

AUDITORS' REPORT

核數師報告

**Deloitte.**  
德勤

**TO THE SHAREHOLDERS OF INNOVO LEISURE RECREATION HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

We have audited the financial statements on pages 23 to 47 which have been prepared in accordance with accounting principles generally accepted in Hong Kong, other than as set out below.

**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 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 financial statements. It also includes an assessment of the significant estimates and judgments 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.

致澤新遊樂控股有限公司股東

*(於百慕達註冊成立之有限公司)*

本核數師行已完成審核載於第23至47頁按照香港普遍採納之會計原則編製的財務報告書，惟下文所載者除外。

董事與核數師的個別責任

貴公司之董事須負責編製真實與公平的財務報告書。在編製該等財務報告書時，董事必須貫徹採用合適的會計政策。

本行的責任是根據本行審核工作之結果，對該等財務報告書表達獨立的意見，並向整體股東作出報告，而不作其他用途。本行概不就本報告之內容向任何其他人士負上或承擔任何責任。

意見的基礎

本行是按照香港會計師公會頒佈的核數準則進行審核工作。審核範圍包括以抽查方式審核與財務報告書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告書時所作的重大估計和判斷、所釐定的會計政策是否適合貴公司及貴集團的具體情況，及是否貫徹應用並足夠地披露該等會計政策。

## AUDITORS' REPORT

### Basis of opinion – continued

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.

### Fundamental uncertainty relating to certain receivables

In forming our opinion we have considered the adequacy of the disclosure in note 26 to the financial statements which explains that included in the balance sheet of the Group are amounts of HK\$38,682,000 and HK\$29,323,000 due from the former director and a trade debtor. The Group has filed claims against the former director and the trade debtor in the Hong Kong High Court to recover the amounts. Since the claims are still pending for hearing, the directors consider it is unable to determine the final outcome of the claims at such preliminary stage. Accordingly, no allowance in respect of either of these amounts has been made in the financial statements. We consider this fundamental uncertainty has been adequately disclosed in the financial statements and our opinion is not qualified on this respect.

### Adverse opinion

As explained in note 2 to the financial statements, having lost contact with the management and officers of 番禺飛圖夢幻影城有限公司 (Panyu Fantasy Film City Limited) ("PFFCL") in December 2003, the directors concluded that the Group had lost effective control over PFFCL. On this basis, PFFCL has been de-consolidated in the financial statements. The directors do not have sufficient information about the results of PFFCL for the period from 1st July, 2003 to 31st December, 2003. Accordingly, the consolidated income statement of the Group for the year ended 31st December, 2003 includes a loss of HK\$12,378,000 in respect of PFFCL for the period from 1st January, 2003 to 30th June, 2003 based on unaudited management accounts together with a loss on de-consolidation of PFFCL of HK\$149,427,000.

## 核數師報告

### 意見的基礎 – 續

本行在策劃及進行審核工作時，均以取得一切本行認為必需的資料及解釋為目標，使本行能獲得充份的憑證，就該等財務報表是否存在重要錯誤陳述，作出合理的確定。於表達意見時，本行亦已衡量該等財務報表所載之資料在整體上是否充足。本行認為，本行之審核工作為下列意見建立合理基礎。

### 有關若干應收款項之基本不明朗因素

財務報表附註26解釋在 貴集團之資產負債表包括應收前任董事之款項及應收貿易款項，分別為38,682,000港元及29,323,000港元。於達致意見時，本行已考慮財務報表附註26之披露是否足夠。 貴集團已入稟香港高等法院，就收回有關款項向該名前任董事及貿易債務人提出申索。由於申索正待聆訊，董事認為無法在初步階段預測最終申索結果。因此， 貴集團並未就上述兩筆款項於財務報表內作出撥備。吾等認為是項基本不確定因素於財務報表內已作出足夠披露，並對此不持保留意見。

### 負面意見

誠如財務報表附註2所解釋，由於與番禺飛圖夢幻影城有限公司（「飛圖夢幻影城」）之管理層及高級職員於二零零三年十二月失去聯絡，董事認為 貴集團已對飛圖夢幻影城失去實際控制權。因此，飛圖夢幻影城解除於財務報表內綜合計算。董事並無法得到飛圖夢幻影城由二零零三年七月一日至二零零三年十二月三十一日期間之足夠業績資料。故 貴集團截至二零零三年十二月三十一日止年度之綜合收益表包括二零零三年一月一日至二零零三年六月三十日期間飛圖夢幻影城之虧損12,378,000港元，乃按飛圖夢幻影城之未經審核管理賬目連同解除綜合計算虧損149,427,000港元計算。

## AUDITORS' REPORT

### Adverse opinion – continued

However, the circumstances described above do not meet the requirements of Statement of Standard Accounting Practice No. 32 “Consolidated financial statements and accounting for investments in subsidiaries” issued by the Hong Kong Society of Accountants so far as the de-consolidation of PFFCL is concerned. This is because, in our opinion, the Group retained the ability, by virtue of its equity interest in PFFCL, to exercise effective control. Accordingly, in our opinion, the results, cash flows and changes in equity of PFFCL should have been consolidated throughout the year ended 31st December, 2003, their assets and liabilities recognised in the consolidated balance sheet as at 31st December, 2003 and no loss recognised in respect of the de-consolidation. In the absence, however, of the financial statements of PFFCL for the year ended 31st December, 2003, it is not practicable for us to determine the effect on the financial statements of the failure to properly account for PFFCL.

In view of the effect of the Group having accounted for PFFCL in the manner described, in our opinion the financial statements do not give a true and fair view of the state of affairs of the Company and the Group as at 31st December, 2003 and of the loss and cash flows of the Group for the year then ended and have not been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants

Hong Kong, 30th August, 2004

## 核數師報告

### 負面意見 – 續

然而，就上述飛圖夢幻影城解除綜合計算一事並不符合香港會計師公會頒佈之會計實務準則第32號「綜合財務報表及附屬公司投資之會計方法」之規定。此乃由於吾等認為貴集團持有飛圖夢幻影城之股本權益，故有能力行使實際控制權。故吾等認為飛圖夢幻影城之業績、現金流量及股本變動應於截至二零零三年十二月三十一日止年度全年綜合入賬，其資產及負債則於二零零三年十二月三十一日綜合資產負債表內確認，而並不就解除綜合計算確認任何虧損。然而，於並無飛圖夢幻影城截至二零零三年十二月三十一日止年度財務報表之情況下，吾等無法確定並無適當處理飛圖夢幻影城賬目對財務報表之影響。

鑑於貴集團按上述方式處理飛圖夢幻影城之賬目，吾等認為財務報表並無真實公平地反映貴公司與貴集團於二零零三年十二月三十一日之事務狀況，以及貴集團截止該日期止年度之虧損及現金流量情況，且並無按照香港公司條例之披露規定妥善編製。

**德勤•關黃陳方會計師事務所**  
執業會計師

香港，二零零四年八月三十日