

Management Discussion & Analysis

管理層研究及分析

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概覽

二零 零 一 /零 二 財 政 年 度 是 集 團 充 滿 轉 變的一年。為應付前財政年度(二零零 零/零一) 帶來的困難,集團採取了一系 列 徹底而有效的措施,以重組及整固業 務。經過全體員工的努力及付出,各措 施得以成功落實,並達致集團定下之目 標。值得高興的是,董事局不單看到各 員工能配合轉變,更能在轉變過程中提 出建議。員工所提出的新意念及新方 法,配合管理層制定的新策略,令集團 得以順利完成業務重整,使業務運作得 以改善。毫無疑問,在重整過程中,集 團 每 一 位 員 工 須 加 倍 努 力 並 接 受 更 多 挑 戰,但他們亦能從共同努力扭轉集團多 方面的困難而獲得滿足。董事局對各員 工給予集團的支持表示謝意。

終止非核心業務▶

終止經營虧損的業務乃重組計劃的重要一環。集團已於二零零一年八月出售集團佔60%股權的充電性電池業務除工。此 務過往幾年均錄得虧損,出售後除可減輕損益表的壓力,亦可令管理層的精力更集中。

傳一傳不業年孫家呼呼羅城九回及樂務得風速又空,尋舊流常產理有業收市理取話,問定的於只話同可專主電烈疑決質。至包代人如出作去中國盡的收異間管求此幅要管採包,項上的於只括同可專,問定的於只括同可專,問定的於只括同可專,時一次國最方賬前,時一次國最方賬,項行業與實,,訊、努收理試

OVERVIEW

Financial year 2001/02 witnessed a year of change to the Group. In the wake of the difficulties brought forward from the previous financial year 2000/01, the Group has taken a series of fundamental and effective measures to restructure the business and to streamline the operations. Through the hardwork and dedication of all employees, these measures were successfully implemented and have generated results as planned. The Directors are particularly pleased to see that members of the staff were not only responding to the changes but were also proposing changes. New ideas and new work approach suggested by staff supplemented the new strategies set by the management and helped completing the restructuring process and were rewarded by improvement in business operations. No doubt everyone in the Group has to work harder and to take up more challenges during the process but they also have the satisfaction that through their concerted effort the Group went through the difficulties and achieved significant turn-around in many aspects. The Directors are grateful to the support from all levels of staff.

DISCONTINUANCE OF NON-CORE BUSINESS >

One of the important aspects of the restructuring plan is discontinuance of loss-making businesses. During the year, the Group has disposed of the rechargeable battery business in August 2001. The business, in which the Group held 60%, had been making loss in previous years and the disposal of it could save not only the negative impact to the accounts but also the management resources in running the operation.

A major reason of the substantial loss in 2000/01 is pager business. Due to the rapid substitution of pager products by cellular phones and the severe competition in pricing, the viability of pager business became questionable. As reported in 2001 Annual Report, the management had decided to phase out the business and to actively seek potential partners or buyers to take it up. During the year, the operation was substantially scaled down to concentrating only on information pagers and three major markets namely mainland China, Russia and India. The management had also spent enormous effort in collecting trade receivable and reduction of inventories. All possible means had been sought to in collecting debts including professional collecting agents and legal actions. Surplus and obsolete inventories were sold at

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以成本價或低於成本價出售多餘及過時的庫存,但效果未算理想。去年七月,管理層曾與一潛在買家洽妥出售傳明機業務事宜,但由於在簽訂正式合約前發生了「九一一」事件,故買賣計劃亦中途夭折。此後,集團仍繼續尋求買家。

集團於二零零二年七月八日與一家總部 設於北京的公司(其亦為本集團其中一 聯營公司的股東)簽訂不具法律效力的 意向書,協議以30,000,000港元出售集 團所有傳呼機業務,包括所有資產、負 債、知識產權、業務合約及轉讓合約員 工。根據意向書,兩家公司將於簽妥意 向書起30天內簽訂正式合約,管理層據 此為傳呼機業務作出永久減值,因出售 的資產主要是應收賬及庫存,故集團將 其 兩 者 賬 面 值 減 去 30.000.000港 元 的 交 易作價後,分別作出9,800,000港元及 96,000,000港 元 的 減 值 。 董 事 局 強 調 , 是次為此業務永久減值作出105,800,000 港元的撥備對集團的現金流轉沒有任何 影響,而集團今次已為整個傳呼機業務 作全數撥備。

策略性業務單位(SBU)▶

除營業額及盈利外,SBU亦須為應收賬、應付賬及庫存向董事會問責,而人力資源及會計等支援工作則由集團的中央部門提供,而成本則由各SBU攤分。

cost or below cost but the result is less satisfactory. In July 2001 the management were able to identify a potential buyer for the business but the deal was aborted by the party in September because of the "9.11" event just before the definitive agreements were to be executed. The process of finding a buyer continued.

On 8th July 2002, the Group entered into a non-binding letter of intent ("LOI") with a Beijing-based company, which is also a shareholder of one of our associated companies, to dispose of the entire pager business at a consideration of HK\$30.0 million. The deal includes sale of all assets, liabilities, intellectual properties, business contracts and assignment of personnel. According to the LOI, the parties shall execute definitive agreements within 30 days from the date of the LOI. Based on this LOI, the management decided to make a provision for permanent impairment in the value of the pager business. Trade receivable and inventories are the major assets to be disposed of and therefore their carrying amounts were written down by HK\$9.8 million and HK\$96.0 million respectively to the recoverable consideration of HK\$30.0 million. The Directors wish to emphasize that this provision for permanent impairment of HK\$105.8 million does not create any impact to the cash flow of the Group and by doing it, the entire pager business has been provided for.

STRATEGIC BUSINESS UNITS

For the three strategic business units ("SBUs"), the management had implemented different consolidation measures to strengthen their competitiveness and to improve bottom-line results. More focus is put on profitability than business volume. The SBU management critically evaluate their product offerings and customer lists to make sure that resources allocation will be in line with profitability. New businesses are being conducted in a very cautious manner after careful studies and new markets are explored only if there are strong and reliable local partners. The SBUs are subject to regular review of the management on their performance on both income statement and balance sheet.

Besides turnover and operating result, SBUs are also being held accountable for collection of trade receivable, payment of suppliers and management of inventories. Central support such as human resources and accounting are provided by

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Management Discussion & Analysis (continued)



"Green" Phone e688將傳統手機一分為二,透過藍牙技術保持無線聯繫,達到減低幅射及珍惜地球資源的目的。

"Green" Phone e688 splits a conventional cellular phone into two parts but maintains wireless connectivity via Bluetooth in order to reduce radiation and material wastage.

這架構一直運作良好,在此架構下,各 SBU能更有效率及迅速對市場之變化及 顧客的反應作出回應。對管理層來説, 整體業務表現則更具透明度,令管理層 能更快地作出有效的決策。

市場及銷售網絡

而四個主要市城以外的業務則透過覆蓋 全中國主要地區的分銷網絡運作。此網 絡的主要分銷商數目達50多個,由駐於 廣州總部約有10人的區域經理隊伍負責 運作及管理,同時亦會嚴格控制零售價 the corporate office, the cost of which is being shared by the SBUs on an allocation basis. It is noted that this organizational structure is performing well because the SBUs are now much more efficient and responsive to market changes and customer feedback. To the management, business performance is more transparent and decisions could be made more timely and effective.

MARKETING AND SALES NETWORK

The Group's marketing and sales network in mainland China had been re-organized and strengthened during the year. The headquarters was relocated to Guangzhou from Dongguan and new management was put into place. The Group maintains branch offices at Beijing, Shanghai, Guangzhou and Shenzhen and had closed down the smaller branch offices in other cities. These four offices are responsible for sales activities in their territories and collection of marketing information and co-ordination of regional promotional campaigns. Marketing information is to be feedback to the headquarters for further analysis and management decision. It is imperative for the Group to maintain such a branch office system that serves as both business unit and information centre. The Group also commissions market research firms to provide independent data on a regular basis.

Business outside the four prime cities is done through a distributor network that covers major parts of mainland China. The network is operated and managed by the Guangzhou headquarters where a team of about ten district managers are charged with the responsibility to run a total of more

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格,以維持市場秩序及避免未經授權的貨品跨區流轉。集團亦會為正式的分銷商提供培訓、售後服務、推廣動及市場獎勵計劃等支援。系統與重組後,集團於中國國內之零售終端已由3,000個增加至5,000多個。

營商環境 ▶

去的加及壓速市市退市則濟調國年改造,一場行亞幾。地仍憲濟史團消但而而的本美價亦對國緩經歷集內,。響意日北品件的的鄉鄰縮中微不風值上弱,一人一个大,縮的快的城倒洲求經下美大,縮的快的城倒洲求經下美大,縮的快的城倒洲求經下美大,縮的快的城倒洲求經下美

than fifty major distributors. Retail prices are strictly controlled to maintain market order and to eliminate unauthorized flow of goods from one region to another. Official distributors are supported by the headquarters in training, after-sale services, promotional campaigns and marketing subsidies. After re-organization of the network during the year, the number of retail outlets in mainland China for the Group's products increased to more than 5,000 from 3,000 in previous year.

BUSINESS ENVIRONMENT

The general business environment has not improved significantly over the year. The Hong Kong local economy was still very weak with unemployment rate climbing up to historical level. Prices of consumer goods were under pressure of deflation and consumer spending contraction. The rapid growth of the consumer sector in mainland China appeared slowing down a bit during the year but market performance was very industry specific. Several Asian countries had shown remarkable growth in the year after many years of setback since the Asian financial crisis. Middle East was sluggish because of the political tension in the region. Domestic demand in Japan was still very weak while the European markets were getting some momentum. The North American market was still hit by the economic recession and commodity prices were generally down. The "9.11" event had also created a severe damage to the U.S. consumer market for a considerable period during the year.

Prices of critical electronic components had become more stable and reasonable during the year. This is a direct result of the setback in computer industry and cellular phone industry because these two types of products consume the largest quantity of electronic chips. However, beginning from the earlier part of year 2002, certain component prices are becoming quite unstable due to exit of certain semi-conductor companies from the market and some speculative activities in the market. The management will continue to keep a close watch on this trend in the current year.

管理層研究及分析(癲)

Management Discussion & Analysis (continued)

達致目標 🕨

總括來說,集團已能達致前年定下的目標 — 終止非核心業務:整固核心業務以達至轉虧為盈的目標;精簡架構及運作;提高生產力;集團的資產負債表更 為穩健;以及為PDA業務引入新的策略 性股東。

財務檢討▶

集團全年營業額錄得 977,800,000港元,相對前年同期的 1,612,600,000港元減少了 39.4%。收縮傳呼機業務及整固核定業務乃導致營業額下跌的原因。在全年總營業務,包括電子辭典、個人數審經營業務,包括電子辭典、個人數審產(「DDM」) 共佔 891,100,000港元 (91.1%),其餘的 86,700,000港元 (8.9%)則由傳呼機業務所產生。

三 個 SBU的 經 營 溢 利 合 共 48,200,000港 元, 而傳呼機則錄得26,600,000港元的 經營虧損。融資成本及特殊項目前之淨 經營溢利為14,900,000港元,此已扣除 6,700,000港 元 的 投 資 撥 備 。 達 致 税 前 虧 損的支出及撥回包括四個項目:融資成 本 15,500,000港 元 , 包 括 利 息 支 出 8,700,000港 元 及 優 先 股 之 贖 回 溢 價 預 提 6,800,000港元; 攤分聯營公司之虧損 5,000,000港元; 出售充電性電池產品業 務 之 淨 收 入 5,200,000港 元 ; 及 為 傳 呼 機 業務永久減值作特別撥備的105,800,000 港元。税前虧損錄得106,300,000港元。 計算少數股東權益及稅項撥回後之虧損 為 98,100,000港 元 , 當 中 包 括 持 續 經 營 業務帶來的盈利29,100,000港元及非持 續經營業務的 127,200,000虧損。

資產負債表方面,庫存及應收賬分別大幅減少了42.5%及38.4%至166,600,000港元及114,400,000港元。此乃為傳呼機應收賬及庫存作永久減值特別撥備的直接結果。同時,各SBU管理層亦於年內致力減低應收賬款及庫存。

ACHIEVING TARGETS

In summary, the Group was able to achieve the targets that were planned in previous year: non-core business had been or are being dealt with, core business had been consolidated and returned to profitable track, operations streamlined and productivity increased, a much healthier balance sheet and new strategic investors in the Group's PDA business.

FINANCIAL REVIEW >

Turnover of the financial year is HK\$977.8 million, which is 39.4% less than the HK\$1,612.6 million of the previous year. The drop is a result of scaling down of the pager business and consolidation of the active business. Among the turnover of HK\$977.8 million, HK\$891.1 million or 91.1% is from the three continuing business of electronic dictionaries, personal digital assistants ("PDA") and original design manufacturing ("ODM") whereas the remaining HK\$86.7 million or 8.9% is from pager products.

Operating profit from the three SBUs combined is HK\$48.2 million while pagers incurs operating loss of HK\$26.6 million. Net operating profit before finance cost and special items is HK\$14.9 million, after deducting HK\$6.7 million of provision against investment. There are four items of charges/credits before arriving at the loss before taxation. Finance cost amounts to HK\$15.5 million that includes interest cost of HK\$8.7 million and accrual of redemption premium on preference shares of HK\$6.8 million. The other three items are: share of loss of associated companies of HK\$5.0 million, net gain on disposal of rechargeable battery business of HK\$5.2 million and the special provision for permanent impairment in value of pager business of HK\$105.8 million. Loss before taxation is HK\$106.3 million. After taking into account of taxation charge and minority interest, loss attributable to shareholders is HK\$98.1 million, comprising of profit from continuing business of HK\$29.1 million and loss from discontinuing business of HK\$127.2 million.

On the balance sheet side, inventories and accounts receivable had been substantially reduced by 42.5% and 38.4% to HK\$166.6 million and HK\$114.4 million respectively. This is a direct result of the special provision for permanent impairment in pager inventories and accounts receivable and the enormous effort of the SBU management in reducing of these two items.

管理層研究及分析(癲

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銀行及現金結餘為185,200,000港元,比對前年的125,300,000港元增加了行47.8%,淨現金結餘(即扣除短期銀行透支等)為131,100,000港元,約前年的7,900,000港元的16.5倍。能鞏固現金結餘(四功於一次,約16.5倍。能鞏固入所經營營營、在內豐富的現金流入為72,400,000港元的16.5倍。第2400,000港元(二零零一年:淨現金流出66,500,000港元),主要來自持續經營業的兩項表別與應收賬之減少。其餘的兩項來行與應收賬之減少。其餘的兩項來行與應收賬之減少。其餘的兩項來行與應收賬之減少。其餘的兩項來行與應收賬之減少。其餘的兩項來行與應收賬之減少。其餘的兩項來行與應收賬之減少。其餘的兩項來行與應收賬之減少。其餘的兩項來行發表別,至數學不可以及一附屬公司の改造

總銀行借貸由前年的221,000,000港元,減少至133,300,000港元。大部份銀行賃(約81.1%或108,100,000港元)為短期,其餘25,100,000港元的長期,其餘25,100,000港元的債還年所負別人工等後到期,銀行借貸的償還年所管銀行借貸利息均按浮動利率計算。管理關係,以確保其對集團的長期支持。

集團的負債比率,按定義為總銀行借貸除以股東權益,由前年的44.6%減低至33.6%。

集團的資產負債表已較前年更為穩健, 為集團的長遠發展定下強而穩固的基 礎。 Bank balances and cash amounts to HK\$185.2 million that is about 47.8% higher than the HK\$125.3 million in previous year. Net cash (i.e. after deducting short-term bank borrowings such as trade bills and bank overdraft) is HK\$131.1 million that is about 16.5 times of the position of HK\$7.9 million one year ago. The solid cash position is the result of a very strong cash flow during the year. Net cash inflow from operation is HK\$72.4 million (2001: net outflow of HK\$66.5 million) that is attributable to the profitable operation in continuing business and the reduction in inventories and accounts receivable. Two other major cash inflow items are proceeds from disposal of a surplus property of HK\$35.5 million and issue of preference shares by a subsidiary to strategic investors of HK\$81.9 million.

Total bank borrowings decreased to HK\$133.3 million from HK\$221.0 million in previous year. Majority of the bank borrowings, about 81.1% or HK\$108.1 million, are short-term borrowings such as trade bills that are to be due within a year. The remaining HK\$25.1 million are long-term finance that are to be due beyond one year. Maturity and security profile of bank borrowings is contained in note 27 to the financial statements. All bank borrowings are on floating rate basis. The management continue to maintain a very close working relationship with the Group's bankers to ensuring their continuing support.

Gearing ratio, defined as total bank borrowings divided by shareholders' funds, of the Group reduced to 33.6% from 44.6% a year ago.

It is noted that the balance sheet of the Group is much healthier than the previous year and is setting a strong and solid foundation for future growth.



Electronic dictionary

電 子 辭 典

管理層研究及分析癲

Management Discussion & Analysis (continued)

電子辭典▶

業務回顧

SBU於二零零一/零二財政年度錄得營業額516,500,000港元,約佔持續經營業務的58.0%,仍為集團之最大收入來源。未計融資成本及投資減值前的經營溢利由 前 年 的 5,300,000港 元 增 加 至70,300,000港元。

SBU於年內致力加強採購能力、成本控制及信貸管理。透過與關鍵性零部件供應商建立策略性夥伴關係,零部件的付運及價格均有進步,尤其在旺季時的零部件付運與價格同樣重要。如二零零一年年報所述,關鍵性零部件短缺的主要影響為價格颷升及付運延遲。

在高、中階產品市場建立領導地位後,再擴大低階產品市場的佔有率乃集團一貫的目標,此目標對中國國內市場開土重要,因能更適切回應較弱的市場開力及客戶喜好。隨著多款新產品國國內 EC2600、EC2280及 EC3100於中國國內推出,本集團於低階市場的佔有率亦於過去十二個月內穩定地增長。

集團於去年再度踏足於三年前因亞洲金融風暴影響而撤出的南韓市場。新穎的產品設計及高質素的發聲功能,獲得分銷商及用家的一致好評。而泰國是另一個於過去兩年快速復元的市場。

ELECTRONIC DICTIONARY SBU

Performance Review

Turnover of the SBU for the financial year 2001/02 is HK\$516.5 million, which is approximately 58.0% of total continuing business and is still the largest income contributor of the Group. Profit from operation (before finance cost and investment charges) increased to HK\$70.3 million from HK\$5.3 million in previous year.

The SBU had spent tremendous effort in supply chain management, cost reduction and credit control during the year. Through the building up of a strategic relationship with critical suppliers, both delivery and cost could be optimized. In many cases, a steady and timely delivery of components is equally, if not more, important as price, especially in high seasons. As reported previously in 2001 Annual Report, the two adverse impacts of shortage of critical electronic components in year 2000 were surge in price and highly interrupted delivery.

Besides supply chain management, use of ASIC (Application Specific Integrated Circuit) for high-end talking dictionaries is another important measure to keep product cost down. The benefit of using ASIC is that micro-chips for different functions such as calculation, memory, text-to-speech ("TTS") and database could be designed onto a single chip that could save both cost and space. Products make use of ASIC could be much slimmer in size and competitive in retail prices. The SBU is now working closely with IC (integrated circuit) design houses to come up with more ASIC for its electronic dictionary products.

It is always the Group's target to increase its share in the lowend market after a leading position has been established in the high- and mid-end markets. This is particularly relevant to the mainland China market because of purchasing power and user preference concerns. The SBU is pleased to report that market share of low-end products is steadily increasing over the past 12 months since the launch of several new models such as EC2600, EC2280 and EC3100 in mainland China.

The SBU re-entered the South Korea market in the year after its exit 3 years ago because of the Asian financial crisis. The new products had won very good response from dealers and endusers alike for product design and TTS quality. Thailand is another market that was recovering quickly over the last two years.

管理層研究及分析圖

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集團不斷改進電子辭典的外型及功能,務求 令客戶稱心滿意。

Customers are pleased to see the Group's electronic dictionary is getting better in every new model.

受政局緊張及經濟疲弱的影響,加上燃油價格暴跌影響其國民的主要收入,導致整體消費力疲弱,中東市場於年內呈現較大幅的倒退。

為加強軟件開發能力,本SBU已與中國國內一所著名大學建立策略性夥伴關係,開發嵌入式程式, Linux 應用軟件及數碼化內容。此為集團重要的里程碑,原因是SBU可以透過經營合資公司而得到高質素軟件工程師的支援。

展望

The Middle East market saw significant setback during the year because of political tension and weak economy. The weak consumer spending was also aggravated by the slump in the price of petroleum that represents a major source of income in this region.

In order to supplement its software capability, the SBU had formed strategic partnership with a reputable university in the mainland for development of embedded solutions, Linux-based applications and digital content. This is a major milestone for the Group because the SBU could through the joint venture company gain access to a large pool of qualified software engineers.

Outlook

The mainland China market continues to be the main driving force for business growth for the Group's Chinese-based products whereas Taiwan is going to pick up significantly after two years of under-performance and Hong Kong will be more or less steady. The growth in the mainland is fueled by the ever increasing demand for good learning aids for foreign languages especially English. Opening up of the economy and foreign trade and growing popularity of studying abroad have created a very huge ESL (English as Second Language) market for language schools, self-learning programs and electronic language devices. Capitalizing on the Group's household brand and its unparalleled product development capability, the SBU has formulated a strategic plan to transform electronic dictionaries to versatile language learning devices. In future, the devices are not only providing solutions to problems but are also playing an important role in career development and lifetime learning.

管理層研究及分析(癲)

Management Discussion & Analysis (continued)



集 團 與 八 所 小 學 合 作 研 究 電 子 書 在 教 育 上 的 應 用 。

The Group works with eight primary schools to study the use of eBook for education purpose.

無庸置疑,本SBU在改善辭典內容及發聲系統質素方面的努力絕不鬆懈,負責版權及專利授權的部門,不停從不同途徑搜尋更好更新的辭典及發聲軟件,並積極爭取獲得授權。

南韓及泰國將是海外市場的發展重點。 新產品將於本年內陸續推出市場。營業 額得以提升的同時,管理層亦意識到可 能有競爭對手加入。

臨近財政年度末,集團為電子書(eBook) 作教育用途進行了一個研究及先導計 ,為管理層提供了非常有用的資料, 得以明瞭客戶的需求及用。好得 團亦將會擴闊其研究層面,希望獲理 多更深入的資料。 多更深入的趨對 會緊貼有關科技的發展 為新產品制定策略。 Another important product direction is connectivity with internet. In the information age, connecting people to information has never been more important. Over the past year, the SBU has invested a lot of resources in adding and updating digital content of all sorts to the dedicated website that is designed for use by owners of the Group's electronic dictionaries. The SBU will continue to line up with content providers and publishers in the region for digital content for users to download. Reward will be higher customer satisfaction and brand loyalty.

Needless to say, the SBU will not reduce their continuous effort in improving the dictionary database and the TTS quality. As a routine job, the staff in the licensing department look up all available sources to locate newer and better database and TTS software and once identified, will aggressively pursue to secure a possible licence.

South Korea and Thailand will be the focus of overseas marketing. A series of new products are planned to launch in current year. Business volume will grow but the SBU management is also expecting there might be competitors coming in.

Close to the end of the financial year, the Group conducted some pilot studies in eBook for education purpose. The studies provided very useful insight to the management in understanding customer requirements and user preference. Similar studies will be carried out in larger scopes in order to capture more data. On the other hand, the management will follow closely the developments in relevant technology and the industry trend in order to formulate a strategy for this category of products.