**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF**

**EUCON HOLDING LIMITED**

## Report on the Financial Statements

We have audited the accompanying financial statements of Eucon Holding Limited (the "company") and its subsidiaries (the "group") which comprise the statements of financial position of the group and the company as at December 31, 2012, and the profit and loss statement, statement of comprehensive income, statement of changes in equity and statement of cash flows of the group and the statement of changes in equity of the company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 9 to 70.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

## Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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## Opinion

In our opinion, the consolidated financial statements of the group and the statement of financial position and statement of changes in equity of the company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the group and of the company as at December 31, 2012 and of the results, changes in equity and cash flows of the group, and changes in equity of the company for the year ended on that date.

## Emphasis of Matter

We draw attention to Note 1 to the financial statements which indicates that the group incurred a net loss and the group's and company's current liabilities exceed their current assets. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty which may cast significant doubt on (a) the group's and company's ability to generate sufficient operating cash flows in order to enable the group and the company to operate as going concerns and (b) the group's ability to generate sufficient revenue and operating cash flows in respect of the asset impairment assessment such that the recoverable amount is not lower than the carrying amount of the property, plant and equipment and goodwill of the group. Our opinion is not modified in respect of these matters.

## Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the company have been properly kept in accordance with the provisions of the Act.

Deloitte & Touche LLP
Public Accountants and
Certified Public Accountants

Singapore
March 26, 2013

## 1 GENERAL

The company (Registration No. 200107762R) is incorporated in Republic of Singapore with its principal place of business and registered office at 80 Marine Parade Road, #11-02 Parkway Parade, Singapore 449269. The company is listed on the Singapore Exchange Securities Trading Limited. The financial statements are expressed in Singapore dollars and all values are rounded to the nearest thousand ($'000) except when otherwise indicated.

The principal activity of the company is that of investment holding.

The principal activities of the subsidiaries are disclosed in Note 12 to the financial statements.

The group incurred a net loss of $24,980,000 and $4,149,000 for the years ended December 31, 2012 and 2011 respectively and, as of that date, the group's and company's current liabilities exceed their current assets by $494,000 (2011 : $7,764,000) and $13,703,000 (2011 : $12,841,000) respectively. The combination of the circumstances described above indicate the existence of a material uncertainty which may cast significant doubt on (a) the group's and company's ability to generate sufficient operating cash flows in order to enable the group and the company to operate as going concerns and (b) the group's ability to generate sufficient revenue and operating cash flows in respect of the asset impairment assessment such that the recoverable amount is not lower than the carrying amount of the property, plant and equipment and goodwill of the group.

Management is of the view that the going concern assumption continues to be appropriate and additional provision for impairment loss on the property, plant and equipment and goodwill is not required based on the management financial forecast and projections prepared using the following key assumptions:

- Successful commercialisation of the new embedded Printed Circuit Board ("PCB") technology business which is expected to generate sufficient revenue and cash flows to supplement the existing business revenue and cash flow;

- Ability of the group to continue to generate sufficient cash flow from its future operations with an improvement in economic conditions in order to meet its day-to-day expenditure;

- Continued revolving credit facilities from the group's lenders to be available over the next twelve months; and

- There is no cash outflow required within the next 12 months even if Hongta were to exercise the option to put the shares of the subsidiary as disclosed in Note 17 of the financial statements.

1 GENERAL (cont'd)

Should the group and company be unable to continue in operational existence in the foreseeable future, the group and the company may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts other than in the amounts which they are currently recorded in the statements of financial position.

In addition, the group and company may have to provide for additional impairment loss for the property, plant and equipment and goodwill, provide for further liabilities that may arise and to reclassify non-current assets and liabilities to current. No adjustments have been made in the financial statements in respect of this.

The consolidated financial statements of the group and the statement of financial position and statement of changes in equity of the company for the year ended December 31, 2012 were authorised for issue by the Board of Directors on March 26, 2013.