

The information set forth in this appendix does not form part of the accountants' report prepared by KPMG, 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 illustrative purposes only.

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

A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following statement of unaudited pro forma adjusted net tangible assets of our Group prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out below to illustrate the effect of the Global Offering on the net tangible assets of our Group as of September 30, 2013 as if the Global Offering had taken place on September 30, 2013.

The unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as of September 30, 2013 or at any future date.

	Consolidated net tangible assets attributable to equity shareholders of the Company as of September 30, 2013 ⁽¹⁾⁽³⁾ RMB'000	Estimated net proceeds from the Global Offering ⁽⁴⁾⁽⁵⁾ RMB'000	Unaudited pro forma adjusted net tangible assets ⁽²⁾ RMB'000	Unaudited pro forma adjusted net tangible assets per Share ⁽⁶⁾ RMB HK\$	
Based on an Offer Price of HK\$1.00 per Share	387,049	381,402	768,451	0.37	0.46
Based on an Offer Price of HK\$1.20 per Share	387,049	461,742	848,791	0.40	0.51

Notes:

- (1) The consolidated net tangible assets attributable to equity shareholders of the Company as of September 30, 2013 is compiled based on the consolidated financial information included the Accountants' Report set out in Appendix I to this prospectus, which is based in the consolidated net assets attributable to equity shareholder of the Company of RMB434,583,000 less goodwill of RMB39,308,000 and intangible assets of RMB8,226,000 as of September 30, 2013.
- (2) No adjustment has been made to the unaudited pro forma adjusted net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to September 30, 2013. In particular, the unaudited pro forma adjusted net tangible assets of the Group do not take into account the exercise of the share options under Yu Share Option Agreement by Mr. Yu on October 16, 2013 with a consideration of RMB64,000,000 that was fully settled by way of setting off an equivalent amount due to Mr. Yu from the Group.

- (3) Our property interests as of November 30, 2013 have been valued by DTZ Debenham Tie Leung Limited, an independent property valuer, the details of which are set out in Appendix IV to this Prospectus. The above unaudited pro forma statement of adjusted net tangible assets does not take into account the deficit attributable to the equity shareholders of the Company arising from the revaluation of the Group's property interests amounting to RMB26.2 million. The revaluation deficit will not be incorporated in the Group's financial statements in the future.

If the revaluation deficit had been recorded in our Group's financial statements, annual depreciation would have decreased by approximately RMB1.3 million and been credited to the Group's profit or loss.

- (4) The estimated net proceeds to us from the Global Offering are based on the indicative offer prices of HK\$1.0 and HK\$1.20 per Share, after deduction of the underwriting commissions and other listing related expenses (excluding approximately RMB19.8 million listing expenses which have been accounted for prior to September 30, 2013) to be borne by us. It does not take into account any Shares which may be issued upon the exercise of the Over-allotment Option.
- (5) For the purpose of estimated net proceeds from the Global Offering and the calculation of the unaudited pro forma adjusted net tangible assets per Share, the translation between Renminbi and HK dollars was made at the rate of HK\$1 = RMB0.7929, the central parity exchange rate for the HK dollars to the Renminbi on September 30, 2013 published by PBOC.
- (6) The unaudited pro forma adjusted net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis that 2,098,321,600 Shares (including the shares in issue as of September 30, 2013, shares issued upon the exercise of share options by Mr. Yu on October 16, 2013, shares that may be issued under the Capitalization Issue and the Global Offering) were in issue immediately following the completion of the Global Offering. It does not take into account of any Shares which may be issued upon the exercise of the Over-allotment Option.

B. UNAUDITED PRO FORMA ESTIMATED EARNINGS PER SHARE

The following unaudited pro forma estimated earnings per Share for the year ended December 31, 2013 have 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, 2013. This unaudited pro forma estimated earnings per Share had been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial results of the Group for the year ended December 31, 2013 or for any future period.

Estimated consolidated profit attributable to equity shareholders of the Company ^{(1), (3)}	not less than RMB230.0 million (approximately HK\$292.5 million)
Unaudited pro forma estimated earnings per Share ^{(2), (3)}	not less than RMB0.11 (approximately HK\$0.14)

Notes:

- (1) The bases on which the above profit estimate has been prepared are summarized in Appendix III to this prospectus.
- (2) The calculation of the unaudited pro forma estimated earnings per Share is based on the estimated consolidated net profit attributable to equity shareholders of the Company for the year ended December 31, 2013, assuming that a total of 2,098,321,600 shares had been in issued during the entire year without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option.
- (3) The unaudited pro forma estimated earnings per Share in Renminbi are converted to HK dollars at the rate of RMB1.00 to HK\$1.2719 prevailing at December 31, 2013. Such translations should not be construed as representations that amounts in HK dollars were or may have been converted into Renminbi at such rates or any other exchange rates, or vice versa.

C. REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the purpose of incorporation in this prospectus, received from the Company's reporting accountants, KPMG, Certified Public Accountants, Hong Kong, in respect of the unaudited pro forma financial information of the Group:



8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong

February 11, 2014

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF PRO FORMA FINANCIAL INFORMATION****TO THE DIRECTORS OF CHINA METAL RESOURCES UTILIZATION LIMITED**

We have completed our assurance engagement to report on the compilation of pro forma financial information of China Metal Resources Utilization Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets as at September 30, 2013 and the unaudited pro forma estimated earnings per share for the year ended December 31, 2013 and related notes as set out in Parts A and B of Appendix II to the prospectus dated February 11, 2014 (the "Prospectus") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Parts A and B of Appendix II to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed offering of the ordinary shares of the Company (the "Global Offering") on the Group's financial position and the estimated financial performance of the Company for the year ended December 31, 2013 as if the Global Offering had taken place at September 30, 2013 and January 1, 2013, respectively. As part of this process, information about the Group's financial position as at September 30, 2013 has been extracted by the Directors from the Group's historical financial statements included in the Accountants' Report as set out in Appendix I to the Prospectus. Information about the Group's estimate of the consolidated profit attributable to the equity shareholders of the Company for the year ended December 31, 2013 (the "Profit Estimate") has been extracted by the Directors from the section headed "Financial Information" in the Prospectus on which a letter from us has been issued as set out in Appendix III to the Prospectus.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 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" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the 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 pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical or estimated financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of events or transactions as at January 1, 2013 or September 30, 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our procedures on the pro forma financial information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America, auditing standards of the Public Company Accounting Oversight Board (United States) or any overseas standards and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled 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 pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

KPMG*Certified Public Accountants*

Hong Kong