

*Our forecast consolidated profit attributable to owners of the Company for the year ending December 31, 2012 is set out in the section headed “Financial Information — Profit Forecast” in this prospectus.*

#### **A. BASES AND ASSUMPTIONS**

The Directors have prepared the forecast consolidated profit attributable to owners of the Company for the year ending December 31, 2012 (the “Profit Forecast Period”) 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.

The forecast has been prepared on the basis of the accounting policies consistent in all material respects with those currently adopted by the Group as set out in the accountants’ report on the financial information of the Group for the three years ended December 31, 2011 and the six months ended June 30, 2012 as set out in Appendix I to this prospectus and is based on the following principal assumptions:

1. There will be no material changes in existing political, legal, fiscal, market or economic conditions in China or any other countries or territories in which we currently operate or are established, where the Group’s customers carry out business, to which the Group exports our products or from which the Group import our raw materials, or which are otherwise material to our business.
2. There will be no material changes in the existing legislations, regulations or rules governing the coal mining industry or government policies (economic, political or legal) in China or any other countries or jurisdiction where we currently operate or are established, where the Group’s customers carry out business, to which the Group exports our products or from which the Group import our raw materials, or where we have arrangements or agreements, which may materially adversely affect our business (including but not limited to the sales of hydraulic roof supports).
3. There will be no material changes in the bases or rates of taxation or duties in China or any other countries or territories in which we operate or are established, except as otherwise disclosed in this prospectus.
4. There will be no material changes in global macroeconomic conditions. There will be no material changes in the inflation rate, interest rates or exchange rates in China or any other countries or jurisdiction where we operate or are established, or which is otherwise material to the Group’s revenue during the Profit Forecast Period.
5. There will be no wars, military incidents, natural disasters, pandemic diseases, or other force majeure events that may have a material impact on our business during the Profit Forecast Period.

6. The Group's production and operation will not be significantly affected by interruptions of the supplies of raw materials and spare parts, which mainly include but not limited to steel.
7. There will be no adverse impact on the operations of the Group resulting from labor shortages, industrial disputes, technical barriers and any other factors outside the control of the management. In addition, the Group will be able to recruit sufficient employees to meet the operation requirements during the Profit Forecast Period.
8. There will be no material changes in the existing regulations and calculation method applicable to staff welfare and social insurance of the Group during the Profit Forecast Period.
9. The operation licenses and qualification certificates currently held by the Group will not be revoked and will be renewed upon expiry without incurring significant costs, if applicable.
10. There will be no material litigation or contract dispute threatened or pending against the Group, and other contingent liability, which may adversely affect the operating results, financial positions and cash flow from operating activities of the Group.
11. The Group's operations and business will not be materially affected or interrupted by competition and any events or unforeseeable factors that are beyond the control of the management.
12. It is assumed that there will be no government action, or any other unforeseen circumstances beyond the control of the management which will have material adverse effect on the operations and results of the Group.
13. There will be no material changes in technology, industry, safety standards, and environmental protection regulations in connection with manufacture and sales of hydraulic roof supports that would have a significant negative impact on the Group's operation in the PRC.
14. The Group's operations and financial performance will not be materially and adversely impacted by any of the risk factors set out in the section headed "Risk Factors" in this prospectus.

**B. LETTER FROM THE REPORTING ACCOUNTANTS**

*The following is the text of a letter, prepared for inclusion in this prospectus, received from the reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, in respect of the forecast of the consolidated profit attributable to the owners of the Company for the year ending December 31, 2012*

**Deloitte.**  
**德勤**

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Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong

November 22, 2012

The Directors  
Zhengzhou Coal Mining Machinery Group Company Limited  
UBS Securities Hong Kong Limited  
J.P. Morgan Securities (Far East) Limited

Dear Sirs,

We have reviewed the accounting policies adopted and calculations made in arriving at the forecast of the consolidated profit of Zhengzhou Coal Mining Machinery Group Company Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) for the year ending December 31, 2012 attributable to owners of the Company (the “Forecast”), for which the directors of the Company are solely responsible, as set out in the prospectus dated November 22, 2012 issued by the Company (the “Prospectus”). The Forecast is prepared 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.

In our opinion, the Forecast, so far as the accounting policies and calculations are concerned, has been properly compiled on the basis of the assumptions made by the directors of the Company as set out in part A of Appendix IV to the Prospectus and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in our accountants’ report on the financial information of the Group for the three years ended December 31, 2011 and the six months ended June 30, 2012 as set out in Appendix I to the Prospectus.

Yours faithfully,

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

**C. LETTER FROM THE JOINT SPONSORS**

*The following is the text of a letter prepared by the Joint Sponsors for the purpose of incorporation in this prospectus, in connection with the forecast of the consolidated profit attributable to owners of the Company for the year ending December 31, 2012.*

**J.P.Morgan**

November 22, 2012

To: The Directors

Zhengzhou Coal Mining Machinery Group Company Limited

Dear Sirs,

We refer to the forecast of the consolidated profit attributable to owners of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) for the year ending December 31, 2012 (the “**Profit Forecast**”) as set out in the prospectus issued by the Company dated November 22, 2012 (the “**Prospectus**”).

We understand that the Profit Forecast has been prepared 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.

We have discussed with you the bases and assumptions made by the directors of the Company (the “**Directors**”) as set out in Appendix IV to the Prospectus upon which the Profit Forecast has been made. We have also considered the letter dated November 22, 2012 addressed to yourselves and ourselves from Deloitte Touche Tohmatsu, regarding the accounting policies and calculations upon which the Profit Forecast has been made.

On the basis of the information comprising the Profit Forecast and on the basis of the accounting policies and calculations adopted by you and reviewed by Deloitte Touche Tohmatsu, we are of the opinion that the Profit Forecast, for which you as the Directors are solely responsible, has been made after due and careful enquiry and consideration.

Yours faithfully,

For and on behalf of  
**UBS Securities Hong Kong Limited**

**Michael Ngai**  
*Managing Director*  
**Yao Liu**  
*Director*

For and on behalf of  
**J.P. Morgan Securities (Far East) Limited**

**David Pak Wai Lau**  
*Managing Director*  
**Jianhong Liang**  
*Executive Director*