

Report of The Auditors

核數師報告

ERNST & YOUNG

安永會計師事務所

To the members

DVN (Holdings) Limited

(Formerly DVB (Holdings) Limited)

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 74 to 124 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.

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

25 April 2001

Report of The Auditors

核數師報告



致天地數碼(控股)有限公司
(於百慕達註冊成立之有限公司)
各股東

本會計師事務所已審核刊於第七十四至一百二十四頁根據香港公認會計原則編製之財務報告。

董事及核數師各自的責任

貴公司董事須負責編製顯示真實與公平財務狀況之財務報告。在編製該等財務報告時，董事必須貫徹採用適當之會計政策。本事務所之責任乃根據審核之結果，對該等財務報告作出獨立意見，並將此意見向股東報告。

意見之基礎

本事務所乃按照香港核數師公會頒佈之核數準則進行審核工作。審核工作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之憑證，亦包括評估董事於編製該等財務報告時所作之重要估計和判斷，所釐定之會計政策是否適合貴公司與貴集團之具體情況及有否貫徹運用並足夠披露該等會計政策。

本事務所於策劃和進行審核工作時，已力求取得一切其認為必需之資料及解釋，俾能獲得充份之憑證，從而就該財務報告是否免除重大之錯誤陳述作出合理之確定。在作出意見時，本事務所亦已衡量該等財務報告所披露之資料在整體上是否足夠。本事務所相信審核工作已為下列意見建立合理之基礎。

意見

依照本事務所之意見，該等財務報告在一切事項上，均真實及公平地顯示貴公司與貴集團於二零零零年十二月三十一日之財務狀況，及貴集團截至該日止年度之虧損及現金流轉，並根據香港公司條例之披露要求而適當編製。

安永會計師事務所
執業會計師
香港
2001年4月25日