

**Arthur Andersen & Co**

21st Floor Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

Auditors' Report to the Shareholders of
HOPSON DEVELOPMENT HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

致合生創展集團有限公司
全體股東之核數師報告書
(於百慕達註冊成立之有限公司)

We have audited the financial statements on pages 34 to 82 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

我們已完成審核刊於第34頁至第82頁按照香港公認會計原則編製的財務報表。

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.

董事及核數師各自的責任

貴公司董事之職責是要編製真實而公平的財務報表。在編製該等財務報表時，董事必須貫徹採用合適的會計政策。

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

我們的責任是根據我們審核工作的結果，對該等財務報表發表獨立意見，並向股東報告。

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 of 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.

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 of 31st December, 1999 and of the profit and cash flows of the Group for the year then ended, and have been properly prepared in accordance with accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

ARTHUR ANDERSEN & CO
Certified Public Accountants
Hong Kong,
8th May, 2000.

意見基礎

我們已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和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、並有否貫徹運用和足夠披露該等會計政策。

我們在策劃和進行審核工作時，均以取得一切我們認為必需的資料和解釋為目標，使我們能獲得充份的憑證，就該等財務報表是否存有重大的錯誤陳述，作合理的確定。在作出意見時，我們亦已衡量該等財務報表所載資料在整體上是否足夠。我們相信，我們的審核工作已為下列意見建立合理的基礎。

意見

我們認為，上述的財務報表真實而公平地反映貴公司及 貴集團於一九九九年十二月三十一日的財務狀況和 貴集團截至該日止年度的盈利與現金流量，並按照香港公認會計原則及香港公司條例之披露要求而妥為編製。

安達信公司
執業會計師
香港
二零零零年五月八日