

Deloitte. 德勤

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34至93頁按照香港普遍採納之會計原則編製之綜合財務報表。

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綜合財務報表。在編製真實與公平之綜合財務報表時，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，對該等綜合財務報表作出獨立意見，並根據百慕達公司法第90條將本行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

本行乃按照香港會計師公會頒佈之香港審計準則進行審核工作。審核範圍包括以抽查方式查核與綜合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綜合財務報表時所作之重要估計和判斷、會計政策是否適合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。

本行在策劃及進行審核工作時，力求取得一切認為必需之資料及解釋，俾能獲得充份之證據，從而就該等綜合財務報表是否存有重大之錯誤陳述作出合理之確定。在作出意見時，本行亦已衡量該等綜合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

本行認為上述之綜合財務報表均真實及公平地反映貴集團於二零零五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
二零零六年四月七日

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

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Hong Kong

TO THE SHAREHOLDERS OF SHENZHEN HIGH-TECH HOLDINGS LIMITED
深圳科技控股有限公司
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements on pages 34 to 93 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 consolidated financial statements which give a true and fair view. In preparing consolidated 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 consolidated 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 Hong Kong Standards on Auditing 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 consolidated financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the consolidated financial statements, and of whether the accounting policies are appropriate to the circumstances of 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 that the consolidated financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st December, 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.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
7th April, 2006