PRICEWATERHOUSE COOPERS I

羅兵咸永道會計師事務所

AUDITORS' REPORT TO THE SHAREHOLDERS OF HSIN CHONG CONSTRUCTION GROUP LTD.

(incorporated in Bermuda with limited liability)

We have audited the accounts set out on pages 118 to 160 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 accounts which give a true and fair view. In preparing accounts 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 accounts 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 examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

致新昌營造集團有限公司

(於百慕達註冊成立之有限公司) **全體股東**

香港中環 太子大廈22樓 電話 (852) 2289 8888 傳真 (852) 2810 9888

本核數師已完成審核載於第118至第160頁之 賬目,該等賬目乃按照香港普遍採納之會計原 則編製。

PricewaterhouseCoopers

22nd Floor, Prince's Building Central, Hong Kong Telephone (852) 2289 8888 Facsimile (852) 2810 9888 羅兵咸永道會計師事務所

董事及核數師各自之責任

編製真實兼公平之賬目乃 貴公司董事之責 任。在編製該等真實兼公平之賬目時,董事必 須採用適當之會計政策,並且貫徹應用該等會 計政策。

本核數師之責任是根據審核之結果,對該等賬 目作出獨立意見,並向股東報告。

意見之基礎

本核數師已按照香港會計師公會所頒佈之核數 準則進行審核工作。審核範圍包括以抽查方式 查核與賬目所載數額及披露事項有關之憑證, 亦包括評審董事於編製賬目時所作出之重大估 計和判斷,所採用之會計政策是否適合 貴公 司與 貴集團之具體情況,及有否貫徹應用並 足夠披露該等會計政策。 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 accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the Company and of the Group as at 31st March, 2003 and of the Group's loss and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

本核數師在策劃和進行審核工作時,均以取得 所有本核數師認為必需之資料及解釋為目標, 以便獲得充分憑證,就該等賬目是否存有重大 錯誤陳述,作出合理之確定。在作出意見時, 本核數師亦已評估該等賬目所載之資料在整體 上是否足夠。本核數師相信我們之審核工作已 為下列意見提供合理之基礎。

意見

本核數師認為,上述之賬目足以真實兼公平地 顯示 貴公司與 貴集團於二零零三年三月三 十一日結算時之財務狀況,及 貴集團截至該 日止年度之集團虧損及現金流量,並按照香港 公司條例之披露規定妥為編製。

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 4th July, 2003

羅兵咸永道會計師事務所 香港執業會計師

香港,二零零三年七月四日