

德勤·關黃陳方會計師行

Certified Public Accountants
26/F, Wing On Centre
111 Connaught Road Central
Hong Kong

香港中環干諾道中111號
永安中心26樓

Tel : (852) 2852 1600
Fax : (852) 2541 1911
mail@deloitte.com.hk
www.deloitte.com.hk

電話:(852) 2852 1600
傳真:(852) 2541 1911
mail@deloitte.com.hk
www.deloitte.com.hk

**Deloitte
Touche
Tohmatsu**

TO THE MEMBERS OF SKYNET (INTERNATIONAL GROUP) HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 16 to 57 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 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.

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.

Fundamental uncertainty relating to the going concern basis

In forming our opinion, we have considered the adequacy of the disclosures in note 2 to the financial statements which explains that the Group is in breach of a covenant in respect of certain bank borrowings of HK\$31,390,000 as at 31 March 2002. Against this background, the Group is currently finalising a plan for the future operations and financing of the Group which it is envisaged will form the basis of negotiations with the relevant bank for the restructuring of these borrowings. Provided that the Group can implement its plan for the future operations and financing of the Group, including successfully completing negotiations with the relevant bank referred to above, the directors are satisfied that the Group will be able to meet in full its financial obligations as they fall due in the foreseeable future. The financial statements have been prepared on a going concern basis, the validity of which depends upon future funding being available. The financial statements do not include any adjustments that would result from the failure to obtain such funding. We consider that the fundamental uncertainty is adequately disclosed in the financial statements. However, because of the extent of the uncertainty relating to the future operations and funding of the Group, we disclaim our opinion on the view given by the financial statements.

Disclaimer of opinion

Because of the significance of the fundamental uncertainty relating to the going concern basis, we are unable to form an opinion as to whether the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 March 2002 and of the loss and cash flows of the Group for the year then ended and as to whether the financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong, 25 July 2002