

致 GIORDANO INTERNATIONAL LIMITED
(於百慕達註冊成立之有限公司) 各股東

本核數師(以下簡稱「我們」)已完成審核刊於第四十五至八十五頁按照香港公認會計原則編製的財務報表。

董事及核數師各自的責任

公司董事有責任編製真實與公平的財務報表。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。

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

意見的基礎

我們是按照香港會計師公會頒佈的核數準則實行審核工作。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、及有否貫徹運用並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須的資料及解釋為目標，使我們能獲得充份的憑證，就該等財務報表是否存有重要錯誤陳述，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。

TO THE MEMBERS OF
GIORDANO INTERNATIONAL LIMITED
(Incorporated in Bermuda with limited liability)

We have audited the accounts set out on pages 45 to 85 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 accounts which give a true and fair view. In preparing accounts 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 accounts and to report our opinion to you.

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.



在作出我們意見時，我們已考慮在財務報表內是否已足夠披露就中國海關發出之罰款通知書指涉嫌不適當地將免稅進口設備轉移及進口原料用量有差異之罰款總額合共約85,000,000港元及一份由工商行政管理局發出之罰款通知書指涉嫌違反營業執照之罰款額約8,000,000港元。就有關中國海關發出之罰款通知書，若干列示於資產負債表內為數約13,000,000港元之貿易資產已被扣存，及約5,000,000港元之保證金已存管於有關當局。在獲得有關法律意見後，因貴公司仍對該等罰款通知書進行上訴，貴公司董事會認為要評估貴集團需付出之最終費用並不可行，因此已決定在現階段不會在賬目內作出準備。有關潛在性不確定事項之詳情載於第七十七及七十八頁之附註二十七。我們考慮有關潛在性不確定事項之最終結果可能會重大影響財務報表所列示之業績。董事會有信心任何可能導致之損失，將不會對貴集團之整體穩定狀況產生不利影響。我們認為此等事項已作出適當之估計及披露，故在此方面沒有作出保留意見。

意見

我們認為，上述的財務報表均真實與公平地反映貴公司及貴集團於一九九六年十二月三十一日的財政狀況及貴集團截至該日止年度的溢利和現金流量，並已按照《香港公司條例》之披露規定適當編製。

永道會計師事務所

香港執業會計師

香港，一九九七年五月十六日

In forming our opinion, we have considered the adequacy of the disclosures made in the accounts concerning penalty notices from the PRC customs authorities, amounting to approximately HK\$85 million, alleging the improper transfer of duty free equipment and irregularities in the usage of raw materials, and a penalty notice in the amount of approximately HK\$8 million from the Administration for Industry and Commerce for alleged breaches of a business licence. In connection with the penalty notices from the PRC customs authorities, certain trading assets included in the balance sheet at approximately HK\$13 million, have been bonded and a security deposit of approximately HK\$5 million made to the relevant authorities. Having taken relevant legal advice, the directors have decided not to make any provision in the accounts at this stage as the penalty notices are under appeal and it is not practicable to estimate the ultimate cost to the Group. Details of the circumstances relating to this inherent uncertainty, the resolution of which we consider could affect fundamentally the results reported in the accounts, are set out in note 27 on pages 77 and 78. The directors are confident that any loss that might arise would not adversely affect the stability of the Group as a whole. We consider that appropriate estimates and disclosures have been made and our opinion is not qualified in this respect.

OPINION

In our opinion, the accounts give a true and fair view of the state of affairs of the Company and the Group at 31st December, 1996 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.

Coopers & Lybrand

Certified Public Accountants

Hong Kong, 16th May, 1997

