

## MOORE STEPHENS CERTIFIED PUBLIC ACCOUNTANTS

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**AUDITORS' REPORT TO THE MEMBERS OF  
HONG KONG PHARMACEUTICAL HOLDINGS LIMITED**  
**(Provisional Liquidators Appointed)**  
*(Incorporated in Bermuda with limited liability)*

We have audited the financial statements on pages 14 to 62 which have been prepared in accordance with accounting principles generally accepted in Hong Kong, other than as set out below.

## RESPECTIVE RESPONSIBILITIES OF THE PROVISIONAL LIQUIDATORS AND AUDITORS

The Provisional Liquidators 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. As more fully explained in Note 2 to the financial statements, the Provisional Liquidators are currently appointed to the Company, and the Provisional Liquidators have been unable to obtain, and are therefore unable to provide, all the relevant information in this regard.

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 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 Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), except that the scope of our work was limited as explained below. 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 Provisional Liquidators 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 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. However the evidence available to us was limited as set out in detail in the following paragraphs.

As more fully explained in Note 2 to the financial statements, dealing in the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") has been suspended since 5 August 2004. On 13 October 2004 the High Court of Hong Kong ("the Court") appointed Mr. Cosimo Borrelli and Mr. Kelvin Flynn both of Alvarez & Marsal Asia Limited as joint and several provisional liquidators (the "Provisional Liquidators") of the Company. On 23 December 2004, the Provisional Liquidators, the Company and a potential investor (the "Investor") entered into an exclusivity agreement regarding the implementation of a restructuring proposal (the "Restructuring Proposal").

# Auditors' Report

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The Restructuring Proposal is subject to the approval of all relevant parties, including the regulatory authorities, creditors and shareholders. The implementation of the Restructuring Proposal is also subject to the grant of a Whitewash Waiver from the Executive Director of the Securities and Futures Commission under the Hong Kong Code on Takeovers and Mergers from the obligations to make a general offer for all the shares in the Company not already owned by the Investor and parties acting in concert with it.

The Rules Governing the Listing of Securities issued by the Stock Exchange require, inter alia, that companies whose shares are listed on the Stock Exchange submit audited financial statements to shareholders within 4 months of the balance sheet date. However, the audit of the final results of the Company and its subsidiaries for the year ended 31 March 2006 was necessarily delayed while the Restructuring Proposal was being finalised.

We were appointed auditors on 16 February 2005. The Provisional Liquidators were appointed on 13 October 2004 pursuant to an Order of the High Court. Upon the appointment of the Provisional Liquidators, the powers of the directors were suspended with regard to the affairs and business of the Company. As further set out in Note 2 to the financial statements, the Provisional Liquidators have not been able to provide us with all the information that we required in relation to our audit for the year ended 31 March 2006. In consequence, we were unable to carry out all of the auditing procedures necessary to obtain adequate assurance regarding the assets, liabilities, income and expenses appearing in the financial statements. There were no satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding the accuracy and completeness of the assets, liabilities, income and expenses of the Company and the Group.

We refer to Note 2 to the financial statements which indicates that the Restructuring Proposal was originally voted down at the SGM held on 14 March 2006. Following the outcome of the SGM on 14 March 2006, the completion of the restructuring scheme has been delayed. Correspondingly, additional restructuring costs have been incurred which are considerably higher than initially anticipated. Due to the uncertainty surrounding the completion of the restructuring scheme and discussions with the Investor to structure a revised costs arrangement, the commencement of the audit process (which includes the auditors attending the stocktake) was delayed. As a result, we were not instructed to attend the year-end stocktake. In consequence we were unable to carry out auditing procedures necessary to obtain adequate assurance regarding the quantities and condition of inventories, appearing in the balance sheet at HK\$5,810,000. There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding the existence and value of inventories. Any adjustment to the figure may have consequential significant effect on the profit for the year and net liabilities at 31 March 2006.

## FUNDAMENTAL UNCERTAINTIES RELATING TO THE BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND CONTINGENT LIABILITIES

### (i) Basis of preparation of financial statements

As more fully disclosed in Note 2 to the financial statements, the Provisional Liquidators were only appointed on 13 October 2004 pursuant to an Order of the High Court. The Provisional Liquidators are therefore not in a position to represent whether balances brought forward at 1 April 2004 are true and complete.

The consolidated financial statements show a net deficiency of amounts attributable to equity holders of the Company of HK\$77,758,000 at 31 March 2006. As disclosed in Note 2 to the financial statements, the consolidated financial statements have been prepared on the going concern basis. In the opinion of the Provisional Liquidators, the Group and the Company would not be a going concern at the balance sheet date if the Restructuring Proposal is not successfully implemented.

If the Restructuring Proposal is not successfully implemented, adjustments might have to be made further to reduce the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify fixed assets as current assets.

## (ii) Contingent liabilities

As disclosed in Note 35 to the financial statements, the Provisional Liquidators have not conducted full searches for liabilities of the Group and the Company since a formal adjudication process will be undertaken pursuant to the Restructuring Proposal. Accordingly there is a possibility that claims exist against the Group and the Company which have not been provided for or disclosed in the notes to the financial statements.

We consider that appropriate disclosures have been made in the financial statements concerning the above fundamental uncertainties, but we also consider that the uncertainties surrounding the circumstances under which the financial statements have been prepared are such that they form part of our overall disclaimer on the view given by the financial statements for the year ended 31 March 2006.

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.

## **QUALIFIED OPINION: DISCLAIMER ON VIEW GIVEN BY FINANCIAL STATEMENTS AND DISAGREEMENT ABOUT ACCOUNTING TREATMENT**

As more fully explained in Note 38, restructuring costs incurred up to 31 March 2006 have not been provided for in these financial statements. In our opinion, such expenses should be recognised as liabilities as required by Hong Kong Accounting Standard 37 "Provisions, Contingent Liabilities and Contingent Assets". Since we have not been provided with details of the estimated unprovided restructuring expenses at 31 March 2006, we are not able to quantify the effect of this failure to comply with the accounting standard.

Because of the significance of the possible effects of the various limitations in evidence available to us, as set out in the Basis of Opinion section of our report above, we are unable to form an opinion as to whether the financial statements present fairly the state of affairs of the Company and the Group as at 31 March 2006 or of the Group's profit and cash flows for the year then ended. In all other respects, except for the non-recognition of liabilities referred to above, in our opinion the financial statements have been properly prepared in accordance with the Hong Kong Companies Ordinance.

As the Provisional Liquidators were not able to obtain all the information that we required in relation to our audit, we have not obtained all the information and explanations that we considered necessary for the purpose of our audit and we were unable to determine whether proper books of account have been maintained.

**MOORE STEPHENS**  
*Certified Public Accountants*

Hong Kong  
17 August 2006