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SHANGHAI ALLIED CEMENT LIMITED

上海聯合水泥股份有限公司

(於百慕達註冊成立之有限公司)之股東

TO THE MEMBERS OF

SHANGHAI ALLIED CEMENT LIMITED

上海聯合水泥股份有限公司

(Incorporated in Bermuda with limited liability)

本核數師行已完成審核載於第36至83頁按照香港普遍採納之會計原則編製之財務報表。

We have audited the financial statements on pages 36 to 83 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

董事及核數師之個別責任

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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，董事必須篩選及貫徹採用合適之會計政策。

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.

本行的責任是根據本行審核工作的結果，對該等財務報表表達獨立意見，並按照百慕達公司法第90條，僅向全體股東匯報，而有關意見概無其他目的。本行概不就本報告的內容，向任何其他人士負責或承擔任何責任。

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 Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

意見之基礎

BASIS OF OPINION

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查核與財務報表內所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作出的重大估計和判斷、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。

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Institute of Certified Public 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.

本行在策劃和進行審核工作時，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，就財務報表是否存有重要錯誤陳述，作出合理確定。在表達意見時，本行亦已衡量該等財務報表所載資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立了合理的基礎。

意見

本行認為上述財務報表已真實及公平反映 貴公司及 貴集團於二零零四年十二月三十一日的財務狀況及 貴集團截至該年度的溢利及現金流量，且已按照香港公司條例的披露規定要求而妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港，二零零五年三月二十三日

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 the Group as at 31st December, 2004 and of the profit 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.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 23rd March, 2005

