

## Chairman's Statement | 主席報告書

### RESULTS

The consolidated turnover of the Group during the year was approximately HK\$30.2 million (2004: approximately HK\$184.1 million), representing a significant decrease of 83.6% as compared to the corresponding period last year. The loss attributable to shareholders during the year was approximately HK\$177.0 million (2004: approximately HK\$231.0 million). Loss per ordinary share was reduced to HK1.00 cent (2004: HK1.68 cents).

The significant setback in the Group's turnover was mainly resulted from the followings:-

- (1) in corresponding period last year, Jet TV's (i.e. Satellite Entertainment Communication Co., Limited) turnover of approximately HK\$43.8 million was consolidated as the Group held 60% interests in Jet TV at that time. However, following the disposal of 40% interests in Jet TV by the Group in September 2004, Jet TV ceased to be a subsidiary of the Group and its operating results have not been consolidated for the year under review;
- (2) in corresponding period last year, the pre-disposal operating results of Sing Pao (then known as "Leadership Publishing Group Limited"), the Group's former loss-making newspaper publishing business was consolidated (2003/2004: turnover of approximately HK\$79 million). However, following the Group's disposal of its entire interests in Sing Pao in December 2003, the operating results of this operation has not been consolidated for the year under review; and
- (3) in corresponding period last year, the TV programme production business contributed a turnover of approximately HK\$28 million and was consolidated. However, following the cessation of this business in May 2003, the operating results of such business ceased to have any earning contribution.

### 業績

本集團於年內之綜合營業額約為港幣30,200,000元(二零零四年:約港幣184,100,000元),較去年同期顯著下跌83.6%。年內之股東應佔虧損約為港幣177,000,000元(二零零四年:約港幣231,000,000元),每股普通股虧損則降至港幣1.00仙(二零零四年:港幣1.68仙)。

本集團之營業額出現大幅倒退主要基於下列原因:

- (1) 於去年同期,由於本集團當時持有Jet TV(即衛星娛樂傳訊有限公司)之60%權益,故Jet TV之營業額約港幣43,800,000元綜合計入本集團當時之業績內。然而隨著本集團於二零零四年九月將其於Jet TV之40%權益出售後,Jet TV不再為本集團之附屬公司,其營運業績亦不再綜合計入本集團於回顧年度內之業績;
- (2) 於去年同期,本集團之前度虧損報刊發行業務—成報(當時稱為「現代旌旗出版集團有限公司」)於出售前之營運業績綜合計入本集團當時之業績內(二零零三/零四年:其營業額約為港幣79,000,000元)。然而隨著本集團於二零零三年十二月將其於成報之全數權益出售後,該業務之營運業績不再綜合計入本集團於回顧年度內之業績;及
- (3) 於去年同期,本集團之電視節目製作業務帶來營業額約港幣28,000,000元,並綜合計入本集團當時之業績內。然而隨著本集團於二零零三年五月終止此業務後,該業務之業績不再帶來任何盈利貢獻。

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### DIVIDEND

The board (the "Board") of directors of the Company did not recommend the payment of final dividend for the year ended 31 March 2005 (2004: Nil).

### BUSINESS REVIEW

2004/05 marked a year of significant changes for the Group's corporate development. Following the acquisition of Tidetime Future Optical Media Technology Limited, a multi-media educational publishing business in China in October 2004, Tidetime, a renowned educational media enterprise in China, specializing in remote education, brand-name publishing and distribution of multi-media educational products, has become one of the Company's substantial shareholder. The Company has also changed its name to "Tidetime Sun (Group) Limited" and adopted "泰德陽光(集團)有限公司" as its Chinese name for identification purpose. The name change of the Company not only reflects the change of the Company's major shareholder and management, but also signifying our establishment of new business directions and transformation of business.

During the year, to realign the Group's long-term business development strategy and commitment from sports media to cultural and educational businesses as core businesses, particularly towards the educational publishing businesses, the Group implemented the policy of retrenchment and aggressively expanded its cultural and educational businesses.

### 股息

本公司董事會(「董事會」)不建議派付截至二零零五年三月三十一日止年度之末期股息(二零零四年：無)。

### 業務回顧

二零零四／零五年度標誌著本集團企業發展出現重大改變之一年。繼二零零四年十月收購於中國從事多媒體教育出版業務之泰德富新光媒體有限公司後，中國知名教育媒體企業泰德(專門從事遙距教育、品牌出版及多媒體教育產品之分銷等業務)遂成為本公司主要股東之一。本公司並易名為「Tidetime Sun (Group) Limited」，以及採納「泰德陽光(集團)有限公司」作為其中文名稱以資識別。更改本公司名稱不但反映了本公司主要股東及管理層之變動，亦意味著本集團確立了新業務方向及業務轉型。

年內，為了配合本集團之長線業務發展策略及抱負，從體育媒體重新定位為以文化及教育業務(尤其是教育出版業)為核心業務，本集團實行緊縮政策，並積極擴充其文化及教育業務。

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**BUSINESS REVIEW** (Continued)

To reduce the Group's reliance on the increasingly competitive satellite television broadcasting and production business, continuous efforts have been made to restructure and consolidate the Group's businesses during the year. The Group disposed 40% of its interest in Jet TV in September 2004 and thereby reducing its said interest thereon from 60% to 20% with a consequential loss on disposal and impairment loss totalling HK\$11.4 million approximately. As the Group ceased to have control over Jet TV following the said disposal, the operation of Jet TV has not been consolidated into the Group's results during the year.

In September 2004, the Group has also disposed its entire interest in China Sports Television Productions Limited, which held substantial portion of the Group's television programme production facilities. Moreover, in February 2005, the Group has disposed its entire interest in China Sports Media Limited, which mainly engaged in China's Formula One racing transmission and advertising businesses.

Subsequent to the year end, the business reorganization and rationalization process continued and the Group has continuously disposed certain non-performing businesses. The subsequent disposals of these non-performing subsidiaries, which have incurred accumulated losses in excess of HK\$114 million, have enabled the Group to better utilize its resources on cultural and educational businesses. In this connection, the Group has made full provision for the irrecoverable amounts due from these subsidiaries totalling HK\$137.8 million. As the Group ceased to have control over these subsidiaries following the said disposals, the operation of these subsidiaries has not been consolidated into the Group's results during the year.

**業務回顧** (續)

為了進一步減低本集團在競爭日熾之衛星電視廣播及節目製作行業之業務比重，本集團在年內不斷致力重整其業務。本集團於二零零四年九月將其於Jet TV之40%權益出售，藉此將本集團於上述公司之權益由60%減至20%，導致出售虧損及減值虧損合共約港幣11,400,000元。由於本集團在進行上述出售後不再於Jet TV擁有控制權，故Jet TV之業務並無綜合計入本集團於年內之業績。

本集團於二零零四年九月出售其於中國體育電視製作有限公司(該公司持有本集團大部份電視節目製作設施)之全部權益。此外，本集團於二零零五年二月出售其於中國體育傳媒有限公司(該公司主要從事中國一級方程式賽車賽事之轉播及廣告業務)之全部權益。

於年結日後，業務重組與整頓過程仍然持續進行，本集團繼續出售若干表現欠佳之業務。其後出售該等表現欠佳之附屬公司(產生累計虧損超過港幣114,000,000元)，從而令本集團能更有效將其資源投放在文化及教育業務上。本集團就此將應收該等附屬公司之不可收回款項合共港幣137,800,000元作出全數撥備。由於本集團在進行上述出售後不再擁有該等附屬公司之控制權，故該等附屬公司之業務並無綜合計入本集團於年內之業績。

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**BUSINESS REVIEW** (Continued)

Further, the Group has closely monitored and re-evaluated its operations and investments. Moreover, to in line with the Group's prudent provisioning policy, the Group has made provisions against:

- (a) obsolete and slow-moving inventory totalling HK\$13.8 million;
- (b) bad and doubtful debt totalling HK\$22.6 million;
- (c) impairment for goodwill totalling HK\$22.4 million; and
- (d) diminution in value of investments in securities totalling HK\$52.0 million.

The Board believes that the said prudent provisioning reflects the existing Management's clear recognition of certain non-performing operations which led to the sustained substantial losses of the Group, thus making corresponding one-off adjustment to the Group's accounts. The Board also considers that the said restructuring will improve the financial position of the Group in longer perspective and shall be beneficial to the shareholders of the Company as a whole.

**業務回顧** (續)

此外，本集團已密切留意及重新評估其業務及投資。另為了貫徹本集團之審慎撥備政策，本集團已就以下各項作出撥備：

- (a) 過時及滯銷存貨合共港幣13,800,000元；
- (b) 呆壞賬合共港幣22,600,000元；
- (c) 商譽減值合共港幣22,400,000元；及
- (d) 證券投資減值合共港幣52,000,000元。

董事會相信，上述審慎撥備反映現任管理層確認若干表現欠佳之業務導致本集團在過去持續錄得大幅虧損，因而就本集團之賬目作出一次性之相應調整。董事會並認為上述重組在長遠而言將有助改善本集團之財務狀況，且對本公司股東整體有利。

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## PROSPECTS

The Management believes that the cultural and educational markets in the PRC have substantial potential given the robust macroeconomic growth and the growing demand for various cultural and educational materials in China. Therefore, the Group will continue to leverage on the strong foothold and the well-established network of Tidetime in the PRC's cultural and educational markets to further explore business opportunities in such markets.

Apart from implementing the stringent cost control policy, the Group will also closely monitor and re-evaluate its existing business and continue to realize those non-performing assets or business so as to concentrate our efforts on more productive and rewarding business opportunities. After all, it is most important for us to seek out the most efficient ways to deploy our resources in our ongoing pursuit of growth.

The Group will closely monitor its existing businesses, projects and investments whilst cautiously pursuing other business opportunities.

Looking ahead, the Management will continue to focus on corporate restructuring whilst aggressively moving forward in our new business directions. With our sound business strategy and our experienced management team, we are confident that the performance of the Group will be gradually improved and the Group is well prepared to meet the challenges ahead.

## 前景

鑑於中國宏觀經濟增長強勁，且對各類文化及教育材料之需求日益殷切，故管理層相信，中國之文化及教育市場潛力龐大。因此，本集團將繼續憑藉泰德在中國文化及教育市場之穩固根基及完善網絡，進一步開拓該等市場之商機。

除實行嚴控成本之政策外，本集團亦將密切注視及重估其現有業務，並繼續變現該等表現欠佳之資產或業務，以便將資源投放於生產力及回報更高之商機。畢竟，對本集團最重要的是找出最有效運用資源之方法以尋求增長。

本集團將密切留意其現有業務、項目及投資，並審慎物色其他商機。

展望將來，管理層將繼續以企業重整為重點，同時積極朝著本集團之新業務方向邁進。憑藉本集團之穩健業務策略及經驗豐富之管理隊伍，本集團有信心其業績將逐步改善，本集團亦準備就緒迎接日後之挑戰。

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### APPRECIATION

During the year, Dr. Wu Zheng, Bruno, Mr. Duan Yongji, Mr. Chen Xiaotao, Mr. Ding Yucheng, Mr. Hu Yishi, Mr. Li John Zongyang, Ms. Ke Lin, Mr. Lin Ning, Mr. Lu Guoyuan, Mr. Yuen Kon Ming, Jason and Mr. Liu Yuhuan, Peter have resigned as directors of the Company. On behalf of the Board, I would like to take this opportunity to extend our appreciation to the former management team and directors of the Company for their services to the Group during their respective tenure of office.

I would also like to thank our management team and staff for their dedication and hard work throughout the year, as well as our shareholders and business associates for their continuous support and confidence in the Group.

#### **Chen Ping**

*Chairman & Chief Executive Officer*

Hong Kong, 26 July 2005

### 致謝

年內，吳征博士、段永基先生、陳曉濤先生、丁宇澄先生、胡翼時先生、李宗揚先生、柯霖女士、林寧先生、陸國元先生、袁幹明先生及劉宇環先生辭任本公司董事，本人謹藉此機會代表董事會對本公司前任管理團隊及董事在彼等各自之任期內對本集團的服務致以謝意。

本人亦感謝本集團管理團隊與員工於整年內一直盡心竭力及努力不懈，以及本集團股東與業務夥伴一直以來對本集團之支持及信心。

#### **陳平**

*主席兼行政總裁*

香港，二零零五年七月二十六日