



德勤•關黃陳方會計師行  
香港中環干諾道中111號  
永安中心26樓

電話 : + 852 2852 1600  
傳真 : + 852 2541 1911  
電子郵件 : mail@deloitte.com.hk  
www.deloitte.com/cn

**Deloitte Touche Tohmatsu**  
26/F, Wing On Centre  
111 Connaught Road Central  
Hong Kong

Tel: + 852 2852 1600  
Fax: + 852 2541 1911  
Email: mail@deloitte.com.hk  
www.deloitte.com/cn

**TO THE SHAREHOLDERS OF COL CAPITAL LIMITED**  
(FORMERLY KNOWN AS CHINA ONLINE (BERMUDA) LIMITED)  
*(incorporated in Bermuda with limited liability)*

We have audited the financial statements on pages 16 to 61 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 Institute of Certified Public 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.

**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 2004 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.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants

Hong Kong, 15 April 2005