

ChuoAoyama PricewaterhouseCoopers

PRICEWATERHOUSECOOPERS 

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### Report of Independent Auditors

To the Board of Directors and Shareholders of AISIN SEIKI CO., LTD.

We have audited the accompanying consolidated balance sheets of AISIN SEIKI CO., LTD. and its subsidiaries as of March 31, 2005 and 2004, and the related consolidated statements of income, shareholders' equity, and cash flows for the years then ended, all expressed in Japanese Yen. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Aisin Seiki Co., Ltd. and its subsidiaries as of March 31, 2005 and 2004, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in Japan.

As described in Note 4(9), effective for the year ended March 31, 2005, Aisin Seiki Co., Ltd. and its subsidiaries have applied "Partial Amendment of Accounting Standard for Retirement Benefits".

As described in Note 4(14), effective for the year ended March 31, 2005, Aisin Seiki Co., Ltd. and its subsidiaries have changed the method to translate revenues and expenses of foreign subsidiaries and affiliates accounted for under equity method.

As described in Note 4(7), effective for the year ended March 31, 2005, Aisin Seiki Co., Ltd. and its subsidiaries have applied "Accounting Standard for Impairment of Fixed Assets".

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 PricewaterhouseCoopers*

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Nagoya, Japan

June 23, 2005