

Report of the Auditors



To the members

Shenzhen High-Tech Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 32 to 97 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.

Report of the Auditors

FUNDAMENTAL UNCERTAINTY RELATING TO THE RECOVERY OF OUTSTANDING LOAN RECEIVABLE

In forming our opinion, we have considered the adequacy of the disclosures made in the financial statements concerning the recovery of a short-term loan receivable of HK\$67.5 million as at the date of this report. The ability of the borrower to promptly repay the underlying loan receivable due on 31 December 2002 is dependent upon the borrower's ability to realise its assets into sufficient cash resources or to raise additional cash resources, if required, on the maturity of the loan. Further details of the receivable and the circumstances relating to this fundamental uncertainty are further described in note 24 to the financial statements. We consider that appropriate disclosures and estimates have been made and our opinion is not qualified in this respect.

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 2001 and of the profit 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

26 April 2002