

Report of the Auditors

核數師報告



To the members

Digital China Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 43 to 118 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 to you.

Basis of Opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of 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 Company's and the Group's circumstances, consistently applied and adequately disclosed.

致**Digital China Holdings Limited**

(於百慕達註冊成立之有限公司)

全體股東

本核數師行(以下簡稱「我們」)已完成審核載列於第43頁至第118頁按照香港公認會計原則編製之財務報表。

董事及核數師各自之責任

貴公司董事須負責編製真實而公允之財務報表。在編製真實而公允之財務報表時，董事必須選擇及貫徹採用合適之會計政策。我們的責任是根據我們審核工作之結果，對該等財務報表發表獨立意見，並向股東作出報告。

意見之基礎

我們是按照香港會計師公會頒佈之核數準則進行審核工作。審核工作範圍包括以抽查方式查核與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財務報表時所作之重大估計和判斷，及所釐定之會計政策是否適合 貴公司及 貴集團之具體情況，及是否貫徹應用並足夠披露該等會計政策。

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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 of the Group as at 31 March 2003 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.



Ernst & Young

安永會計師事務所

Certified Public Accountants

執業會計師

Hong Kong, 24 June 2003

香港，二零零三年六月二十四日

我們在策劃和進行審核工作時，均以取得一切我們認為必需之資料及解釋為目標，使我們能獲得充分憑證，就該等財務報表是否存有重大錯誤陳述，作出合理之確定。在表達意見時，我們亦已衡量該等財務報表所載之資料在整體上是否足夠。我們相信，我們之審核工作已為下列意見提供合理之基礎。

意見

我們認為，該等財務報表真實而公允地反映貴公司及 貴集團於二零零三年三月三十一日之財務狀況及 貴集團截至該日止年度之溢利和現金流量，並已按照香港公司條例之披露規定妥善編製。