

# Kingdee

Kingdee International Software Group Company Limited

金蝶國際軟件集團有限公司

Stock Code 股份代號: 268

## INTERIM REPORT 2015 中期報告



BIG DATA  
CLOUD  
INTERNET

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# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### 1. Financial Highlights

In the first half of 2015, both the ERP and the Cloud business made steady progress thanks to China's promotion of the "Internet +" strategy. The ERP business maintained steady growth and the Cloud services business achieved rapid expansion. In the first half of 2015, Kingdee formed strategic partnerships with many industry leaders including JD.com, Kingsoft and Amazon, in an effort to collaboratively fulfill the fast growing demand arising from the rapidly evolving mobile enterprise internet market.

#### Revenue

The revenue of the Group in the first half of 2015 was RMB757,981,000, an increase of 1.1% year-on-year (1H'2014: RMB749,878,000). The revenue generated from ERP business was RMB676,178,000, a 4.1% decrease from the previous year (1H'2014: RMB704,958,000). The revenue generated from Cloud services business surged 82.1% year-on-year to RMB81,803,000 (1H'2014: RMB44,920,000).

#### Gross Profit

In the reporting period, the Group's gross profit was RMB599,483,000, 1.1 % lower than the previous year (1H'2014: RMB606,288,000). The gross margin of the reporting period was 79.1% (1H'2014: 80.9 %).

### 一、 主要財務資料

2015年上半年，集團ERP與金蝶雲兩大業務穩健經營，順應中國「互聯網+」戰略趨勢，金蝶ERP業務穩中有進，金蝶雲業務快速成長，戰略聯盟與資本合作取得重大突破。上半年，金蝶與京東、金山、亞馬遜等結成戰略聯盟，合力佈局需求強勁的企業移動互聯網轉型市場。

#### 收入

本集團截至二零一五年六月三十日止年度的營業額為人民幣757,981,000元，較二零一四年同期增長1.1%（二零一四年同期：人民幣749,878,000元）。其中本集團實現ERP業務收入人民幣676,178,000元，較二零一四年同期下降4.1%（二零一四年同期：人民幣704,958,000元）；雲服務業務同比大幅增長82.1%，實現收入人民幣81,803,000元（二零一四年同期：人民幣44,920,000元）。

#### 毛利

報告期內，本集團的毛利為人民幣599,483,000元（二零一四年同期：人民幣606,288,000元），同比下降約1.1%。報告期內，毛利率約為79.1%（二零一四年同期：約80.9%）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Profit

Operational efficiency improved during the period. The profit attributable to owners of the Company in the six months ended 30 June 2015 was RMB91,597,000 (1H'2014: RMB81,457,000). Net profit margin in the first half of 2015 was 12.1% (1H'2014: 10.9%). The basic earnings per share was RMB3.465 cents (1H'2014: RMB3.192 cents).

## 2. Sub Business Reporting

### I. Kingdee ERP Business

#### (1) SMEs Market

In the reporting period, China witnessed a new wave of start-ups and the emergence of a large number of small to medium sized enterprises (SMEs) after Premier Li Keqiang encouraged “Entrepreneurship and Innovation amongst the People”, prompting significant future potential for the demand for ERP software.

During the reporting period, the Group continued to provide high quality products and services for enterprises, continuously improving the core quality of ERP products, providing innovative “ERP+” O2O solutions, and offering superior user experience. The Group established deep and close partnerships with well-known internet companies to develop applications for the mobile internet market, and developed an integrated cloud service solution for SMEs, becoming the preeminent cloud services and software provider for SMEs.

### 利潤

集團經營品質持續提升，集團截至二零一五年六月三十日止年度的本公司權益持有人應佔當期盈利為人民幣91,597,000元（二零一四年同期：人民幣81,457,000元）。於上半年內，淨利潤率約為12.1%（二零一四年同期：約為10.9%），每股基本盈利為人民幣3.465仙（二零一四年同期：每股基本盈利人民幣3.192仙）。

## 二、分業務報告

### (一) 金蝶ERP業務

#### 1. 中小企業市場

報告期內，受李克強總理在政府工作報告提出「大眾創業，萬眾創新」的號召，中國迎來新一輪中小企業創業潮，ERP市場需求蘊含巨大潛力。

報告期內，本集團持續為企業提供高品質的產品及服務，持續提升ERP核心品質，創新「ERP+」O2O解決方案，創造一流的用戶體驗，並通過與多家著名互聯網企業的多層次合作和移動互聯的深度結合應用，為中小企業實現雲服務模式等一站式解決方案，成為中小企業雲服務和軟件首選品牌。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In the reporting period, the internationally recognized third-party research firm IDC released its research report, IDC PRC Semiannual Enterprise Applications Tracker (2H'2014). The report shows that Kingdee was ranked No.1 in the SME software market in 2014, extending its top ranking for 11th consecutive years since 2004.

#### (2) Middle to Large Enterprises and Industry Vertical Market

In the reporting period, the State Council launched the “China Manufacturing 2025” initiative. The Group effectively leveraged the emerging opportunities from technical revolutions and industrial transformations to expand the coverage of high value customers through the establishment of strategic partnerships and working with social organizations.

報告期內，由國際權威第三方分析機構國際數據公司IDC最新公佈的研究報告《IDC中國半年度企業應用軟件市場跟蹤報告(2014年下半年)》中顯示，金蝶2014年在中國中小企業應用軟件市場佔有率穩居第一，這是本集團連續11年蟬聯榜首。本集團自2004年以來一直保持在中國中小企業應用軟件市場領先地位。

#### 2. 大中型企業及行業市場

報告期內，國務院正式頒佈《中國製造2025》行動綱領，集團緊緊把握新一輪科技革命和產業變革，積極聯合戰略夥伴和社會組織，拓展高價值客戶。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In the reporting period, the revenue generated from EAS revenue increased steadily, while software shipments rose 7.5% year-on-year. Revenue from EAS centralized financial resource management solutions more than tripled from the 1H'2014. To address the need to improve efficiency and enhanced collaboration with external resources, Kingdee focused on strengthening competitiveness of centralized financial resource management solutions, allowing the EAS business group to effectively help improve the financial resource management capabilities of enterprise customers. It is worth noting that the "China Manufacturing 2025" national initiative has been highly effective in driving demand for intelligent solutions in the manufacturing industry, and drove a doubling of revenue for our equipment and manufacturing software modules on a year over year basis. Kingdee won contracts from industry leading companies including China Southern Railway Zhuzhou, Ziyang Locomotive, and Wuhan Marine Machinery Plant.

In the reporting period, Kingdee enabled its corporate clients to pass the new integrated management system standards assessment for the integration of informatization and industrialization, designed to promote the value of information technology within enterprises. A total of 11 enterprises out of the 200 that passed the informatization and industrialization standards assessment by the Ministry of Information Industry were clients of Kingdee, which ranked Kingdee among the top 3 information consulting firms promoting the integration of informatization and industrialization. Many large enterprises, including Zoomlion and CNOOC, have successfully passed the integrated management standards assessment enabled by Kingdee.

報告期內，EAS收入穩健增長，軟件發貨同比增長7.5%。其中，EAS財務共享解決方案收入同比激增三倍。針對大型集團企業面臨的內部增效、外部協同等痛點需求，重點強化財務共享解決方案的競爭力，幫助集團企業全面提升管理水平及效率。值得注意的是，受國家「中國製造2025」的戰略刺激，裝備製造業在智能製造解決方案需求強勁，金蝶裝備製造事業部業績增長倍增，成功簽約了中車株機、資陽機車、武漢船機等行業標杆客戶。

報告期內，金蝶幫助企業通過兩化融合管理體系評定，推動企業實現信息化價值躍升，在全國首批通過兩化融合管理體系評定、並獲得工信部頒發證書的200家企業中，金蝶服務的企業有11家，位列工信部兩化融合貫標諮詢服務企業Top3，諸多如中聯重科、中海石油等大企業通過金蝶成功實施兩化融合貫標專案。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### (3) International Business

In the reporting period, Kingdee successfully leveraged the opportunities arising from the country's "One Belt One Road" strategy that promotes the Chinese enterprises to expand overseas. Kingdee established a strategic partnership with Amazon for the deployment of public Cloud services in the Asia Pacific region. In addition, Kingdee worked with Hong Kong Productivity Council to promote the popularization of information technology within the SMEs in Hong Kong. In the reporting period, Kingdee won contracts from many large companies including CITIC, Everbright Group, Florentia Village and Kingston.

## II. Kingdee Cloud Services Business

### (1) Mobile Office Cloud

Cloud Hub is China's largest platform for Cloud-based mobile office services. In the reporting period, Cloud Hub released V5, a new version with significantly enhanced capabilities of core features. Cloud Hub, Kingsoft WPS and other players established strategic partnerships and information sharing cooperation, launching an integrated solution for mobile office services, and developing a complete ecosystem for mobile office applications. Cloud Hub Community products were launched on the WeChat platform, which significantly increased the number of users. In the reporting period, the number of registered enterprises or organizations on Cloud Hub exceeded 500,000, and total user count exceeded

### 3. 國際業務

報告期內，金蝶順應國家「一帶一路」戰略，開拓中資企業走向海外所帶來的新商機。積極把握集團與亞馬遜戰略合作的重大契機，在亞太地區大力推廣公有雲部署方案。與香港生產力促進局合作推進香港中小企業信息化普及。報告期內，成功簽約CITIC、光大集團、Florentia Village、Kingston等集團企業。

## (二) 金蝶雲服務業務

### 1. 移動辦公雲服務

雲之家是中國最大的移動辦公雲服務平臺。報告期內，雲之家發佈V5新版，顯著提升核心應用體驗。雲之家與金山WPS等廠商達成戰略合作，共享用戶資源，推出一站式雲辦公服務解決方案，構建完整的移動辦公生態格局。雲之家部落產品新推出微信社區服務，牽動用戶數大幅提升。報告期內，雲之家公有雲註冊企業及組織數突破50萬，企業用戶數超過450萬。大型企業進行移動互聯網轉型的需求日益強勁，雲之家私有雲業務亦取得高速增長，成功續約海爾二期、萬科二期等已有大客戶，並新增國務院國資

## MANAGEMENT DISCUSSION AND ANALYSIS

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4,500,000. The demand for mobile Internet services as large scale enterprises transition to mobile has been growing rapidly, as the private Cloud services business maintained rapid growth and Kingdee successfully renewed contracts with Haier, Vanke and other large corporations, while also adding many new big name clients including the State-owned Assets Supervision and Administration Commission (SASAC), China Merchants Group, Yunnan Tobacco, and Tongji University, further strengthening our position as China's largest mobile office platform.

#### (2) Finance Cloud and Internet Finance

The rapid development of e-commerce led to the strong demand growth for SaaS management software. Kingdee's Youshang.com has been a pioneer product in the field for many years, and has become China's largest financial Cloud service platform. During the reporting period, SaaS revenue for Youshang.com increased 75%, while the number of registered users increased more than 40% year-on-year, and retention rate among paying users exceeded 75%. It is worth noting that Youshang.com's potential growth could be even more significant if it expanded its distribution channels. Kingdee WISE Note also maintained its position as the largest free Cloud+client software platform in China, with over 3 million users, and remains the unrivaled leader in the Cloud services market for small and micro enterprises.

委、招商局集團、雲南中煙、同濟大學等眾多知名客戶，進一步鞏固中國最大的移動辦公平臺之地位。

#### 2. 財務雲及互聯網金融服務

中國蓬勃發展的電商市場對SaaS管理軟件需求強勁，金蝶友商網深耕該領域多年，現已成長為中國最大的財務雲服務平臺。報告期內，友商網(www.youshang.com)在線SaaS服務收入同比增長75%，註冊用戶同比增長40%以上，付費客戶的續費率繼續保持在75%以上，值得注意的是，金蝶友商網面向分銷渠道的拓展尚有潛力蓄勢待發，友商網業務未來想像空間巨大。金蝶智慧記是中國用戶量最大的免費進銷存「雲+端」軟件，客戶總數超過300萬家，在小微企業雲服務市場遙遙領先。



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### 管理層討論與分析

In the reporting period, Kingdee Internet Finance worked with many financial institutions including China Merchants Bank, Ping An Bank, Ant Financial and Baoshang Bank to utilize data from Kingdee's Youshang.com and other services to facilitate loan applications for enterprises. During the reporting period, the banking products and services helped more than 10 thousand SMEs accelerate the approval process, secure higher amounts and lower interest rates for loans and other credit services, creating a new revenue source for the company.

#### (3) ERP Cloud

K/3 Cloud is an integrated multi-channel solution aimed at addressing the challenges in operational and marketing management for Chinese enterprises. K/3 Cloud effectively improves supply chain efficiency and connects with WeChat, which in combination would facilitate the transition to "Internet +" in traditional enterprises. During the reporting period, Kingdee reached a strategic agreement with Amazon Web Services which helps to improve the user experience of ERP Cloud services significantly. The solution included numerous user-friendly features, such as the ease of activation and use, scalable architecture, and the pay on demand on-demand services. To date, monthly user activations have reached over 200, becoming a major driver for the Cloud services business.

報告期內，金蝶互聯網金融聯合招商銀行、平安銀行、螞蟻金服、包商銀行等金融機構，利用金蝶友商網等數據分析，為超過1萬家中小微企業提供審批快、額度高、利率低等多種信用貸款產品服務，創造了新的業務模式。

#### 3. ERP雲服務

面對「互聯網+」對中國企業的營銷管理、經營管理快速變化的需求，K/3 Cloud推出全渠道營銷創新的整體產品方案，顯著提升產業鏈的協同能力，並加強與微信的連接，幫助傳統企業互聯網+轉型與升級。報告期內，金蝶集團與亞馬遜AWS達成戰略合作，顯著改善了ERP雲服務的用戶體驗，其開通即使用、彈性計算、按需付費等特性深受客戶青睞，以月增超過200個用戶的速度推動ERP雲服務業務高速增長。

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#### (4) Express Data Cloud

Kuaidi 100 is China's largest information tracking platform for third party courier and logistics services. In the reporting period, queries for Kuaidi 100 increased by over 80% year-on-year to over 5.8 billion times, with more than 60% of the page views coming from mobile. The mobile Delivery Man courier service also continues to gain market acceptance due to continuous investment in R&D and the improved user experience.

#### 4. 快遞雲服務

快遞100是中國最大的第三方快遞與物流信息查詢服務平臺。報告期內，快遞100查詢次數達到58億次，同比增長超80%，其中來自移動端的訪問量已經超過總訪問量六成以上。得益於不斷的研發投入及體驗改進，所推出的手機寄快遞業務亦受到越來越多用戶的接納和使用。

### III. Businesses of Major Kingdee Subsidiaries

#### (1) Mobile Internet Hospital Service

Kingdee Medical is a pioneer in the mobile internet hospitals and the vision for the “mobile internet hospital”. The mobile internet hospital incorporates “Internet+” in traditional hospitals to construct a mobile service platform for patients and functions as a bridge to connect the hospitals. It enables hospitals to extend medical and health care services on mobile and allows the patients to have easy access to both outpatient and inpatient services, significantly improving the medical experience. The seamless medical and health related services have greatly lowered the threshold of accessing hospital services for patients and shortened the distance between hospital and patients to be just “the last meter”. In the first half of 2015, Kingdee Medical signed contracts with 123 hospitals. As of the end of June 30, 2015, Kingdee Medical had over 650,000 users and the number of transactions was more than 1,470,000 times.

#### (三) 金蝶主要子公司業務

##### 1. 移動互聯網醫院業務

金蝶醫療是移動互聯網醫院領航者，也是「移動互聯網醫院」一詞的創造者。移動互聯網醫院讓醫院成為「互聯網+」的主體，通過構建「患者移動服務平臺」這個開放的「醫療服務連接器」，連接醫院與患者，幫助醫院將自身服務延伸到移動互聯網，讓患者隨時隨地獲取從門診到住院的全流程服務，改善就醫體驗，從而獲取行雲流水般的醫療與健康服務，極大的降低了患者的使用門檻，全流程打通了醫院服務到人的「最後一米」。2015年上半年，金蝶醫療新簽移動互聯網醫院123家，累計用戶數超過65萬人，累計交易次數超過147萬次。

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### 管理層討論與分析

#### (2) Cloud Infrastructure Software Business

In the reporting period, the demand for basic software from the central government, ministries, smart city, tobacco and defense customers was strong. Kingdee Middleware Company continues to work with large system integrators to increase its position in the information security and management market. Kingdee Middleware joined the national security brand alliance and demonstrated its capabilities in innovation and information security through a series of products including basic middleware, data middleware and platform middleware products, gaining widespread recognition from the market.

#### 3. Organization and Human Resources

In the reporting period, the Group focused on the strategy to “motivate, introduce and develop” human resources. The amoeba management model was adopted by business units and the stock incentive plan was available for key personnel. The Group will continue to hire younger employees born after '85 and '90, while simultaneously increasing the number of professional personnel to support the successful execution of the corporate strategy.

#### 2. 雲基礎軟件業務

報告期內，來自政府、中央部委、智慧城市、煙草、軍工等重要市場的基礎軟件需求旺盛，金蝶中間件公司不斷深化與大型集成廠商的戰略夥伴關係，不斷加強在信息安全、自主可控領域的影響力。金蝶中間件公司加入了信息安全品牌聯盟，近年來在自主創新、信息安全等方面不斷做出成果，基礎中間件、數據中間件、平臺中間件等一系列產品，受到市場的極大關注。

#### 三、組織與人才保障

報告期內，本集團聚焦「啟動、引進、發展」的人才戰略，劃小經營責任單位實行阿米巴經營，對現有ERP骨幹人才通過期權加大激勵，部分互聯網業務成立獨立子公司並通過員工持股等激勵措施對核心骨幹進行有效激勵。繼續引進85、90後新鮮血液，同時加大高價值人才引進，以支撐公司戰略達成。

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#### 4. Corporate Social Responsibility

In the reporting period, the Group extended the sponsorship for the 8th consecutive year for Chinese Management Excellence Awards, an award initiated by China's top business schools. The goal of Kingdee's sponsorship is to work together with leading organizations to build a "produce – learning – research" platform to promote excellent business practices and the progress of modern enterprise management in China.

In the reporting period, the Group and Suzhou University, Beijing Information Science and Technology University, Capital Normal University, Southwestern University of Finance and Economics and 30 other well-known universities signed an agreement for cooperation, creating education centers, joint labs, domestic infrastructure software training base, technical centers and more to support the potential engineers of basic software development for the country and enterprises.

#### 5. Business Outlook

The "Internet +" strategy is driving the transformation of China's enterprises. New information technologies integrated with industries are creating new ways of production, new industries, new business models and new growth engines. Kingdee will be able to quickly adapt to the new engines of economic growth through the innovative solutions of ERP+ and higher value-added services for customers.

#### 四、社會責任

報告期內，本集團聯合中國頂尖商學院連續第八年支持和推動中國管理模式傑出獎遴選活動，與社會各界攜手，搭建「產學研」平臺，推動傑出管理案例的遴選、研究與推廣，促進中國管理現代化事業進步。

報告期內，本集團與蘇州大學、北京信息科技大學、首都師範大學、西南財經大學等30多家知名高校簽署戰略合作協定，建立了實踐教育中心、聯合實驗室、國產基礎軟件實訓基地和技術中心等，更好地為國家和企業培養基礎軟件人才。

#### 五、未來展望

「互聯網+」戰略正在深刻影響中國企業轉型，新一代信息技術與產業的融合，正在形成新的生產方式、產業形態、商業模式和經濟增長點。集團業務將緊密契合新的經濟增長點，創新ERP+解決方案，為客戶提供更多的高價值服務。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

Today, the demand of Internet+ for enterprises is strong with millions of enterprises in China working toward transformation and upgrading. The Kingdee Cloud services business has been leading the Chinese enterprise internet market in terms of the maturity of products, revenue scale, and the superior customer experience. The Group will continue to increase the investment in the core Cloud services business to support the development of Cloud-based and internet-based financial services, Mobile Office Cloud, ERP Cloud, and Industry Cloud. The Group's strategic partnerships with JD.com, Kingsoft and Amazon have been reflected in our business performance and established a powerful infrastructure for the alliance of Cloud-based business and the enterprise internet ecosystem.

In the future, Kingdee remains committed to the mission of "Data Drives Success" to become "the Most Reliable Big Data Service Provider". Kingdee will be providing innovative Big Data Cloud products and services to enterprises, facilitating the transformation and upgrading of mobile internet for Chinese enterprises!

今天，企業互聯網風口正勁，中國企業互聯網轉型需求旺盛。無論從產品成熟度，還是業務收入，以及客戶體驗等角度，金蝶雲業務已強勢領跑國內企業互聯網市場。集團將繼續加大核心雲業務的投資，促進財務雲及互聯網金融服務、移動辦公雲、ERP雲、行業雲等雲業務更快發展。集團上半年與京東、金山、亞馬遜的戰略合作已初顯成效，下一步將大力發展雲業務合作聯盟，構建強大的企業互聯網生態。

未來，金蝶以「讓數據驅動成功」為使命，以「最值得信賴的大數據服務公司」為願景，為企業提供創新的大數據雲產品與服務，幫助中國企業移動互聯網轉型與升級！

## REPORT OF DIRECTORS

### 董事會報告

#### Outstanding Share Options

##### Outstanding share options under the 2001 Scheme, 2002 Scheme, 2005 Scheme and 2015 Scheme

The share option scheme is to encourage and reward the contribution of eligible persons to the Company. The eligible persons include employees, directors (the “Directors”), consultants, suppliers and customers of the Group.

Pursuant to the share option scheme of the Company adopted on 30 January 2001 (the “2001 Scheme”), an aggregate of 6,880,000 share options were granted, of which 4,010,000 share options were exercised, 2,870,000 share options lapsed and none remained outstanding as at 30 June 2015.

Pursuant to the share option scheme of the Company adopted on 26 April 2002 (the “2002 Scheme”) and the adjustment made due to the bonus issue of shares of the Company effective on 9 May 2011 (the “Bonus Issue”), an aggregate of 232,620,000 share options were granted, of which 126,523,120 share options were exercised, 106,096,880 share options lapsed and none remained outstanding as at 30 June 2015.

#### 尚未行使的購股權

##### 根據二零零一年計劃、二零零二年計劃、二零零五年計劃及二零一五年計劃尚未行使的購股權

本公司採納的購股權計劃的目的為激勵及獎勵合資格參與者為本公司作出貢獻。合資格參與者包括本集團的員工、董事（「董事」）、顧問、供應商及客戶。

根據本公司於二零零一年一月三十日採納的購股權計劃（「二零零一年計劃」）授出的購股權總數為6,880,000股，截至二零一五年六月三十日止，其中4,010,000股購股權已獲行使，2,870,000股購股權已失效，且並沒有購股權尚未行使。

根據本公司於二零零二年四月二十六日採納的購股權計劃（「二零零二年計劃」）及由於本公司於二零一一年五月九日生效的紅股發行（「紅股發行」）而作出的調整，授出的購股權總數為232,620,000股，截至二零一五年六月三十日止，其中126,523,120股購股權已獲行使，106,096,880股購股權已失效，且並沒有購股權尚未行使。

## REPORT OF DIRECTORS

### 董事會報告

Both of the 2001 Scheme and 2002 Scheme were terminated by the Company on 30 June 2005. Pursuant to the share option scheme of the Company adopted on 11 July 2005 (the “2005 Scheme”) and the adjustment made due to the Bonus Issue and the refreshment on the scheme limit in 2011, an aggregate of 529,501,600 share options were granted, of which 197,021,565 share options were exercised, 95,874,006 share options lapsed and 236,606,029 share options remained outstanding as at 30 June 2015.

At the annual general meeting of the Company convened on 8 May 2015, the Company terminated the 2005 Scheme and adopted a new share option scheme (the “2015 Scheme”) with a validity period of ten years. As at 30 June 2015, the Company had granted 40,000,000 share options pursuant to the 2015 Scheme, of which no share options were exercised, no share options lapsed and 40,000,000 share options remained outstanding. According to the scheme mandate limit of the 2015 Scheme as approved at the annual general meeting of the Company on 8 May 2015 (being 259,264,096 share options) less the 40,000,000 share options granted by the Company since the approval, the Company may further grant 219,264,096 share options (including the lapsed share options since the refreshment), representing approximately 7.54% of the issued share capital of the Company as at 30 June 2015.

於二零零五年六月三十日，本公司已終止二零零一年計劃及二零零二年計劃。根據本公司於二零零五年七月十一日召開的特別股東大會上採納的購股權計劃（「二零零五年計劃」）及由於本公司於二零一一年生效的紅股發行而作出的調整以及更新的計劃限額，授出的購股權總數為529,501,600股，截至二零一五年六月三十日止，其中197,021,565股購股權已獲行使，95,874,006股購股權已失效，以及236,606,029股購股權尚未行使。

在二零一五年五月八日召開的週年股東大會上，本公司已終止二零零五年計劃並採納了一項新的購股權計劃（「二零一五年計劃」），有效期為10年。截至二零一五年六月三十日止，本公司已根據二零一五年計劃，授出40,000,000股購股權，其中未有購股權已獲行使，未有購股權已失效，以及40,000,000股購股權尚未行使。根據二零一五年五月八日股東週年大會批准的二零一五年計劃限額（即259,264,096股購股權），減去本公司自獲批後授出的40,000,000股購股權，本公司尚可授出219,264,096股購股權（計及自獲批後已失效的購股權），佔二零一五年六月三十日本公司已發行股份約7.54%。

## REPORT OF DIRECTORS

### 董事會報告

Details of the share options granted under the 2005 Scheme and 2015 Scheme are set out in the table as follows:

根據2005年計劃和2015年計劃所授購股權詳情載於表格如下：

Name or category of participants	姓名或參與者類別	Grant Date 授出日期	Grant Period 行使期限	Exercise price HK\$ 行使價格 港元	Options held at 1 January 2015 於二零一五年 一月一日之 購股權數目	Options granted during the reporting period 報告期內 授出的 購股權數目	Options exercised during the reporting period 報告期內 行使的 購股權數目	Options lapsed during the reporting period 報告期內 失效的 購股權數目	Options held at 30 June 2015 於二零一五年 六月三十日之 購股權數目
<b>Directors</b>	<b>董事</b>								
Xu Shao Chun (Note 1)	徐少春 (附註1)	02/04/2013	02/04/2013 to 01/04/2023	1.308	2,800,000	-	-	-	2,800,000
Oriental Gold Limited (Note 1)	Oriental Gold Limited (附註1)	23/04/2010	23/04/2010 to 22/04/2020	2.592	2,400,000	-	-	-	2,400,000
		30/03/2012	30/03/2012 to 29/03/2019	1.87	2,500,000	-	-	-	2,500,000
		23/04/2014	23/04/2014 to 22/04/2024	2.66	2,500,000	-	-	-	2,500,000
		12/05/2015	12/05/2015 to 11/05/2025	4.6	0	2,500,000	-	-	2,500,000
Yang Jian	楊健	28/04/2006	28/04/2006 to 27/04/2016	0.5438	336,000	-	-	-	336,000
		01/08/2008	01/08/2008 to 31/07/2018	1.4584	120,000	-	-	-	120,000
		17/09/2009	17/09/2009 to 16/09/2019	1.1417	180,000	-	-	-	180,000
		23/04/2010	23/04/2010 to 22/04/2020	2.5917	360,000	-	-	-	360,000
		16/03/2011	16/03/2011 to 15/03/2021	4.275	400,000	-	-	-	400,000
		30/03/2012	30/03/2012 to 29/03/2019	1.87	700,000	-	-	-	700,000
		22/08/2012	22/08/2012 to 21/08/2019	1.15	2,000	-	-	-	2,000
		22/03/2013	22/03/2013 to 21/03/2023	1.34	400,000	-	-	-	400,000
		02/04/2013	02/04/2013 to 01/04/2023	1.308	300,000	-	-	-	300,000
		12/05/2015	12/05/2015 to 11/05/2025	4.6	0	800,000	-	-	800,000



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### 董事會報告

Name or category of participants	姓名或參與者類別	Grant Date 授出日期	Grant Period 行使期限	Exercise price HK\$ 行使價格 港元	Options held at 1 January 2015 於二零一五年一月一日之購股權數目	Options granted during the reporting period 報告期內授出的購股權數目	Options exercised during the reporting period 報告期內行使的購股權數目	Options lapsed during the reporting period 報告期內失效的購股權數目	Options held at 30 June 2015 於二零一五年六月三十日之購股權數目
Chen Deng Kun	陳登坤	04/05/2006	04/05/2006 to 03/05/2016	0.548	5,520,000	-	-	-	5,520,000
		08/06/2007	08/06/2007 to 07/06/2017	1.507	3,264,000	-	-	-	3,264,000
		01/08/2008	01/08/2008 to 31/07/2018	1.458	2,400,000	-	-	-	2,400,000
		23/04/2010	23/04/2010 to 22/04/2020	2.592	960,000	-	-	-	960,000
		16/03/2011	16/03/2011 to 15/03/2021	4.275	960,000	-	-	-	960,000
		30/03/2012	30/03/2012 to 29/03/2019	1.87	1,300,000	-	-	-	1,300,000
		22/03/2013	22/03/2013 to 21/03/2023	1.34	400,000	-	-	-	400,000
		02/04/2013	02/04/2013 to 01/04/2023	1.308	300,000	-	-	-	300,000
Gary Clark Biddle	Gary Clark Biddle	12/05/2015	12/05/2015 to 11/05/2025	4.6	0	300,000	-	-	300,000
		08/06/2007	08/06/2007 to 07/06/2017	1.507	480,000	-	-	-	480,000
		30/03/2012	30/03/2012 to 29/03/2019	1.87	300,000	-	-	-	300,000
		22/03/2013	22/03/2013 to 21/03/2023	1.34	200,000	-	-	-	200,000
		12/05/2015	12/05/2015 to 11/05/2025	4.6	0	200,000	-	-	200,000
Wu Cheng	吳澄	30/03/2012	30/03/2012 to 29/03/2019	1.87	200,000	-	200,000	-	0
		22/03/2013	22/03/2013 to 21/03/2023	1.34	200,000	-	100,000	-	100,000
		12/05/2015	12/05/2015 to 11/05/2025	4.6	0	200,000	-	-	200,000

# REPORT OF DIRECTORS

## 董事會報告

Name or category of participants	姓名或參與者類別	Grant Date 授出日期	Grant Period 行使期限	Exercise price HK\$ 行使價格 港元	Options held at 1 January 2015 於二零一五年一月一日之購股權數目	Options granted during the reporting period 報告期內授出的購股權數目	Options exercised during the reporting period 報告期內行使的購股權數目	Options lapsed during the reporting period 報告期內失效的購股權數目	Options held at 30 June 2015 於二零一五年六月三十日之購股權數目
Dong Ming Zhu	董明珠	22/03/2013	22/03/2013 to 21/03/2023	1.34	200,000	-	-	-	200,000
		12/05/2015	12/05/2015 to 11/05/2025	4.6	0	200,000	-	-	200,000
Liu Chia Yung	劉家雍	12/05/2015	12/05/2015 to 11/05/2025	4.6	0	200,000	-	-	200,000
Other employees in aggregate	僱員總數				251,629,579	35,600,000	44,405,550	-	242,824,029
TOTAL	合計				281,311,579	40,000,000	44,705,550	0	276,606,029

Note:

附註：

- Easy Key Holdings Limited is wholly owned by Mr. Xu Shao Chun, the Chairman of the Board and the Chief Executive Officer of the Company, which wholly owns Oriental Gold Limited and Billion Ocean Limited.
- Easy Key Holdings Limited 由公司董事會主席兼行政總裁徐少春先生全資擁有，其全資控股 Oriental Gold Limited 及 Billion Ocean Limited。

## REPORT OF DIRECTORS

### 董事會報告

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

As at 30 June 2015, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which will be required to be notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO to be entered in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") as set out in Appendix 10 of The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

#### 董事及最高行政人員於股份、相關股份或債券證中擁有的權益與淡倉

於二零一五年六月三十日，本公司各位董事及最高行政人員在本公司或其相關法團（定義見《證券及期貨條例》（香港法例第571章）（「證券及期貨條例」）第XV部份）的股份、相關股份或債權證中所擁有根據證券及期貨條例第XV部份第7及8章的規定需要通知本公司和香港聯合交易所有限公司（「香港聯交所」），或根據證券及期貨條例第352條規定須在存置之登記冊中記錄，或根據香港聯交所證券上市規則（「上市規則」）附錄十之《上市公司董事進行證券交易的標準守則》（「標準守則」）的規定需要通知本公司和香港聯交所之權益或淡倉如下：

## REPORT OF DIRECTORS

### 董事會報告

#### Long positions in shares/underlying shares of the Company 本公司股份／相關股份中之好倉

Name of Directors	董事姓名	Number of shares/underlying shares (where appropriate) 股份數目／ 於期權下股份 (如適用)	Types of interests 權益性質	Percentage of issued share capital (Note 1) 佔股本 概約百分比 (附註1)
Xu Shao Chun	徐少春	765,298,624	Interests of controlled corporation (Note 2) 於控股公司之權益 (附註2)	
		11,565,200	Beneficial owner 實益擁有人	
		12,700,000	Other/Share option (Note 3) 其他／購股權 (附註3)	
Aggregate:	合計 :	789,563,824		27.15%
Yang Jian	楊健	605,626	Beneficial owner 實益擁有人	
		3,598,000	Other/Share option (Note 3) 其他／購股權 (附註3)	
Aggregate:	合計 :	4,203,626		0.14%
Chen Deng Kun	陳登坤	1,312,000	Beneficial owner 實益擁有人	
		15,404,000	Other/Share option (Note 3) 其他／購股權 (附註3)	
Aggregate:	合計 :	16,716,000		0.57%

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Name of Directors	董事姓名	Number of shares/underlying shares (where appropriate) 股份數目／ 於期權下股份 (如適用)	Types of interests 權益性質	Percentage of issued share capital (Note 1) 佔股本 概約百分比 (附註1)
Gary Clark Biddle	Gary Clark Biddle	1,180,000	Other/Share option (Note 3) 其他／購股權 (附註3)	
Aggregate:	合計：	1,180,000		0.04%
Wu Cheng	吳澄	780,000	Beneficial owner 實益擁有人	
		300,000	Other/Share option (Note 3) 其他／購股權 (附註3)	
Aggregate:	合計：	1,080,000		0.04%
Dong Ming Zhu	董明珠	400,000	Other/Share option (Note 3) 其他／購股權 (附註3)	
Aggregate:	合計：	400,000		0.01%
Liu Chia Yung	劉家雍	200,000	Other/Share option (Note 3) 其他／購股權 (附註3)	
Aggregate:	合計：	200,000		0.01%

## REPORT OF DIRECTORS

### 董事會報告

## Notes:

1. Percentage of issued share capital is calculated as the total number of shares issued by the company ended 30 June 2015, which is 2,907,669,443 shares.
2. Of the 765,298,624 shares, 409,412,000 shares were held through Oriental Gold Limited and 355,886,624 shares were held through Billion Ocean Limited. Easy Key Holdings Limited is wholly owned by Mr. Xu Shao Chun, which wholly owns Oriental Gold Limited and Billion Ocean Limited. Therefore, Mr. Xu Shao Chun is deemed to be interested in those 765,298,624 shares.
3. Details of the share options are set out in the paragraph headed "Outstanding Share Options" of this report.

Save as disclosed in this paragraph, as at 30 June 2015, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO to be entered in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

## 附註：

1. 佔股本概約百分比乃按公司於二零一五年六月三十日的已發行股份總數計算，即為2,907,669,443股。
2. 此765,298,624股股份中，409,412,000股股份由Oriental Gold Limited持有，355,886,624股股份由Billion Ocean Limited持有。Easy Key Holdings Limited由徐少春先生全資擁有，其全資控股Oriental Gold Limited及Billion Ocean Limited，故徐少春先生被當作於該765,298,624股股份擁有權益。
3. 該購股權的詳情載於本報告「尚未行使的購股權」一節。

除本段所披露的內容之外，於二零一五年六月三十日，本公司各位董事及最高行政人員在本公司或其相關法團（定義見證券及期貨條例）的股份、相關股份或債權證中概無擁有任何根據證券及期貨條例第XV部份第7及8章的規定需要通知本公司和香港聯交所，或根據證券及期貨條例第352條規定須在存置之登記冊中記錄，或根據標準守則的規定需要通知本公司和香港聯交所之權益或淡倉。

## REPORT OF DIRECTORS

### 董事會報告

#### Directors' Rights to Acquire Shares or Debentures

Save as disclosed in the section headed "Outstanding Share Options" above, none of the Directors or their respective associates (as defined under the Listing Rules) was granted by the Company, or any of its subsidiaries, any rights or options to acquire shares or debentures in the Company during the six months ended 30 June 2015.

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

As at 30 June 2015, as far as the Directors were aware, the following persons (other than the Directors and chief executive of the Company) had interests and short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Part XV of the SFO and required to be recorded in the register required to be kept under section 336 of the SFO:

#### 董事收購股份或債券證的權利

除上文「尚未行使的購股權」所披露外，截至二零一五年六月三十日的六個月內，本公司及其附屬公司概無向本公司董事及或其聯繫人（定義見上市規則）任何授予其購入本公司股份或債券證的權利或期權。

#### 主要股東及其它人士於股份、相關股份及債券的權益與淡倉

據董事所知，於二零一五年六月三十日，以下人士（本公司董事及最高行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部的規定需要向本公司披露及根據證券及期貨條例第336條規定須在存置之登記冊中所記錄之權益或淡倉：

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## 董事會報告

### Long positions in shares/underlying shares of the Company 本公司股份／相關股份中之好倉

Name	股東姓名	Number of Shares/underlying Shares (where appropriate) 股份／相關股份數目 (如適用)	Capacity 權益性質	Percentage of issued share capital 佔已發行股本百分比
Easy Key Holdings Limited (Note 1)	Easy Key Holdings Limited (附註1)	775,198,624 (L)	Beneficial owner 實益擁有人	26.66%
Oriental Gold Limited (Note 1)	Oriental Gold Limited (附註1)	409,412,000 (L) (Note 2)	Beneficial owner 實益擁有人	
		409,412,000 (L) (附註2)		
		9,900,000 (L)	Other/share option (Note 3) 其他／股份期權 (附註3)	
<b>SUBTOTAL</b>	<b>小計：</b>	<b>419,312,000 (L)</b>		<b>14.42%</b>
Billion Ocean Limited (Note 1)	Billion Ocean Limited (附註1)	355,886,624 (L)	Beneficial owner 實益擁有人	12.24%
JD Oriental Investment Limited (Note 4)	JD Oriental Investment Limited (附註4)	288,526,000 (L)	Investment manager 實益擁有人	9.92%
Credit Suisse Group AG (Note 5)	Credit Suisse Group AG (附註5)	242,955,789 (L)	Investment manager 投資經理	8.36%
		145,355,200 (S)	Investment manager 投資經理	5.00%
FMR LLC	FMR LLC	209,200,485 (L)	Investment manager 投資經理	7.19%
FIL Limited	FIL Limited	172,446,485 (L)	Investment manager 投資經理	5.93%



## REPORT OF DIRECTORS

### 董事會報告

#### Notes:

1. Easy Key Holdings Limited is wholly owned by Mr. Xu Shao Chun, which wholly owns Oriental Gold Limited and Billion Ocean Limited.
2. Out of the 409,412,000 shares (L), 130,000,000 shares (the "Lent Shares") are made available to Credit Suisse AG ("CSAG") on the basis that CSAG in turn agrees to make available to Credit Suisse Securities (Europe) Limited ("CSSEL") for purposes of stock lending by CSSEL to investors of the Guaranteed Convertible Bonds (as defined below) procured by CSSEL and for purposes of on-lending by CSSEL to Macquarie Bank Limited ("Macquarie") to facilitate stock lending by Macquarie to investors in the Bonds procured by Macquarie. During the terms of the lending arrangement, Oriental Gold Limited will not have the right to recall the Lent Shares and it will not have voting rights on the Lent Shares. It is expected that the Lent Shares will be returned to Oriental Gold Limited on or before the earlier of (i) the date on which all the Guaranteed Convertible Bonds are redeemed or converted and (ii) 14 April 2017.
3. Details of the share options are set out in the section headed "Outstanding Share Options" of this report.

#### 附註：

1. Easy Key Holdings Limited由徐少春先生全資擁有，其全資控股Oriental Gold Limited和Billion Ocean Limited。
2. 在409,412,000股股份(好倉)中，其中130,000,000股股份(「借出股份」)為向Credit Suisse AG(「CSAG」)提供的借股(前提是CSAG亦同意為Credit Suisse Securities (Europe)Limited(「CSSEL」)提供借股)，目的為CSSEL向CSSEL購買之有擔保可換股債券(定義詳見下文)之投資者借出股份以及CSSEL向麥格理銀行有限公司(「麥格理」)轉借以促使麥格理向由麥格理購買之債券之投資者借出股份。於借股安排有效期內，Oriental Gold Limited無權取回股份且其於借出股份無投票權。預期借出股份將會於(i)全部有擔保可換股債券獲贖回或兌換日期及(ii)二零一七年四月十四日(以較早者為準)返還予Oriental Gold Limited。
3. 該股份期權的詳情載於本報告「尚未行使的購股權」一節。

## REPORT OF DIRECTORS

### 董事會報告

4. According to the disclosure forms filed by JD Oriental Investment Limited, Max Smart Limited, JD.com, Inc., JD.com Investment Limited and Liu Qiangdong Richard on 26 May 2015, Max Smart Limited, JD.com, Inc., JD.com Investment Limited and Liu Qiangdong Richard were deemed to be interested in the shares of the Company as follows:
4. 根據2015年5月6日JD Oriental Investment Limited、Max Smart Limited、JD.com, Inc.、JD.com Investment Limited與劉強東披露表格提出、Max Smart Limited、JD.com, Inc.、JD.com Investment Limited與劉強東被當作於該股份擁有權益，如下：

Name of controlled corporation 控制公司 名稱	Name of controlling shareholder 控股股東 名稱	% control 控股 百分比	Direct interest 直接 利益	Number of shares 股數
Max Smart Limited Max Smart Limited	Liu Qiangdong Richard 劉強東	100 100	N 否	Long position 好倉 288,526,000
JD.com, Inc. JD.com, Inc.	Max Smart Limited and Fortune Rising Holdings Limited Max Smart Limited and Fortune Rising Holdings Limited	82.8 82.8	N 否	Long position 好倉 288,526,000
JD.com Investment Limited JD.com Investment Limited	JD.com, Inc. JD.com, Inc.	100 100	N 否	Long position 好倉 288,526,000
JD Oriental Investment Limited JD Oriental Investment Limited	JD.com Investment Limited JD.com Investment Limited	100 100	Y 是	Long position 好倉 288,526,000

## REPORT OF DIRECTORS

### 董事會報告

5. Credit Suisse Group AG had interest in a total of 242,955,789 shares (L) and 145,355,200 shares (S) in the Company through its various controlled corporations as follows:
5. Credit Suisse Group AG經其控制的公司於本公司的242,955,789股股份(好倉)及145,355,200股股份(淡倉)擁有權益，如下：

Name of controlled corporation 控制公司 名稱	Name of controlling shareholder 控股股東 名稱	% control 控股 百分比	Direct interest 直接 利益	Number of shares 股數
Credit Suisse AG	Credit Suisse Group AG	100	N Long position	7,052,101
Credit Suisse AG	Credit Suisse Group AG	100	否 好倉	
			Short position 淡倉	5,063,100
Credit Suisse Holdings (USA), Inc.	Credit Suisse Group AG	43	N Long position	7,052,101
Credit Suisse Holdings (USA), Inc.	Credit Suisse Group AG	43	否 好倉	
			Short position 淡倉	5,063,100
Credit Suisse Holdings (USA), Inc.	Credit Suisse AG	57	N Long position	7,052,101
Credit Suisse Holdings (USA), Inc.	Credit Suisse AG	57	否 好倉	
			Short position 淡倉	5,063,100
Credit Suisse (USA), Inc.	Credit Suisse Holdings (USA), Inc.	100	N Long position	7,052,101
Credit Suisse (USA), Inc.	Credit Suisse Holdings (USA), Inc.	100	否 好倉	
			Short position 淡倉	5,063,100
Credit Suisse Securities (USA) LLC	Credit Suisse (USA), Inc.	100	Y Long position	7,052,101
Credit Suisse Securities (USA) LLC	Credit Suisse (USA), Inc.	100	是 好倉	
			Short position 淡倉	5,063,100

## REPORT OF DIRECTORS

### 董事會報告

Name of controlled corporation 控制公司 名稱	Name of controlling shareholder 控股股東 名稱	% control 控股 百分比	Direct interest 直接 利益	Number of shares 股數
Credit Suisse AG	Credit Suisse Group AG	100	N	Long position 0
Credit Suisse AG	Credit Suisse Group AG	100	否	好倉 Short position 淡倉 996,000
Credit Suisse International	Credit Suisse Group AG	20	Y	Long position 0
Credit Suisse International	Credit Suisse Group AG	20	是	好倉 Short position 淡倉 996,000
Credit Suisse International	Credit Suisse AG	80	Y	Long position 0
Credit Suisse International	Credit Suisse AG	80	是	好倉 Short position 淡倉 996,000
Credit Suisse AG	Credit Suisse Group AG	100	N	Long position 17,977,241
Credit Suisse AG	Credit Suisse Group AG	100	否	好倉 Short position 淡倉 0
Credit Suisse (Hong Kong) Limited	Credit Suisse AG	100	Y	Long position 17,977,241
Credit Suisse (Hong Kong) Limited	Credit Suisse AG	100	是	好倉 Short position 淡倉 0

## REPORT OF DIRECTORS

### 董事會報告

Name of controlled corporation 控制公司 名稱	Name of controlling shareholder 控股股東 名稱	% control 控股 百分比	Direct interest 直接 利益	Number of shares 股數
Credit Suisse AG	Credit Suisse Group AG	100	N Long position	87,926,447
Credit Suisse AG	Credit Suisse Group AG	100	否 好倉 Short position 淡倉	9,296,100
Credit Suisse Investments (UK)	Credit Suisse AG	100	N Long position	87,926,447
Credit Suisse Investments (UK)	Credit Suisse AG	100	否 好倉 Short position 淡倉	9,296,100
Credit Suisse Investment Holdings (UK)	Credit Suisse Investments (UK)	100	N Long position	87,926,447
Credit Suisse Investment Holdings (UK)	Credit Suisse Investments (UK)	100	否 好倉 Short position 淡倉	9,296,100
Credit Suisse Securities (Europe) Limited	Credit Suisse Investments Holdings (UK)	100	Y Long position	87,926,447
Credit Suisse Securities (Europe) Limited	Credit Suisse Investments Holdings (UK)	100	是 好倉 Short position 淡倉	9,296,100
Credit Suisse AG	Credit Suisse Group AG	100	Y Long position	130,000,000
Credit Suisse AG	Credit Suisse Group AG	100	是 好倉 Short position 淡倉	130,000,000

## REPORT OF DIRECTORS

### 董事會報告

6. (L) denotes long position and (S) denotes short position.

6. (L)表示好倉，而(S)則表示淡倉。

Save as disclosed above, as at 30 June 2015, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had an interest and short position in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

除以上披露外，於二零一五年六月三十日，本公司董事並不知悉任何人士（本公司董事及最高行政人員除外）擁有根據證券及期貨條例第336條規定須在存置之登記冊所中記錄之本公司股份及相關股份的權益或淡倉。

### Subscription of New Shares

On 16 May 2015, the Company, JD Oriental Investment Limited (the “Subscriber”) and JD.com Inc. (the “Subscriber’s Guarantor”) entered into a subscription agreement (the “Subscription Agreement”), pursuant to which the Company had agreed to allot and issue and the Subscriber had agreed to subscribe for the 288,526,000 new ordinary shares of HK\$0.025 each in the share capital of the Company (the “Subscription Shares”) at the aggregate subscription price of HK\$1,327,219,600 (the “Subscription Price”), representing HK\$4.60 per Subscription Share, on the terms and subject to the conditions set out in the Subscription Agreement (the “Subscription”).

### 增發股份

於二零一五年五月十六日，本公司、JD Oriental Investment Limited（「認購方」）及 JD.com Inc.（「認購方擔保人」）訂立認購協議（「認購協議」），據此，在遵照認購協議所載的條款及達成其條件的前提下，本公司已同意配發及發行每股面值0.025港元之本公司股本中的288,526,000股新普通股（「認購股份」），而認購方已同意按每股4.60港元，總認購價為1,327,219,600港元（「認購價」）認購價認購股份（「認購」）。

## REPORT OF DIRECTORS

### 董事會報告

The aggregate nominal value of the Subscription Shares is HK\$7,213,150. The gross proceeds arising from the Subscription are approximately HK\$1,327,219,600 and the net proceeds arising from the Subscription are approximately HK\$1,326,719,600, representing HK\$4.598 per Subscription Share. The net proceeds from the Subscription will be applied to enhance the capital base of the Company and to prepare for any further potential acquisitions.

The Directors consider that the Subscription represents an opportunity to raise capital for the Company in order to maintain the cash flow position of the Group, enhance the capital base of the Company and to prepare for any future potential acquisitions.

The completion of the Subscription had been fulfilled on 26 May 2015, pursuant to which, 288,526,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$4.60 per Subscription Share.

Please also refer to the announcements of the Company dated 18 May 2015 and 26 May 2015 for the details of the Subscription.

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

During the reporting period ended 30 June 2015, the Company or its subsidiaries had not repurchased, sold or redeemed any of the listed securities of the Company.

認購股份的總名義價值為7,213,150港元。認購事項所產生的所得款項總額將約為1,327,219,600港元，佔每股4.598港元，而認購事項所產生的所得款項淨額將約為1,326,719,600港元。認購事項所得款項淨額用於增強公司的資本基礎，並為進一步的潛在收購做準備。

董事認為，認購事項為本公司帶來集資機會，可藉以維持本集團的現金流量狀況，鞏固本公司的資本基礎，為將來任何可能的收購做好準備。

認購事項已於二零一五年五月二十六日完成，據此288,526,000股認購股份已按每股認購股份4.60港元的認購價配發及發行予認購方。

有關認購的詳情，請參見本公司日期為二零一五年五月十八日及二零一五年五月二十六日的公告。

#### **購買、出售或贖回股份**

截至二零一五年六月三十日止的報告期內，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

## REPORT OF DIRECTORS 董事會報告

### Issue of Guaranteed Convertible Bonds

Crotona Asset Limited (the Company's wholly owned subsidiary, as Issuer and the Company, as Guarantor) issued five-year guaranteed convertible bond in the principal amount of USD175,000,000 which bear interest at a rate of 4% per annum payable semi-annually (the "Guaranteed Convertible Bonds") on 14 April 2014. The net proceeds from the issue of the Guaranteed Convertible Bonds, after deduction of commission and expenses, is approximately USD171.9 million. As at 30 June 2015, among the net proceeds raised from the issue of the Guaranteed Convertible Bonds, (i) approximately US\$82.4 million had been used to repay existing short-term bank loans; and (ii) approximately US\$89.5 million intends to use for working capital and general corporate purposes. Unless previously redeemed, converted or purchased and cancelled, the Issuer will redeem each Guaranteed Convertible Bond at its principal amount together with accrued and unpaid interest thereon on 14 April 2019. The Guaranteed Convertible Bonds are convertible at the option of the bondholders into ordinary shares of the Company from 25 May 2014 to the close of business on the date falling 10 days prior to 14 April 2019, at a price of HKD3.90 per share, subject to adjustments. There was no conversion or redemption of the Guaranteed Convertible Bonds during the period from 14 April 2014 to 30 June 2015.

Please also refer to the announcements of the Company dated 8 April 2014, 10 April 2014, 14 April 2014 and 15 April 2014 for the details of the Guaranteed Convertible Bonds.

### 發行有擔保可換股債券

Crotona Asset Limited (本公司之附屬公司，作為發行人，本公司作為擔保人) 已於二零一四年四月十四日完成發行為期五年本金額為175,000,000美元之4.00厘有擔保可轉換股債券(「有擔保可換股債券」)。經扣除佣金及開支後，有擔保可換股債券發行之估計所得款項淨額為171.9百萬美元。截至二零一五年六月三十日，在發行有擔保可轉換債券的所得款項淨額中：(1)約82.4百萬美元已用於償還現有的銀行貸款；及(2)約89.5百萬美元擬用於營運資金與一般公司用途。除非先前已贖回、兌換或購買及註銷，本公司將於二零一九年四月十四日按本金額連同有擔保可換股債券之應計及未付利息贖回每一份有擔保可換股債券。債券持有人可從二零一四年五月二十五日或之後直至二零一九年四月十四日前十日營業時間結束時為止之間內任何時間以每股港幣3.90元的價格(可予以調整)進行有擔保可換股債券的兌換。於二零一四年四月十四日至二零一五年六月三十日期間，沒有發生有擔保可換股債券的任何換股或贖回。

有關有擔保可換股債券的詳情，請參見本公司日期為二零一四年四月八日、二零一四年四月十日、二零一四年四月十四日及二零一四年四月十五日的公告。



## REPORT OF DIRECTORS

### 董事會報告

#### Change of Information of Directors and Senior Management

With effect from 26 May 2015, Mr. Chen Zhang has been appointed as a non-executive Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

#### Corporate Governance

The Company has complied with all the code provisions of Corporate Governance Code (the “Code”) as set out in Appendix 14 to the Listing Rules throughout the reporting period ended 30 June 2015 except for the deviation in respect of the roles of Chairman and CEO under Code provision A.2.1. During the reporting period, Mr. Xu Shao Chun assumed the roles of both the Chairman and the CEO of the Company. The Board considers that Mr. Xu Shao Chun, as one of the main founders of the Company, has abundant knowledge of the IT industry and possesses a unique strategic perspective. The Board believes that he can lead the Company to formulate effective strategies and react promptly to market changes. His continuous service in both roles is beneficial to the stable and healthy development of the Company. However, the Board will review and make appropriate changes when necessary in order to enhance the level of corporate governance of the Company.

#### 董事及高管資料變更

張晨先生，於二零一五年五月二十六日開始擔任本公司非執行董事。

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

#### 企業管治

截至二零一五年六月三十日止的報告期內，本公司一直遵守上市規則附錄14《企業管治守則》(「守則」)的守則條文。除A.2.1有關主席與行政總裁角色區分規定外的所有守則條文。於報告期內，本公司的董事會主席及行政總裁均由徐少春先生出任。董事會認為，徐少春先生是本公司主要創辦人之一，擁有豐富的資訊科技行業知識及獨特的戰略視野，能夠帶領本公司制定有效的戰略方向並對市場變化作出迅速反應，其持續在位有利於本公司穩定健康發展。董事會將不時檢討及將在有需要時作出適當變動，以提升管治水平。

## REPORT OF DIRECTORS 董事會報告

### Code of Conduct Regarding Directors' Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transaction on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry to each of the Directors, the Directors confirmed that they had complied with such code of conduct throughout the reporting period.

### Audit Committee

The audit committee of the Company has reviewed with the management the accounting principles and practiced adopted by the Company and discussed the auditing, internal controls and financial reporting matters. The audit committee has reviewed the Group's unaudited consolidated results for the six months ended 30 June 2015. The audit committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures were made.

### Interim Dividend

The Board does not declare an interim dividend for the six months ended 30 June 2015 (six months ended 30 June 2015: nil).

### 有關董事證券交易的操守守則

本公司已採納有關董事買賣證券之操守守則，守則的標準不遜於標準守則所規定的標準。經向全體董事作出具體查詢後，本公司董事於本中期報告所覆蓋的報告期間經已遵守有關操守守則。

### 審核委員會

審核委員會已經和管理層審閱了本集團採納的會計政策及管理，以及討論審計、內部監控及財務匯報事宜。審核委員會經已審閱本集團截至二零一五年六月三十日止六個月的未經審核綜合業績，並認為該等業績乃遵照適用的會計準則及要求而編製，且已作出充分披露。

### 中期股息

董事會並無就截至二零一五年六月三十日止六個月宣派中期股息（截至二零一四年六月三十日止六個月：無）。

## REPORT OF DIRECTORS

### 董事會報告

#### Appreciation

On behalf of the Board, I would like to express our sincere thanks to all our managements and staff for their dedication during the period. Also, I would like to thank our shareholders for their continuous support.

By order of the Board

**Kingdee International Software Group Company Limited**

**Xu Shao Chun**

*Chairman*

Shenzhen, the People's Republic of China,  
19 August 2015

As at the date hereof, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) Mr. Chen Deng Kun and Mr. Yang Jian as executive directors; Ms. Dong Ming Zhu and Mr. Chen Zhang as non-executive directors; and Mr. Gary Clark Biddle, Mr. Wu Cheng and Mr. Liu Chia Yung as independent non-executive directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

#### 致謝

本人謹代表董事會感謝全體管理層及員工在期內對本集團作出的貢獻，亦衷心感激股東對本集團的不斷支持。

承董事會命

**金蝶國際軟件集團有限公司**

*主席*

**徐少春**

深圳，中華人民共和國  
二零一五年八月十九日

於本報告日期，董事會成員包括執行董事徐少春先生（本公司主席及首席執行官）、陳登坤先生及楊健先生；非執行董事董明珠女士及張晨先生；以及獨立非執行董事Gary Clark Biddle先生、吳澄先生及劉家雍先生。

本公告的資料乃遵照上市規則而刊載，旨在提供有關本公司的資料；各董事願就本公佈的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重要方面均為準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導。

# CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

## 簡明合併中期資產負債表

As at 30 June 2015

於二零一五年六月三十日

The board (the “Board”) of directors (the “Directors”) of Kingdee International Software Group Company Limited (the “Company”) hereby announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2015 are as follows:

金蝶國際軟件集團有限公司（「本公司」）董事會（「董事會」）謹此公佈本公司及其附屬公司（「本集團」）截至二零一五年六月三十日止六個月之未經審核簡明合併中期業績如下：

			Unaudited 未經審核 30 June 2015 二零一五年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
	Notes 附註			
<b>ASSETS</b>		<b>資產</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Land use rights	6	土地使用權	130,057	132,127
Property, plant and equipment	7	不動產、工廠及設備	744,845	728,218
Intangible assets	7	無形資產	596,931	577,065
Investments accounted for using the equity method		按權益法入賬的投資	21,452	1,537
Investment properties		投資性房地產	831,159	831,159
Entrusted loan	8	委託貸款	19,900	20,000
<b>Total non-current assets</b>		<b>非流動資產合計</b>	<b>2,344,344</b>	2,290,106

**CONDENSED CONSOLIDATED INTERIM BALANCE SHEET****簡明合併中期資產負債表**

As at 30 June 2015

於二零一五年六月三十日

		Unaudited 未經審核 30 June 2015 二零一五年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	4,601	3,926
Trade and other receivables	應收賬款及其他應收款	236,707	244,469
Entrusted loan	委託貸款	25,500	25,600
Due from customers on implementation contracts	應收客戶實施合同款	322,509	301,112
Pledged bank deposits	已質押銀行存款	7,038	7,038
Short-term bank deposits	短期銀行存款	296,726	259,283
Cash and cash equivalents	現金及現金等價物	2,294,090	1,261,634
<b>Total current assets</b>	<b>流動資產合計</b>	<b>3,187,171</b>	2,103,062
<b>Total assets</b>	<b>總資產</b>	<b>5,531,515</b>	4,393,168
<b>EQUITY</b>	<b>權益</b>		
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司權益持有人應佔 資本及儲備</b>		
Share capital	股本	9	65,155
Share premium	股本溢價	1,646,329	537,920
Other reserves	其他儲備	507,877	512,113
Retained earnings	保留盈利		
– Proposed final dividend	– 擬派期末股利	–	30,000
– Others	– 其他	935,381	843,784
		<b>3,161,342</b>	1,988,972
<b>Non-controlling interests</b>	<b>非控制性權益</b>	<b>15,655</b>	9,246
<b>Total equity</b>	<b>總權益</b>	<b>3,176,997</b>	1,998,218

# CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

## 簡明合併中期資產負債表

As at 30 June 2015

於二零一五年六月三十日

			Unaudited 未經審核 30 June 2015 二零一五年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借款	10	1,112,571	1,291,397
Deferred income tax liabilities	遞延所得稅負債		72,560	74,192
<b>Total non-current liabilities</b>	<b>非流動負債合計</b>		<b>1,185,131</b>	1,365,589
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	11	276,796	302,967
Due to customers on implementation contracts	應付客戶實施合同款		37,135	80,573
Borrowings	借款	10	776,800	545,579
Current income tax liabilities	當期所得稅負債		21,298	23,191
Deferred income	遞延收入		57,358	77,051
<b>Total current liabilities</b>	<b>流動負債合計</b>		<b>1,169,387</b>	1,029,361
<b>Total liabilities</b>	<b>總負債</b>		<b>2,354,518</b>	2,394,950
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>5,531,515</b>	4,393,168
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>2,017,784</b>	1,073,701
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>4,362,128</b>	3,363,807

The notes on pages 44 to 68 are an integral part of these consolidated financial statements.

第44頁至第68頁的附註為財務報表的整體部份。

**CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT****簡明合併中期損益表**

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

		<b>Unaudited 未經審核</b>		
		<b>Six months ended 30 June 六月三十日止六個月</b>		
		<b>2015</b>		<b>2014</b>
		<b>二零一五年</b>	<b>二零一四年</b>	
		<b>RMB'000</b>	<b>RMB'000</b>	
		<b>人民幣千元</b>	<b>人民幣千元</b>	
	Notes 附註			
Revenue	收入	12	<b>757,981</b>	749,878
Cost of sales	銷售成本	13	<b>(158,498)</b>	(143,590)
<b>Gross profit</b>	<b>毛利</b>		<b>599,483</b>	606,288
Selling and marketing expenses	銷售及推廣成本	13	<b>(397,628)</b>	(381,920)
Administrative expenses	行政費用	13	<b>(69,770)</b>	(72,705)
Research and development costs	研究及開發成本	13	<b>(106,537)</b>	(112,265)
Other gains-net	其他收入－淨額	14	<b>104,573</b>	98,292
<b>Operating profit</b>	<b>經營盈利</b>		<b>130,121</b>	137,690
Finance income	財務收益		<b>15,331</b>	3,076
Finance costs	財務費用		<b>(47,284)</b>	(53,635)
Finance costs-net	財務費用－淨額		<b>(31,953)</b>	(50,559)
Share of loss of investments accounted for using the equity method	享有按權益法入賬的投資虧損份額		<b>(85)</b>	(524)
<b>Profit before income tax</b>	<b>扣除所得稅前盈利</b>		<b>98,083</b>	86,607
Income tax expense	所得稅費用	15	<b>(7,639)</b>	(5,653)

**CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT****簡明合併中期損益表**

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

		<b>Unaudited 未經審核</b>	
		<b>Six months ended 30 June 六月三十日止六個月</b>	
		<b>2015</b>	<b>2014</b>
		<b>二零一五年</b>	<b>二零一四年</b>
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>人民幣千元</b>	<b>人民幣千元</b>
<b>Profit for the period</b>	<b>當期盈利</b>	<b>90,444</b>	<b>80,954</b>
<b>Attributable to:</b>	<b>應佔：</b>		
Owners of the Company	本公司權益持有人	<b>91,597</b>	81,457
Non-controlling interests	非控制性權益	<b>(1,153)</b>	(503)
		<b>90,444</b>	<b>80,954</b>
<b>Earnings per share for profit attributable to owners of the Company</b>	<b>本公司權益持有人應佔盈利之每股盈利</b>		
– Basic	– 基本	16	
		<b>RMB</b>	<b>RMB</b>
		<b>3.465 cents</b>	3.192 cents
		<b>人民幣3.465仙</b>	人民幣3.192仙
– Diluted	– 稀釋	16	
		<b>RMB</b>	<b>RMB</b>
		<b>3.275 cents</b>	2.970 cents
		<b>人民幣3.275仙</b>	人民幣2.970仙

The notes on pages 44 to 68 are an integral part of these consolidated financial statements.

第44頁至第68頁的附註為財務報表的整體部份。



**CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME****簡明合併中期綜合收益表**

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

		<b>Unaudited 未經審核</b>	
		<b>Six months ended 30 June 截至六月三十日止六個月</b>	
		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit for the period	當期盈利	90,444	80,954
<i>Items that may be reclassified to profit or loss</i>	<i>其後可能會重分類至 損益的項目</i>		
– Currency translation differences	– 外幣折算差額	120	–
<b>Other comprehensive income for the period</b>	<b>當期其他綜合收益</b>	<b>120</b>	<b>–</b>
<b>Total comprehensive income for the period, net of tax</b>	<b>當期總綜合收益， 扣除稅項</b>	<b>90,564</b>	<b>80,954</b>
<b>Total comprehensive income attributable to:</b>	<b>總綜合收益歸屬於：</b>		
– Owners of the Company	– 本公司權益持有人	91,717	81,457
– Non-controlling interests	– 非控制性權益	(1,153)	(503)
		<b>90,564</b>	<b>80,954</b>

The notes on pages 44 to 68 are an integral part of these consolidated financial statements.

第44頁至第68頁的附註為財務報表的整體部份。

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

## 簡明合併中期權益變動表

For the six months ended 30 June 2015 (All amounts in Renminbi thousand unless otherwise stated)  
截至二零一五年六月三十日止六個月 (除非另有說明, 否則所有金額按人民幣千元列示)

		Unaudited 未經審核						
		Attributable to owners of the Company 本公司權益持有人應佔						
	Notes 附註	Share capital 股本	Share premium 股本溢價	Other reserves 其他儲備	Retained earnings 保留盈利	Total 合計	Non- controlling interests 非控制性 權益	Total equity 總權益
<b>Balance at 1 January 2015</b>	<b>二零一五年一月一日結餘</b>	65,155	537,920	512,113	873,784	1,988,972	9,246	1,998,218
<b>Comprehensive income</b>	<b>綜合盈利</b>							
Profit/(loss) for the period	當期盈利/(虧損)	-	-	-	91,597	91,597	(1,153)	90,444
<b>Other comprehensive loss</b>	<b>其他綜合虧損</b>							
Currency translation differences	外幣折算差額	-	-	120	-	120	-	120
<b>Total comprehensive (loss)/income</b>	<b>綜合總(虧損)/盈利</b>	-	-	120	91,597	91,717	(1,153)	90,564
<b>Transactions with owners</b>	<b>與權益持有者的交易</b>							
Employees share option scheme:	職工股份期權計劃:							
- value of employee services	- 職工服務價值	9	17,865	-	-	17,865	-	17,865
- proceeds from shares issued	- 發行股份所得款	9	1,090,544	-	-	1,097,144	-	1,097,144
Transactions with non-controlling interests	與非控制性權益的交易	-	-	(4,356)	-	(4,356)	7,562	3,206
Dividend relating to 2014	二零一四年股息	17	-	-	(30,000)	(30,000)	-	(30,000)
<b>Total transactions with owners</b>	<b>全部與權益持有者的交易</b>	6,600	1,108,409	(4,356)	(30,000)	1,080,653	7,562	1,088,215
<b>Balance at 30 June 2015</b>	<b>二零一五年六月三十日</b>	71,755	1,646,329	507,877	935,381	3,161,342	15,655	3,176,997
<b>Balance at 1 January 2014</b>	<b>二零一四年一月一日結餘</b>	64,435	480,253	528,988	676,736	1,750,412	4,466	1,754,878
<b>Comprehensive income</b>	<b>綜合盈利</b>							
Profit/(Loss) for the period	當期盈利/(虧損)	-	-	-	81,457	81,457	(503)	80,954
<b>Total comprehensive income/(loss)</b>	<b>綜合總收益/(虧損)</b>	-	-	-	81,457	81,457	(503)	80,954
<b>Transactions with owners</b>	<b>與權益持有者的交易</b>							
Employees share option scheme:	僱員購股權計劃:							
- value of employee services	- 僱員服務價值	9	11,925	-	-	11,925	-	11,925
- proceeds from shares issued	- 發行股份所得款	9	23,927	-	-	24,456	-	24,456
Issue of convertible bond	可換股債券							
- equity component	- 權益部份	9	-	8,696	-	8,696	-	8,696
<b>Total transactions with owners</b>	<b>全部與權益持有者的交易</b>	529	35,852	8,696	-	45,077	-	45,077
<b>Balance at 30 June 2014</b>	<b>二零一四年六月三十日</b>	64,964	516,105	537,684	758,193	1,876,946	3,963	1,880,909

The notes on pages 44 to 68 are an integral part of these consolidated financial statements.

第44頁至第68頁的附註為財務報表的整體部份。

**CONDENSED CONSOLIDATED INTERIM CASH FLOW STATEMENT****簡明合併中期現金流量表**

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Cash flows from operating activities:</b>	<b>營運活動的現金流量：</b>		
Cash generated from operations	營運產生的現金	216,771	210,125
Interest paid	已付利息	(47,284)	(53,335)
Income tax paid	已付所得稅	(11,164)	(5,652)
<b>Net cash generated from operating activities</b>	<b>營運活動產生的淨現金</b>	<b>158,323</b>	<b>151,138</b>
<b>Cash flows from investing activities:</b>	<b>投資活動的現金流量：</b>		
Purchases of property, plant and equipment	購買不動產、工廠及設備	(80,880)	(52,746)
Proceeds from sale of property, plant and equipment	出售不動產、工廠及設備所得款	4,462	3,040
Purchases of intangible assets	購買無形資產	(129,587)	(107,806)
Cash paid for contingent and deferred consideration for business combination	已付或有及遞延業務並購現金	-	(580)
Short-term bank deposits placed	短期銀行存款存入	(37,443)	(466,168)
Principal received from entrusted loan	委託貸款本金收回	200	100
Investments accounted for using the equity method	按權益法入賬的投資	(20,000)	-
Interest received	已收利息	15,331	3,076
<b>Net cash used in investing activities</b>	<b>投資活動所用淨現金</b>	<b>(247,917)</b>	<b>(621,084)</b>

**CONDENSED CONSOLIDATED INTERIM CASH FLOW STATEMENT****簡明合併中期現金流量表**

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

		<b>Unaudited</b>	
		<b>未經審核</b>	
		<b>Six months ended 30 June</b>	
		<b>六月三十日止六個月</b>	
		<b>2015</b>	<b>2014</b>
		<b>二零一五年</b>	<b>二零一四年</b>
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>人民幣千元</b>	<b>人民幣千元</b>
<b>Cash flows from financing activities:</b>	<b>融資活動的現金流量：</b>		
Proceeds from shares issued	發行股份所得款	<b>1,097,144</b>	24,456
Proceeds from issuance of convertible bond	發行可轉換債券所得款	-	1,056,579
Proceeds from borrowings	借款所得款	<b>100,000</b>	-
Repayments of borrowings	償還借款	<b>(48,300)</b>	(724,800)
Dividends paid to the Company's shareholders	向本公司股東支付股息	<b>(30,000)</b>	
Disposal of interest in a subsidiary without loss of control	出售不導致失去控制權子公司權益	<b>3,206</b>	-
<b>Net cash generated from financing activities</b>	<b>融資活動產生淨現金</b>	<b>1,122,050</b>	356,235
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物淨增加／(減少)</b>	<b>1,032,456</b>	(113,711)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	<b>1,261,634</b>	858,446
<b>Cash and cash equivalents at end of the period</b>	<b>期末現金及現金等價物</b>	<b>2,294,090</b>	744,735

The notes on pages 44 to 68 are an integral part of these consolidated financial statements.

第44頁至第68頁的附註為財務報表的整體部份。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明合併中期財務資料的選取附註

### 1. General information

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

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

The shares of the Company have been listed on the Stock Exchange of Hong Kong Limited since 15 February 2001.

These condensed consolidated interim financial statements are presented in thousands of Renminbi (RMB'000), unless otherwise stated. These condensed consolidated interim financial statements have been approved for issue by the Board of Directors on 19 August 2015.

This condensed consolidated interim financial information has not been audited.

### 1. 一般資料

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

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

本公司的股份於二零零一年二月十五日在香港聯合交易所有限公司（「聯交所」）上市。

除另有註明外，本簡明合併中期財務資料以人民幣千元列報。本簡明合併中期財務報表已經由董事會在二零一五年八月十九日刊發。

本簡明合併中期財務資料未經審核。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 2. Basis of preparation

This unaudited condensed consolidated interim financial information for the half-year ended 30 June 2015 has been prepared in accordance with IAS 34, 'Interim financial reporting'. The unaudited condensed consolidated interim financial report should be read in conjunction with the annual financial statements for the year ended 31 December 2014 which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

#### 3. Accounting policies

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2014, as described in those annual financial statements.

Other amendments to IFRSs effective for the financial year ending 31 December 2015 are not expected to have a material impact on the Group.

Taxes on income for the interim period are accrued using the tax rates that would be applicable to expected total annual assessable profits.

#### 2. 呈報基準

截至二零一五年六月三十日止半年的該等未經審核簡明合併中期財務報表已根據國際會計準則第34號「中期財務報告」編製。該等未經審核簡明合併中期財務報表應與截至二零一四年十二月三十一日止年度的年度財務報表一併閱覽，該財務報表是根據國際財務報告準則編製的。

#### 3. 會計政策

編製本簡明合併財務資料所採用之會計政策與截至二零一四年十二月三十一日止年度之年度財務報表所採用的會計政策（見有關的年度財務報表）一致。

其他於截至2015年12月31日止財政年度內生效的國際財務報告準則的修改預期對本集團並無重大影響。

中期的所得稅以適用的全年預期應課稅溢利的應計稅率計算。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 4. Estimates

The preparation of interim financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2014.

#### 5. Segment information

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

#### 4. 估計

編製中期財務資料要求管理層對影響會計政策的應用和所報告資產和負債以及收支的數額作出判斷、估計和假設，實際結果或會與此等估計不同。

在編製此等簡明綜合中期財務資料時，管理層應用本集團會計政策時作出的重大判斷和估計不確定性的關鍵來源，與截至二零一四年十二月三十一日止年度的綜合財務報表所應用者相同。

#### 5. 分部資料

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

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 5. Segment information (continued)

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

ERP business and Cloud services business	- sales and implementation of enterprise management software, provision of other related services, sales of hardware related to enterprise management software arrangements and sales of middleware software business and provision of E-commerce and other online management services
Others	- operation of investment properties

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

#### 5. 分部資料 (續)

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

ERP及雲服務業務	- 企業管理軟件的銷售與實施，其他相關服務及與企業管理軟件相關的硬件設定，以及中間件業務與其他雲服務業務
其他	- 投資性房地產的經營

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



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 5. Segment information (Continued)

The unaudited segment information for the six months ended 30 June 2015 is as follows:

#### 5. 分部資料 (續)

二零一五年六月三十日未經審計的分部資料如下：

		ERP business and Cloud services business ERP及雲服務 業務 RMB' 000 人民幣千元	Others 其他 RMB' 000 人民幣千元	The Group Total 集團合計 RMB' 000 人民幣千元
Revenue (from external customers)	來自外部客戶的收入	757,981	-	757,981
Operating profit	經營盈利	94,244	35,877	130,121
Finance income	財務收益	15,331	-	15,331
Finance costs	財務費用	(47,284)	-	(47,284)
<b>Finance costs – net</b>	<b>財務費用 – 淨額</b>	<b>(31,953)</b>	<b>-</b>	<b>(31,953)</b>
Share of loss of investments accounted for using the equity method	享有按權益法入賬的投資虧損份額	(85)	-	(85)
<b>Profit before income tax</b>	<b>扣除所得稅前盈利</b>	<b>62,206</b>	<b>35,877</b>	<b>98,083</b>
Income tax expense	所得稅費用	(4,051)	(3,588)	(7,639)
<b>Segment results</b>	<b>分部結果</b>	<b>58,155</b>	<b>32,289</b>	<b>90,444</b>
<b>Segment assets</b>	<b>分部資產</b>	<b>4,700,356</b>	<b>831,159</b>	<b>5,531,515</b>
<b>Segment liabilities</b>	<b>分部負債</b>	<b>2,354,518</b>	<b>-</b>	<b>2,354,518</b>
Additions to non-current assets (other than financial instruments and deferred tax assets)	新增非流動資產 (不包括金融工具及遞延稅項資產)	54,238	-	54,238
Depreciation and amortisation	折舊及攤銷	131,220	-	131,220
Written-back for doubtful trade and other receivables	呆壞賬(沖銷)/計提	(12,827)	-	(12,827)
Share-based payment	以股份為基礎的支付交易	17,865	-	17,865

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 5. Segment information (Continued)

The unaudited segment information for the six months ended 30 June 2014 is as follows:

#### 5. 分部資料 (續)

二零一四年六月三十日未經審計的分部資料如下：

		ERP business and Cloud services business ERP及 雲服務業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	The Group Total 集團合計 RMB'000 人民幣千元
Revenue (from external customers)	來自外部客戶的收入	749,878	–	749,878
Operating profit	經營盈利/(虧損)	110,152	27,014	137,166
Finance costs	財務費用	(53,635)	–	(53,635)
Finance income	財務收益	3,076	–	3,076
<b>Finance costs – net</b>	<b>財務費用 – 淨額</b>	(50,559)	–	(50,559)
<b>Profit before income tax</b>	<b>扣除所得稅前盈利</b>	59,593	27,014	86,607
Income tax expense	所得稅費用	(2,952)	(2,701)	(5,653)
<b>Segment results</b>	<b>分部結果</b>	56,641	24,313	80,954
<b>Segment assets</b>	<b>分部資產</b>	3,445,746	826,623	4,272,369
<b>Segment liabilities</b>	<b>分部負債</b>	2,391,460	–	2,391,460
Reductions to non-current assets (other than financial instruments and deferred tax assets)	減少非流動資產 (不包括金融工具及遞延稅項資產)	(22,154)	–	(22,154)
<b>Material non-cash expenses/income</b>	<b>重大非現金支出/收入</b>			
Depreciation and amortisation	折舊及攤銷	136,063	–	136,063
(Written-back)/allowance for doubtful trade and other receivables	呆壞賬(沖銷)/計提	(3,930)	–	(3,930)

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 6. Land use rights

#### 6. 土地使用權

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<b>Opening net book amount at 1 January</b>	<b>於一月一日期初 賬面淨值</b>	<b>132,127</b>	<b>135,488</b>
Amortisation charge	攤銷費用	(2,070)	(2,058)
<b>Closing net book amount at 30 June</b>	<b>於六月三十日期終 賬面淨值</b>	<b>130,057</b>	<b>133,430</b>
<b>Represented by:</b>	<b>組成如下：</b>		
Cost	成本	148,892	148,892
Accumulated amortisation charges	累計攤銷	(18,835)	(15,462)
		<b>130,057</b>	<b>133,430</b>

The Group's interests in land use rights represent prepaid operating lease payments.

本集團在土地使用權的權益代表集團獲得的土地使用權預付的經營租賃租金。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 7. Property, plant, equipment and intangible assets 7. 不動產、工廠、設備及無形資產

		Unaudited 未經審核	
		Property, plant and equipment 不動產、工廠 及設備 RMB'000 人民幣千元	Intangible assets 無形資產 RMB'000 人民幣千元
<b>Six months ended 30 June 2015</b>	<b>截至二零一五年六月三十日止 六個月</b>		
<b>Opening net book amount at 1 January 2015</b>	<b>二零一五年一月一日期初 賬面淨值</b>	<b>728,218</b>	<b>577,065</b>
Additions	增添	41,094	129,587
Disposals	處置	(5,038)	-
Depreciation and amortisation	折舊及攤銷	(19,429)	(109,721)
<b>Closing net book amount at 30 June 2015</b>	<b>二零一五年六月三十日 期終賬面淨值</b>	<b>744,845</b>	<b>596,931</b>
<b>Six months ended 30 June 2014</b>	<b>截至二零一四年六月三十日止 六個月</b>		
<b>Opening net book amount at 1 January 2014</b>	<b>二零一四年一月一日期初 賬面淨值</b>	<b>760,218</b>	<b>597,514</b>
Additions	增添	9,962	107,806
Disposals	處置	(3,235)	-
Depreciation and amortisation	折舊及攤銷	(21,658)	(112,347)
<b>Closing net book amount at 30 June 2014</b>	<b>二零一四年六月三十日 期終賬面淨值</b>	<b>745,287</b>	<b>592,973</b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 8. Trade and other receivables

#### 8. 應收賬款及其他應收款項

		Unaudited 未經審核 30 June 2015 二零一五年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
Trade receivables (a)	應收賬款(a)	<b>162,959</b>	180,017
Less: allowance for impairment	減：應收款減值準備	<b>(66,975)</b>	(79,802)
Trade receivables – net	應收賬款 – 淨額	<b>95,984</b>	100,215
Notes receivable	應收票據	<b>10,571</b>	16,329
Advance to employees	向僱員提供備用金	<b>23,364</b>	25,148
Prepayments	預付款	<b>35,896</b>	46,280
VAT recoverable	可退還之增值稅	<b>33,211</b>	38,432
Receivables from related parties	應收關聯方款項	<b>4,315</b>	1,261
Others	其他應收款	<b>33,366</b>	16,804
		<b>236,707</b>	244,469
Entrusted loan	委託貸款		
Current portion	流動部份	<b>25,500</b>	25,600
Non-current portion	非流動部份	<b>19,900</b>	20,000
		<b>282,107</b>	290,069

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 8. Trade and other receivables (Continued)

- (a) Sales are generally made without prescribed credit in the sales contracts but customers usually take 1 to 3 months to settle the receivables. The ageing analysis of trade receivables is as follows:

		<b>Unaudited</b>	Audited
		<b>未經審核</b>	經審核
		<b>30 June</b>	31 December
		<b>2015</b>	2014
		<b>二零一五年</b>	二零一四年
		<b>六月三十日</b>	十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
0-180 days	0-180天	<b>70,216</b>	64,714
181- 360 days	181天至360天	<b>21,072</b>	25,923
Over 360 days	超過360天	<b>71,671</b>	89,380
		<b>162,959</b>	180,017

#### 8. 應收賬款及其他應收款項 (續)

- (a) 本集團在銷售合同中對應收賬款無確定信用期，但客戶通常在一至三個月內支付款項。應收賬款賬齡分析如下：

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 9. Share capital and share premium

#### 9. 股本及股本溢價

		Number of issued shares 已發行 股份數目 (thousands) (千股)	Ordinary shares 普通股 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>At 1 January 2015</b>	<b>二零一五年一月一日</b>				
	<b>結餘</b>	<b>2,574,437</b>	<b>65,155</b>	<b>537,920</b>	<b>603,075</b>
Employee share option scheme	僱員購股權計劃				
– Value of services provided	– 僱員服務價值	–	–	17,865	17,865
– Exercise of share options	– 發行股份所得款	333,232	6,600	1,090,544	1,097,144
<b>At 30 June 2015 (Unaudited)</b>	<b>二零一五年六月三十日 結餘 (未經審核)</b>	<b>2,907,669</b>	<b>71,755</b>	<b>1,646,329</b>	<b>1,718,084</b>
<b>At 1 January 2014</b>	<b>二零一四年一月一日</b>				
	<b>結餘</b>	<b>2,538,106</b>	<b>64,435</b>	<b>480,253</b>	<b>544,688</b>
Employee share option scheme	僱員購股權計劃				
– Value of services provided	– 僱員服務價值	–	–	11,925	11,925
– Exercise of share options	– 發行股份所得款	26,635	529	23,927	24,456
<b>At 30 June 2014 (Unaudited)</b>	<b>二零一四年六月三十日 結餘 (未經審核)</b>	<b>2,564,741</b>	<b>64,964</b>	<b>516,105</b>	<b>581,069</b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明合併中期財務資料的選取附註

### 10. Borrowings

### 10. 借款

		Unaudited 未經審核 30 June 2015 二零一五年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
<b>Non-current</b>	<b>非流動</b>		
Long-term bank borrowings, unsecured	長期銀行借款， 無抵押	70,000	248,500
Convertible bonds (a)	可轉換債券(a)	1,042,571	1,042,897
		1,112,571	1,291,397
<b>Current</b>	<b>流動</b>		
Medium-term Notes	中期票據	480,000	478,979
Current portion of long-term borrowings, unsecured	長期銀行借款中短期部份， 無抵押	296,800	66,600
		776,800	545,579
		1,889,371	1,836,976



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明合併中期財務資料的選取附註

### 10. Borrowings(continued)

- (a) The Group issued US\$175,000,000 4.0% convertible bond on 14 April 2014. The bond mature in five years from the issue date. The bond can be converted into the Company's ordinary shares, at the holder's option at any time on or after 25 May 2014 up to the close of business (at the place where the bond certificate evidencing such bond is deposited for conversion) on the 10th day prior to the maturity date (both days inclusive), at HK\$3.90 per share. The values of the liability component and the equity conversion component were determined at issuance of the bond. The liability component is subsequently stated at amortised cost until it is extinguished on conversion or maturity of the bond. The residual amount, representing the value of the equity conversion component, is accounted for as a conversion option reserve included in equity.

### 10. 借款(續)

- (a) 本集團於二零一四年四月十四日發行票面值為美元175,000,000元，利率4.0%的可轉換債券。此債券於發行日期起計五年後到期。可轉換債券持有人可選擇將債券轉換為股份，於截止二零一四年五月二十五日或之後直至到期日前十日營業時間結束時為止之期間內任何時間（在證明有關債券之債權證存置以供兌換之地點）兌換，換股價為每股3.90港幣。負債及權益轉換組成部份的價值於發行債券時釐定。負債組成部份後續採用攤餘成本計量直至債券到期或轉換為股份。可轉換債券剩餘部份價值即為權益組成部份價值於權益單獨列示為可轉換債券儲備。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明合併中期財務資料的選取附註

### 10. Borrowings (continued)

The convertible bonds recognized in the balance sheet are calculated as follows:

### 10. 借款 (續)

在資產負債表確認的可轉換債券計算如下：

		RMB'000 人民幣千元
<b>Face value of convertible bonds issued on 14 April 2014</b>	<b>於二零一四年四月十四日發行的可轉換債券的票面值</b>	1,076,793
Transaction costs	交易成本	(20,214)
Equity component	權益組成部份	(8,696)
<b>Liability component on initial recognition at 14 April 2014</b>	<b>於二零一四年四月十四日初步確認時的負債組成部份</b>	1,047,883
Interest expense	利息費用	31,420
Interest accrued	應付利息	(30,590)
Effects of currency translation	外幣折算差異影響	(5,816)
<b>Liability component at 31 December 2014 (Audited)</b>	<b>於二零一四年十二月三十一日的負債組成部份 (經審核)</b>	1,042,897
Interest expense	利息費用	<b>21,992</b>
Interest accrued	應付利息	<b>(21,398)</b>
Effects of currency translation	外幣折算差異影響	<b>(920)</b>
<b>Liability component at 30 June 2015 (Unaudited)</b>	<b>於二零一五年六月三十日的負債組成部份 (未經審核)</b>	<b>1,042,571</b>

Interest expense on the liability component of the bond was calculated at the effective interest rate of 4.22% per annum.

可轉換債券的負債組成部份的利息費用採用實際利率方法計算，採用實際年利率4.22%計算負債組成部份。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 11. Trade and other payables

#### 11. 應付賬款及其他應付款項

		Unaudited 未經審核 30 June 2015 二零一五年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
Trade payables (a)	應付賬款(a)	23,379	34,290
Amounts due to related parties	應付關聯方款項	540	591
Salary and staff welfare payables	應付薪金及員工福利	64,712	74,563
Advances from customers	客戶按金	45,007	38,293
VAT and business tax payable	應付增值稅及營業稅	52,044	42,800
Accrued expenses	預提費用	8,228	39,183
Construction fee payable	應付工程款項	7,327	7,387
Contingent consideration for a business acquisition	或有企業收購對價	-	3,067
Deferred consideration for a business acquisition	遞延企業收購對價	300	2,888
Deposits of distributors	經銷商保證金	34,653	32,854
Interest payable	應付利息	37,716	23,324
Others	其他	2,890	3,727
		<b>276,796</b>	<b>302,967</b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 11. Trade and other payables (continued)

- (a) As at 30 June 2015, the ageing analysis of trade payables is as follows:

		<b>Unaudited</b>	Audited
		<b>未經審核</b>	經審核
		<b>30 June</b>	31 December
		<b>2015</b>	2014
		<b>二零一五年</b>	二零一四年
		<b>六月三十日</b>	十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
0-180 days	0-180天	<b>16,731</b>	30,954
181- 360 days	181天至360天	<b>5,426</b>	2,199
Over 360 days	超過360天	<b>1,222</b>	1,137
		<b>23,379</b>	34,290

#### 11. 應付賬款及其他應付款項 (續)

- (a) 於二零一五年六月三十日，應付賬款的賬齡分析如下：

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 12. Revenue

#### 12. 收入

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
ERP business	ERP業務	676,178	704,958
Cloud services business	雲服務業務	81,803	44,920
		<b>757,981</b>	<b>749,878</b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 13. Expenses by nature

Expenses included in cost of sales, selling and marketing expenses, research and development costs and administrative expenses are analysed as follows:

#### 13. 按性質分類的費用

列示於銷售成本、銷售及推廣費用、研究及開發成本及行政費用內的費用分析如下：

		<b>Unaudited 未經審核</b>	
		<b>Six months ended 30 June 六月三十日止六個月</b>	
		<b>2015</b>	<b>2014</b>
		<b>二零一五年</b>	<b>二零一四年</b>
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>人民幣千元</b>	<b>人民幣千元</b>
Research and development costs	研究及開發成本		
Amounts incurred	已產生費用	<b>139,672</b>	120,891
Less: development costs capitalised	減：資本化之開發成本	<b>(130,872)</b>	(107,691)
Add: amortisation	加：攤銷資本化之開發成本	<b>97,737</b>	99,065
		<b>106,537</b>	112,265
Employee benefit expenses	僱員福利開支	<b>440,366</b>	417,489
Less: amount included in research and development costs	減：包含於研究及開發成本之金額	<b>(124,015)</b>	(106,525)
		<b>316,351</b>	310,964
Cost of inventories consumed	消耗存貨費用	<b>3,379</b>	24,852
Depreciation of property, plant and equipment	不動產、工廠及設備折舊	<b>19,429</b>	21,658
Amortisation of computer software, licenses and copyrights	電腦軟件及著作權攤銷	<b>11,360</b>	12,658
Amortisation of customer relationship	客戶關係攤銷	<b>624</b>	624
Amortisation of land use rights	土地使用權攤銷	<b>2,070</b>	2,058
Impairment of receivables	應收帳款減值	<b>(12,827)</b>	(3,930)
Loss on disposals of property, plant and equipment	出售不動產、工廠及設備虧損	<b>576</b>	195

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 14. Other gains

#### 14. 其他收入

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Subsidy income	補貼收入		
– VAT refund	– 增值稅退還	57,539	67,296
– Government grants	– 政府項目補貼	8,989	3,440
Rental income-net	租金收入 – 淨值	35,877	27,014
Re-measurement of the contingent consideration for business acquisition	企業收購或有對價重估收益	1,367	–
Others	其他	801	542
		<b>104,573</b>	<b>98,292</b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明合併中期財務資料的選取附註

### 15. Income tax expense

### 15. 所得稅費用

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current income tax	當期所得稅	9,271	8,010
Deferred income tax	遞延所得稅	(1,632)	(2,357)
		<b>7,639</b>	5,653

- (a) No provision for profits tax in the Cayman Islands and Hong Kong has been made as the Group has no income assessable for profits tax for the period in those jurisdictions.
- (a) 由於本集團於當期在開曼群島或香港並無應課稅收入，故於該等地區並無作出該等司法權區的所得稅撥備。
- (b) Kingdee China and Shenzhen Kingdee Middleware Co., Ltd. were each qualified as a national important software enterprise and was entitled to a preferential tax rate of 10% for the period ended 30 June 2015.
- (b) 金蝶中國及深圳金蝶中間件有限公司符合國家重點軟件企業的認證，因此管理層在二零一五年六月三十日的合併報表中採用10%的優惠稅率計算企業所得稅。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 15. Income tax expense (Continued)

- (c) Shanghai Kingdee Software Co., Ltd., Kingdee Medical Software Co., Ltd. and Beijing Kingdee Software Co., Ltd. were each qualified as a high-tech enterprise and was entitled to a preferential tax rate of 15% for the period ended 30 June 2015.
- (d) Other PRC subsidiaries of the Group applied the tax rate of 25%.

#### 16. Earnings per share

##### (a) Basic

Basic earnings per share are calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

#### 15. 所得稅費用(續)

- (c) 上海金蝶軟件有限公司、金蝶醫療軟件科技有限公司及北京金蝶管理軟件有限公司，被認為符合國家高新技術企業資格，並在二零一五年六月三十日的合併報表中採用15%的優惠稅率計算企業所得稅。
- (d) 其他中國子公司適用25%的企業所得稅。

#### 16. 每股盈利

##### (a) 基本

每股基本盈利根據本公司權益持有人應佔盈利，除以期內已發行普通股的加權平均數計算。

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Profit attributable to owners of the Company	本公司權益持有人應佔盈利	91,597	81,457
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數(千計)	2,643,596	2,551,534
Basic earnings per share	每股基本盈利	RMB 3.465 cents 人民幣3.465仙	RMB 3.192 cents 人民幣3.192仙

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 16. Earnings per share (Continued)

##### (b) Diluted

Diluted earnings per share are calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. The Company has only two categories of dilutive potential ordinary shares: Share options and convertible bonds. The convertible bond is anti-dilutive and is ignored in the calculation of diluted earnings per share for the period ended 30 June 2015.

#### 15. 所得稅費用 (續)

##### (b) 稀釋

每股稀釋盈利假設所有可稀釋的潛在普通股被兌換後，根據已發行普通股的加權平均股數計算。本公司僅有兩類可稀釋的潛在普通股：購股權和可轉換債券。由於可轉換債券在二零一五年六月三十日的合併報表中是反稀釋的，故在計算每股收益時忽略該因素。

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit attributable to owners of the Company	本公司權益持有人應佔盈利	91,597	81,457
Interest on convertible bond	可轉換債券利息	-	3,018
Profit used to determine diluted earnings per share	用以釐定每股稀釋盈利的利潤	91,597	84,475
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數 (千計)	2,643,596	2,551,534
Adjustments – share options (thousands)	調整 – 購股權 (千計)	153,209	141,987
Adjustments – conversion of convertible bond (thousands)	調整 – 假設可轉換債券被兌換 (千計)	-	150,833
Weighted average number of ordinary shares for diluted earnings per share (thousands)	計算每股稀釋盈利之普通股的加權平均數 (千計)	2,796,805	2,844,354
Diluted earnings per share	每股稀釋盈利	RMB3.275 cents 人民幣3.275仙	RMB2.970 cents 人民幣2.970仙

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明合併中期財務資料的選取附註

### 17. Dividends

2014 final dividends of RMB30,000,000 (RMB1.2 cents per share) (HKD1.5 cents per share) were paid in June 2015. The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2015 (the six months ended 30 June 2014: Nil).

### 18. Related party transactions

The Group is controlled by Mr. Xu Shao Chun, who owns 26.7% of the Company's shares. The remaining 73.3% of the shares are widely held. The ultimate controlling party of the Group is Mr. Xu Shao Chun.

The Group had transactions with related parties for the period ended 30 June 2015 as follows:

### 17. 股息

於二零一五年六月內支付的二零一四年期末股息為人民幣30,000,000元(每股人民幣0.012元)(每股港幣0.015元)。董事會不建議派付截至二零一五年六月三十日止六個月的中期股息(截至二零一四年六月三十日止六個月：無)。

### 18. 關聯交易

本集團由徐少春控制，其擁有本集團26.7%的股權，其餘73.3%則被廣泛持有。本集團的最終控制人為徐少春。

截至二零一五年六月三十日，本集團其他關聯交易列示如下：

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明合併中期財務資料的選取附註

### 18. Related party transactions (Continued)

#### (a) Transactions with related parties

### 18. 關聯交易(續)

#### (a) 與關聯方交易金額

		Unaudited 未經審核	
		Six months ended 30 June 六月三十日止六個月	
		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of goods	貨品銷售：		
– Investments accounted for using the equity method	– 按權益法入賬的投資	4,673	3,612
– Companies controlled by the ultimate controlling party	– 由最終控制人所控制的主體	510	411
		<b>5,183</b>	<b>4,022</b>
Rental income from companies controlled by the ultimate controlling party	來源於由最終控制人所控制的主體的租金收入	458	291

Goods are sold based on the price lists in force and terms that would be available to third parties.

貨品是以現行價單和第三方亦可取得的條款出售。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明合併中期財務資料的選取附註

#### 18. Related party transactions (Continued)

##### (b) Balances with related parties

		Unaudited 未經審核 30 June 2015 二零一五年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2014 二零一四年 十二月三十一日 RMB'000 人民幣千元
Period-end balances arising from sales of goods	銷售產生的當期結餘：		
– Investments accounted for using the equity method	– 按權益法入賬的投資	540	591
Due from companies controlled by the ultimate controlling party	應收由最終控制人所控制的主體款項	4,315	1,261

#### 18. 關聯交易（續）

##### (b) 與關聯方交易產生的當期結餘

#### 19. Event occurring after the balance sheet date

The Group purchased and held 1,494,000 ordinary shares of the Company for a total consideration of HKD3,964,000 (equivalent to approximately RMB3,127,000) in July 2015, intended for the purpose of recognizing and rewarding the contributions of the eligible persons to the growth and development of the Group.

#### 19. 資產負債表日後事項

於二零一五年七月，本集團以港幣3,964,000元（約為人民幣3,127,000元）的總代價購買並持有1,494,000公司普通股，用於授予合資格的員工，以表彰與獎勵其對集團的增長及發展所作出的貢獻。

**Kingdee**

Kingdee International Software Group Company Limited  
金蝶國際軟件集團有限公司