



## REPORT OF THE AUDITORS 核數師報告書



### AUDITORS' REPORT TO THE SHAREHOLDERS OF HONG KONG CONSTRUCTION (HOLDINGS) LIMITED

*(Incorporated in Hong Kong with limited liability)*

We have audited the financial statements on pages 52 to 160 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Hong Kong Companies Ordinance requires the directors to prepare 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, that judgements and estimates are made which are prudent and reasonable and that the reasons for any significant departure from applicable accounting standards are stated.

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 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 致香港建設(控股)有限公司各股東 核數師報告書

*(於香港註冊成立的有限公司)*

本核數師(以下簡稱「我們」)已審核刊於第52頁至第160頁按照香港公認會計原則編製的財務報表。

### 董事及核數師的責任

香港《公司條例》規定董事須編製真實和公允的財務報表。在編製這些財務報表時，董事必須貫徹採用合適的會計政策，作出審慎及合理的判斷和估計，並說明任何重大背離適用會計準則的原因。

我們的責任是根據我們審核工作的結果，對這些財務報表提出獨立意見，並按照香港《公司條例》第141條的規定，只向作為法人團體的股東報告。除此以外，我們的報告書不可用作其他用途。我們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。

## REPORT OF THE AUDITORS *(continued)*

### 核數師報告書 (續)

#### 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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's and the group's circumstances, consistently applied and adequately disclosed.

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.

#### FUNDAMENTAL UNCERTAINTY

In forming our opinion, we have considered the adequacy of the disclosures made in note 1(b)(i) on the financial statements concerning the completion of the Debt Conversion Agreement and the Yangpu Agreement. The financial statements have been prepared on a going concern basis and do not include any adjustments that would result had the group be unable to continue as a going concern. We consider that this matter has been adequately accounted for and disclosed in the financial statements and our opinion is not qualified in this respect.

#### 意見的基礎

我們是按照香港會計師公會頒布的《核數準則》進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製財務報表時所作的主要估計和判斷，所釐定的會計政策是否適合貴公司及貴集團的具體情況，以及有否貫徹運用並足夠披露這些會計政策。

我們在策劃和進行審核工作時，是以取得一切我們認為必須的資料及解釋為目標，使我們能獲得充分的憑證，就財務報表是否存在重大的錯誤陳述，作合理的確定。在提出意見時，我們亦已衡量財務報表所載資料在整體上是否足夠。我們相信，我們的審核工作已為下列意見建立合理的基礎。

#### 重大不確定性

在提出意見時，我們已考慮到在財務報表附註1(b)(i)有關完成債務轉換協議及洋浦協議之披露是否足夠。財務報表乃按持續經營基準編製及不包括貴集團可能未能以持續經營狀況下繼續經營的任何調整。我們認為這事情已在財務報表作足夠的解釋及披露，故此，在此方面之意見並無保留。



REPORT OF THE AUDITORS *(continued)*  
核數師報告書 (續)

**OPINION**

In our opinion, the financial statements give a true and fair view of the state of affairs of the company and of the group as at 31st December, 2003 and of the group's loss and cash flows for the year then ended and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

**KPMG**

*Certified Public Accountants*

Hong Kong, 22nd April, 2004

**意見**

我們認為，上述的財務報表已真實和公允地反映 貴公司及 貴集團於二零零三年十二月三十一日的財務狀況及 貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》適當地編製。

**畢馬威會計師事務所**

*執業會計師*

香港，二零零四年四月二十二日