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**AUDITORS' REPORT TO THE SHAREHOLDERS OF
PACIFIC PLYWOOD HOLDINGS LIMITED**

(incorporated in Bermuda with limited liability)

We have audited the accounts on pages 29 to 78 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 accounts which give a true and fair view. In preparing accounts 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 accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

Fundamental Uncertainty

In forming our opinion, we have considered the adequacy of the disclosures made in Note 2 to the accounts concerning the adoption of the going concern basis on which the accounts have been prepared. As explained in Note 2 to the accounts, the group is currently undertaking a number of measures to relieve its current liquidity pressures and improve its results of operations. The accounts have been prepared on a going concern basis, the validity of which depends upon obtaining ongoing support from the group's bankers and the ability to generate positive cash flows from future operations. The accounts do not include any adjustments that would result from the failure of such measures. Details of the circumstances relating to this fundamental uncertainty are described in Note 2 to the accounts. We consider that appropriate disclosures have been made in the accounts and our opinion is not qualified in this respect.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group as at 31st December, 2002 and of the group's loss and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PRICEWATERHOUSECOOPERS
Certified Public Accountants

Hong Kong, 11th April, 2003