT服務主要涉及以下板塊：

(1) 軟體及相關服務

二零一三年上半年，公司全面落實區域行業市場改革，優化運營模式，建立以市場為核心的產品、行業、區域矩陣管理機制，建立業務規劃驅動全面預算的機制，上半年新機制運行平穩，相關業務流程持續改善。

市場拓展上繼續加大投入：建立並逐步完善市場地圖，全面推行客戶指名制度，通過新兵訓練營等方法快速補充市場力量，加快顛覆市場人力資源結構；深化軍工、建築、儲備等現有優勢行業，進一步拓寬了與中儲糧、中國中鐵、中國兵裝等央企的合作領域；採取各種手段快速發展區域，加強管道建設，統一銷售管理體系，市場整體運營管理能力得到進一步提升。

Management Discussion and Analysis

管理層討論及分析

In terms of marketing: By establishing the conception of viewing the national market as a chess game, the Company implemented unified planning and organization for key regions and industries to capture the market hot spots in respect of lean accounting, information security and the change of applicable taxes from business taxes to value-added taxes. In this regard, the Company has successively organized more than 30 special promotion events in respect of military, construction and pharmaceuticals, which effectively enhanced its brand influence and market competition. The Company established good cooperative relationship with many state-owned assets supervision and administration commissions and finance departments at provincial and municipal level by fully leveraging on favorable opportunities brought forth by the pilot of XBRL promoted by the Ministry of Finance in 2013, which helped to expand our pioneering advantages in terms of XBRL products and laid a solid foundation for our further expansion.

Reinforcing research and development of new products: with the combination of independent research and development and external cooperation, the Company relied on technical innovation to enhance its product competitiveness. The Company started to research and develop a new generation of cloud computing products for corporates, such as GSP7 and GS7 on the basis that its existing products have been constantly improved. By speeding up the research of management accounting and the development of related products, the Company took the lead in defining and releasing Inspur cloud computing for finance and launched various new products such as Inspur CRM, master data management and mobile application, all of which were well received by the market.

在市場推廣方面：樹立「全國市場活動一盤棋」概念，面向重點區域、重點行業統一策劃和組織，抓住精益財務、資訊安全、營改增等市場熱點，陸續舉辦了軍工、建築、製藥等專項活動30多場，有效提升了品牌影響力和市場競爭力；充分利用財政部2013年繼續試點推廣XBRL的有利時機，與多省市的國資委、財政廳建立了良好的合作關係，擴大了在XBRL產品的領先優勢，為後續繼續深入奠定了基礎。

加強新產品研發：自主研發與對外合作相結合，依靠技術創新提高產品競爭能力，在持續穩固提升現有產品的基礎上，啟動研發GSP7、GS7等新一代企業雲產品，加快管理會計的相關研究和產品研發，在業界率先定義並發佈浪潮財務雲，發佈浪潮CRM、主資料管理、移動應用等新產品，受到市場好評。

Management Discussion and Analysis

管理層討論及分析

Strengthening construction of operation and maintenance service system: the Company established and implemented capability assessment model, deepened the construction and reuse of the system and methodology and strengthened project establishment and relevant acceptance inspection and reinforced training authentication. The Company quickly assigned service personnel based on its national layout, resulting in substantial improvement in the project delivery capabilities. As the Company promoted the productization, standardization and specialization for its service and conducted special events such as follow-up calls and routing inspection, the coverage rate, renewal rate and new signing rate of its service products increased significantly while its customer satisfaction was enhanced.

加強運維服務體系建設：建立實施能力評估模型，深化體系與方法論的建設與複用，加強項目立項與驗收，加強培訓認證，根據全國佈局快速補充實施服務人員，公司專案交付能力顯著提升；推動服務產品化、標準化和專業化，通過老客戶回訪、巡檢等專項活動，服務產品的覆蓋率、續簽率和新簽率得到大幅提高；同時提高了客戶滿意度。

In the first half of 2013, with the development of mobile internet, the overall performance of telecommunication operators underwent a downtrend. The traditional OSS companies were not only confronted with transformation of business model and fierce price competition among each other, but also faced with accelerating entry of internet and equipment companies. The Company faced great difficulties in the communication industry. On one hand, this was due to measures taken by telecommunication operators, which were its major customers, to control expenses. On the other hand, the standardization level of the Company's software products was yet to be raised. Together with high product costs, the competitiveness of products was directly affected. In the second half of 2013, LTE is expected to be launched on a large scale and investment in communication industry will continue to maintain growth. With the launch of LTE, network-oriented OSS will provide a key support for network quality. The network management system will usher in a qualitative change and transformation. The business position of OSS will become increasingly important.

In the future, the Company will further develop its cloud computing business and introduce SaaS products and services. The Company will also explore market opportunities in IT planning and integrated application for business cloud computing technology. The Company will continue to participate in the formulation of national, local and industrial standards. The Company will capitalize the opportunities in cloud computing market and develop itself into a leading company in the market by technology innovation with its internal resources.

二零一三年上半年，隨著移動互聯網的發展，電信運營商整體效益處於下降趨勢，傳統OSS廠商業務面臨轉型和廠商之間的價格戰，另一方面面對互聯網和設備廠商的加快進入該領域。公司在通信行業面臨著較大的困難，一方面由於主要客戶電信運營商控制支出，另一方面，公司的軟體產品標準化程度還有待提升，產品成本高企，直接影響產品的競爭力。二零一三年下半年，LTE有望規模啟動，通信行業投資繼續保持增長。LTE的啟動，面向網路的OSS將是保障網路品質的主要支撐，網管系統將迎來質的變化和改造，OSS的業務地位將越來越重要。

未來，公司將繼續推進向雲計算SaaS產品和服務供應商轉型，探索和推動雲環境下的IT規劃、企業應用集成等業務，繼續參與國家標準、地方、行業標準的制定。公司將通過進一步整合有效資源和推動創新發展，佔領雲計算市場的先機，打造雲計算領導廠商。

Management Discussion and Analysis

管理層討論及分析

(2) Embedded systems and related services

In terms of tax collection equipment, with the launch of a nationwide pilot project for national structural tax reduction policy and the policy of replacing the business tax with a value-added tax, and the fast development of online billing, the overall size for tax-collection cashier machines across the country was decreased significantly, which caused a comparatively considerable decline in the Company's sales. As the outlook of this market will continue to remain gloomy in future, it is necessary for the Company to undergo transformation. The Company's automatic ratepaying machines are being understood and recognized by more and more tax payers and tax authorities, and up to now, Inspur ARMs are being applied by the taxpayer service halls in over 200 cities within the country.

Under the circumstance that the market environment occurred material changes, the Company would strengthen the networked and intelligent functions by the research and development of products, and realize the new applications in old industries by place large efforts in certain places, with the combination of which, the tax collection life cycle has been extended. Meanwhile, the Company sets its new business direction to develop online billing services and focuses on the research and development of online billing business. There are 6 pilot projects for the application of online billing system and are being implemented by provincial tax authorities. The Company will make greater efforts in the tax field, with an aim to achieve breakthrough in online billing, electronic billing, tax data analysis services and other related areas.

(2) 嵌入式系統及相關服務

在稅控設備方面，隨著國家結構性減稅政策和營改增政策的全國試點的推行，以及網路發票開具的快速發展，全國稅控收銀機整體規模下降較大，公司銷售下降較大，未來這一市場將持續不振，必須進行轉型。公司的自助辦稅終端得到越來越多納稅人和稅務機關的了解和認可，截至目前，浪潮ARM在全國200多個地市的辦稅服務廳得到應用。

在市場環境發生重大變化的情況下，公司通過產品研發加強稅控產品的網路化、智慧化功能，通過深度耕耘在若干地市實現了老行業的新應用，多措並舉，延展稅控生命週期。同時，公司將網路發票業務作為新的業務發展方向，重點加大對網路發票業務的研發，網路發票系統累計省級稅務機關試點數量6個，下一步公司將進一步加大投入在稅務領域深耕細作，以期在網路發票、電子發票、稅務資料分析服務等相關領域取得突破。

Management Discussion and Analysis

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In the first half of 2013, in terms of the automatic financial terminal market, the Company further improved the integrated solutions for channel services, providing customers with comprehensive solutions for various cooperative channels which cover different subdivisions of bank outlets, networks of off-bank service and various banking enterprises. At present, the development of banking and medical automatic terminals, automatic card-issuing machines and automatic ticketing machines under the solution has entered into mass production; the research and development for new product VTM has commenced, and the development for its first version of sample machine has completed. As for market expanding, apart from continuing to develop the conventional automatic terminal and automatic ticketing machines market, the Company are active in developing for new products market, and banking and medical products have been applied in major banks; automatic card-issuing machines were sold to a number of branches of the Bank of China and the Agricultural Bank, and shortlisted by the head office of China Everbright Bank. The Company aims to further enhance its competitiveness and profitability in the financial market through exploration of existing customers and launching of innovative products.

二零一三年上半年，在金融自助終端市場研發方面，公司進一步完善管道服務整體解決方案，為客戶提供覆蓋在行式銀行網點各不同分區、離行式服務網點以及各種銀企合作管道的全面解決方案，目前解決方案下相對應的銀醫設備、自助髮卡機、自助填單機等已經批量生產；新產品VTM投入研發，並且第一版樣機開發完成。市場拓展方面，除在繼續開拓傳統自助終端、排隊機的市場外，積極開拓新產品市場，銀醫產品在各大銀行得到了應用；自助髮卡機在中行、農行多個分行取得銷售，自助髮卡機已入圍中國光大銀行總行。公司希望通過對老客戶的挖潛以及創新產品的推出進一步增加在金融市場的競爭力以及盈利能力。

Management Discussion and Analysis

管理層討論及分析

(3) Software outsourcing business

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

In the first half of 2013, the IT outsourcing business in the leading markets, such as the U.S., European and Japanese markets, was adversely affected by the economic situation. The scale advantage formed through cooperation of large service outsourcing enterprises in the industry made the competition in the industry more intensive. Under this market environment, the Company maintained the closely cooperation relationship with strategic customers, such as Microsoft, FITEC, NTT DAT, KNT and China Mobile, through which the cooperation projects were gradually expanded, seeking to exploit the domestic market potential and expanding the business scale in the country.

The global layout for the Company’s outsourcing business will be more sophisticated in the future, forming a situation of “Outsourcing to U.S. and Europe + Outsourcing to Japan + Outsourcing to Mainland China” at the same time, going hand in hand. The Company’s ability to withstand risks will be enhanced, the distribution of customers will be more reasonable, and the global outsourcing ability will be improved continuously, seeking to improve the Company’s overall scale and profitability.

(3) 軟體外包業務

本集團外包業務主要包括對全球500強企業及優秀IT企業的系統應用開發、嵌入式系統開發、品質保證與測試等資訊技術外包(ITO, IT Outsourcing)服務，資料處理、運維託管、呼叫中心等業務流程外包(BPO, Business Process Outsourcing)服務，以及軟體產品、仲介軟體與開發平台開發(PDO, Product Development Outsourcing)等服務。

二零一三年上半年，歐美及日本等主要市場的IT外包業務，受到了經濟形勢的負面影響。業內大型服務外包企業強強聯手後，形成的規模優勢使行業競爭更加激烈。在這種市場環境下，本公司通過與Microsoft、FITEC、NTT DAT、KNT、中國移動等戰略客戶維持了緊密的合作關係，合作專案逐步擴展，同時努力挖掘了國內市場潛力，擴大國內業務規模。

未來公司外包業務的全球佈局將更加完善，形成「對歐美外包+對日本外包+大中國區外包」三足並立、齊頭並進的局面。公司抵禦風險的能力得到加強，客戶分佈將更加合理，全球外包能力將持續提高，努力提升公司整體的規模與盈利能力。

BUSINESS PLANNING

In the second half of 2013, the Company will continue to pursue active market expansion strategies. The Company will further increase the investment in the market and establish more sales channels, strategically expand in provincial cities and major cities by speeding up stationing more employees in the cities and further improve the sales staff incentive mechanism; in respect of R&D and implementing work, the Company initiated “projects contract responsibility system”, to further motivate people’s potential and speed up the process of project delivery. The Company will further expand into the industrial market to ensure breakthroughs in dominant industries such as military, construction and reserve. While promoting the implementation of a business plan-driven overall budget mechanism, the Company will strengthen its business lines as a marketing engine. The Company will further continue to invest in research and development, stabilize its existing products, develop new products based on the requirements cloud technology, and strengthen the overall capabilities of solutions to innovate its business model and services model. By proactively motivating its external cooperation, merger and acquisition, the Company will boldly face various challenges and strive for the dominant position in the relevant field of cloud computing.

商業規劃

二零一三年下半年，公司將繼續實施積極的市場擴張策略。進一步加強市場投入和管道建設的力度，在省會城市和主要地市佈局力量，快速增加市場人員隊伍，並進一步改進銷售人員激勵機制；在研發與實施工作上，推動「專案承包責任制」，進一步激發人員潛能，加快專案交付進度。加強行業市場建設，確保軍工、建築、儲備等優勢行業的突破。推動落實業務規劃驅動全面預算的機制，強化業務線作為行銷發動機的作用。進一步持續進行研發投入，穩固現有產品，結合雲計算要求推動新一代產品的開發，提升整體解決方案能力，實現業務模式和服務模式的創新。積極推動對外合作與並購，勇於面對各種挑戰，力爭保持在雲計算相關領域的優勢地位。

Other Information

其他資料

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

As at 30 June 2013, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules, were as follows:

(A) Long positions in shares of the Company

Name of Directors 董事名稱	Type of interests 身份
Dong Hailong 董海龍	Beneficial owner 實益擁有人

董事及最高行政人員於本公司股份、相關股份之權益及淡倉

於二零一三年六月三十日，本公司董事及行政總裁於本公司及其相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之股份、相關股份或債券中，擁有（a）根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益及淡倉）；或（b）根據證券及期貨條例第352條須記入本公司須予保存之登記冊之權益及淡倉；或（c）根據上市規則所載上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

(A) 本公司股份之好倉

Number of securities 已發行普通股 股份數目	Number of interests 佔本公司已發行 股本百分比
5,000	0.00%

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

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

Name of Directors 董事名稱	Type of interests 身份	Description of equity derivatives 股本衍生工具的詳情 (note) (附註)	Number of underlying shares 相關股份的數目	Subscription price per share 每股認購價 HK\$ (港元)
Wang Xingshan 王興山	Beneficial owner 實益擁有人	Share option (note) 購股權(附註1)	5,000,000	0.682
Chen Dongfeng 陳東風	Beneficial owner 實益擁有人	Share option (note) 購股權(附註1)	4,000,000	0.682
Dong Hailong 董海龍	Beneficial owner 實益擁有人	Share option (note) 購股權(附註1)	2,000,000	0.682
Wong Lit Chor, Alexis 黃烈初	Beneficial owner 實益擁有人	Share option (note) 購股權(附註1)	200,000	0.682
Sun Chengtong 孫成通	Beneficial owner 實益擁有人	Share option (note) 購股權(附註1)	4,000,000	0.682

Note: On 10 December 2010, the share option were grant to other director under the option scheme.

(B) 本公司股本衍生工具的相關股份的好倉

本公司之購股權(非上市及實物交收之股本衍生工具)

附註：(1)購股權是於二零一零年十二月十日，據購股權計劃授出。

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

As at 30 June 2013, none of the Directors had short positions in shares or underlying shares of equity derivatives of the Company.

(C) 本公司股份及股本衍生工具相關股份的淡倉

於二零一三年六月三十日，概無董事於本公司股份或股本衍生工具相關股份持有任何淡倉。

Other Information

其他資料

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

So far as is known to the Directors, as at 30 June 2013, the following person (not being Director or chief executive of the Company) had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

(A) Long positions in shares of the Company

Name of Shareholders 股東姓名	Type of interests 身份	Number of securities 所持之已發 普通股股份數目	Approximate percentage of interests 佔本公司已發行 普通股本百分比
Inspur Group Limited 浪潮集團有限公司	Corporate (note) 公司(附註)	1,357,390,000	32.11%
Inspur Overseas Investment Limited 浪潮海外投資有限公司	Beneficial owner 實益擁有人	1,357,390,000	32.11%
WANG Yukun 王予昆	Beneficial owner 實益擁有人	302,100,000	7.14%

Note: Inspur Group Limited is taken to be interested in 1,357,390,000 shares due to its 100% shareholdings in the issued share capital of Inspur Overseas Investment Limited.

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

As at 30 June 2013, no persons had short positions in shares or underlying shares of equity derivatives of the Company.

主要股東及其他人士於股份及相關股份之權益及淡倉

就董事及行政總裁所知，於二零一三年六月三十日，下列人士(並非本公司董事或行政總裁)於股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之條文規定須向本公司及聯交所披露之權益或淡倉，或直接或間接擁有附帶權利可於所有情況下在本集團任何其他成員公司股東大會上投票之任何類別股本面值10%或以上權益：

(A) 本公司股份的好倉

Number of securities 所持之已發 普通股股份數目	Approximate percentage of interests 佔本公司已發行 普通股本百分比
1,357,390,000	32.11%
1,357,390,000	32.11%
302,100,000	7.14%

附註：由於浪潮集團有限公司間接擁有浪潮海外投資有限公司已發行股本的100%股權，故此，浪潮集團有限公司被視為於1,357,390,000股股份中擁有權益。

(B) 本公司股份及相關股份與股本衍生工具的淡倉

於二零一三年六月三十日，並無人士於本公司股份或股本衍生工具相關股份中擁有淡倉。

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

(C) 系列甲高級可贖回可換股附帶投票權優先股股份之好倉

Name of shareholder 股東姓名	Capacity 身份	Number of securities 所持之已發優先股 股份數目	Equivalent to ordinary shares 相當於普通股數量	Approximate percentage of interests 概約權益百分比
Microsoft Corporation	Beneficial owner 實益擁有人	72,859,049	297,052,141	100%

Note: As at latest practicable date, the above 72,859,049 preferred shares convertible into 297,052,141 underlying Shares represented approximately 6.57% of the issued share capital of the Company as enlarged by the full exercise of the conversion rights attaching to the Preferred Shares.

附註：於最後實際可行日期，上述優先股72,859,049相當於297,052,141股相關股份及投票權佔本公司因悉數行使優先股所附之轉換權所擴大之已發行股本約6.57%。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

購買、出售或贖回股份

於截至二零一三年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

COMPETING INTEREST

During the six months ended 30 June 2013, none of the directors, chief executive, initial management shareholders nor substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules) had any interests in a business which competes with or may compete with the business of the Group.

競爭性權益

於截至二零一三年六月三十日止六個月內，概無本公司董事、行政總裁、主要股東或彼等各自之聯繫人(定義見上市規則)於與本集團之業務競爭或可能會競爭之業務中擁有任何權益。

SHARE OPTION SCHEME

The Company adopted a share option scheme on 8 April 2004. On 10 December 2010, a total of 60,100,000 share options were granted to certain employees and directors of the group under the option scheme entitling the holders thereof to subscribe for shares of the Company at an exercise price of HK\$0.682 per share.

購股權計劃

本公司於二零零四年四月八日採納購股權計劃。於二零一零年十二月十日，本公司已根據授股權計劃授出60,100,000份購股權予本集團若干僱員及董事，有關購股權持有人可按行使價每股0.682港元認購本公司股份。

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

本報告期內，本公司概無授出或同意授出任何購股權。

Other Information

其他資料

AUDIT COMMITTEE

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

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

CORPORATE GOVERNANCE

The Company applied the principles and complied with all the code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules throughout the period ended 30 June 2013.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model code for Securities Transactions by directors of Listing Issuers ("Model Code") contained in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all directors and has been confirmed that all directors have complied with the Model Code during the six months ended 30 June 2013.

By Order of the Board
Inspur International Limited
Wang Xingshan
Chairman

Hong Kong, 22 August 2013

As at the date of this report, the Board comprised Mr. Wang Xingshan, Mr. Chen Dongfeng, Mr Sun Chengtong as executive Directors; Mr. Samuel Y. Shen and Mr. Dong Hailong as non-executive Directors; Mr. Zhang Tiqin, Mr. Wong Lit Chor, Alexis and Ms. Dai Ruimin as independent non-executive Directors.

審核委員會

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

審核委員會已審閱本報告，並已就報告提供建議及意見。

企業管治常規守則

本集團於截至二零一三年六月三十日，本公司一直遵守主板上市規則附錄 14 所載之企業管治常規守則所載之守則條文（「守則」）。

董事進行證券交易之標準守則

本公司已採納主板上市規則附錄 10 就董事進行證券交易之上市發行人董事進行證券交易的標準守則（「標準守則」）。本公司經向所有董事明確查詢後，獲確認所有董事於二零一三年六月三十日止六個月內均已遵守標準守則所訂之標準。

承董事會命
浪潮國際有限公司
主席
王興山

香港，二零一三年八月二十二日

於本報告刊發日期，董事會包括執行董事王興山先生、陳東風先生及孫成通先生；非執行董事申元慶先生及董海龍先生及獨立非執行董事張體勤先生、黃烈初先生及戴瑞敏女士。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited)

簡明綜合全面收益表(未經審計)

The board of Directors (the “Board”) of Inspur International Limited (the “Company”) present the unaudited consolidated results (the “Unaudited Consolidated Results”) of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2013 together with comparative unaudited figures for the corresponding period in 2012. These interim results have not been reviewed by the auditors of the company, but have been reviewed by the audit committee of the company.

浪潮國際有限公司(「本公司」)之董事會(「董事會」)欣然呈報本公司及其附屬公司(「本集團」)截止二零一三年六月三十日止六個月之未經審核綜合業績(「未經審核綜合業績」)連同二零一二年同期之未經審核比較數字。本公司核數師未審閱中期賬目，但中期賬目已由本公司審核委員會審閱：

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited)

簡明綜合全面收益表(未經審計)

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元 (unaudited) (未經審核)	2012 二零一二年 <i>HK\$'000</i> 千港元 (unaudited) (未經審核) (restated) (已重列)
		<i>Notes</i> 附註	
Continuing operations	持續經營業務		
Revenue	營業額	2	510,852
Cost of sales	銷售成本		(281,060)
Gross profit	毛利		229,792
Other income	其他收入	3	39,675
Administrative and other operating expenses	行政及其他營運費用		(158,467)
Selling and distribution cost	銷售及分銷成本		(129,762)
Amortisation of other intangible assets	其他無形資產攤銷		(8,293)
Interest expenses	利息支出		(3,231)
Fair value change in Preferred Share classified as liabilities at fair value through profit or loss	優先股公允價值變動計入損益		(5,400)
Share of (loss) profit of associates	應佔聯營公司(虧損)盈利		2,980
Loss before taxation	除稅前虧損	4	(32,706)
Taxation	稅項	5	1,931
Profit for the period from Continuing operations	持續經營業務的期內除稅後溢利		(30,775)
Discontinued operations	已終止業務		
Profit for the period from discontinued operations	已終止業務的期內溢利	7	38,580
			7,805

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited)

簡明綜合全面收益表(未經審計)

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元 (unaudited) (未經審核)	2012 二零一二年 <i>HK\$'000</i> 千港元 (unaudited) (未經審核) (restated) (已重列)
		<i>Notes</i> 附註	
Profit for the period from continuing and discontinued operations	來自持續經營及終止業務期內溢利		
Owners of the Company	本公司股東期內溢利	217,043	10,475
Non-controlling interests	少數股東權益	(2,427)	(2,670)
		214,616	7,805
Earnings per share from continuing and discontinued operations	每股盈利來自持續經營及終止業務	6	
Basic	基本	5.13 cents 仙	0.25 cents 仙
Diluted	攤薄	5.03 cents 仙	0.25 cents 仙
Loss per share from continuing operations	每股盈利來自持續經營業務	6	
Basic	基本	(1.21) cents 仙	(0.67) cents 仙
Diluted	攤薄	(1.21) cents 仙	(0.67) cents 仙

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited)

簡明綜合全面收益表(未經審計)

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元 (unaudited) (未經審核)	2012 二零一二年 <i>HK\$'000</i> 千港元 <i>(unaudited)</i> (未經審核) <i>(restated)</i> (已重列)
		<i>Notes</i> 附註	
Net profit for the period from continuing and discontinuing operations	期內溢利來自持續經營及終止業務		
Item that may not be reclassified to profit or loss	不會重新分類至損益賬之項目	214,616	7,805
Other Comprehensive Income: Exchange Difference arising on translation	其他全面收益： 因換算境外營運產生之匯兌差額	32,053	9,920
Total Comprehensive Income for the period	期內全面溢利	246,669	17,725
Total comprehensive income attributable to:	應佔全面收益		
Owners of the Company	本公司擁有人	249,018	20,345
Minority interests	少數股東權益	(2,349)	(2,620)
		246,669	17,725

Condensed Consolidated of Financial Position (Unaudited)

簡明綜合財務狀況表(未經審計)

		附註 Notes	30.6.2013 二零一三年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2012 二零一二年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		200,265	121,349
Prepaid lease payments	預付租賃款額		40,165	38,146
Goodwill	商譽		14,491	14,188
Other intangible assets	其他無形資產		18,527	21,122
Available-for-sale Investment	可供出售投資		23,177	22,693
Interests in associates	聯營公司權益		120,092	128,489
Interest in a jointly controlled entity	共同控制實體權益		128,048	122,629
			544,765	468,616
Current assets	流動資產			
Inventories	存貨		58,686	148,309
Trade receivables	貿易應收賬款	9	160,067	250,563
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款		63,894	64,223
Amounts due from customers for contract work	應收客戶合約工程款項		87,736	39,761
Amount due from fellow subsidiaries	應收同集團附屬公司款額	9	487,980	150,217
Amount due from ultimate holding company	應收最終控股公司款額	9	6,220	11,965
Taxation recoverable	可收回稅項		4,442	1,241
Pledged bank deposits	已抵押銀行存款		6,500	14,786
Bank balances and cash	銀行結餘及現金		1,070,687	1,184,761
			1,946,212	1,866,700

Condensed Consolidated of Financial Position (Unaudited)

簡明綜合財務狀況表(未經審計)

		附註 Notes	30.6.2013 二零一三年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2012 二零一二年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Current liabilities	流動負債			
Derivative financial instruments	衍生財務工具		38,665	30,857
Trade and bills payables	貿易應付賬款及應付票據	10	119,577	192,276
Other payables, deposits received and accrued expenses	其他應付賬款，已收按金及應計開支		188,262	174,896
Amounts due to customers for contract work	應付客戶合約工程款項		74,866	85,443
Amount due to fellow subsidiaries	應付同集團附屬公司款額	10	35,438	26,885
Amount due to ultimate holding company	應付最終控股公司款額	10	3,006	3,221
Redeemable convertible preferred shares	可贖回可換股優先股	11	64,973	64,961
Deferred Income – government grant	遞延收入—政府補助		598	3,903
Taxation payable	應繳稅項		7,107	11,717
			<u>532,492</u>	<u>594,159</u>
Net current assets	流動資產淨額		<u>1,413,720</u>	<u>1,272,541</u>
Total assets less current liabilities	總資產減流動負債		<u>1,958,485</u>	<u>1,741,157</u>
Non-current liabilities	非流動負債			
Deferred income – government grant	遞延收入—政府補貼		13,033	16,735
Deferred tax liabilities	遞延稅項負債		18,866	19,140
			<u>31,899</u>	<u>35,875</u>
			<u>1,926,586</u>	<u>1,705,282</u>

Condensed Consolidated of Financial Position (Unaudited)

簡明綜合財務狀況表(未經審計)

		附註 Notes	30.6.2013 二零一三年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2012 二零一二年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Capital and reserves	資本及儲備			
Share capital	股本	12	8,455	8,455
Reserves	儲備		<u>1,917,402</u>	<u>1,693,749</u>
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,925,857	1,702,204
Minority interests	少數股東權益		<u>729</u>	<u>3,078</u>
Total equity	權益總額		<u>1,926,586</u>	<u>1,705,282</u>

Condensed Consolidated Statement of Changes in Equity (Unaudited)

綜合權益變動報表(未經審計)

		Share Capital 股本 HK\$'000 千港元	Share Premium 股份溢價 HK\$'000 千港元	Special Reserve 特殊儲備 HK\$'000 千港元	Preferred shares equity reserve 優先股 股本儲備 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Translation reserve 滙兌儲備 HK\$'000 千港元	Retained profits (loss) 累積純利 (虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元	Minority interests 少數 股東權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	8,415	858,815	92	13,443	20,484	191,941	741,445	1,834,635	4,452	1,839,087
Exchange differences arising from translation of overseas operation	海外業務所產生之滙兌差異	—	—	—	—	—	9,870	—	9,870	50	9,920
Profit for the period	期內損益	—	—	—	—	—	10,475	10,475	(2,670)	7,805	
Total recognise profit (loss) for the period	期內已確認之損益利潤	—	—	—	—	—	9,870	10,475	20,345	(2,620)	17,725
Recognition of equity-settled share based payments	以股份支付之款額	—	—	—	—	1,126	—	—	1,126	—	1,126
Dividend payable	已付股息	—	—	—	—	—	(50,489)	(50,489)	—	(50,489)	
Non-controlling interests upon establishment of a subsidiary	非控股權益注資	—	337	—	—	—	—	—	337	2,121	2,458
At 30 June 2012	於二零一二年六月三十日	8,415	859,152	92	13,443	21,610	201,811	701,431	1,805,954	3,953	1,809,907
At 1 January 2013	於二零一三年一月一日	8,455	857,437	92	13,443	22,623	200,449	599,705	1,702,204	3,078	1,705,282
Exchange differences arising from translation of overseas operation	海外業務所產生之滙兌差異	—	—	—	—	—	31,975	—	31,975	78	32,053
Profit for the period	期內損益	—	—	—	—	—	217,043	217,043	(2,427)	214,616	
Total recognise profit (loss) for the period	期內已確認之損益利潤 以股份支付之款額	—	—	—	—	—	31,975	217,043	249,018	(2,349)	246,669
Dividend payable	已付股息	—	—	—	—	—	(25,365)	(25,365)	—	(25,365)	
At 30 June 2013	於二零一三年六月三十日	8,415	857,437	92	13,443	21,623	232,424	794,111	1,925,857	729	1,926,586

Condensed Consolidated Cash Flow Statement (unaudited)

簡明綜合現金流量表(未經審計)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH GENERATED FROM OPERATING ACTIVITIES	營運業務產生的現金淨額	(60,009)	(68,642)
NET CASH FROM (USED IN) FROM INVESTING ACTIVITIES	來自(已動用)於投資業務的現金淨額	(47,254)	36,472
NET CASH FROM (USED IN) FINANCING ACTIVITIES	來自(已動用)於融資業務的現金淨額	(28,222)	(49,820)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加淨額	(135,485)	(81,990)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初現金及現金等值物	1,184,761	1,263,720
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率改變之影響	21,411	5,599
CASH AND CASH EQUIVALENT AT END OF PERIOD, REPRESENTED BY BANK BALANCES AND CASH	期終現金及現金等值物銀行結餘及現金	1,070,687	1,187,329

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

The condensed financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Listing Rules.

PRINCIPAL ACCOUNTING POLICIES

The condensed financial statements have been prepared under the historical cost basis, except for certain financial instruments, which are measured at fair value.

In the current interim period, the Group has applied for the first time HKFRS 10, HKFRS 11, HKFRS 12 and HKAS 28 (as revised in 2011) together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding the transitional guidance. HKAS 27 (as revised in 2011) is not applicable to these condensed consolidated financial statements as it deals only with separate financial statements.

The impact of the application of these standards is set out below.

1. 編製基準及主要會計政策

編製基準

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

主要會計政策

簡明財務報表乃按照歷史成本法編製，惟按公平值計算之若干金融工具除外。

於本中期期間，本集團已首次採納香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號及香港會計準則第28號(二零一一年經修訂)連同有關過渡指引的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(修訂本)。香港會計準則第27號(二零一一年經修訂)並不適用於該等簡明綜合財務報表，原因是該準則僅處理獨立財務報表。

應用該等準則的影響載於下文。

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

Impact of the application of HKFRS 10

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and separate financial statements” that deal with consolidated financial statements and HK(SIC) - Int 12 Consolidation - Special purpose entities. HKFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee, b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee. Some guidance included in HKFRS 10 that deals with whether or not an investor that owns less than 50% of the voting rights in an investee has control over the investee is relevant to the Group.

The directors of the Company reviewed and assessed the Group’s investees in accordance with the requirements of HKFRS 10. The directors concluded that there was no impact to the Group’s condensed consolidated financial statements for the adoption of HKFRS 10.

1. 編製基準及主要會計政策 (續)

應用香港財務報告準則第10號的影響

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」中有關處理綜合財務報表的部分及香港(詮釋常務委員會)－詮釋第12號「綜合入賬－特別目的實體」。香港財務報告準則第10號更改對控制的定義，如投資者 a) 可對投資對象行使權力、b) 其就參與投資對象所得的可變回報的範圍或權利，及 c) 具有行使其權力以影響其回報的能力，則投資者擁有對投資對象的控制權。以上三個標準均須同時符合，投資者方可擁有對投資對象的控制權。過往，控制乃界定為有權力監管實體的財務及經營政策以從其業務活動獲利。香港財務報告準則第10號內有額外指引，解釋投資者何時會對投資對象擁有控制權。香港財務報告準則第10號有關擁有投資對象少於50%投票權的投資者對投資對象是否擁有控制權的若干指引乃與本集團有關。

本公司董事已根據香港財務報告準則第10號的規定檢閱及評估本集團的投資對象。董事推斷，採納香港財務報告準則第10號對本集團的簡明綜合財務報表並無影響。

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

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

Impact of the application of HKFRS 11

HKFRS 11 replaces HKAS 31 Interests in Joint Ventures, and the guidance contained in a related interpretation, HK(SIC)-Int 13 Jointly Controlled Entities – Non-Monetary Contributions by Venturers, has been incorporated in HKAS 28 (as revised in 2011). HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified and accounted for. Under HKFRS 11, there are only two types of joint arrangements – joint operations and joint ventures. The classification of joint arrangements under HKFRS 11 is determined based on the rights and obligations of parties to the joint arrangements by considering the structure, the legal form of the arrangements, the contractual terms agreed by the parties to the arrangement, and, when relevant, other facts and circumstances. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement.

The directors of the Company reviewed and assessed the Group's investees in accordance with the requirements of HKFRS 1. The directors concluded that there was no impact to the Group's condensed consolidated financial statements for the adoption of HKFRS 10.

1. 編製基準及主要會計政策 (續)

應用香港財務報告準則第11號的影響

香港財務報告準則第11號取代香港會計準則第31號「於合營企業的權益」，而相關詮釋的指引，即香港(詮釋常務委員會)－詮釋第13號「共同控制實體－合營企業的非貨幣性出資」已與香港會計準則第28號(二零一一年經修訂)合併。香港財務報告準則第11號訂明由兩個或以上人士擁有共同控制權的共同安排應如何分類及入賬。根據香港財務報告準則第11號，共同安排只分類為兩種－共同經營及合營企業。根據香港財務報告準則第11號對共同安排的分類乃考慮該等安排的結構、安排的法律形式、安排各方協定的合約條款及(倘相關)其他事實及情況後，基於共同安排各方的權利及責任而釐定。共同經營為對安排擁有共同控制權的各方(即共同經營方)對該安排的資產擁有權利及對負債承擔責任的一種共同安排。合營企業為對安排擁有共同控制權的各方(即合營企業方)對該安排的資產淨值擁有權利的一種合營企業。

本公司董事已根據香港財務報告準則第1號的規定檢閱及評估本集團的投資對象。董事推斷，採納香港財務報告準則第10號對本集團的簡明綜合財務報表並無影響。

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

HKFRS 13 Fair value measurement

The Group has applied HKFRS 13 for the first time in the current interim period. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements, and replaces those requirements previously included in various HKFRSs. Consequential amendments have been made to HKAS 34 to require certain disclosures to be made in the interim condensed consolidated financial statements.

The scope of HKFRS 13 is broad, and applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, subject to a few exceptions. HKFRS 13 contains a new definition for 'fair value' and defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

In accordance with the transitional provisions of HKFRS 13, the Group has applied the new fair value measurement and disclosure requirements prospectively. The application of this new standard has no material impact on the fair value measurement of the Group's assets and/or liabilities but more extensive disclosures of fair value information are required.

1. 編製基準及主要會計政策 (續)

香港財務報告準則第13號「公平值計量」

本集團已於本中期期間首次採納香港財務報告準則第13號。香港財務報告準則第13號確立有關公平值計量及披露公平值計量的單一指引，並取代多項香港財務報告過往所載的有關規定。香港會計準則第34號已作出相應修訂，以規定於中期簡明綜合財務報表中作出若干披露。

香港財務報告準則第13號的範圍寬廣，適用於其他香港財務報告準則規定或允許公平值計量及披露公平值計量資料的金融工具項目及非金融工具項目，惟特定情況除外。香港財務報告準則第13號載有「公平值」的新定義，將公平值界定為在現時市況於計量日期在主要(或最有利的)市場於有序交易中出售資產將收取的價格或轉讓負債所支付的價格。香港財務報告準則第13號項下的公平值為平倉價格，不論該價格是否直接可觀察或使用另一種估值方法作出估計。此外，香港財務報告準則第13號包含廣泛的披露規定。

根據香港財務報告準則第13號的過渡條文，本集團不予追溯地應用新公平值計量及披露規定。應用該新準則對本集團的資產及／或負債的公平值計量並無影響，但須對公平值資料作出更廣泛的披露。

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

2. REVENUE AND SEGMENT INFORMATION

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

Business segment

The Group is currently organized into software and embedded solution and software outsourcing. An operation regarding the trading of IT components was discontinued in the current period. The Segment information reported below does not include any amounts for these discontinued operations, which are described in more detail in note 7.

About these operating divisions is presented below:

2. 營業額及分類資料

營業額相當於所售貨物及提供服務經扣除折扣、退貨及折讓後之應收金額。

業務分類

目前本集團經營業務組成為軟件開發和解決方案及提供軟件外包服務業務。本年度已終止IT元件貿易業務，下文呈報的分類資料不包括該等已終止業務的任何款項(詳述於附註7)。

本集團按該等業務部門呈報其主要分類資料如下：

Revenue	持續經營營業額
Segment results	持續經營分類業績
Unallocated income	未分配收入
Unallocated corporate expense	未分配企業開支
Fair value change in Preferred Share classified as liabilities at fair value through profit or loss	優先股公平值變動計入損益
Share of results of associates	應佔聯營公司業績
Interest expenses	利息支出
Profit before taxation	除稅前純利
Taxation	稅項
Profit for the period	期內純利

Segment revenues and results for the six months ended 30 June 2013 截至二零一三年六月三十日止六個月 之未經審核分類收入及業績

Information technology services 信息技術服務		
Software and solution embedded 軟件開發及解決方案 HK\$'000 千港元	software outsourcing 軟件外包 HK\$'000 千港元	Total 綜合 HK\$'000 千港元
410,015	97,360	507,375
(38,715)	7,719	(30,996)
		411
		(3,035)
		(7,808)
(8,244)	—	(8,244)
		(2,869)
		(52,541)
		(1,026)
		(53,567)

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

2. REVENUE AND SEGMENT INFORMATION

(continued)

Business segment (continued)

2. 營業額及分類資料(續)

業務分類(續)

Segment revenues and results for
the six months ended 30 June 2012
截至二零一二年六月三十日止六個月
之未經審核分類收入及業績

		Information		
		technology services		
		信息技術服務		
		Software		
		and solution		
		embedded	software	
		軟件開發	outsourcing	Total
		及解決方案	軟件外包	綜合
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Revenue	持續經營業務營業額	419,539	91,313	510,852
Segment results	持續經營業務分類業績	(28,670)	5,302	(23,368)
Unallocated income	未分配收入			2
Unallocated corporate expense	未分配企業開支			(3,689)
Fair value change in Preferred Share classified as liabilities at fair value through profit or loss	優先股公平值變動 計入損益			(5,400)
Share of results of associates	應佔聯營公司業績	2,980	—	2,980
Interest expenses	利息支出			(3,231)
Profit before taxation	除稅前純利			(32,706)
Taxation	稅項			1,931
Profit for the period	期內純利			(30,775)

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

3. OTHER INCOME

3. 其他業務收入

Six months ended 30 June

截至六月三十日止六個月

		2013 二零一三年 <i>HK\$'000</i> 千港元	2012 二零一二年 <i>HK\$'000</i> 千港元 (restated) (已重列)
Interest income	利息收入	12,865	17,560
VAT refund	增值稅退稅	19,476	20,234
Government subsidies and grants	政府津貼及補貼	13,456	1,736
Others	其他	738	145
		46,535	39,675

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

4. PROFIT BEFORE TAXATION

4. 除稅前純利

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (restated) (已重列)
Profit before taxation has been arrived at after charging:	除稅前純利經扣除		
Cost of inventories recognised as expenses	下列各項後得出： 確認為開支 的存貨成本	106,039	116,317
Depreciation	折舊	12,482	14,906
Amortisation of other intangible assets	其他無形資產攤銷	2,603	8,293

5. TAXATION

5. 稅項

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (restated) (已重列)
Current tax:	利得稅		
Hong Kong	香港	—	—
PRC Enterprise Income Tax	中國企業所得稅	1,554	—
Deferred taxation	遞延稅項	(528)	(1,931)
		1,026	(1,931)

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

5. TAXATION (continued)

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

6. EARNINGS/ (LOSS) PER SHARE

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

5. 稅項(續)

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

6. 每股盈利(虧損)

母公司普通股股權持有人應佔每股基本及攤薄盈利乃根據下列數據計算：

Six months ended 30 June 截至六月三十日止六個月

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (restated) (已重列)
Profit from continuing and discontinued operations		
Earnings/ (loss) for the purpose of basic earnings/ (loss) per share (Profit/ (loss) for the period attributable to equity holders of the parent)	來自持續經營及已終止業務盈利 計算每股基本盈利所採用之盈利(母公司股權持有人應佔期內溢利)	
Interest on redeemable convertible preferred shares	可贖回可換股優先股之利息	
Fair value change in Preferred Shares classified as liabilities at fair value through profit or loss	優先股公允值調整	
Earnings for the purpose of diluted earnings/ (loss) per share	計算每股攤薄盈利所採用之盈利	
	217,043	10,475
	2,869	—
	7,808	—
	227,720	10,475

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

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

6. 每股盈利(虧損)(續)

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (restated) (已重列)
Profit from continuing operations	來自持續經營業務盈利		
Earnings/ (loss) for the purpose of basic earnings/ (loss) per share (Profit/ (loss) for the period attributable to equity holders of the parent)	計算每股基本盈利所採用之盈利(母公司股權持有人應佔期內溢利)	(51,140)	(28,105)
Number of shares (in thousand)	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings/ (loss) per share	計算每股基本盈利所採用之加權平均普通股數目	4,227,440	4,207,440
Effect of dilutive potential ordinary shares	潛在攤薄普通股之影響：		
– share options	– 購股權	—	14,527
– redeemable convertible preferred shares	– 可贖回可換股優先股	297,052	—
Weighted average number of ordinary shares for the purpose of diluted earnings/ (loss) per share	計算每股攤薄盈利所採用之加權平均普通股數目	4,524,492	4,221,967

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

7. DISCONTINUED OPERATIONS

During the reporting period, the company has completed the disposal of IT components trading business. Details of disposal of IT components trading business are set out in the announcement dated 16 April 2013 and the circular date 21 May 2013.

The profit for the period from discontinued operation is analyzed as follows:

Profit of IT components operation for the year	IT 元件業務本期實現盈利
Gain on disposal of IT components operation	處置 IT 元件業務實現盈利

7. 已終止業務

本報告期內，公司已完成出售 IT 元件貿易業務。出售 IT 元器件貿易業務詳情請參閱日期為二零一三年四月十六日的公佈以及於日期為二零一三年五月二十一日的通函。

本報告期內，來自與已終止業務盈利分析如下：

Six months ended 30 June

截至六月三十日止六個月

30.6.2013 於二零一三年 HK\$'000 千港元	30.6.2012 於二零一二年 HK\$'000 千港元
43,869	38,580
224,314	—
268,183	38,580

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

7. DISCONTINUED OPERATIONS (continued)

The results of the IT component operation for the period which have been included in the consolidated income statement of profit or loss or other comprehensive income, were as follows:

Revenue	收益
Cost of Sales	銷售成本
Administrative and operating expenses	行政及其他經營開支
Profit before taxation	除稅前溢利
Taxation	稅項
Profit for the period	期內溢利

The Group disposed of the IT component operation. As at June 30, 2013, the Group disposed of IT components trading business. The Group will receive disposal consideration of HK \$ 224,480,000 and HK \$ 43,869,000 profit for the period before disposal, the receivables relating to such business and the shareholder's loan to IT component operation of HK \$ 100,000,000 Consolidated expensed in amounts due from fellow subsidiaries. The net assets of IT component operation at the date of disposal were as follows:

7. 已終止業務(續)

本報告期內，IT元件業務業績已計入綜合收益表，如下表所示：

Six months ended 30 June 截至六月三十日止六個月

30.6.2013 於二零一三年 HK\$'000 千港元	30.6.2012 於二零一二年 HK\$'000 千港元
1,234,706	559,929
(1,181,994)	(511,024)
(176)	(2,703)
52,537	46,204
(8,669)	(7,624)
43,869	38,580

截止到二零一三年六月三十日，本集團已出售IT元件貿易業務。本集團還將收取出售代價224,480,000港元和出售前期內溢利43,869,000港元，該等應收款與該業務應付本公司股東借款100,000,000港元合併列支於應收同集團附屬公司款額中。該業務於出售日的資產淨值如下：

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

7. DISCONTINUED OPERATIONS (continued)

7. 已終止業務(續)

		HK\$'000 千港元
Consideration received:	應收取代價：	
Cash received	已收取現金代價	69,456
Deferred cash consideration	遞延應收現金代價	268,349
		<hr/>
Total consideration received	總應收代價	337,805
		<hr/> <hr/>
		HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	喪失控制權的資產及負債之分析：	
Property, plant and equipment	物業、廠房及設備	11
Inventories	存貨	110,521
Trade and Bills receivables	貿易應收款賬款及應收票據	102,964
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	2,495
Bank balances and cash	銀行存款及現金	60,973
Trade and Bills payables	貿易應付帳款及應付票據	(51,501)
Other payables and accrued liabilities	其他應付帳款及應計負債	(2,905)
Tax payable	應付稅項	(9,067)
Amount due to the Group	應付本集團款項	(100,000)
		<hr/>
Net assets disposal of	已出售資產淨額	113,491
		<hr/> <hr/>
Gain on disposal of a subsidiary:	出售一家附屬公司之溢利：	
Total consideration received	總應收代價	337,805
Net assets disposal of	已出售資產淨額	(113,491)
		<hr/>
		224,314
		<hr/> <hr/>
Net cash inflow arising on disposal:	出售產生之現金流入淨值：	
Cash received	已收取現金代價	69,456
Less: Bank balances and cash disposal of	減：已出售銀行結餘及現金營開支	(60,973)
		<hr/>
		8,483
		<hr/> <hr/>

8. DIVIDEND

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

9. TRADE AND OTHER RECEIVABLES

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

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

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

8. 股息

董事建議截至二零一三年六月三十日止六個月不派發中期股息(二零一二年六月三十日止六個月：無)。

9. 貿易應收賬款

本集團向貿易客戶提供平均30日至210日的賒賬期。

以下為貿易應收賬款及應收同集團附屬公司及最終控股公司於結算日的賬齡分析：

30.6.2013 於二零一三年 六月三十日 HK\$'000 千港元	31.12.2012 於二零一二年 十二月三十一日 HK\$'000 千港元
81,592	133,960
9,537	18,426
4,468	4,986
6,986	5,638
57,484	87,553
160,067	250,563

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

9. TRADE AND OTHER RECEIVABLES

(continued)

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

Amounts due from ultimate holding company	應收最終控股公司
0-30 days	0-30 日
31-60 days	31-60 日
61-90 days	61-90 日
91-120 days	91-120 日
Over 120 days	120 日以上

9. 貿易應收賬款(續)

30.6.2013 於二零一三年 六月三十日 HK\$'000 千港元	31.12.2012 於二零一二年 十二月三十一日 HK\$'000 千港元
439,770	135,775
3,407	9,346
1,403	1,936
10,198	—
33,202	3,160
487,980	150,217

30.6.2013 於二零一三年 六月三十日 HK\$'000 千港元	31.12.2012 於二零一二年 十二月三十一日 HK\$'000 千港元
2,973	2,986
1,279	2,075
—	1,003
664	—
1,304	5,901
6,220	11,965

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

10. TRADE AND BILL PAYABLES

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

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

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

10. 貿易應付賬款及票據

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

30.6.2013 於二零一三年 六月三十日 HK\$'000 千港元	31.12.2012 於二零一二年 十二月三十一日 HK\$'000 千港元
79,621	145,579
12,888	8,169
3,048	7,336
24,020	31,192
119,577	192,276

30.6.2013 於二零一三年 六月三十日 HK\$'000 千港元	31.12.2012 於二零一二年 十二月三十一日 HK\$'000 千港元
12,353	21,172
3,083	3,382
3,697	531
16,305	1,800
35,438	26,885

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

10. TRADE AND BILL PAYABLES (continued)

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

10. 貿易應付賬款及票據(續)

30.6.2013 於二零一三年 六月三十日 HK\$'000 千港元	31.12.2012 於二零一二年 十二月三十一日 HK\$'000 千港元
446	3,221
301	—
—	—
2,259	—
3,006	3,221

11. REDEEMABLE CONVERTIBLE PREFERRED SHARES

The Company issued 132,964,342 and 101,315,217, 6% Preferred Shares at HK\$0.76 and HK\$0.92 each on 8 December 2005 and 21 April 2006 respectively. The Preferred Shares are denominated in Hong Kong dollars. The holder of the Preferred Shares has the right to convert the Preferred Shares, at any time from the date of allotment of the Preferred Shares and up to 7 December 2011 and without payment of any additional consideration at the conversion rate of one Preferred Share to five ordinary shares after Share Subdivision. If the Preferred Shares have not been converted, they will be redeemed on 8 December 2011 at par. Interest of 6% will be paid annually until the settlement date. The details of terms of the Preference Shares are set out in the Company's circular dated 28 October 2005.

11. 可贖回可換股優先股

於二零零五年十二月八日及二零零六年四月二十一日，本公司分別以每股0.76港元及0.92港元發行132,964,326股及101,315,217股股息率為6%的優先股。優先股以港元為單位。優先股之持有人有權由配發優先股日期二零零五年十二月八日起至到期日(六年)毋須支付任何額外代價隨按一股優先股比五股普通股(股份分拆後)之初步換股比例將優先股轉換為股份。假如優先股沒有轉換為股份，會於二零一一年十二月八日以票面值贖回。股息率6%付至到期日，有關優先股之詳情已刊載於本公司在二零零五年十月二十八日之通函內。

11. REDEEMABLE CONVERTIBLE PREFERRED SHARES (continued)

On 31 October 2011, the Company further entered into a supplemental deed with holder of Preferred Shares (the "New Supplemental Deed"). Pursuant to the New Supplemental Deed, the terms of the Preferred Shares for the remaining Preferred Shares, including Scrip Dividend but excluding those Preferred Shares being converted and redeemed are amended as follows: (a) The maturity date of the Preferred Shares shall be extended for a further period of two years from 8 December 2011 ("Extended Maturity Period"); (b) The rate of interest during the Extended Maturity Period will be increased from 6% to 9% per annum; and (c) The interest during Extended Maturity Period shall only be paid by cash. Details of the modification of the terms of Preferred Shares are set out in the Company's circular dated 14 November 2011. The modification of the terms was considered to be a replacement of Preferred Shares, including Scrip Dividend with new Preferred Shares ("New Preferred Shares") at the date of maturity. The New Preferred Shares contains two components, liability and embedded conversion option.

11. 可贖回可換股優先股(續)

於二零一一年十月三十一日，本公司與優先股持有人另行訂立補充契約(「新補充契約」)，余下的優先股(包括以股代息，但不包括該等已轉換及贖回的優先股)之條款修訂如下：(i) 優先股屆滿日期間由二零一一年十二月八日另行延長兩年；(ii) 延長屆滿期間的年利率將由6%增至9%；及(iii) 延長屆滿期間的利息將由現金支付。優先股條款修訂詳情載於本公司於二零一一年十一月十四日刊發之通函。於屆滿日期，修訂條款視為以新優先股(「新優先股」)取代優先股(包括以股代息)。新優先股包括負債與嵌入式換股權兩部分。

Liability component	優先股負債部分
Conversion option derivative	換股權衍生工具
Fair value change in conversion option derivative	換股權衍生工具 公允值調整

30.6.2013 於二零一三年 六月三十日 HK\$'000 千港元	31.12.2012 於二零一二年 十二月三十一日 HK\$'000 千港元
64,973	64,961
30,857	30,857
7,808	—
103,638	95,818

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

12. SHARE CAPITAL

12. 股本

		Number of shares	
		股份數目	
		'000	HK\$'000
		千股	千港元
Ordinary shares of HK\$0.002 each	每股 0.002 港元之普通股		
Authorised:	法定：		
At 1 January 2013	於二零一三年 一月一日	10,000,000	20,000
Issued:	已發行：		
At 1 January 2013	於二零一三年 一月一日	4,227,440	8,455
At 30 June 2013	於二零一三年 六月三十日	4,227,440	8,455

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

每股所附之權利與當時之發行股票享有同等權利。

13. CAPITAL COMMITMENTS

13. 資本承擔

		30.6.2013	31.12.2012
		於二零一三年 六月三十日	於二零一二年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Capital expenditure in respect of the construction of property contracted for but not provided in the consolidated financial statements	就建設物業已訂約但尚未於綜合財務報表內計提之資本開支	461,918	502,485
Capital expenditure in respect of the construction of property authorized but not contracted for	就建設物業已授權但尚未訂約之資本開支	96,374	173,520

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

14. RELATED PARTY TRANSACTIONS

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

14. 關連人士交易

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

		Six months ended	
		截至六月三十日止六個月	
		30.6.2013	30.6.2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
Supply Transactions	供應交易		
Selling Agency transactions	銷售代理交易		
(1) Aggregate transactions amount	(1) 累計交易金額	349,399	212,802
(2) The related commission amount	(2) 相關佣金金額	64,202	56,437
Purchase Transactions	採購交易		
Common Services Transactions	公共服務交易		
		414	304
		41,714	6,281
Processing Transactions	加工交易		
		5,420	5,024
		9,851	15,482

Notes to the Condensed Financial Statements

簡明綜合財務報表附註

14. RELATED PARTY TRANSACTIONS (continued)

Notes:

- (i) The Inspur group will, with reference to the market price paid by the Group.
- (ii) The Group appoints the Inspur Group to act as selling agency in the sale of the products and services of the Group. In return, the Inspur Group will receive a commission of 1% or less of the total sale value of the products and services.
- (iii) The Group will purchase the computer hardware and software products by the Group from the Inspur Group. The price per unit of the computer products and components purchased from Inspur Group will be agreed between parties with reference to the then prevailing markets prices of such computer hardware and software products at the relevant time.
- (iv) The Inspur Group shall provide Common Services for use the Group based on normal commercial terms through arm's length negotiation or on terms no less favourable than the terms available from independent third parties for provision of similar services.
- (v) Inspur Business System Company Limited ("Inspur Business") has appointed Inspur Cheeloo Company Limited ("Inspur Cheeloo") to provide services of procurement of raw materials of and assembling and manufacturing tax-collection cashier machines at processing fee calculated at 5% of the value of the raw materials (the "Cashier Machines Purchases") and the said rate is comparable to the rates in the market.
- (vi) During the period, the Group disposed of Inspur (HK) electronics limited, a wholly owned subsidiary of the Group to a fellow subsidiary of the Company for a cash consideration of HKD294,230,000. Details of the disposal are set out in the announcement dated 16 April 2013 and the circular date 21 May 2013.

14. 關連人士交易 (續)

附註：

- (i) 本集團按市場價出售貨品予浪潮集團。
- (ii) 本集團委聘浪潮集團擔任本集團產品及銷售之銷售代理，浪潮集團收取不高於產品與服務銷售總值1%之佣金。
- (iii) 本集團將向浪潮集團採購電腦軟硬件產品。浪潮集團將供應之電腦產品及配件之單價，將由訂約方參照該等產品於有關時間當時之市價協定。
- (iv) 浪潮集團將就使用公共服務向本集團提供服務，按正常商業條款及公平原則或按不遜於浪潮集團向其他方提供或其他方向本集團提供同類服務條款磋商。
- (v) 浪潮商用系統有限公司已委聘浪潮齊魯軟件產業有限公司就採購稅控收款機之原材料及組裝及製造稅控機提供服務，所收取的加工費按原材料價值之5%計算。
- (vi) 於本期間，本集團將本集團的全資附屬公司浪潮(香港)電子有限公司出售予本公司的同集團附屬公司，現金代價為港幣294,230,000。出售詳情請參閱日期為二零一三年四月十六日的公佈以及於日期為二零一三年五月二十一日的通函。

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