Auditors' Report

德勤·關黃陳方會計師行

Certified Public Accountants 26/F, Wing On Centre 111 Connaught Road Central Hong Kong 香港中環干諾道中111號 永安中心26樓

致达力集团有限公司

(在百慕達註冊成立之有限公司) **列位股東**

本核數師行已完成審核載於第22至第73 頁按照香港普遍採納之會計原則編制之 財務賬項。

董事及核數師之個別責任

貴公司之董事乃負責編制真實與公平之 財務賬項。在編制該等財務賬項時,董 事必須選擇及貫徹採用合適之會計政 策。

本行的責任是根據本行審核工作的結 果,對該等賬項作出獨立意見,並按照 《百慕達公司法》第90條的規定,只向作 為法人團體的股東報告。除此以外,本 行的報告書不可用作其他用途。本行概 不就本報告書的內容,對任何其他人士 負責或承擔法律責任。

意見之基準

本行乃按照香港會計師公會頒佈之審計 準則進行審核工作,審核範圍包括以抽 查方式查核與財務賬項所載數額及披露 事項有關之憑證,亦包括評估董事於編 制該等財務賬項時所作之重大估計和判 斷、所釐定之會計政策是否適合 貴公 司及 貴集團之具體情況、以及是否貫 徹應用並足夠地披露該等會計政策。



(incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 22 to 73 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

Respective responsibilities of Directors and auditors

The Company's Directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

Deloitte Touche Tohmatsu

Auditors' Report (Continued)

核數師報告書(續)

本行在策劃和進行審核工作時,均以取 得一切本行認為所需之資料及解釋為目 標,使本行能獲得充份之憑證,就該等 財務賬項是否存在重大錯誤陳述,作出 合理之確定。在表達意見時,本行亦已 衡量該等財務賬項所載之資料整體上是 否足夠。本行相信,本行之審核工作已 為本行之意見建立了合理之基準。

意見

本行認為上述之財務賬項均真實與公平 地反映 貴公司及 貴集團於二零零三 年六月三十日之財政狀況及 貴集團截 至該日止年度之虧損及現金流量,並已 按照香港公司條例之披露要求而妥善編 制。

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 30th June, 2003 and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

1 Starte Touche Tohmati

Deloitte Touche Tohmatsu Certified Public Accountants

Hong Kong, 24th October, 2003

德勤 • 關黃陳方會計師行 執業會計師

香港,二零零三年十月二十四日