

朱永昌會計師事務所
朱國正

CHU and CHU

Certified Public Accountants

A Member of AGN International

To the shareholders of

Upbest Group Limited

(Incorporated in the Cayman Islands with limited liability)

We have audited the financial statements on pages 22 to 59 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, 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 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 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.

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.

致美建集團有限公司各位股東

(於開曼群島註冊成立之有限公司)

本核數師已完成審核載於第22頁至第59頁之財務報表。該等財務報表乃按照香港普遍採納之會計原則編製。

董事及核數師之分別責任

貴公司董事須負責編製真實兼公平之財務報表。在編製該等真實兼公平之財務報表時，董事必須選擇並貫徹採用適當之會計政策。

本核數師之責任乃根據審核工作之結果，對該等財務報表提出獨立意見，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。

意見之基準

本核數師乃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，所採用之會計政策是否適合貴公司及貴集團之具體情況，以及有否貫徹應用並足夠披露該等會計政策。

本核數師在策劃和進行審核工作時，均以取得所有本核數師認為必需之資料及解釋為目標，以便獲得充份憑證，就該等財務報表是否存有重大錯誤陳述，作出合理之確定。在作出意見時，本核數師亦已評估該等財務報表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準。

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 March 31, 2005 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.

Chu and Chu

Certified Public Accountants

Hong Kong, July 18, 2005

意見

本核數師認為，上述之財務報表足以真實兼公平地反映貴公司及貴集團於二零零五年三月三十一日之狀況，及貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例中之披露要求妥為編製。

朱永昌、朱國正會計師事務所
執業會計師

香港，二零零五年七月十八日