

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

During the year, the Group continued to follow its established strategies and business structure, with information technology services, wealth management services, investment banking and recovery of non-performing assets as our main business directions. We maintained the provision of service as the core of our business nature and our main source of revenue. We conducted our principal businesses with advanced financial concepts and management measures. The modification of corporate governance practices with innovative concept was carried out in the process of business development throughout the year.

Despite the fierce competition, BJHB managed to consolidate its competitive position in the domestic IT service market by adopting advanced organizational structure and management measures. While continuing to serve the major customers from the telecommunications and finance industries during the year, the Group also focused on extending our IT service to government authorities and departments. As at the end of this financial year, BJHB has provided IT services to various customers from government authorities and large corporations, such as China Banking Regulatory Commission, Ministry of Water Resources, National Bureau of Statistics, State Environmental Protection Administration, China Unicom, China Netcom, China Telecom, Bank of China, China Everbright Bank, China Construction Bank, the Export-Import Bank of China, Dengxiaoping Memorial Museum and Beijing Capitel Co., Ltd, and received wide recognition.

### 業務回顧

本年度，集團堅持既定的戰略和業務體系，以資訊科技服務業務、理財服務業務和不良資產處理業務為主要的業務方向；以服務為業務組織核心並獲得主要收入；並以先進的金融理念和治理手段將主營業務進行統籌。本集團對公司治理結構進行全新理念的調整已在本年度業務開展過程中獲得體現。

北京合力金橋在國內資訊科技服務公司面臨嚴峻競爭的市場氛圍中依靠先進的組織模式和管理手段穩固了自己的競爭地位。本年度在繼續服務於電信行業大客戶和金融行業大客戶的同時，重點拓寬了政府機構部門的資訊科技服務業務。截至本財年底，北京合力金橋為銀監會、水利部、國家統計局、國家環保總局、中國聯通、中國網通、中國電信、中國銀行、光大銀行、建設銀行、中國進出口銀行、鄧小平紀念館、首信集團等國內許多政府機構客戶和大企業客戶的資訊科技項目提供服務，並獲得首肯。

## Management Discussion and Analysis 管理層討論及分析

As the wealth management business is at its initial stage of development in the PRC, Plus Financial Management Services Ltd. ("PFMS") cooperated with professional bodies and offered certified financial planner training to more than 200 wealth management professionals from the main branches of China Construction Bank, the Guangdong branch of China Construction Bank and the main branches of Agricultural Bank of China. It also provided all rounded training courses ranging from certified wealth management training, effective communications, sales and marketing skill builder programs to financial planners, customer service managers and management personnel of various financial institutions such as different branches of Agricultural Bank of China, Guangdong branch of China Construction Bank, Bank of China, CITIC Industrial Bank, China Everbright Bank and CITIC Prudential Life Insurance Company Limited. The commencement of training business not only brings operating revenue to the Company, but also establishes a solid foundation for the business of PFMS in terms of business experience and clientele. It also creates a lot more opportunities to promote our integrated business solution to financial institutions delivering wealth management services.

As there are very few companies that possess both the IT know-how and wealth management expertise in the PRC, BJHB and PFMS, the subsidiaries of the Group, jointly developed a wealth management business solution for financial institutions. This business solution contains eight features addressing the concerns of: Employee Continued Training (both frontline salespersons and back office personnel); Incentive and Performance Assessment, Customer Relationship Management, Product Supply Chain, Data Analysis and Data Mining. The adoptions of this solution will substantially improve the wealth management business performance operated by financial institutions. The Group was given an indication of interest from a domestic financial institution for the build-up of this business solution. As both the reform of the domestic capital markets and financial institutions are taking place, this business solution is expected to be widely promoted and extensively applied by institutional clients. The Group anticipates the sales of this business solution will become one of our stable and recurring operating incomes.

基於國內財富管理業務剛剛起步的特點，普納天成理財諮詢服務有限公司（「普納天成」）與專業認證機構合作，為建設銀行總行、建行廣東省分行、農業銀行總行的200余名理財專業人員提供了認證理財師培訓；為農行各地分行、建行廣東省分行、中國銀行、中信銀行、光大銀行、信誠人壽等眾多金融機構的理財師、客戶經理及業務管理人員提供了從認證理財培訓、有效溝通到銷售技巧、營銷理念等全方位的專業培訓。培訓業務的開展不但為公司提供經營收入，而且從業務經驗和客戶群方面為普納天成業務奠定了堅實基礎，並為推廣本集團對金融機構理財業務的整體解決方案帶來了更多機會。

作為目前中國市場上少數同時掌握IT技術和財富管理專業技術的公司，本集團旗下北京合力金橋和本集團附屬公司普納天成合作開發了金融機構理財業務系統平臺。這一系統包括了專業人員持續培訓（前線銷售人員及後台人員）、激勵和績效考核、客戶關係管理系統、產品供應鏈系統、數據分析和挖掘系統等八個方面功能，建設完成後將為客戶機構理財業務績效帶來大幅提升。本集團已獲得為國內某金融機構承建全方位理財業務系統的意向，在國內資本市場和金融機構改革的背景下，該理財業務系統可望得到大力的推廣和廣泛應用，預計將成為本集團獲得持續穩定經營收益的重要來源之一。

# Management Discussion and Analysis

## 管理層討論及分析

### FUTURE PROSPECT

The management believes that, through the continuous prominence and organic integration of the three major core businesses of information technology service, wealth management by financial institutions and non-performing assets disposal, the Group will have a broader room for business expansion. Internationally, the impact of energy crises has been gradually unveiled by the volatile oil prices. While such impact leads to a great deal of uncertainties in respect of energy exploitation, consumption, control and fighting, it implies the existence of tremendous opportunities. Against the unparalleled shareholders' background, the Group's business development capability and leading business management model, the Group shall play a decisive role in the scenario. The Group is monitoring closely the latest trends and dynamic of global politics and economy and will consider, at appropriate time, turning the opportunity into business.

### FINANCIAL RESULTS

In the financial year ended 31 March 2005, the Group recorded a turnover of HK\$137,280,000 compared to HK\$163,116,000 in the preceding financial year, a decrease of HK\$25,836,000 or 15.8 percent.

The revenue shortfall was consistent across the Group's operating divisions: sales and integration service, maintenance service and, contract service, due to the close functional link among them. The significant decline in turnover was the direct consequence of the major reorganization initiated in the late autumn of 2003. The reorganization was a strategic decision to enable the divisions to respond to clients' demand faster and in a more cost effective manner.

Gross margin generated for the financial year ended 31 March 2005 amounted to HK\$34,065,000, or 24.8 percent, compared with HK\$27,721,000 and 17.0 percent, respectively, in the preceding financial year. Loss attributable to shareholders for the year was HK\$13,738,000, compared with a loss of HK\$28,291,000 last year, a notable improvement.

### 未來展望

管理層相信，通過資訊科技服務業務、機構理財服務業務和不良資產處理三大核心業務的不斷突出和有機整合，本集團的業務拓展空間將更為廣闊。國際上，能源危機的影響在本次石油價格大幅波動的過程中漸次體現，對能源的開發、使用、掌控以致爭奪在帶來更多不確定因素的同時也意味着巨大的機會。本集團獨特的股東背景、業務能力和先進的治理模式將在這一格局中發揮決定性作用。本集團正密切關注全球政治經濟格局的調整和走勢，並考慮在適當時機將機會轉變為業務。

### 財務業績

截至2005年3月31日止財政年度，本集團錄得營業額137,280,000港元，而上一財政年度為163,116,000港元，減少25,836,000港元，跌幅為15.8%。

本集團之營運部門，銷售及綜合服務、維修服務及合約服務等部門之收益均一致下跌，乃由於有關部門之營運緊密連接所致。營業額大幅下跌乃2003年秋季末推行大規模重組之直接結果。重組乃一項策略性決定，令各部門以更具成本效益之方法快速回應客戶需求。

截至2005年3月31日止財政年度之毛利為34,065,000港元，或毛利率24.8%，上一財政年度則為27,721,000元，或17%。本年度股東應佔虧損為13,738,000港元，去年則為虧損28,291,000港元，取得顯著改善。

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2005, the Group had net current liabilities of approximately HK\$33,587,000, compared to the net current liabilities of approximately HK\$39,303,000 as at 31 March 2004.

As at 31 March 2005, the Company had outstanding convertible bonds amounted to US\$1,800,000 (equivalent to approximately HK\$14,040,000), of which the maturity date is to be agreed by both parties.

The Group's total borrowings amounted to approximately HK\$41,867,000 (2004: HK\$42,879,000). The total borrowings will be due as to approximately HK\$22,881,000 (2004: HK\$40,403,000) repayable within one year, as to approximately HK\$18,986,000 (2004: HK\$2,476,000) repayable between two to five years.

The Group had bank balances and cash of approximately HK\$4,826,000 as at 31 March 2005 (2004: HK\$6,750,000).

As at 31 March 2005, the Group's current ratio of current assets to current liabilities, was 0.82 (2004: 0.76) and the gearing ratio, as a ratio of total liabilities to total assets, was 1.13 (2004: 1.07).

The Group had limited exposure to foreign exchange rate fluctuations as most of its transactions, including borrowings, were mainly conducted in Hong Kong dollars, US dollars or Renminbi and the exchange rates of these currencies were relatively stable throughout the year.

### PLEDGE OF ASSETS

Details of pledge of assets of the Company are set out in note 29 to the financial statements.

### 流動資金、財務資源及資本架構

於2005年3月31日，本集團之流動負債淨值約33,587,000港元，於2004年3月31日之流動負債淨值約39,303,000港元。

於2005年3月31日，本公司的可兌換債券之結餘共1,800,000美元（相等於14,040,000港元），雙方正商議此可兌換債券之結餘的到期日。

本集團之借貸總額約41,867,000港元（2004年：42,879,000港元）。於一年內，到期之借貸總額，數額約22,881,000港元（2004年：40,403,000港元），於第二至第五年到期借貸總額約18,986,000港元（2004年：2,476,000港元）。

本公司於2005年3月31日有銀行結餘及現金約4,826,000港元（2004年：6,750,000港元）。

於2005年3月31日，本集團之流動比率（即流動資產對流動負債之比率）為0.82（2004年：0.76），而資產負債比率（即負債總額對資產總值之比率）則為1.13（2004年：1.07）。

由於本集團大部分交易（包括借貸）均主要以港元、美元或人民幣進行，而此等貨幣之匯率於年內相對穩定，故本集團承受有限之外匯波動風險。

### 資產抵押

本公司資產抵押之詳情載於本財務報表附註29。

# Management Discussion and Analysis

## 管理層討論及分析

### EMPLOYMENT AND REMUNERATION POLICIES

As at 31 March 2005, the Group had approximately 143 (2004: 120) employees. Total staff costs (including directors' emoluments) incurred during the year amounted to approximately HK\$15.1 million (2004: HK\$17.8 million). Remuneration packages are generally structured by reference to market terms and individuals merits. Salaries are normally reviewed and bonuses paid on an annual basis based on performance appraisals and other relevant factors. Staff benefit plans maintained by the Group include mandatory provident fund scheme, share option scheme and medical insurance.

The Company has a share option scheme (the "Scheme") whereby the Board may at its absolute discretion, grant options to employees and executive directors of the Company and any of its subsidiaries to subscribe for shares of the Company. The subscription price, exercisable period and the maximum number of options to be granted are determined in accordance with the terms of the Scheme. Details of the Scheme are set out in note 26 to the financial statements.

### LITIGATION

Details of the legal actions are set out in note 32 to the financial statements.

### 僱員及酬金政策

於2005年3月31日，本集團僱用約143名（2004年：120名）僱員。於年內支銷之員工成本總額（包括董事酬金）約達15,100,000港元（2004年：17,800,000港元）。酬金一般乃參考市場情況及個別員工表現而制定。薪金通常按表現評估，而花紅則按表現評估及其他相關因素按年派付。本集團所設之員工福利計劃包括強制性公積金計劃、購股權計劃及醫療保險。

本公司設立一項購股權計劃（「該計劃」），據此董事會可按其絕對酌情權向本公司及其任何附屬公司之僱員及執行董事授出購股權以認購本公司之股份。認購價、行使期及將予授出購股權最高數目均依據該計劃之條款釐定。該計劃詳情載於財務報表附註26。

### 訴訟

法律訴訟詳情載於財務報表附註32。