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中软国际

**CHINASOFT INTERNATIONAL LIMITED**

中軟國際有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 354)

**INTERIM RESULTS ANNOUNCEMENT  
FOR THE SIX MONTHS ENDED 30 JUNE 2018**

<b>Results for the first half of 2018</b>			
	<b>For the six months ended 30 June</b>		
<b>Income statement highlights</b>	<b>(unaudited) 2018 RMB'000</b>	<b>(unaudited) 2017 RMB'000</b>	<b>% Change</b>
Revenue	<b>4,813,853</b>	4,145,060	16.1%
Revenue from service	<b>4,770,267</b>	4,047,248	17.9%
Profit for the period	<b>355,805</b>	240,445	48.0%
<b>Profit attributable to Owners of the Company</b>	<b>358,759</b>	245,470	46.2%
Basic EPS (RMB cents)	<b>14.87</b>	10.26	44.9%
<b>Statement of financial position highlights</b>	<b>(unaudited) 30 June 2018 RMB'000</b>	<b>(audited) 31 December 2017 RMB'000</b>	<b>% Change</b>
Total assets	<b>8,948,585</b>	8,751,533	2.3%
Total liabilities	<b>(3,308,763)</b>	(3,521,567)	(6.0%)
Total equity	<b>5,639,822</b>	5,229,966	7.8%

- The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2018.
- No closure for the Register of Members of the Company.

## MANAGEMENT DISCUSSION AND ANALYSIS

### KEY OPERATING DATA

During the first half of 2018, the Group's businesses achieved high growths. The revenue, service revenue, profit for the period, profit attributable to the owners of the Company, and EPS increased by 16.1%, 17.9%, 48.0%, 46.2%, and 44.9% YoY.

	Six Months Ended 30 June		
	2018	2017	% Change
	RMB'000	RMB'000	
<b>Revenue</b>	<b>4,813,853</b>	4,145,060	16.1%
<i>Service revenue</i>	<i>4,770,267</i>	<i>4,047,248</i>	<i>17.9%</i>
Profit for the period	<b>355,805</b>	240,445	48.0%
Profit attributable to Owners of the Company	<b>358,759</b>	245,470	46.2%
Basic EPS (RMB cents)	<b>14.87</b>	10.26	44.9%

The key operating data (unaudited) for the six months ended 30 June 2018 are as follow:

	Six Months Ended 30 June		
	2018	2017	% Change
	RMB'000	RMB'000	
<b>Revenue</b>	<b>4,813,853</b>	4,145,060	16.1%
<i>Service revenue</i>	<i>4,770,267</i>	<i>4,047,248</i>	<i>17.9%</i>
Cost of Sales	<b>(3,423,801)</b>	(3,002,387)	14.0%
<b>Gross Profit</b>	<b>1,390,052</b>	1,142,673	21.6%
Other income	<b>18,945</b>	32,766	(42.2%)
Other gains and losses	<b>3,737</b>	1,113	235.8%
Selling and distribution expenses	<b>(233,003)</b>	(146,944)	58.6%
Other expenses	<b>(36,641)</b>	(41,759)	(12.3%)
Administrative expenses	<b>(679,967)</b>	(659,774)	3.1%
Finance Costs	<b>(59,290)</b>	(43,064)	37.7%
Allowance for doubtful debts	<b>(145)</b>	(1,401)	(89.7%)
Share of results of investments accounted for using the equity method	<b>(15,265)</b>	(15,509)	1.6%
<b>Profit before taxation</b>	<b>388,423</b>	268,101	44.9%
Income tax expense	<b>(32,618)</b>	(27,656)	17.9%
<b>Profit for the year</b>	<b>355,805</b>	240,445	48.0%

## GENERAL OVERVIEW

For the first half of 2018, the Group accelerated its global service layout with its cloud driven digitalization services and achieved positive progresses in different business lines. In 2018, the Group ranked 7th in the latest “Top 100 Most Competitive Chinese Software Enterprises” (and continues to climb in rankings), and became the backbone of China’s software and ITS development. It plays a leading role in industrial innovation and transformations of government and enterprise customers.

During the reporting period, the Group continued its in-depth partnerships with large customers including Huawei, HSBC, Tencent, Ping-An, and etc.. Through its “zero distance” innovative service, the Group understood its customers’ demands better, improved its management capabilities, and increased quality and delivery efficiencies. Furthermore, the Group combined cloud services with its Internet platform to provide Chinese and global enterprises with more capabilities, values, and more smart technologies, creating a new ecosystem in the digital world. During the reporting period, the emerging business, largely represented by JointForce, cloud and big data businesses, achieved high growth. The revenue of the emerging business was RMB741.655 million and accounted for 15.4% of the total revenue, representing a YoY growth of 95%. Through the accelerated implementation of the transformation strategy, the Group’s revenue structure and profitability improved during the reporting period. The new generation cloud driven, platform IT enterprise’s value will continue to blossom.

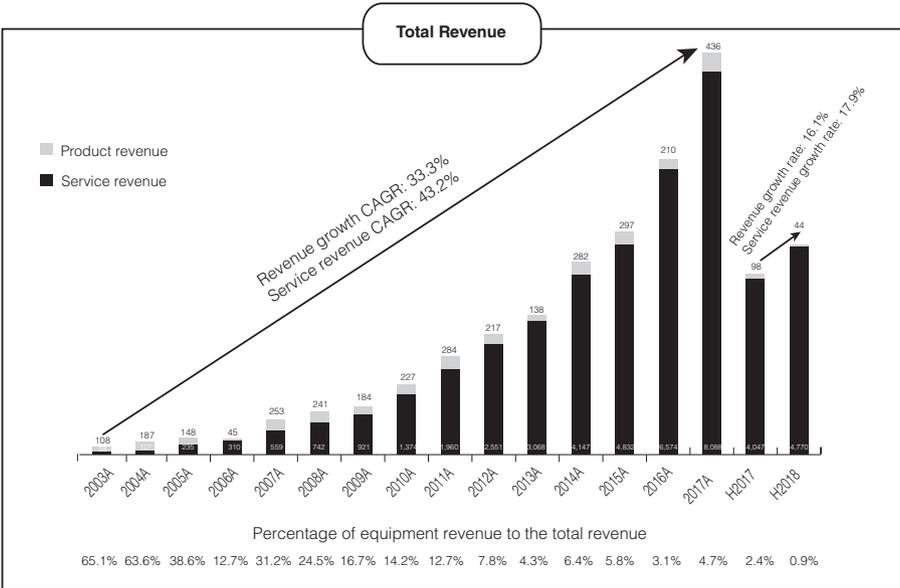
During the reporting period, JointForce continued to enrich its services, upgrade its business model, and accelerated the growth of its servicing capabilities. JointForce now covers over 400 cities (districts and counties). The volume of the work posted in the first half of 2018 was RMB1.2 billion. JointForce has established a cloud ecosystem focusing on software development. During the reporting period, JointForce launched its “Cloud Integrative Service” solution. This solution, through establishing a cloud integrative service platform, helps the government with IT services, including online purchasing services, due diligence for service providers based on enterprise big data. This solution is in operation in Nanjing, has reached a pilot phase in Xi’an, and reached a strategic agreement with the Zhejiang government. Furthermore, JointForce’s “Cloud Integrative Service” team has penetrated the top 50 GDP cities in the country and helped over tens of thousands of software service providers undergo digital due diligence, completing precision profiling. During the reporting period, “Cloud Software Parks” continued its fast promotion in Zhejiang, Shandong, and other provinces, while marking its presence in Jiangsu, Shandong, Hubei, Anhui, Chongqing, Zhejiang, Fujian, and other provinces. In these regions, JointForce ecosystems are beginning to form. Adhering to the “China Manufacture 2025 Core Integrator” initiative, JointForce formed strategic partnerships with the both domestic and international well-known enterprises, research institutes, and governments. The partnership will aggregate intelligent manufacturing’s innovative resources and results, and together push towards the development of China intelligent manufacturing upgrade. JointForce will use the “Honeycomb” industrial Internet platform as a vehicle, build a service platform around the intelligent upgrade requirements of manufacturing enterprises, and promote the transformation and upgrading of manufacturing enterprises.

During the reporting period, the cloud business grew steadily, and the Group’s cloud service capabilities improved significantly. The Group successfully expanded its Huawei Cloud and Tencent Cloud business scope. The Group’s partnership with Huawei in software development, cloud solutions, cloud services, and etc. continued to be strengthened, and the business volume grew rapidly. The Group was recognized as “Huawei Cloud’s Best Partner”. Through Tencent Cloud’s Independent Service Vendor (ISV) verification, the Group received Tencent Cloud’s subcontracting channel. The enterprise cloud disk product’s performance achieved industry leading position, and expanded its business to Southeast Asia, Africa, and etc.. The Group introduced Azure-based mature cloud service capabilities and formed joint international teams in China, America, and India. The Group established serving capabilities, solutions allowing Microsoft products to be hosted on Huawei cloud, and realized a global cloud servicing layout.

During the reporting period, the Group’s big data business continued to expand and consolidate its industry advantages by implementing its in-depth industry-based solution strategy. The Group won several iconic big data projects in finance, government, airports, transportation, and other industries.

In the future, with new opportunities provided by digital china and its transformation, the Group will further penetrate the government and enterprise market, through the Jointforce platform, export new technologies, establish new businesses, build new ecosystems, and create new capabilities. The Group will fully utilize its cloud services and IT design capabilities to continue to upgrade its business model and optimize its revenue structure. The Group will continue to become a global ITS leader with comprehensive strengths and innovative capabilities.

Since listing on the GEM board in 2003, the Group has maintained high revenue and service revenue growths, recording a CAGR of 33.3% and 43.2% from 2003-2017. For the first half of 2018, the revenue and service revenue achieved YoY growths of 16.1% and 17.9%. The details are as follow:



## Customers

The Group's customers include large enterprises with headquarters in the Greater China region, Europe, America, and Japan. In the Chinese market, the Group holds a larger market share in telecommunication, banking, financial, Internet, and high technology industries. In the first half of 2018, the top five and top ten customers accounted for 67.7% and 72.2% of the Group's service revenue.

As of 30 June 2018, the Group has 110 large customers (contributed to more than RMB 6 million of service revenue within the past 12 months).

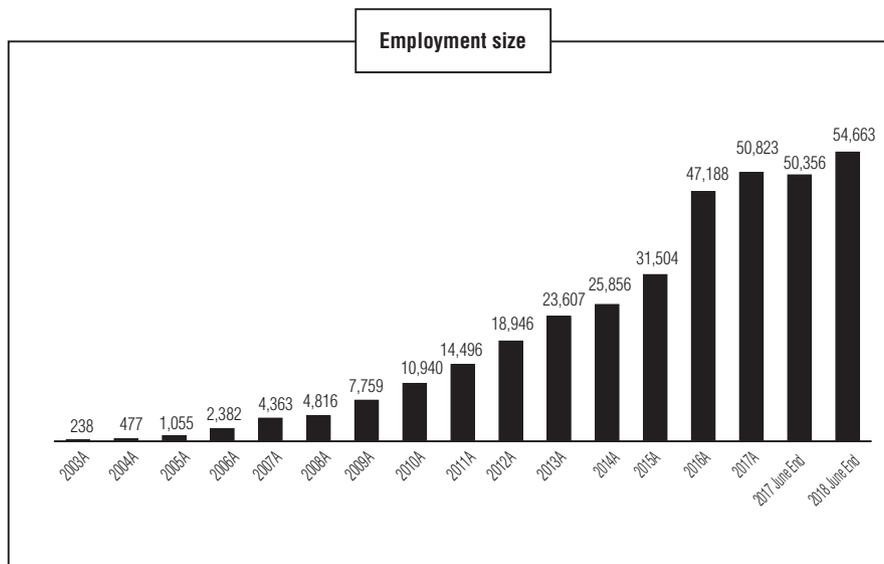
## Market

During the reporting period, the Group's main businesses are concentrated in the Greater China region. The huge market potential in the Greater China region continues to bring growth opportunities for the Group. The Group provides ITS to customers from 32 countries and number of Top 500 companies in the world, accumulating experiences in servicing international customers. Going with the "Belt and Road" initiative, the Group will combine and increase its cooperation with Huawei's products and industries to speed up its global layout. The Group will improve its existing centers in America, Japan, India, Malaysia, Singapore, Mexico and etc.. The Group will utilize cloud driven digitalization services to promote global servicing layout, become a world class ITS enterprise, and build out China's influence in the global IT market.

## Human Resources

As of 30 June 2018, the Group has a total of 54,663 employees, representing an increase of 8.6% YoY.

The Group's growth in employee size since listing on the Growth Enterprise Market in 2003 is as follows:



## Operating Results

The following is the Group's consolidated comprehensive income statement for the first half of 2017 and 2018 (unaudited):

	2018			2017		
	<i>For the first half RMB'000</i>	<i>% of Revenue</i>	<i>% of Service Revenue</i>	<i>For the first half RMB'000</i>	<i>% of Revenue</i>	<i>% of Service Revenue</i>
<b>Revenue</b>	<b>4,813,853</b>	<b>N/A</b>	<b>N/A</b>	4,145,060	N/A	N/A
<b>Service Revenue</b>	<b>4,770,267</b>	<b>N/A</b>	<b>N/A</b>	4,047,248	N/A	N/A
Costs of Sales	<u>(3,423,801)</u>	<u>(71.1%)</u>	<u>(71.8%)</u>	<u>(3,002,387)</u>	<u>(72.4%)</u>	<u>(74.2%)</u>
<b>Gross Profit</b>	<b>1,390,052</b>	<b>28.9%</b>	<b>29.1%</b>	1,142,673	27.6%	28.2%
Other income	18,945	0.4%	0.4%	32,766	0.8%	0.8%
Other gains and losses	3,737	0.1%	0.1%	1,113	0.0%	0.0%
Selling and distribution costs	(233,003)	(4.8%)	(4.9%)	(146,944)	(3.5%)	(3.6%)
Other expenses	(36,641)	(0.8%)	(0.8%)	(41,759)	(1.0%)	(1.0%)
Administrative expenses	(679,967)	(14.1%)	(14.3%)	(659,774)	(15.9%)	(16.3%)
Finance costs	(59,290)	(1.2%)	(1.2%)	(43,064)	(1.0%)	(1.1%)
Allowance for doubtful debts	(145)	0.0%	0.0%	(1,401)	(0.0%)	(0.0%)
Share of results of investments accounted for using the equity method	<u>(15,265)</u>	<u>(0.3%)</u>	<u>(0.3%)</u>	<u>(15,509)</u>	<u>(0.4%)</u>	<u>(0.4%)</u>
Profit before taxation	<b>388,423</b>	<b>8.1%</b>	<b>8.1%</b>	268,101	6.5%	6.6%
Income tax expense	<u>(32,618)</u>	<u>(0.7%)</u>	<u>(0.7%)</u>	<u>(27,656)</u>	<u>(0.7%)</u>	<u>(0.7%)</u>
<b>Profit for the year</b>	<b><u>355,805</u></b>	<b>7.4%</b>	<b>7.5%</b>	<b><u>240,445</u></b>	<b>5.8%</b>	<b>5.9%</b>
<b>Profit for the year attributable to owners of the Company</b>	<b><u>358,759</u></b>	<b>7.5%</b>	<b>7.5%</b>	<b><u>245,470</u></b>	<b>5.9%</b>	<b>6.1%</b>

## Revenue

For the first half of 2018, the Group's revenue was RMB4,813.853 million, representing a YoY growth of 16.1% (2017H1: RMB4,145.060 million). The Group's service revenue was RMB4,770.267 million, representing a YoY growth of 17.9% (2017H1: RMB4,047.248 million). The growth came mainly from the core big customers, and the high growths of emerging businesses including cloud, big data, and Jointforce.

For the first half of 2018, the segment's revenue to total revenue and growth are as follow:

	<i>Six Months Ended 30 June 2018 RMB'000</i>	<i>% of Total</i>	<i>Six Months Ended 30 June 2017 RMB'000</i>	<i>% of Total</i>	<i>Growth Rate</i>
Technical Professional Services Group (TPG)	<b>4,029,252</b>	<b>83.7%</b>	3,511,450	84.7%	14.7%
Internet IT Services Group (IIG)	<b>784,601</b>	<b>16.3%</b>	633,610	15.3%	23.8%
<b>Total</b>	<b><u>4,813,853</u></b>	<b><u>100%</u></b>	<b><u>4,145,060</u></b>	<b><u>100%</u></b>	<b>16.1%</b>

For the first half of 2018, the segment's service revenue to total revenue and growth are as follow:

	<i>Six Months Ended 30 June 2018 RMB'000</i>	<i>% of Total</i>	<i>Six Months Ended 30 June 2017 RMB'000</i>	<i>% of Total</i>	<i>Growth Rate</i>
Technical Professional Services Group (TPG)	<b>4,011,444</b>	<b>84.1%</b>	3,460,084	85.5%	15.9%
Internet IT Services Group (IIG)	<b>758,823</b>	<b>15.9%</b>	587,164	14.5%	29.2%
<b>Total</b>	<b><u>4,770,267</u></b>	<b><u>100%</u></b>	<b><u>4,047,248</u></b>	<b><u>100%</u></b>	<b>17.9%</b>

## Cost of Sales

For the first half of 2018, the Group's cost of sales was RMB3,423.801 million, representing a YoY increase of 14.0% (2017H1: RMB3,002.387 million). The Group's cost of sales was 71.1% of the Group's total revenue, representing a YoY decrease 1.3% (2017H1: 72.4%).

## **Gross Profit**

For the first half of 2018, the Group's gross profit was RMB1,390.052 million, representing a YoY growth of 21.6% (2017H1: RMB1,142.673 million). The Group's gross margin was 28.9%, representing a YoY increase of 1.3% (2017H1: 27.6%). The Group's gross margin (to total service revenue) was 29.1%, representing a YoY increase of 0.9% (2017H1: 28.2%). The main reason for the increase of the gross margins is because of the increase of revenue (and proportion to total revenue) from the emerging business, which has a higher gross margin comparing to that of the traditional businesses.

## **Other Income**

For the first half of 2018, the Group's other income was RMB18.945 million, representing a YoY decrease of 42.2% (2017H1: RMB32.766 million). The main reason for this decrease is because of the decrease of government subsidies.

## **Other Gains and Losses**

For the first half of 2018, the Group's other income was RMB3.737 million, representing a YoY increase of 235.8% (2017H1: RMB1.113 million). The main reason of this increase is because of the fluctuations in the exchange rate of the US dollar, Japanese yen, and Hong Kong dollar against the RMB during the reporting period.

## **Operating Expenses**

For the first half of 2018, the Group's selling and distribution expenses were RMB233.003 million, representing a YoY increase of 58.6% (2017H1: RMB146.944 million). The Group's selling and distribution expenses accounted for 4.8% of the revenue, representing a YoY increase of 1.3% (2017H1: 3.5%). This increase is because during the reporting period, the Group increased its sales channel in the tier one cities for the government and enterprise market. Furthermore, the Group increased its oversea coverage and increased oversea sales and market investment.

For the first half of 2018, the Group's administrative expense was RMB679.967 million, representing a YoY increase of 3.1% (2017H1: RMB659.774 million). The Group's administrative expense accounted for 14.1% of the revenue, representing a YoY decrease of 1.8% (2017H1: 15.9%).

## **Finance Costs and Income Tax**

For the first half of 2018, the Group's finance costs was RMB59.290 million, representing a YoY increase of 37.7% (2017H1: RMB43.064 million). The Group's finance costs accounted for 1.2% of the revenue, representing a YoY increase of 0.2% (2017H1: 1.0%). The main reason for this increase is because of the increase in the actual interest on the convertible loan notes during the reporting period.

For the first half of 2018, the Group's income tax was RMB32.618 million, representing a YoY increase of 17.9% (2017H1: RMB27.656 million).

### Other Non-Cash Expenses

For the first half of 2018, the Group's amortization of intangible assets was RMB36.641 million, representing a YoY decrease of 12.3% (2017H1: RMB41.759 million). The Group's amortization of intangible assets accounted for 0.8% of the revenue, representing a YoY decrease of 0.2% (2017H1: 1.0%).

For the first half 2018, the Group's allowance for doubtful debt was RMB0.145 million representing a YoY decrease of 89.7% (2017H1: RMB1.401 million). The Group's allowance for doubtful debt for the interim period was provided specifically with reference to the collectability of trade receivables. At the year end, the allowance for doubtful debt will be adjusted with reference to the collectability and aging analysis of trade receivables.

### Profit for the Period and Earnings Per Share (EPS)

For the first half of 2018, the Group's profit was RMB355.805 million, representing a YoY growth of 48.0% (2017H1: RMB240.445 million). The Group's profit accounted for 7.4% of the revenue, representing a YoY increase of 1.6% (2017H1: 5.8%). The Group's profit accounted for 7.5% of the service revenue, representing a YoY increase of 1.6% (2017H1: 5.9%).

For the first half of 2018, the Group's profit attributable to the owners of the Company was RMB358.759 million, representing a YoY growth of 46.2% (2017H1: RMB245.470 million).

Based on the profit attributable to the owners of the Company, the Group's EPS was RMB14.87 cents for the first half of 2018, representing a YoY growth of 44.9% (2017H1: RMB10.26 cents).

### Segment Revenue and Results

For the first half of 2018, the segment's growth of revenue, service revenue and results are as follow:

	Revenue			Service Revenue			Results		
	Six Months Ended 30 June 2018 RMB'000	Six Months Ended 30 June 2017 RMB'000	Growth Rate	Six Months Ended 30 June 2018 RMB'000	Six Months Ended 30 June 2017 RMB'000	Growth Rate	Six Months Ended 30 June 2018 RMB'000	Six Months Ended 30 June 2017 RMB'000	Growth Rate
Technical Professional Services Group (TPG)	4,029,252	3,511,450	14.7%	4,011,444	3,460,084	15.9%	424,265	368,493	15.1%
Internet IT Services (IIG)	784,601	633,610	23.8%	758,823	587,164	29.2%	84,574	48,690	73.7%
Total	4,813,853	4,145,060	16.1%	4,770,267	4,047,248	17.9%	508,839	417,183	22.0%

In terms of segment revenue, TPG's revenue and service revenue achieved a YoY growth of 14.7% and 15.9%. The main contribution to this growth not only came from the growth of large core customers including Huawei, HSBC, Tencent, Ping An, and etc., but also from the fast growths of cloud and big data businesses. IIG's revenue and service revenue achieved a YoY growth of 23.8% and 29.2%. The main contribution for this growth came from the fast growth of Jointforce.

In terms of segment results, TPG's result achieved a YoY growth of 15.1%, about the same as that of the revenue growth. IIG's result achieved a massive YoY growth of 73.7%, much higher than that of the revenue or service revenue growths. This main reason is because of the fast growth of Jointforce, which contributed to IIG's overall profit margin.

The Group believes that after years of building foundations for Jointforce, cloud, big data, and other emerging businesses, these businesses are ready to enter into a fast growth and expansion phase, which will provide the drive for the Group's revenue growth and increase the Group's profit margin.

### **Fundraising Activities**

During the current interim period, no fund raising activities had been conducted by the Group. The details of several fund raising activities which had been conducted by the Group in last interim period are summarized as below:

On 18 April 2017 and 18 May 2017, the Group entered into the Subscription Agreement and Supplemental Agreement respectively with Dan Capital Management Ltd. (the "Dan Capital") pursuant to which the Company has conditionally agreed to issue, and Dan Capital has conditionally agreed to subscribe for, the Convertible Notes in an aggregate principal amount of HK\$900,000,000 due in 2022 ("2017 CN").

The 2017 CN was issued on 3 July 2017 under the general mandate granted to the Directors at the annual general meeting of the Company held on 18 May 2016. The intended use and actual use of the proceeds are as follow:

<b>Intended use of proceeds</b>	<b>Actual use of proceeds</b>
(i) Approximately HK\$600,000,000 for mergers and acquisitions and establishing an M&A fund to upgrade new technological capability and strengthen the ecological construction of the cloud services	Not yet utilised as at 30 June 2018
(ii) Approximately HK\$100,000,000 for upgrading the Jointforce to forge a comprehensive platform for the IT industry chain	All used as intended during the year ended 31 December 2017
(iii) Approximately HK\$200,000,000 for replenishing the Company's working capital and repaying certain bank loans with relatively higher interest rates	All used as intended during the year ended 31 December 2017

As at 30 June 2018, a maximum number of 180,000,000 ordinary shares will be allotted and issued upon full conversion of 2017 CN at the initial conversion price of HK\$5.00 per conversion share.

## INTERIM RESULTS

The board of Directors (the “Board”) of Chinasoft International Limited (the “Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2018 with corresponding figures as follows:

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

		For the six months ended 30 June	
		2018	2017
	Notes	RMB'000	RMB'000
Turnover	3	<b>4,813,853</b>	4,145,060
Cost of sales		<b>(3,423,801)</b>	(3,002,387)
Gross profit		<b>1,390,052</b>	1,142,673
Other income		<b>18,945</b>	32,766
Other gains and losses		<b>3,737</b>	1,113
Selling and distribution costs		<b>(233,003)</b>	(146,944)
Administrative expenses		<b>(679,967)</b>	(659,774)
Allowance for doubtful debts		<b>(145)</b>	(1,401)
Other expenses		<b>(36,641)</b>	(41,759)
Finance costs	4	<b>(59,290)</b>	(43,064)
Share of result of investments accounted for using the equity method		<b>(15,265)</b>	(15,509)
Profit before taxation		<b>388,423</b>	268,101
Income tax expense	5	<b>(32,618)</b>	(27,656)
Profit for the period		<b>355,805</b>	240,445
Other comprehensive income			
Exchange differences arising on transaction of foreign operations		<b>(1,867)</b>	(8,712)
Total comprehensive income for the period		<b>353,938</b>	231,733
Profit for the period attributable to:			
Owners of the Company		<b>358,759</b>	245,470
Non-controlling interests		<b>(2,954)</b>	(5,025)
		<b>355,805</b>	240,445

		<b>For the six months ended 30 June</b>	
		<b>2018</b>	2017
<i>Notes</i>		<b><i>RMB'000</i></b>	<i>RMB'000</i>
Total comprehensive income attributable to:			
	Owners of the Company	<b>356,892</b>	236,758
	Non-controlling interests	<b>(2,954)</b>	(5,025)
		<u><b>353,938</b></u>	<u>231,733</u>
Earnings per share			
	– Basic (cents)	<b>14.87</b>	10.26
	– Diluted (cents)	<b>14.00</b>	10.19

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

		(Unaudited) 30 June 2018 <i>RMB'000</i>	(Audited) 31 December 2017 <i>RMB'000</i>
	<i>Notes</i>		
<b>Non-current assets</b>			
Property, plant and equipment		<b>842,591</b>	852,519
Intangible assets		<b>160,693</b>	179,450
Goodwill		<b>996,789</b>	996,789
Investments accounted for using the equity method		<b>117,953</b>	133,218
Available-for-sale investment		–	65,342
Financial assets at fair value through other comprehensive income		<b>65,342</b>	–
Prepaid lease payments		<b>37,433</b>	37,863
Other receivable		<b>30,000</b>	30,000
Deferred tax assets		<b>7,519</b>	7,504
		<b><u>2,258,320</u></b>	<u>2,302,685</u>
<b>Current assets</b>			
Inventories		<b>35,301</b>	26,024
Trade and other receivables	8	<b>2,749,104</b>	1,960,240
Bills receivable		–	11,909
Prepaid lease payments		<b>860</b>	860
Contract assets		<b>2,827,807</b>	–
Amounts due from customers for contract work		–	2,579,998
Amount due from related companies		<b>128,908</b>	83,854
Pledged deposits		<b>1,681</b>	658
Bank balances and cash		<b>946,604</b>	1,785,305
		<b><u>6,690,265</u></b>	<u>6,448,848</u>
<b>Current liabilities</b>			
Trade and other payables	9	<b>1,150,671</b>	1,584,295
Bills payable		<b>983</b>	20,473
Contract liabilities		<b>80,264</b>	–
Amounts due to customers for contract work		–	44,572
Amounts due to related companies		<b>47,231</b>	59,151
Dividend payable to shareholders		<b>78</b>	78
Taxation payable		<b>160,555</b>	157,699
Borrowings	10	<b>949,950</b>	685,750
		<b><u>2,389,732</u></b>	<u>2,552,018</u>

		(Unaudited) 30 June 2018 <i>RMB'000</i>	(Audited) 31 December 2017 <i>RMB'000</i>
Net current assets		<u>4,300,533</u>	<u>3,896,830</u>
Total assets less current liabilities		<u>6,558,853</u>	<u>6,199,515</u>
Non-current liabilities			
Deferred tax liabilities		13,858	15,904
Convertible loan notes		<u>905,173</u>	<u>953,645</u>
		<u>919,031</u>	<u>969,549</u>
		<u>5,639,822</u>	<u>5,229,966</u>
Capital and reserves			
Share capital	<i>11</i>	111,394	110,283
Share premium		2,839,053	2,809,329
Reserves		<u>2,628,164</u>	<u>2,246,189</u>
Equity attributable to equity holders of the Company		<u>5,578,611</u>	<u>5,165,801</u>
Non-controlling interests		<u>61,211</u>	<u>64,165</u>
Total equity		<u>5,639,822</u>	<u>5,229,966</u>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

	Attributable to the owners of the company												
	Share capital	Share premium	Hedging reserve	Translation reserve	Share options reserve	Convertible loan notes reserve	General reserve fund	Statutory enterprise expansion fund	Statutory surplus reserve fund	Accumulated profits	Total	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2017	106,387	2,652,697	(122,769)	21,457	88,340	23,544	15,793	26,749	129,901	1,322,115	4,264,214	68,425	4,332,639
Profit for the period	-	-	-	-	-	-	-	-	-	245,470	245,470	(5,025)	240,445
Exchange differences arising from translation of overseas operations	-	-	-	(8,712)	-	-	-	-	-	-	(8,712)	-	(8,712)
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(8,712)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>245,470</b>	<b>236,758</b>	<b>(5,025)</b>	<b>231,733</b>
New issue of shares upon exercise of share option	3,896	181,652	-	-	(22,167)	-	-	-	-	-	163,381	-	163,381
Recognition of equity-settled share based payments	-	-	-	-	71,537	-	-	-	-	-	71,537	-	71,537
Cancellation of share options	-	-	-	-	(3)	-	-	-	-	-	(3)	-	(3)
Dividend paid (2016 final dividend)	-	(25,019)	-	-	-	-	-	-	-	-	(25,019)	-	(25,019)
At 30 June 2017	110,283	2,809,330	(122,769)	12,745	137,707	23,544	15,793	26,749	129,901	1,567,585	4,710,868	63,400	4,774,268
At 1 January 2018	110,283	2,809,329	(122,769)	(31,474)	216,130	124,174	15,793	26,749	147,455	1,870,131	5,165,801	64,165	5,229,966
Profit for the period	-	-	-	-	-	-	-	-	-	358,759	358,759	(2,954)	355,805
Exchange differences arising from translation of overseas operations	-	-	-	(1,867)	-	-	-	-	-	-	(1,867)	-	(1,867)
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,867)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>358,759</b>	<b>356,892</b>	<b>(2,954)</b>	<b>353,938</b>
New issue of shares upon exercise of share option	61	4,635	-	-	(733)	-	-	-	-	-	3,963	-	3,963
Recognition of equity-settled share based payments	-	-	-	-	25,816	-	-	-	-	-	25,816	-	25,816
Conversion of convertible loan notes	1,050	61,962	-	-	-	-	-	-	-	-	63,012	-	63,012
Dividend paid (2017 final dividend)	-	(36,873)	-	-	-	-	-	-	-	-	(36,873)	-	(36,873)
At 30 June 2018	111,394	2,839,053	(122,769)	(33,341)	241,213	124,174	15,793	26,749	147,455	2,228,890	5,578,611	61,211	5,639,822

**CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)**

	<b>Six months ended</b>	
	<b>30 June</b>	
	<b>2018</b>	2017
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Net cash used in operating activities	<b>(868,958)</b>	(618,007)
Net cash used in investing activities	<b>(141,880)</b>	(122,736)
Net cash generated from financial activities	<b>173,283</b>	497,835
Net decrease in cash and cash equivalents	<b>(837,555)</b>	(242,908)
Effect of foreign exchange rate changes	<b>(3,307)</b>	(1,553)
Cash and cash equivalents at the beginning of the period	<b>1,785,797</b>	1,298,972
Cash and cash equivalents at the end of the period	<b>944,935</b>	1,054,511

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

### 1. BASIS OF PRESENTATION

The unaudited condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) and with the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

### 2. PRINCIPAL ACCOUNTING POLICIES

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

The accounting policies used in these condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s consolidated financial statements for the year ended 31 December 2017, except for the adoption of new standards and interpretations effective as at 1 January 2018.

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time in the current interim period.

HKFRS 9	Financial instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 40	Transfers of Investment Property
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group adopted HKFRS 9 Financial Instruments and HKFRS 15 Revenue from Contracts with Customers on 1 January 2018, using a modified retrospective method. The Group did not restate the comparative information and recognized the transitional adjustments to the opening balance of retained earnings at 1 January 2018. The impact of adoption of HKFRS 9 and HKFRS 15 on the Group is as follows:

The Group has performed an assessment on the impact of the adoption of HKFRS 9, except the balance of available-for-sale investments of RMB65.342 million as at 1 January 2018 was reclassified to financial assets at fair value through other comprehensive income, no other material impact on the Group’s financial statement, therefore no adjustments to the opening balance of equity at 1 January 2018 was recognized.

The Group has performed an assessment on the adoption of HKFRS 15 and concluded that no material impact on the Group's financial statement, therefore no adjustments to the opening balance of equity at 1 January 2018 was recognized. Upon adoption of HKFRS 15, the Group recognized revenue-related contract assets for the satisfied performance obligation which were previously recognized as "Amount due from customers for contract work" while the revenue-related contract liabilities for the unsatisfied performance obligation which were previously recognized as "Deposit from customers" under "Trade and other payables" and "Amount due to customers for contract work".

### 3. TURNOVER AND SEGMENT INFORMATION

Turnover represents the net amounts received and receivable for goods sold and services rendered during the period.

Information reported to the Chief Executive Officer of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the category of customers by the Group's operating divisions.

The Group's operating and reportable segments are as follows:

1. Technical Professional services group ("TPG") – development, provision of solutions, IT outsourcing services for banks and other financial institutions, telecommunication carriers and other large-scale multinational companies, including sale of products.
2. Internet IT services group ("IIG") – development, provision of solutions and IT outsourcing services for government, tobacco industry and other small- scaled companies and training business, including sale of products.

Information regarding the above segments is reported as below.

Segment revenues and results

The following is an analysis of the Group's revenues and results by reportable operating segment:

	<b>For the six months ended 30 June</b>			
	<b>Segment revenue</b>		<b>Segment results</b>	
	<b>2018</b>	2017	<b>2018</b>	2017
	<b><i>RMB'000</i></b>	<i>RMB'000</i>	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Technical professional services business (TPG)	<b>4,029,252</b>	3,511,450	<b>424,265</b>	368,493
Internet IT services business (IIG)	<b>784,601</b>	633,610	<b>84,574</b>	48,690
	<b><u>4,813,853</u></b>	<u>4,145,060</u>	<b><u>508,839</u></b>	<u>417,183</u>

During the six months ended 30 June 2018, the segment revenue is reported after eliminating inter-segment services revenue of RMB248,651,000 (2017: RMB72,252,000).

Reconciliation of segment results to profit before taxation:

	<b>For the six months ended 30 June</b>	
	<b>2018</b>	2017
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Segment results	<b>508,839</b>	417,183
Other income, gains and losses	<b>4,468</b>	800
Corporate expenses	<b>(67,339)</b>	(68,121)
Share option expenses	<b>(25,816)</b>	(71,537)
Effective interest on convertible loan notes	<b>(31,729)</b>	(10,224)
	<u><b>388,423</b></u>	<u>268,101</u>

Segment revenue by products and services:

	<b>For the six months ended 30 June</b>	
	<b>2018</b>	2017
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Sale of software and hardware products	<u><b>43,586</b></u>	<u>97,812</u>
Technical professional services business (TPG)	<b>4,011,444</b>	3,460,084
Internet IT services business (IIG)	<u><b>758,823</b></u>	<u>587,164</u>
	<u><b>4,770,267</b></u>	<u>4,047,248</u>
	<u><b>4,813,853</b></u>	<u>4,145,060</u>

Segment revenue by emerging business and traditional business:

	<b>For the six months ended 30 June</b>	
	<b>2018</b>	2017
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Emerging business	<b>741,655</b>	380,507
Traditional business	<u><b>4,072,198</b></u>	<u>3,764,553</u>
	<u><b>4,813,853</b></u>	<u>4,145,060</u>

Segment revenue reported above represents revenue generated from external customers. Inter-segment services are charged at a cost plus margin basis.

The accounting policies of the reportable operating segments are the same as the Group's accounting policies.

Segment results represent the profit earned by each segment without allocation of corporate expenses, share option expenses, interest charge on convertible loan notes and certain items of other income, gains and losses recorded at corporate level. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

#### 4. FINANCE COSTS

	<b>For the six months ended 30 June</b>	
	<b>2018</b>	2017
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Interest on borrowings wholly repayable within five years	27,561	32,840
Effective interest on convertible loan notes	<u>31,729</u>	<u>10,224</u>
	<u><b>59,290</b></u>	<u>43,064</u>

#### 5. TAXATION

	<b>For the six months ended 30 June</b>	
	<b>2018</b>	2017
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Tax charge comprises:		
PRC Enterprise Income Tax	32,568	26,925
The US Federal and State Income taxes	<u>50</u>	<u>731</u>
	<u><b>32,618</b></u>	<u>27,656</u>

PRC Enterprise Income Tax is calculated at the rates prevailing in relevant districts of the PRC.

Taxation for other jurisdictions are calculated at the rates prevailing in the relevant jurisdictions.

#### 6. DIVIDEND

During the six months ended 30 June 2018, a final dividend of HK\$0.018 per ordinary share from share premium account of the Company in respect of the year ended 31 December 2017 (2016: HK\$0.012) was declared to the owners of the Company. The aggregate amount of the final dividend declared during the six months ended 30 June 2018 amounted to HK\$43,735,908 (2017: HK\$28,827,293).

The directors of the Company have resolved not to declare an interim dividend for the six months ended 30 June 2018 (2017: Nil).

## 7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	<b>For the six months ended 30 June</b>	
	<b>2018</b>	2017
	<b>RMB'000</b>	<b>RMB'000</b>
Earnings for the purposes of calculating basic earnings per share	<b>358,759</b>	245,470
Effect of dilutive potential profit attributable to owners of the Company:		
Interest on convertible loan notes	<u><b>31,729</b></u>	<u>10,224</u>
Earnings for the purpose of diluted earnings per share	<u><b>390,488</b></u>	<u>255,694</u>
	<b>Number of shares</b>	
	<b>2018</b>	2017
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<u><b>2,412,721,285</b></u>	<u>2,391,613,132</u>
Effect of dilutive potential ordinary shares:		
Share options	<b>101,948,279</b>	12,686,027
Convertible loan notes	<u><b>274,225,631</b></u>	<u>103,992,921</u>
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	<u><b>2,788,895,195</b></u>	<u>2,508,292,080</u>

The computation of diluted earnings per share for the period ended 30 June 2018 assume the exercise of all of the Company's share options granted since the exercise prices of all these share options were lower than the average market price of shares of the Company.

The computation of diluted earnings per share for the period ended 30 June 2017 did not assume the exercise of the Company's share options granted on 11 October 2016 and 17 November 2016 since the exercise prices of these share options were higher than the average market price of shares of the Company.

## 8. TRADE AND OTHER RECEIVABLES

	(Unaudited) 30 June 2018 RMB'000	(Audited) 31 December 2017 RMB'000
Trade receivables	2,366,839	1,688,023
Less: Allowance for doubtful debts	<u>(208,235)</u>	<u>(208,090)</u>
	<b>2,158,604</b>	1,479,933
Advances to suppliers	143,941	124,606
Deposits, prepayments and other receivables	<u>476,559</u>	<u>385,701</u>
	<b>2,779,104</b>	1,990,240
Analysed for reporting purposes as:		
Non-current assets	30,000	30,000
Current assets	<u>2,749,104</u>	<u>1,960,240</u>
	<b>2,779,104</b>	1,990,240

The credit terms of the Group range from 30 to 180 days. An aged analysis of trade receivables (net of allowance for doubtful debts), presented based on the dates of invoices for sale of goods and services for projected-based development contracts, and dates of rendering of other services at the end of the reporting period is as follows:

	(Unaudited) 30 June 2018 RMB'000	(Audited) 31 December 2017 RMB'000
Within 90 days	1,663,231	1,129,652
Between 91-180 days	269,260	155,783
Between 181-365 days	197,303	187,322
Between 1-2 years	<u>28,810</u>	<u>7,176</u>
	<b>2,158,604</b>	1,479,933

The fair value of the Group's trade and other receivables at 30 June 2018 was approximately equal to the corresponding carrying amount.

## 9. TRADE AND OTHER PAYABLES

	(Unaudited) 30 June 2018 <i>RMB'000</i>	(Audited) 31 December 2017 <i>RMB'000</i>
Trade payables	487,960	772,647
Deposits received from customers	–	18,978
Other payables and accrued charges	<u>662,711</u>	<u>792,670</u>
	<u><b>1,150,671</b></u>	<u><b>1,584,295</b></u>

An aged analysis of trade payables, presented based on the invoice date at the end of the reporting period is as follows:

	(Unaudited) 30 June 2018 <i>RMB'000</i>	(Audited) 31 December 2017 <i>RMB'000</i>
Within 90 days	320,476	589,161
Between 91-180 days	24,007	27,205
Between 181-365 days	84,108	104,253
Between 1-2 years	32,302	34,268
Over 2 years	<u>27,067</u>	<u>17,760</u>
	<u><b>487,960</b></u>	<u><b>772,647</b></u>

The average credit period on purchases of goods is 90 days. The Group has financial risk management policies in place to ensure that sufficient working capital is maintained to meet its obligations when they fall due.

The fair value of the Group's trade and other payables at 30 June 2018 was approximately equal to the corresponding carrying amount.

## 10. BORROWINGS

	(Unaudited) 30 June 2018 RMB'000	(Audited) 31 December 2017 RMB'000
Unsecured bank loans ( <i>Note (i)</i> )	<u>949,950</u>	<u>685,750</u>
	<b><u>949,950</u></b>	<b><u>685,750</u></b>
	(Unaudited) 30 June 2018 RMB'000	(Audited) 31 December 2017 RMB'000
Carrying amount repayable:		
Within one year	949,950	685,750
More than one year, but not exceeding five years	<u>–</u>	<u>–</u>
	949,950	685,750
Less: Amounts due within one year shown under current liabilities	<u>(949,950)</u>	<u>(685,750)</u>
Amounts shown under non-current liabilities	<u>–</u>	<u>–</u>
	(Unaudited) 30 June 2018 RMB'000	(Audited) 31 December 2017 RMB'000
Total borrowings		
At floating interest rates ( <i>Note (ii)</i> )	414,950	40,000
At fixed interest rates ( <i>Note (iii)</i> )	<u>535,000</u>	<u>645,750</u>
	<b><u>949,950</u></b>	<b><u>685,750</u></b>
	(Unaudited) 30 June 2018 RMB'000	(Audited) 31 December 2017 RMB'000
Analysis of borrowings by currency		
Denominated in RMB	<u>949,950</u>	<u>685,750</u>

Notes:

- (i) Guaranteed by the Company and certain subsidiaries of the Company.
- (ii) Interests on RMB borrowings are charged at interest rates announced by the People's Bank of China. The average interest rate during the first half year of 2018 is 4.71% (2017: 4.58%) per annum.
- (iii) Interests on fixed rates borrowings are charged at interest rates ranged from 4.35% to 5.00% (2017: 4.35% to 4.79%)

## 11. SHARE CAPITAL

### Ordinary shares of HK\$0.05 each:

		Number of shares	Nominal amount HK\$
<b>Authorised</b>			
At 1 January 2017, 30 June 2017, 1 January 2018 and 30 June 2018		4,000,000,000	200,000,000
		<u>4,000,000,000</u>	<u>200,000,000</u>
			<b>Amount shown in the financial statements RMB'000</b>
	<b>Number of shares</b>	<b>Nominal amount HK\$</b>	
<b>Issued and fully paid</b>			
At 31 December 2016 and 1 January 2017	2,314,174,436	115,708,722	106,387
Exercise of options	<u>88,100,000</u>	<u>4,405,000</u>	<u>3,896</u>
At 30 June 2017	<u>2,402,274,436</u>	<u>120,113,722</u>	<u>110,283</u>
At 31 December 2017 and 1 January 2018	2,402,274,436	120,113,722	110,283
Exercise of options	1,500,000	75,000	61
Conversion of convertible loan notes	<u>25,998,230</u>	<u>1,299,912</u>	<u>1,050</u>
At 30 June 2018	<u>2,429,772,666</u>	<u>121,488,634</u>	<u>111,394</u>

## 12. CAPITAL COMMITMENTS

	(Unaudited) 30 June 2018 RMB'000	(Audited) 31 December 2017 RMB'000
Capital expenditure contracted for but not provided in the consolidated financial statements		
– acquisition of property, plant and equipment	–	845
– investment in an entity accounted for using equity method	<u>113,100</u>	<u>113,100</u>
	<u><u>113,100</u></u>	<u><u>113,945</u></u>

## 13. RELATED PARTY TRANSACTIONS

During the relevant periods in 2017 and 2018, the Group had the following transactions with the following related parties:

		For the six month ended 30 June	
	Note	2018 RMB'000	2017 RMB'000
Provision of IT outsourcing services			
– Beijing Chinasoft International Education Technology Co., Ltd ('Beijing Chinasoft EDU')	(a)	1,707	–
Provision of IT solution services			
– Beijing Chinasoft EDU	(a)	22	–

*Note:*

(a) Beijing Chinasoft EDU is an associate of the Group.

The Directors are of the opinion that the above transactions were conducted under normal commercial terms in the usual course of business of the Company.

## 14. EMPLOYEE AND OTHER INFORMATION

The remuneration for the employees of the Group amounted to approximately RMB3,379,551,000, including the directors' emoluments of approximately RMB8,686,000 during the six months ended 30 June 2018 (2017: approximately RMB2,987,106,000, including the directors' emoluments of approximately RMB5,487,000). The increase in employee remuneration resulted from the increase in the number of employees from 50,356 to 54,663.

The amortisation charge of intangible assets and depreciation during the six months ended 30 June 2018 of the Group amounted to approximately RMB36,641,000 (2017: RMB41,759,000) and approximately RMB57,185,000 (2017: RMB43,698,000), respectively.

## **THE CODE ON CORPORATE GOVERNANCE PRACTICES**

During the six months ended 30 June 2018, the board of directors of the Company believes that corporate governance is essential to the success of the Company and has adopted various measures to ensure that a high standard of corporate governance is maintained. The code provisions in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules have served as guideposts for the Company to follow in its implementation of corporate governance measures.

Key corporate governance principles and practices of the Company as well as details relating to the foregoing deviation are summarized below.

In the opinion of the Board, the Group has complied with the CG Code from 1 January 2018 to 30 June 2018, except for the following deviations as explained:

- (i) The roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual (deviated from code provision A.2.1 of the CG Code). Dr. Chen Yuhong currently assumes the roles of both the Chairman and the Chief Executive Office of the Company. The Board believes that by holding both roles, Dr. Chen will be able to provide the Group with strong and consistent leadership, and it allows for more effective and efficient business planning and decisions as well as execution of long-term business strategies of the Group. As such, the structure is beneficial to the business prospects of the Group.
- (ii) The nomination committee should be chaired by the chairman of the board or an independent non-executive director. Since Dr. Leung Wing Yin retired from office as the independent non-executive director at the annual general meeting of the Company held on 18 May 2018 (the “2017 AGM”), he also retired as chairman and member of the nomination committee of the Company, resulted in the vacancy of the chairman of the nomination committee (deviated from code provision A.5.1 of the CG Code). As Dr. Lai Guanrong was subsequently appointed as the chairman of the nomination committee of the Company on 15 August 2018 in order to replace the vacancy, such deviation from the code provision A.5.1 of the CG Code was rectified.
- (iii) Independent non-executive Directors and other non-executive Directors, as equal Board members should attend general meetings and develop a balanced understanding of the views of shareholders. Some independent non-executive Directors and non-executive Directors of the Company were unable to attend the 2017 AGM due to their respective business engagement. Other Board members who attended the 2017 AGM were available to answer questions to ensure effective communication with the shareholders (deviated from code provision A.6.7 of the CG Code).

The Board will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure that they comply with statutory and professional standards and align with the latest developments.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rule relating to dealings in securities. Having made specific enquiry of all the Directors, the Directors complied with the Model Code regarding securities transactions by the Directors throughout the year ended 30 June 2018.

## DIRECTORS' INTERESTS IN SHARES

As 30 June 2018, the following Directors had interests in the shares and underlying shares of the Company and shares in an associated corporation (as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) of the Company as set out below and recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by directors of listed issuers.

### *Long positions in shares of HK\$0.05 each in the capital of the Company ("Shares")*

Name	Capacity	Number of issued ordinary shares held	Number of underlying shares held under equity derivatives	Total number of shares	Total approximate % of the issued share capital as at 30 June 2018
Chen Yuhong	Beneficial owner, through controlled corporation, founder of discretionary trust and beneficiary of trust	264,692,861	–	444,692,861	18.30%
	Interest of other parties to an agreement required to be disclosed under S.317 of the SFO	–	180,000,000 (Note 1)		
Tang Zhenming	Beneficial owner and beneficiary of trust	11,827,765	–	11,827,765	0.49%
Zhang Yaqin	Beneficial owner	1,500,000	1,500,000 (Note 2)	3,000,000	0.12%

*Notes:*

- (1) Pursuant to the subscription of convertible notes with a total principal amount of HK\$900,000,000 (the “Dan Capital CB”) issued by the Company on 3 July 2017 to Dan Capital Tangkula Limited Partnership and Dan Capital Kunlun Limited Partnership (collectively known as the “Dan Capital CB holders”), a concert party undertaking was entered by Dr. Chen Yuhong and the Dan Capital CB holders to regulate their dealings in the shares of the Company on 24 May 2017. As such, Dr. Chen was deemed to be interested in 180,000,000 underlying shares of the Company held by the Dan Capital CB holders for the purposes of section 317 of the SFO. The interests in 180,000,000 underlying shares of the Company represent 50,800,000 and 1,292,000,000 ordinary shares which will be allotted and issued to Dan Capital Tangkula Limited Partnership and Dan Capital Kunlun Limited Partnership respectively upon conversion of the Dan Capital CB.
- (2) The interests in underlying shares of the Company represent interests in options granted to the director.

### Options to subscribe for Shares

Name of Director	Exercise Price (HK\$)	No. of share options outstanding as at 1 January 2018	No. of share options exercised during the period	No. of share options outstanding as at 30 June 2018	Percentage of total issued ordinary share capital of the Company as at 30 June 2018	No of underlying ordinary shares interested in	Percentage of total issued ordinary share capital of the Company as at 30 June 2018	<i>Note</i>
					0.06%	1,500,000	0.06%	
Zhang Yaqin	3.27	3,000,000	(1,500,000)	1,500,000	0.06%	1,500,000	0.06%	(1)

*Note:*

- (1) These share options were offered on 16 December 2015 under the share option scheme of the Company adopted on 20 May 2013 and accepted on 31 December 2015. The share options are exercisable for a period of 3 years from the date of offer subject to the following conditions:

Exercisable Period		Number of share options exercisable
Commencing	Ending	
16/12/2015	15/12/2018	30% of the total number of share options granted
16/12/2016	15/12/2018	30% of the total number of share options granted
16/12/2017	15/12/2018	40% of the total number of share options granted

Save as disclosed above and so far as was known to the Directors, as at 30 June 2018, none of the Directors or chief executive of the Company had any interests or shorts in the shares, debentures or underlying shares of the Company or its associated corporations (as defined in Part XV of the SFO) which were required 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 he is taken or deemed to have under such provision of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the required standard of dealings by directors of listed issuers as referred to the Model Code, to be Company and the Stock Exchange.

### **SHARE OPTION SCHEME**

As at 30 June 2018, pursuant to the New Share Option Scheme approved by the shareholders at the AGM held on 20 May 2013, the share options to subscribe for an aggregate of 271,500,000 Shares granted to certain Directors, employees and suppliers of the Group were outstanding representing 11.17% of the total issued ordinary share capital of the Company as at 30 June 2018.

During the six months ended 30 June 2018, an aggregate of 1,500,000 share options were exercised, no share options were granted under the New Share Option Scheme and lapsed.

### **DIRECTORS' RIGHTS TO ACQUIRE SHARES**

Save as disclosed above, during the six months ended 30 June 2018 none of the Directors was granted options to subscribe for shares of the Company and as at 30 June 2018 none of the Directors had any rights to acquire shares in the Company.

### **REQUIRED STANDARD OF SECURITIES DEALINGS BY DIRECTORS**

During the six months ended 30 June 2018, the Company had adopted The Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rules relating to dealings in securities. Having made specific enquiry with all the Directors, the Directors had complied with the Model Code regarding securities transactions during the six months ended 30 June 2018.

## SUBSTANTIAL SHAREHOLDERS

So far as was known to the Directors, as at 30 June 2018, the following persons (not being a Director or chief executive of the Company) had interests or short position in the shares of the Company which were notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under section 336 of the SFO were as follows:

### Long positions in Shares

Name	Nature of interest	Approximate number of Shares	Approximate percentage of total issued ordinary share of the Company	Approximate percentage of total issued share* of the Company
Dan Capital Tangkula Limited Partnership (Note 1)	Interest of other parties to an agreement required to be disclosed under S.317 of the SFO	444,692,861	18.30%	16.55%
Dan Capital Kunlun Limited Partnership (Note 1)	Interest of other parties to an agreement required to be disclosed under S.317 of the SFO	444,692,861	18.30%	16.55%
Prime Partners Development Limited (Note 2)	Beneficial interest	139,072,725	5.72%	5.17%
Milestones Asset Management Limited (Note 3)	Interest of controlled corporations	134,630,690	5.54%	5.01%
CSI Profit Share Scheme SPC – Phase One SP (Note 3)	Beneficial interest	134,630,690	5.54%	5.01%
OP Investment Management Limited (Note 3)	Investment manager	134,630,690	5.54%	5.01%
UBS Group AG (Note 4)	Person having a security interest in shares	22,325,000	0.92%	0.83%
	Interest of controlled corporations	148,267,856	6.10%	5.52%
UBS AG (Note 4)	Beneficial interest	669,856	0.03%	0.02%
UBS Asset Management (Hong Kong) Ltd (Note 4)	Beneficial interest	36,756,000	1.51%	1.37%
UBS Asset Management Trust Company (Note 4)	Beneficial interest	90,000	0.00%	0.00%
UBS Fund Management (Luxembourg) S.A. (Note 4)	Beneficial interest	110,680,000	4.56%	4.12%
UBS Fund Management (Switzerland) AG (Note 4)	Beneficial interest	72,000	0.00%	0.00%

\* The total number of issued share consists of 2,429,772,666 ordinary shares and convertible notes which could be converted into 257,994,692 ordinary shares.

*Notes:*

- (1) Pursuant to the subscription of convertible notes with a total principal amount of HK\$900,000,000 (the “Dan Capital CB”) issued by the Company on 3 July 2017 to Dan Capital Tangkula Limited Partnership and Dan Capital Kunlun Limited Partnership (collectively known as the “Dan Capital CB holders”), 50,800,000 and 1,292,000,000 ordinary shares which will be allotted and issued to Dan Capital Tangkula Limited Partnership and Dan Capital Kunlun Limited Partnership respectively upon conversion of the Dan Capital CB. A concert party undertaking was entered by Dr. Chen Yuhong and the Dan Capital CB holders to regulate their dealings in the shares of the Company on 24 May 2017, as such, Dan Capital CB holders were deemed to be interested in 264,692,861 underlying shares of the Company held by Dr. Chen for the purposes of section 317 of the SFO.
- (2) Dr. Chen Yuhong is deemed to be interested in 139,072,725 Ordinary Shares and through Prime Partners Development Limited, which is wholly owned by Dr. Chen Yuhong.
- (3) Milestones Asset Management Limited (“Milestones”) is deemed to be interested in 134,630,690 ordinary shares in the Company through its interest in the entire issue of management shares in CSI Profit Share Scheme SPC – Phase One SP (“the Profit Share Fund”). The Profit Share Fund is an employee owned fund comprises the Company’s management and core talents. Milestones has delegated the investment management of the Profit Share Fund to OP Investment Management Limited.
- (4) UBS AG, UBS Asset Management (Hong Kong) Ltd, UBS Asset Management Trust Company, UBS Fund Management (Luxembourg) S.A. and UBS Fund Management (Switzerland) AG are the wholly-owned subsidiaries of UBS Group AG. Accordingly, UBS Group AG is deemed to be interested in the long positions of 148,267,856 shares in the Company held by these companies as disclosed above.

Save as disclosed above, as at 30 June 2018, no other interest or short position in the Shares or underlying shares of the Company were recorded in the register required to be kept under section 336 of the SFO.

## **COMPETING INTERESTS**

As at 30 June 2018, none of the Directors or the management shareholders of the Company and their respective associates (as defined under the Listing Rules) had any interest in a business which competed or might compete with the business of the Group.

## **AUDIT COMMITTEE**

The Company established an audit committee on 2 June 2003 and amended its written terms of reference in compliance with the requirements as set out in the Code on Corporate Governance Practices of the Listing Rules. The primary duties of the audit committee are to review and to supervise the financial reporting process and internal control system of the Group.

During the period from 1 January 2018 to 18 May 2018, the Audit Committee comprised three independent non-executive Directors namely Dr. Leung Wing Yin Patrick as the Chairman of the Audit Committee and Mr. Zeng Zhijie and Dr. Lai Guangrong as the members of the Audit Committee. Since Dr. Leung Wing Yin Patrick retired on 18 May 2018 at the AGM, the number of Audit Committee members fell below the minimum number as required under Rule 3.21 of the Listing Rules, and none of the Audit Committee members have appropriate professional qualifications for the period ended 30 June 2018.

Following the appointment of Professor Mo Lai Lan as an independent non-executive Director and the chairman and a member of the audit committee, a member of the nomination committee and remuneration committee of the Company with effect from 15 August 2018, the Board has then fulfilled the requirements under the Listing Rules. Further details can be referred to the announcement of the Company dated 15 August 2018.

The Audit Committee has reviewed the Group's interim result for the six months ended 30 June 2018 and has also discussed the internal control, the accounting principles and practices adopted by the Group. The Audit Committee is of the opinion that the interim result for the six months ended 30 June 2018 have been prepared in accordance with the applicable accounting standards, the Listing Rules and the statutory requirements and that adequate disclosures have been made in the interim report.

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

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any listed securities of the Company during the six months ended 30 June 2018.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company has maintained sufficient public float for the six months ended 30 June 2018.

On behalf of the Board

**Dr. Chen Yuhong**

*Chairman and Chief Executive Officer*

21 August 2018, Hong Kong

*As at the date of this announcement, the Board comprises two executive Directors, namely Dr. Chen Yuhong (Chairman and Chief Executive Officer) and Dr. Tang Zhenming, two non-executive Director, namely Dr. Zhang Yaqin and Mr. Gao Liangyu, and three independent non-executive Directors, namely Mr. Zeng Zhijie, Dr. Lai Guanrong and Professor Mo Lai Lan.*

\* *For identification purposes only*