

Report of the Auditors



TO THE MEMBERS

NAM HING HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 21 to 60 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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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 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 RELATING TO IMPAIRMENT OF FIXED ASSETS, TRADEMARK AND INTEREST IN A SUBSIDIARY

In forming our opinion, we have considered the adequacy of the disclosures made in notes 14 and 16 to the financial statements concerning the carrying values of certain fixed assets and the trademark of the Group, and the carrying value of the Company's interest in a subsidiary, respectively, as at 31 March 2004.

The carrying values of the Group's trademark and fixed assets situated in Suzhou, the People's Republic of China as at 31 March 2004 amounted to HK\$2,170,000 and HK\$65,279,000, respectively. The Group was in the process of setting up its factory in Suzhou as at 31 March 2004. The recoverability of the carrying value of these assets as at 31 March 2004 depends upon the ability of the Group to obtain additional financial resources to establish the operations and thereafter, to obtain additional financial resources and sufficient sales orders to attain profitable and positive cash flow operations, in its factory in Suzhou. As set out in note 16 to the financial statements, the recoverability of the above assets of the Group has a direct impact on the carrying value of the Company's interest in Nam Hing (B.V.I.) Limited amounting to HK\$74,449,000 as at 31 March 2004. The financial statements do not include any adjustments that may be necessary should the Group fail to obtain additional financial resources and sufficient sales orders to establish and attain profitable and positive cash flow operations in its factory in Suzhou. We consider that appropriate estimates and disclosures have been made in the financial statements 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 March 2004 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.

ERNST & YOUNG

Certified Public Accountants

Hong Kong
23 July 2004