

# REPORT OF THE AUDITORS



TO THE SHAREHOLDERS OF GUO XIN GROUP LIMITED  
(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 29 to 58 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, 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 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 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 misstatements. 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 CONCERNING GOING CONCERN BASIS OF ACCOUNTING

In forming our opinion, we have considered the adequacy of the disclosures made in note 2 to the financial statements concerning the adoption of the going concern basis on which the financial statements have been prepared. As explained in note 2 to the financial statements, the Group is currently undertaking a number of measures to relieve its current liquidity pressures and improve its results of operations. The financial statements have been prepared on a going concern basis, the validity of which depends upon the ongoing support from the Group's bankers and the ability to generate sufficient cash flows from future operations to cover the Group's operating costs and to meet its financial commitments. The financial statements 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 financial statements. We consider that appropriate 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 the Group as at 30 June 2005 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.

**KLL Associates CPA Limited**  
*Certified Public Accountants (Practising)*  
**Lee Ka Leung, Daniel**  
Practising Certificate Number P01220

Hong Kong, 21 October 2005