

The following information does not form part of the Accountants' Report prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this prospectus, and is included herein for information only.

The unaudited pro forma financial information should be read in conjunction with the section entitled "Financial Information" in this prospectus and the "Accountants' Report" set forth in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company which has been prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is included here to illustrate the effect of the Global Offering on our consolidated net tangible assets attributable to owners of the Company as of June 30, 2012 as if it had taken place on June 30, 2012.

Our unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of our financial position had the Global Offering been completed as of June 30, 2012 or any future date. It is prepared based on our audited consolidated net assets as of June 30, 2012 as set forth in the Accountants' Report in Appendix I to this prospectus, and adjusted as described below. Our unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company does not form part of the Accountants' Report in Appendix I to this prospectus.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2012 ⁽¹⁾	Estimated net proceeds from the Global Offering ⁽²⁾	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share ⁽⁴⁾	
	(RMB in thousands)	(RMB in thousands)	(RMB in thousands)	(RMB) ⁽³⁾	(HK\$) ⁽³⁾
Based on the Offer Price					
HK\$12.28.....	6,594,421	2,093,653	8,688,074	5.36	6.60
Based on the Offer Price					
HK\$10.38.....	6,594,421	1,752,506	8,346,927	5.15	6.34

Notes:

- (1) Our audited consolidated net tangible assets attributable to owners of the Company as of June 30, 2012 is extracted from the Accountants' Report in Appendix I to this prospectus, which is based on our audited consolidated equity attributable to owners of the Company as of June 30, 2012 of RMB6,602.0 million with an adjustment for intangible assets attributable to owners of the Company as of June 30, 2012.
- (2) The estimated net proceeds from the Global Offering are based on 221,122,000 H Shares and the Offer Price of HK\$10.38 or HK\$12.28 per Offer Share, being the low-end and high-end of the indicative Offer Price range, respectively, after deduction of the underwriting fees and other related expenses, and does not take into account the related expenses already recognized in the income statement on or before June 30, 2012 and any H Shares which may be issued upon the exercise of the Over-allotment Option. The estimated net proceeds from the Global Offering is converted to Renminbi at the rate of HK\$1.00:RMB0.8120. No representation is made that the Renminbi amounts have been, could have been or could be converted into Hong Kong dollars, or vice versa, at that rate or at any other rates at all.

- (3) Our unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 1,621,122,000 H Shares were in issue assuming that the Global Offering has been completed on June 30, 2012 based on the Offer Price, taking no account of any H Shares which may be issued upon the exercise of the Over-allotment Option. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is converted to Hong Kong dollars at the rate of HK\$1.00:RMB0.8120. No representation is made that the Renminbi amounts have been, could have been or could be converted into Hong Kong dollars, or vice versa, at that rate or at any other rates at all.
- (4) No adjustment has been made to reflect any of our trading results or other transactions entered into subsequent to June 30, 2012.

B. UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The following unaudited pro forma forecast earnings per Share for the year ending December 31, 2012 has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on January 1, 2012. This unaudited pro forma forecast earnings per Share has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of financial results of the Group for the year ending December 31, 2012 or any future periods.

Forecasted consolidated profit attributable to owners of the Company for the year ending December 31, 2012 ⁽¹⁾⁽³⁾	Not less than RMB1,582 million (approximately HK\$1,948 million)
Unaudited pro forma forecast earnings per Share ⁽²⁾⁽³⁾	Not less than RMB97 cents (approximately HK\$1.20)

Notes:

- (1) The bases and assumptions on which the forecasted consolidated profit attributable to owners of the Company for the year ending December 31, 2012 are presented in Appendix IV to this prospectus. The profit forecast prepared by the directors of the Company is based on the audited results of the Group for the six months ended June 30, 2012, the results shown in the unaudited management accounts of the Group for the three months ended September 30, 2012 and a forecast of the results of the Group for the remaining three months of the financial year ending December 31, 2012.
- (2) The unaudited pro forma forecast earnings per Share is based on the forecasted consolidated profit attributable to owners of the Company for the year ending December 31, 2012 and assuming the Global Offering had been completed on January 1, 2012 and a total of 1,621,122,000 Shares has been in issue throughout the year ending December 31, 2012. The 1,621,122,000 shares is calculated based on the 1,400,000,000 shares in issued and outstanding at the date of the Prospectus, and 221,122,000 shares to be issued pursuant to the Global Offering. The calculation assumes that the Over-allotment Option had not been exercised.
- (3) For the purpose of this unaudited pro forma forecast earnings per Share, the amounts stated in RMB are converted into Hong Kong dollars at exchange rate of HK\$1.00:RMB0.8120. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate or at any other rates at all.

C. ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, in respect of the Group's pro forma financial information for the purpose of incorporation in this prospectus.

**ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

To the Directors of Zhengzhou Coal Mining Machinery Group Company Limited

We report on the unaudited pro forma financial information of Zhengzhou Coal Mining Machinery Group Company Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), which has been prepared by the directors of the Company for illustrative purposes only, to provide information about how the proposed global offering might have affected the financial information presented, for inclusion in Appendix III to the prospectus dated November 22, 2012 (the "Prospectus"). The basis of preparation of the unaudited pro forma financial information is set out in sections A and B of Appendix III to 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. This 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.

Our work has not been carried out in accordance with the auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it has been carried out in accordance with those standards.

The unaudited pro forma financial information is for illustrative purpose only, based on the judgments 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 future and may not be indicative of:

- the financial position of the Group as at June 30, 2012 or any future date; or
- the earnings per share of the Group for the year ending December 31, 2012 or any future period.

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

November 22, 2012