

Deloitte.

德勤

TO THE SHAREHOLDERS OF SUNCORP TECHNOLOGIES LIMITED

新確科技有限公司

*(Incorporated in Bermuda with limited liability)***REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We were engaged to audit the consolidated financial statements of Suncorp Technologies Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 44 to 108, which comprise the consolidated balance sheet as at 31 December 2006, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

致新確科技有限公司股東

*(於百慕達註冊成立之有限公司)***關於綜合財務報表之報告**

本核數師行（「本行」）已審核新確科技有限公司（「貴公司」）及其附屬公司（統稱為「貴集團」）載於第44頁至第108頁之綜合財務報表，此綜合財務報表包括於二零零六年十二月三十一日之綜合資產負債表與截至該日止年度之綜合收益表、綜合權益變動報表及綜合現金流量報表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表之責任

貴公司之董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地列報該等綜合財務報表。該責任包括設計、實施及維護與編製及真實而公平地列報綜合財務報表相關之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇及應用適當之會計政策；及按情況作出合理之會計估計。

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit 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. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements. However, because of the matters described in the basis for disclaimer of opinion paragraphs, we were not able to express an audit opinion.

核數師之責任

本行之責任是根據本行之審核對該等綜合財務報表作出意見，並按照百慕達公司法第90條之規定，僅向作為法人團體之股東報告而並無其他用途。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。本行已根據香港會計師公會頒佈之香港審計準則進行審核。該等準則要求本行遵守道德規範，並規劃及執行審核，以合理確定該等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對公司之內部監控之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。然而，由於不發表意見聲明之基準一段內所述之事項，本行無法表達審核意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

BASIS FOR DISCLAIMER OF OPINION

We have considered the adequacy of the disclosures made in note 33 to the consolidated financial statements concerning the possible outcome of legal proceedings involving the Company and its four executive directors, in connection with a claim filed by a substantial shareholder, Uniden Hong Kong Limited (“Uniden HK”), and its ultimate holding company (collectively the “Uniden Group”) in relation to the alleged misrepresentations made by the Company and its four executive directors, the breach of a business alliance agreement and a master production agreement. Uniden Group sought, inter alia, (i) a rescission of the subscription agreement entered into on 11 July, 2006 between the Company and Uniden HK for the subscription of 82,000,000 shares in the Company; (ii) a return of HK\$143,500,000 to Uniden HK which was paid to the Company under the subscription agreement; and (iii) damages, interest and cost, from the Company and its executive directors. The directors of the Company strongly refute and intend to vigorously contest Uniden Group’s allegations, and are of the opinion, based on legal advice, that the action can be successfully defended and therefore these cases would not result in losses to the Group. However, there is uncertainty as to whether the above action can be successfully defended and the potential significant impact on the financial performance and position of the Group.

In addition, as set out in note 2 to the consolidated financial statements, the Group incurred a loss for the year of approximately HK\$350 million, and the Group’s consolidated current liabilities exceeded its consolidated current assets by approximately HK\$172 million. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern.

不發表意見聲明之基準

本行已考慮綜合財務報表附註33內是否充份披露有關涉及 貴公司及其四名執行董事之法律訴訟可能出現之結果，該訴訟關於主要股東Uniden Hong Kong Limited (「Uniden HK」) 及其最終控股公司 (統稱為「Uniden集團」) 就指控 貴公司及其四名執行董事作出失實陳述以及違反一項商業聯盟協議及一項生產總協議，而提出索償。Uniden集團要求 (其中包括) (i) 撤銷 貴公司與Uniden HK於二零零六年七月十一日就認購 貴公司股份82,000,000股而訂立之認購協議；(ii) 向Uniden HK退還根據該認購協議向 貴公司支付之143,500,000港元；及(iii) 貴公司及其執行董事賠償有關損失、利息及費用。 貴公司董事強烈反駁及擬積極抗辯Uniden集團之指控，並根據法律意見，認為可成功抗辯該訴訟，因此該等案件不會令 貴集團引起任何損失。然而，該訴訟能否成功抗辯及對 貴集團之財政表現及狀況之潛在重大影響存在不明朗情況。

此外，誠如綜合財務報表附註2所載，貴集團在本年度之虧損約為350,000,000港元，而 貴集團之綜合流動負債超逾其綜合流動資產約172,000,000港元。該等情況顯示存在重大不明朗情況，或會令人對 貴公司能否按持續基準繼續經營業務存疑。

BASIS FOR DISCLAIMER OF OPINION (continued)

As at December 31, 2006, the Group had recognised an impairment loss of approximately HK\$531 million against the trade and other receivables due from a jointly controlled entity whose operations are highly dependent on the continuing operations of the Group, as well as an impairment loss of approximately HK\$72 million against intangible assets. Further details of these impairment losses are set out in notes 17 and 18 to the consolidated financial statements, respectively. The material uncertainties set out in the paragraphs above in turn result in material uncertainty as to the appropriateness of the impairment recognised in respect of the trade and other receivables due from the jointly controlled entity and the intangible assets, and in addition create an uncertainty as to whether impairment should be recognised against the Group's property, plant and equipment.

In view of the extent and potential impact of the significant uncertainties described above, we disclaim our opinion in these respects.

DISCLAIMER OF OPINION

Because of the significance of the matters described in the basis for disclaimer of opinion paragraph, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of the Group's affairs as at 31 December 2006 and of its loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards. In all other respects, in our opinion the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
24 April 2007

不發表意見聲明之基準(續)

於二零零六年十二月三十一日，貴集團已就應收一間合營公司貿易賬款及其他應收款項確認減值虧損約531,000,000港元，而該合營公司之業務極之倚賴貴集團能否持續經營；並就無形資產確認減值虧損約72,000,000港元。有關該等減值虧損之進一步詳情分別載於綜合財務報表附註17及18。以上各段所載之重大不明朗情況則導致對應收合營公司貿易賬款及其他應收款項及無形資產確認減值之恰當性存有重大不明朗情況，並進一步導致應否對貴集團之物業、廠房及設備確認減值存有不明朗情況。

鑑於上文所述重大不明朗情況之程度及潛在影響，本行不會就此等方面發表意見。

不發表意見聲明

由於在不發表意見聲明之基準一段內所述事項之重要性，本行不會就綜合財務報表是否根據香港財務報告準則真實及公平地反映貴集團於二零零六年十二月三十一日之財務狀況及截至該日止年度之虧損及現金流量發表意見。至於所有其他方面，本行認為綜合財務報表已根據香港公司條例之披露規定而妥為編製。

德勤 • 關黃陳方會計師行
執業會計師
香港
二零零七年四月二十四日