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Shenzhen High-Tech Holdings Limited
(於百慕達註冊成立之有限公司)
列位股東

吾等已審核列載於第47頁至第121頁按照香港公認會計原則編製的財務報告。

董事及核數師各自之責任

貴公司的董事須負責編製真實與公平之財務報告。在編製真實與公平財務報告時，須以合適地選擇會計政策和貫徹採用為基本。吾等之責任乃根據吾等的審核工作之結果，對該等財務報告作出獨立意見，並向列位股東報告。

意見之基準

吾等按照香港會計師公會頒佈之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告所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報告時所作的重要估計和判斷、所釐定的會計政策是否適合貴公司及貴集團的具體情況，及有否貫徹運用並足夠披露該等會計政策。

To the members

Shenzhen High-Tech Holdings Limited
(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 47 to 121 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 statements and to report our opinion to you.

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 an 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.

意見之基準 (續)

吾等於策劃和進行審核工作時，均以取得一切吾等認為必需之資料及解釋為目標，使吾等能獲得充份的憑證，就該等財務報告是否存有重要錯誤陳述，作合理的確定。在作出意見時，吾等亦已衡量該等財務報告所載資料在整體上是否足夠。吾等相信，吾等之審核工作已為下列意見建立合理的基礎。

意見

吾等認為，該等財務報告真實與公平地反映 貴公司及 貴集團於二零零零年十二月三十一日的財政狀況及 貴集團截至該日止年度的虧損和現金流動情況，並已按照香港公司條例中 有關披露資料之規定而編製。

安永會計師事務所

執業會計師

香港

二零零一年四月九日

BASIS OF OPINION (Cont'd)

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 of the Group as at 31 December 2000 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.

Ernst & Young

Certified Public Accountants

Hong Kong

9 April 2001