

德勤·關黃陳方會計師行

Certified Public Accountants
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**Deloitte
Touche
Tohmatsu**

To the shareholders of
Lifetec Group Limited
(incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 32 to 77 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 to you.

Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants, except that the scope of our work was limited as explained below.

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.

致生命科技集團有限公司
(於百慕達註冊成立之有限公司)
各股東

本核數師行已完成審核載於第32至第77頁之財務報告。該等財務報告乃按照香港普遍採納之會計準則而編製。

董事與核數師各自之責任

貴公司之董事須負責編製真實與公平之財務報告。在編製該等財務報告時，董事必須貫徹採用合適之會計政策。

本行之責任是根據本行審核工作之結果，對該等財務報告表達獨立之意見，並向股東作出報告。

意見之基礎

本行是按照香港會計師公會頒佈之核數準則進行審核工作，惟本行之審核範圍受下文所述事項限制。

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之憑證，亦包括評估董事於編製該等財務報告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，及是否貫徹應用並足夠地披露該等會計政策。

Basis of opinion (cont'd)

We planned 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. However, the evidence available to us was limited as follows.

Included in creditors and accrued charges of the Group as at 31 December 2000 is an amount of approximately HK\$11,700,000 relating to several independent parties. However, we were unable either to obtain confirmations from these parties or other supporting evidence to satisfy ourselves as to the nature of the recorded balances due to these independent parties and whether the recorded balances were fairly stated as at 31 December 2000.

Any adjustments found to be necessary to the figures above would affect the net assets of the Group as at 31 December 2000 and/or the loss of the Group for the year then ended.

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.

Qualification opinion arising from limitation of audit scope

Except for any adjustments that might have been found necessary had we been able to obtain sufficient evidence concerning creditors and accrued charges, 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.

意見之基礎(續)

本行在策劃審核工作時，均以取得一切本行認為必需之資料及解釋為目標，使本行能獲得充份之憑證，就該等財務報告是否存有重大錯誤陳述，作出合理的確定。然而，本行所獲得之憑證有以下限制。

本集團於二零零零年十二月三十一日之應付款項及應計費用包括與數名獨立人士有關之11,700,000港元。然而，本行無法向此等獨立人士取得確認或獲取其他證明文件，以信納所記錄應付予此等獨立人士之結餘之性質及於二零零零年十二月三十一日之結餘是否公平呈列。

如需要對上述所列數字作出任何調整，將會影響 貴集團於二零零零年十二月三十一日之資產淨值及／或 貴集團截至該日止年度之虧損。

在表達意見時，本行亦已衡量該等財務報告所載之資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立了合理之基礎。

有關因審核範圍限制而提出保留意見

除本行倘能獲得有關應付款項及應計費用之足夠證明而作出任何可能需要之調整外，本行認為該等財務報告已真實及公平反映 貴公司及 貴集團於二零零零年十二月三十一日之財務狀況及 貴集團於截至該日止年度之虧損及現金流量，並已遵照香港公司條例之披露規定妥善編製。

Qualification opinion arising from limitation of audit scope (cont'd)

In respect alone of the limitation on our work relating to the creditors and accrued charges:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether proper books of account had been kept.

Without qualifying our opinion, we draw to your attention that because we were unable to obtain sufficient documentation in respect of certain matters detailed below relating to the net assets of the Group as at 31 December 1998, we are unable to satisfy ourselves that the comparative figures to the consolidated income statement on page 32 are free from material misstatement.

1. We were unable to obtain adequate documentary evidence to satisfy ourselves as to whether the certain trade debts totalling approximately HK\$23,299,000 were fairly stated as at 31 December 1998. As a result, we were unable to satisfy ourselves as to whether the provision of HK\$23,299,000 made in the year ended 31 December 1999 was appropriate.
2. We were unable to obtain evidence to satisfy ourselves as to whether a deposit in the sum of HK\$7,000,000 was fairly stated as at 31 December 1998 and as a result whether the related write off in respect of this deposit of HK\$7,000,000 in the year ended 31 December 1999 was appropriate.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong, 31 July 2001

有關因審核範圍限制而提出保留意見(續)

僅就應付款項及應計費用對本行審核工作之限制而言：

- 本行並未獲得本行認為就審核工作所需之一切資料及說明；及
- 本行無法確定是否已存置適當之賬冊。

在並無提出保留意見下，謹請注意由於本行無法獲取以下有關 貴集團於一九九八年十二月三十一日之淨資產之若干詳情之足夠文件，本行無法信納於第32頁之綜合收益表之比較數字無重大錯誤列述。

1. 本行無法獲取足夠文件證明以信納於一九九八年十二月三十一日共約23,299,000港元之若干尚未收取之應收貿易賬款是否獲得公平呈列。因此，本行無法信納截至一九九九年十二月三十一日止年度所作23,299,000港元撥備是否適當。
2. 本行無法獲得證明以信納於一九九八年十二月三十一日數額7,000,000港元之按金是否獲公平呈列，及因此有關截至一九九九年十二月三十一日止年度撇銷該7,000,000港元按金是否適當。

德勤•關黃陳方會計師行

執業會計師

香港，二零零一年七月三十一日