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致卓悅控股有限公司全體股東 之核數師報告

(於開曼群島註冊成立之有限公司)

吾等已完成審核載於第31至第75頁
按香港公認會計原則編製之賬目。

董事及核數師之個別責任

貴公司董事須負責編製真實與公平
之賬目。於編製真實與公平之賬目
時，董事必須貫徹採用合適之會計
政策。

吾等之責任乃根據吾等審核之結果
整體，對該等賬目出具獨立意見，
並僅向整體股東報告，除此之外本
報告別無其他目的。吾等不會就本
報告內容向任何其他人士負上或承
擔任何責任。

意見之基礎

吾等乃按照香港會計師公會頒佈之
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
評估董事於編製賬目時所作出之重
大估計和判斷，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地
披露該等會計政策。

Auditors' Report to the Shareholders of Bonjour Holdings Limited

(incorporated in the Cayman Islands with limited liability)

We have audited the accounts on pages 31 to 75 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 solely to you, as a body, 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 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 of the Group, consistently applied and adequately disclosed.

吾等在策劃及進行審核工作時，均以取得一切吾等認為必需之資料及解釋為目標，以便獲得充份之憑證，就該等賬目是否存在重大錯誤陳述，作出合理確定。在作意見時，吾等亦已評估該等賬目所載之資料在整體上是否足夠。吾等相信，吾等之審核工作已為下列意見提供合理之基礎。

意見

吾等認為，上述之賬目足以真實兼公平地反映 貴公司及 貴集團於二零零三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溢利和現金流量，並按照香港公司條例之披露規定妥為編製。

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 31 December 2003 and of the Group's profit 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.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 23 April 2004

羅兵咸永道會計師事務所
執業會計師
香港，二零零四年四月二十三日

Lau & Au Yeung C.P.A. Limited
Certified Public Accountants
Hong Kong, 23 April 2004

Au Yeung Tin Wah
Director
Practising Certificate number P02343
劉歐陽會計師事務所有限公司
執業會計師
香港，二零零四年四月二十三日
歐陽天華
董事
執業證書編號P02343