

Report of the Auditors 核數師報告書



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AUDITORS' REPORT TO THE SHAREHOLDERS OF NAM FONG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 24 to 60 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The 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, 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 Statement of Auditing Standards issued by the Hong Kong Society of Accountants, except that the scope of our work was limited as explained below.

An audit includes 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 circumstances of the Company and the Group, consistently applied and adequately disclosed.

核數師報告

致南方國際控股有限公司
全體股東

(於百慕達註冊成立之有限公司)

本核數師已完成審核第24至60頁之財務報表，該等財務報告乃按照香港普遍採納之會計原則編製。

董事及核數師各自之責任

貴公司董事須編製真實兼公平之財務報告。在編製該等真實兼公平之財務報告時，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，對該等財務報告作出獨立意見，並僅向整體股東報告，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

意見之基礎

除如下文所述吾等之工作受到限制外，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財務報告所載數額及披露事項有關之憑證，亦包括評審董事於編製財務報告時所作之重大估計和判斷，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。

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We planned 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. However, the evidence available to us was limited because:

- (i) we were unable to obtain sufficient information to verify the completeness and validity of the Group's taxation payable of approximately HK\$387,670,000 included in the balance sheet as at 31 December 2003. There were no other satisfactory audit procedures that we could adopt to confirm the completeness and validity of this amount.
- (ii) As explained in note 14 to the financial statements, there are uncertainties regarding the Group's retention of the land use rights and financial penalties thereof relating to properties held for/under development stated in the Group's balance sheet at HK\$383,445,000 (2002: HK\$487,354,000) as a result of delays in payment of the land costs and/or delays in completing of the related property projects. We were unable to obtain sufficient information so as to determine whether the vendors would take action against the Group in respect of the land use rights and demand for financial penalties.

Any adjustments found to be necessary would affect the net assets of the Group as at 31 December 2003 and the loss of the Group for the year then ended.

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.

FUNDAMENTAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

In forming our opinion, we have considered the adequacy of the disclosures in note 2 to the financial statements concerning the basis of their preparation by the directors. As explained in note 2 to the financial statements, at 31 December 2003, the Group had net current liabilities of approximately HK\$1,075,900,000 (2002: HK\$1,224,050,000). In addition, the Group had overdue short term borrowings together with relevant interest totalling HK\$100,234,000 (2002: HK\$77,487,000).

本核數師在策劃及進行審核工作時，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，就該等財務報告是否存有重大錯誤陳述，作出合理之確定。然而，吾等獲提供之資料乃受限制，原因為：

- (i) 吾等未能獲取充分資料，以核證於二零零三年十二月三十一日之資產負債表內 貴集團應繳稅項約387,670,000港元之完整性及有效性。此外，概無吾等可採納以確認此數額之完整性及有效性，且屬令人滿意之其他審核程序。
- (ii) 誠如財務報表附註14所述，在 貴集團就有關 貴集團資產負債表所載持有作發展／發展中物業保留土地使用權，以及因延遲支付有關物業項目之土地成本及／或延遲完成有關物業項目而產生之財務罰款合共383,445,000港元(二零零二年：487,354,000港元)方面存在不明朗因素。吾等未能獲取充分資料，以釐定賣方是否將就土地使用權及財務罰款之催繳向 貴集團採取行動。

任何被認為必須作出之調整將影響 貴集團於二零零三年十二月三十一日之資產淨值，以及 貴集團截至該日止年度之虧損。

在作出意見時，本核數師亦已評估該等財務報告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。

有關持續經營基準之基本不明朗因素

在作出意見時，吾等已考慮有關董事編製基準於財務報表附註2之披露資料之充裕程度。誠如財務報表附註2所述，於二零零三年十二月三十一日， 貴集團之流動負債淨額約為1,075,900,000港元(二零零二年：1,224,050,000港元)。此外， 貴集團之逾期短期貸款加上有關利息合共100,234,000港元(二零零二年：77,487,000港元)。

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The financial statements have been prepared on a going concern basis, the validity of which depends upon sufficient future funding being available. The financial statements do not include any adjustments that may result from the failure of the Group to obtain such funding.

We consider that appropriate disclosures have been made. However, in view of the extent of the uncertainty relating to the future funding of the Group, we disclaim our opinion in respect of the fundamental uncertainty relating to the going concern basis.

DISCLAIMER OF OPINION

Because of the significance of the possible effect of the limitation in evidence available to us and because of the fundamental uncertainty relating to going concern, we are unable to form an opinion as to whether 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 2003 and of the loss and cash flows of the Group for the year then ended. In our opinion, the financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

In respect alone of the limitation on our work relating to the matters set out in the basis of opinion section of this report, we have not obtained all the information and explanations that we considered necessary for the purpose of our audit and we were unable to determine whether proper books of account had been kept.

Charles Chan, Ip & Fung CPA Ltd.

Certified Public Accountants
Hong Kong

Chan Wai Dune, Charles

Practising Certificate Number P00712

Hong Kong, 27 April, 2004

上述財務報表乃按持續經營基準進行編製，其有效性取決於是否可於未來提供足夠資金。上述財務報表並不包括可能由於貴集團未能獲取有關資金所產生之任何調整。

吾等認為已進行適當之披露。然而，鑑於受到有關貴集團未來資金之不明朗因素所限，吾等概不就有關持續經營基準之基本不明朗因素之意見承擔任何責任。

拒絕作出意見

鑑於吾等獲提供之憑證之限制可能產生影響之重要性，以及鑑於有關持續經營之基本不明朗因素，吾等未能就上述財務報表是否直實兼公平地顯示貴公司與貴集團於二零零三年十二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虧損及現金流量作出意見。吾等認為，上述財務報表已按照香港《公司條例》之披露要求妥為編製。

單就有關吾等於本報告之意見基準部分所載之工作限制而言，吾等未能獲取就吾等進行審核而言，吾等認為必要之全部資料及解釋及吾等無法確定是否已存置適當之賬冊。

陳葉馮會計師事務所有限公司

執業會計師
香港

陳維端

執業證書編號 P00712

香港，二零零四年四月二十七日