

Deloitte.

德勤

致：上海聯合水泥股份有限公司
(於百慕達註冊成立之有限公司)
列位股東

本核數師行已完成審核貴集團載於第57頁至第123頁按照香港普遍採納之會計準則編製之綜合財務報表。

董事及核數師之個別責任

貴公司之董事須負責編製真實與公平之綜合財務報表。在編製該等提供真實與公平意見之綜合財務報表時，董事必須選擇合適之會計政策並貫徹採用。

本行之責任是根據本行審核工作的結果並按照百慕達公司法第90條，對該等財務報表表達獨立的意見，僅向全體股東作出報告。除此以外，本報告不得用於其他用途。本行毋須就本報告之內容向任何其他人士負上或承擔任何責任。

意見之基礎

本行是按照香港會計師公會發出的香港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，亦包括評估董事於編製該等財務報表時所作之主要估計和判斷、所釐定之會計政策是否適合貴集團之具體情況，及是否貫徹應用並足夠地披露該等會計政策。

**TO THE MEMBERS OF
SHANGHAI ALLIED CEMENT LIMITED**
(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Shanghai Allied Cement Limited (the "Company") and its subsidiaries (the "Group") from pages 57 to 123 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for the preparation of consolidated financial statements which give a true and fair view. In preparing consolidated financial statements 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 consolidated financial statements and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the consolidated financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the consolidated financial statements, and of whether the accounting policies are appropriate to the circumstances of the Group, consistently applied and adequately disclosed.

意見之基礎(續)

本行在策劃和進行審核工作時，均以取得一切本行認為必需的資料及解釋為目標，使本行能獲得充份的憑證，就該等財務報表是否存有重要錯誤陳述，作出合理的確定。在表達意見時，本行亦已衡量該等財務報表所載資料在整體上是否足夠。本行相信，本行之審核工作已為本行之意見建立合理之基礎。

意見

本行認為上述綜合財務報表均真實與公平地反映貴集團於二零零五年十二月三十一日的財務狀況及貴集團截至該日止全年之虧損及現金流量，並已按照香港公司條例之披露要求妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港，二零零六年三月二十三日

BASIS OF OPINION (Continued)

We have 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 consolidated financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st December, 2005 and of the loss 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.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 23rd March, 2006