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致中國稀土控股有限公司列位股東
(前稱宜興新威控股有限公司)
(於開曼群島成立之有限公司)

**AUDITORS' REPORT TO THE SHAREHOLDERS OF
CHINA RARE EARTH HOLDINGS LIMITED
(FORMERLY KNOWN AS YIXING XINWEI HOLDINGS LIMITED)**
(Incorporated in the Cayman Islands with limited liability)

本核數師已完成審核第32至第75頁之財務報表，該等財務報表乃按照香港普遍採納之會計原則編製。

We have audited the financial statements on pages 32 to 75 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

董事及核數師各自之責任

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

編製真實兼公平之財務報表乃 貴公司董事之責任。在編製該等真實兼公平之財務報表時，董事必須採用適當之會計政策，並貫徹應用該等會計政策。

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.

本核數師之責任是根據審核之結果，對該等財務報表作出獨立意見，並向股東報告。

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

意見之基礎

BASIS OF OPINION

本核數師已按照香港會計師公會所頒佈之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所載數額及披露事項有關之憑證，亦包括評審董事於編製財務報表時所作之重大估計和判斷，所採用之會計政策是否適合 貴公司與 貴集團之具體情況，及有否貫徹應用該等會計政策並作出充分披露。

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 judgements 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 the Group, consistently applied and adequately disclosed.

本核數師在策劃和進行審核工作時，均以取得所有本核數師認為必需之資料及解釋為目標，以便獲得充分憑證，就該等財務報表是否存在有重大錯誤陳述，作出合理之確定。在作出意見時，本核數師亦已評估該等財務報表所載之資料在整體上是否足夠。本核數師相信有關審核工作已為下列意見提供合理之基礎。

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.

意見

本核數師認為，上述之財務報表在各重大方面足以真實且公平地顯示 貴公司與 貴集團於二零零零年十二月三十一日結算時之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並按照香港公司條例之披露規定編製。

安達信公司
執業會計師

香港，二零零一年三月二十八日

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as of 31 December 2000 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.

Arthur Andersen & Co
Certified Public Accountants

Hong Kong,
28 March 2001