

## Report of Independent Accountants

The Board of Directors

AISIN SEIKI CO., LTD.

We have audited the accompanying consolidated balance sheets of AISIN SEIKI CO., LTD. and its consolidated subsidiaries as of 31st March, 2001 and 2000, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended, all expressed in Japanese Yen. Our audits were made in accordance with auditing standards, procedures and practices generally accepted and applied in Japan and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the consolidated financial statements referred to above present fairly the consolidated financial position of AISIN SEIKI CO., LTD. and its consolidated subsidiaries as of March 31, 2001 and 2000, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles and practices generally accepted in Japan (see Note 1) applied on a consistent basis, except for the change in the method of recognizing retirement benefits for directors and corporate auditors as described in Note 4.

As described in Note 4, effective from the year ended March 31, 2001, AISIN SEIKI CO., LTD. and its consolidated subsidiaries have adopted new Japanese accounting standards for financial instruments, retirement benefits, and foreign currency translation.

The amounts expressed in U.S. dollars, which are provided solely for the convenience of the reader, have been translated on the basis set forth in Note 2 to the accompanying consolidated financial statements.

*ChuoAoyama Audit Corporation*

ChuoAoyama Audit Corporation

Nagoya, Japan

June 27, 2001