

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

**Deloitte
Touche
Tohmatsu**

致：深圳科技控股有限公司

(於百慕達註冊成立之有限公司)

全體股東

本核數師行已完成審核刊載於第39至117頁按照香港普遍採納之會計原則編製之財務報表。

董事及核數師各自之責任

貴公司董事須負責編製真實與公平之財務報表。在編製真實與公平之財務報表時，董事必須選擇並貫徹採用適當之會計政策。

本行之責任乃根據審核工作之結果，對該等財務報表作出獨立意見，並根據百慕達公司法第90條將我們之意見向全體股東報告，除此以外別無其他目的。本行概不就本報告之內容向任何其他人士負責或承擔責任。

意見之基礎

我們乃按照香港會計師公會頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編製該等財務報表時所作之重要估計和判斷、會計政策是否適合貴公司及貴集團之具體情況及有否貫徹運用並足夠披露該等會計政策。

TO THE SHAREHOLDERS OF

SHENZHEN HIGH-TECH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 39 to 117 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 financial statements and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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.

Report of the Auditors

意見之基礎 (續)

本行在策劃及進行審核工作時，已力求取得一切其認為必需之資料及解釋，俾能獲得充份之證據，從而就該財務報表是否存有重大之錯誤陳述做出合理之確定。在作出意見時，我們亦已衡量該等財務報表所披露之資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立合理之基礎。

意見

本行認為上述之財務報表均真實及公平地反映 貴公司及 貴集團於二零零三年十二月三十一日之財務狀況及 貴集團截至該日止全年度之虧損及現金流量，並已按照香港公司條例之披露要求而適當編製。

德勤·關黃陳方會計師行

執業會計師

香港，二零零四年四月十六日

BASIS OF OPINION (Continued)

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 that 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 the Group as at 31 December 2003 and of the loss 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.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong, 16 April 2004