

Report of the Auditors



To the members

Paliburg Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 58 to 154 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.

Fundamental uncertainty - Provisions against investments in two investee companies

In forming our opinion, we have considered the adequacy of the disclosures made in note 23 to the financial statements concerning the outcome of the negotiations with the relevant government authorities in the People's Republic of China in respect of the resumption of a land site beneficially and collectively held by two investee companies (the "Investee Companies") during 2000. The carrying value of the Group's investments in the Investee Companies amounted to HK\$56.9 million (2001 - HK\$118.9 million) as at 31st



December, 2002 which is included in long term investments under non-current assets. As further explained in note 23 to the financial statements, the Directors are currently unable to determine with reasonable certainty the outcome of the negotiations for the reversion of the land site to the Investee Companies. Accordingly, it is not possible to determine at this stage as to whether any further provision against the Group's investments in the Investee Companies is necessary. We consider that appropriate disclosures and estimates have been made and our opinion is not qualified in this respect.

Fundamental uncertainty - Provision against a receivable

In forming our opinion, we have also considered the adequacy of the disclosures made in note 28 to the financial statements concerning the outcome in respect of a receivable of approximately HK\$400.1 million as at 31st December, 2002 included in debtors, deposits and prepayments under current assets of Regal Hotels International Holdings Limited ("RHIHL"), the principal listed subsidiary company of the Group, and its subsidiary companies (the "RHIHL Group"). The receivable comprised (i) deferred consideration of US\$45.0 million (approximately HK\$351.0 million) (the "Deferred Consideration") which arose in connection with the RHIHL Group's disposal of its hotel interests in the United States of America in December 1999 (the "Disposal"); and (ii) certain interest aggregating HK\$49.1 million accrued thereon at 7% per annum (collectively, the "Consideration Receivable"). Under the Disposal agreement, the Deferred Consideration and the interest accrued thereon were due to be paid by the purchaser (the "Purchaser") on 17th December, 2001. As more fully explained in note 28 to the financial statements, the RHIHL Group has instituted legal proceedings against the Purchaser to recover the Consideration Receivable. The directors of RHIHL are currently unable to determine with reasonable certainty the outcome of the legal proceedings and therefore, are unable to determine the time required to recover the Consideration Receivable and whether a provision, if any, is required against the Consideration Receivable. We consider that appropriate disclosures and estimates have been made and our opinion is not qualified in this respect.

Fundamental uncertainties relating to the going concern basis

In forming our opinion, we have considered the adequacy of the disclosures made in note 3 to the financial statements which explain the circumstances giving rise to the fundamental uncertainties relating to:

- i. the outcome of the proposed restructuring of a syndicated loan of HK\$3,755.8 million (the "Syndicated Loan") and a construction loan of HK\$1,060.8 million (collectively, the "Regal Loans") as at 31st December, 2002 of the RHIHL Group (the "Restructuring Proposal"); and
- ii. the successful recovery of the RHIHL Group's Consideration Receivable.



For the reasons detailed in note 3 to the financial statements, notwithstanding the non-compliance with certain loan covenants specified under the relevant loan agreements of the Regal Loans, the RHIHL Group has classified the Regal Loans as current or non-current liabilities as at 31st December, 2002 in accordance with their original maturity dates, as adjusted for the revised terms under the standstill agreement dated 4th September, 2002 (the "Standstill Agreement"), on the basis that (i) the Standstill Agreement has not been early terminated and the directors of RHIHL do not expect that it will be early terminated within the standstill period which became effective from 5th September, 2002 and will expire on 4th September, 2003 (the "Standstill Period"); and (ii) after expiry of the Standstill Period and prior to the conclusion of the Restructuring Proposal, the lenders of the Syndicated Loan will not exercise and the directors of RHIHL do not expect that they will exercise their respective put options to require the RHIHL Group to prepay their respective participations in the remaining outstanding indebtedness by serving a notice to the RHIHL Group. The Directors of the Company have also adopted such classification for the Group for the same reasons. Were such early termination and put options to be made and fully exercised, liabilities of HK\$2,034.5 million classified as non-current as at 31st December, 2002 would have to be reclassified as current and the liability position and the continuance of the RHIHL Group would be adversely affected.

The financial statements have been prepared on a going concern basis, the validity of which depends upon the successful outcome of implementation of the measures noted above. The financial statements do not include any adjustments that would result from the failure of implementation of such measures. If the going concern basis were not to be appropriate, adjustments would have to be made to restate the values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities, in addition to those described in the preceding paragraph, as current assets and liabilities, respectively. We consider that appropriate disclosures 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 31st December, 2002 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
17th April, 2003

