

# Report of the Auditors

**ANDERSEN****Arthur Andersen & Co**21st Floor, Edinburgh Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong**TO THE SHAREHOLDERS OF ZHONGDA INTERNATIONAL HOLDINGS LIMITED***(Incorporated in Bermuda with limited liability)*

We have audited the financial statements of Zhongda International Holdings Limited (the "Company") and subsidiaries (hereinafter together with the Company referred to as the "Group") which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

**Respective Responsibilities of Directors and Auditors**

The directors are responsible for preparing 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 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 circumstances of the Company and of the Group, 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 of 31st December, 2001 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with accounting principles generally accepted in Hong Kong and the disclosure requirements of the Companies Ordinance.

**Arthur Andersen & Co***Certified Public Accountants*Hong Kong,  
22nd April, 2002