



Report of the Auditors 核數師報告



Lawrence CPA Limited

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富勤

富勤會計師有限公司

香港中環
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**To the members of
Technology Venture Holdings Limited**
(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 36 to 120 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 financial statements and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致宏昌科技集團有限公司*
(於百慕達註冊成立之有限公司)
各位股東

本會計師事務所(以下簡稱「我們」)已完成審核載於第36至第120頁按照香港普遍採納之會計原則編製之財務報表。

董事及核數師之個別責任

貴公司之董事須負責編製真實及公平之財務報表。在編製該等真實及公平之財務報表時，董事必須選用及貫徹採用合適之會計政策。我們之責任是根據我們審核工作之結果，對該等財務報表作出獨立之意見，並按照百慕達一九八一年公司法第90條規定，僅向全體股東報告。除此之外，我們的報告書不可作其他用途，我們概不就本報告書之內容向任何其他人士負責或承擔任何責任。

* For identification purpose only 僅供識別



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 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.

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 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.

Lawrence CPA Limited

Certified Public Accountants

Hong Kong
13 April 2006

意見之基礎

我們是按照香港會計師公會頒佈之香港核數準則進行審核工作。審核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、所釐定之會計政策是否適合貴公司與貴集團之具體情況，及是否貫徹應用並足夠地披露該等會計政策。

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，使我們能獲得充分之憑證，就該等財務報表是否存有重要錯誤陳述，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建立合理之基礎。

意見

我們認為上述財務報表真實及公平地反映貴公司與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年度之虧損和現金流量，並已按照香港公司條例之披露要求妥善編製。

富勤會計師有限公司

執業會計師

香港
二零零六年四月十三日