

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

For illustrative purpose only, the pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules, is set out here to provide the prospective investors with further information about how the proposed listing might have affected the financial position of the Group after completion of the Share Offer.

Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a true picture of the actual financial position of the Group as at 31 December 2006 or at any further date.

A. UNAUDITED PRO FORMA NET TANGIBLE ASSETS

The following statement of unaudited pro forma net tangible assets of the Group is to illustrate the impact of the estimated net proceeds of the Share Offer on the consolidated net tangible assets of the Group as if the Share Offer had taken place on 31 December 2006. It is prepared for illustrative purposes only and because of its nature, it may not give a true picture of the Group's financial position as at 31 December 2006 or at any future date.

The statement of unaudited pro forma net tangible assets of the Group is based on the audited consolidated net tangible assets of the Group as at 31 December 2006, as shown in the accountants' report, the text of which is set out in appendix I to this prospectus and adjusted as follows:—

	Audited consolidated net tangible assets of our Group as at 31 December 2006 <i>(Note 1)</i> <i>(RMB'000)</i>	Estimated net proceeds from the Share Offer <i>(Note 2)</i> <i>(RMB'000)</i>	Unaudited pro forma net tangible assets of the Group <i>(RMB'000)</i>	Unaudited pro forma net tangible assets per Share <i>(Note 3)</i> <i>(RMB)</i>
Based on an Offer Price of HK\$1.48 per Share	446,751	347,287	794,038	0.79
Based on an Offer Price of HK\$1.92 per Share	446,751	453,062	899,813	0.90

Notes:

- The audited consolidated net tangible assets as of 31 December 2006 is extracted from the accountants' report set out in appendix I to this prospectus.
- The estimated net proceeds from the Share Offer are based on indicative Offer Prices of HK\$1.48 and HK\$1.92 per Share and on the basis of 250,000,000 New Shares to be offered under the Share Offer, after deduction of the underwriting fees and other related expenses

payable by the Company without taking into account any Shares which may be issued upon the exercise of the Over-allocation Option.

3. The unaudited pro forma net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 1,000,000,000 Shares were in issue after completion of the Share Offer and the Capitalisation Issue but without taking into account any Shares which may be issued upon the exercise of the Over-allocation Option and any option which may be granted under the Share Option Scheme or any Shares which may be allotted and issued or repurchased by the Company pursuant to the Issuing Mandate and the Repurchase Mandate.
4. The Group's property interests were valued by Vigers Appraisal & Consulting Limited as at 31 March 2007 and the valuation report was set out in appendix III to this prospectus. The net revaluation surplus, representing the excess of market value of the property interests of RMB260.66 million over their unaudited net book value of RMB205.18 million as at 31 March 2007, is approximately RMB55.48 million. Such revaluation surplus has not been included in the Group's financial statements. Had the revaluation surplus been incorporated in the Group's financial statements, an additional depreciation charge of approximately RMB1.59 million per annum would be charged.

**B. COMFORT LETTER ON UNAUDITED PRO FORMA FINANCIAL INFORMATION
RELATING TO THE NET TANGIBLE ASSETS**

The following is the text of a report received from the Company's reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Prospectus.

Deloitte.
德勤

29 May 2007

The Directors
Tianneng Power International Limited

ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

We report on the unaudited pro forma financial information of Tianneng Power International Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") (the "Unaudited Pro Forma Financial Information"), which has been prepared by the directors of the Company for illustrative purposes only, to provide information about how the placing and public offer of 300,000,000 Shares of HK\$0.10 each in the Company at not more than HK\$1.92 per offer share and expected to be not less than HK\$1.48 per offer share might have affected the financial information presented, for inclusion in the prospectus dated 29 May 2007 (the "Prospectus"). The basis of preparation of the Unaudited Pro Forma Financial Information is set out in Appendix II of the Prospectus.

Respective responsibilities of directors of the Company and reporting accountants

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants.

It is our responsibility to form an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company. The engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purpose only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the financial position of the Group as at 31 December 2006 or any future date.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group, and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong