

THIS INFORMATION PACK IS IN DRAFT FORM. The information contained in it is incomplete and is subject to change. This Information Pack must be read in conjunction with the section headed "Warning" on the cover of this Information Pack.

**APPENDIX II**

**UNAUDITED PRO FORMA FINANCIAL INFORMATION**

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

*The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this document and the "Accountants' Report" set out in Appendix IA and Appendix IB to this document.*

**APPENDIX II**

**UNAUDITED PRO FORMA FINANCIAL INFORMATION**

**A. UNAUDITED PRO FORMA COMBINED INCOME STATEMENT AND COMBINED STATEMENT OF CASH FLOWS**

As set out in the section "Business" to this document, on July 22, 2008 the Group acquired 100% interest in Mega Smart.

Set out below is the Unaudited Pro Forma Combined Financial Information of the Group and the Mega Smart Group (the "Combined Group"), including the unaudited pro forma combined income statement and unaudited pro forma combined cash flow statement for the year ended December 31, 2008 (the "Relevant Period"). The Unaudited Pro Forma Combined Financial Information of the Combined Group has been prepared for the purpose to illustrate the effects of the acquisition of Mega Smart Group by the Group as if it had been completed on January 1, 2008.

The Unaudited Pro Forma Combined Financial Information for the Relevant Period is prepared based on the audited financial information of the Group for the year ended December 31, 2008 as set out in Appendix IA to this document and the audited financial information of Mega Smart for the period from January 1, 2008 to July 22, 2008 as set out in Appendix IB to this document after having incorporated the unaudited pro forma adjustments described in the accompanying notes.

The Unaudited Pro Forma Combined Financial information of the Combined Group is based on a number of assumptions, estimates, uncertainties, and currently available information. As a result of these assumptions, estimates and uncertainties, the Unaudited Pro Forma Combined Financial Information of the Combined Group does not purport to describe the actual results and cash flows of the Group that would have been attained had the acquisition been completed on January 1, 2008. Further, the Unaudited Pro Forma Combined Financial Information of the Combined Group does not purport to predict the Combined Group's future results or cash flows.

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**Unaudited Pro Forma Combined Income Statement**

*For the year ended December 31, 2008*

	The Group  RMB'000	The Mega Smart Group  RMB'000	Subtotal  RMB'000	Pro forma adjustments			Pro forma Combined Group  RMB'000
				(Note 1) RMB'000	(Note 2) RMB'000	(Note 5) RMB'000	
Revenue .....	431,073	202,298	633,371	(68,977)			564,394
Cost of Sales .....	(321,397)	(159,661)	(481,058)	68,977			412,081
Gross profit .....	109,676	42,637	152,313	—	—	—	152,313
Selling and distribution expenses .....	(6,708)	(4,158)	(10,866)				(10,866)
Administrative expenses .....	(33,249)	(25,858)	(59,107)		(1,773)		(60,880)
Other income and other gains and losses .....	4,259	14,312	18,571				18,571
Finance costs .....	(1,939)	(246)	(2,185)				(2,185)
Share of profit of a jointly controlled entity .....	—	14,531	14,531	—	—	(14,531)	—
Profit before tax .....	72,039	41,218	113,257	—	(1,773)	(14,531)	96,953
Taxation .....	(11,984)	(13,466)	(25,450)		340	681	(24,429)
Profit for the year .....	<u>60,055</u>	<u>27,752</u>	<u>87,807</u>	<u>—</u>	<u>(1,433)</u>	<u>(13,850)</u>	<u>72,524</u>
Attributable to owners of the Company	<u>60,055</u>	<u>27,752</u>	<u>87,807</u>	<u>—</u>	<u>(1,433)</u>	<u>(13,850)</u>	<u>72,524</u>

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**Unaudited Pro Forma Combined Statements of Cash Flow**

*For the year ended December 31, 2008*

	The Group <u>RMB'000</u>	Mega Smart Group <u>RMB'000</u>	Subtotal <u>RMB'000</u>	(Note 2) <u>RMB'000</u>	(Note 3) <u>RMB'000</u>	(Note 4) <u>RMB'000</u>	(Note 5) <u>RMB'000</u>	(Note 6) <u>RMB'000</u>
Profit before tax .....	72,039	41,218	113,257	(1,773)		(14,531)		96,953
Adjustments for:								
Finance costs .....		1,939	246	2,185				2,185
Interest income .....		(1,902)	(76)	(1,978)				(1,978)
Profit on construction under service concession arrangements .....		(5,606)	—	(5,606)				(5,606)
Loss on disposal of property, plant and equipment .....		25	44	69				69
Amortization of intangible assets .....		1,368	194	1,562				3,335
Release of prepaid lease payments .....		222	129	351				351
Depreciation of property, plant and equipment .....		5,074	1,919	6,993				6,993
Allowance for bad and doubtful debts .....		1,748	—	1,748				1,748
Share of profit of a jointly controlled entity .....		—	(14,531)	(14,531)				—
Loss on disposal of available-for-sale investment .....		—	1,862	1,862				1,862
Subsidy income .....		—	(15,320)	(15,320)				(15,320)
Operating cash flows before movements in working capital .....	74,907	15,665	90,592	—	—	—	—	90,592
Decreases (increase) in inventories .....		3,887	(23,198)	(19,311)				(19,311)
Increase (decrease) in trade and other receivables .....		(115,992)	467	(115,525)				(115,525)
Decrease (increase) in amounts due from customers for contract work .....		6,398	(17,861)	(11,463)				(11,463)
Increase in amounts due from related parties .....		(10,310)	(31,379)	(41,689)				—
Increase in trade and other payables .....		8,406	38,605	47,011				47,011
Increase in amounts due to related parties .....		31,379	10,310	41,689				—
Increase in amounts due to customers for contract work .....		911	6,724	7,635				7,635
Cash generated from operations .....		(414)	(647)	(1,061)				(1,061)
Income taxes paid .....		(9,202)	(506)	(9,708)				(9,708)
<b>NET CASH USED IN OPERATING ACTIVITIES .....</b>	<b>(9,616)</b>	<b>(1,153)</b>	<b>(10,769)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(10,769)</b>

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	The Group <u>RMB'000</u>	Mega Smart Group <u>RMB'000</u>	Subtotal <u>RMB'000</u>	(Note 2) <u>RMB'000</u>	(Note 3) <u>RMB'000</u>	(Note 4) <u>RMB'000</u>	(Note 5) <u>RMB'000</u>	(Note 6) <u>RMB'000</u>	Pro forma adjustments Combined Group <u>RMB'000</u>
<b>INVESTING ACTIVITIES</b>									
Interest received .....									
.....	499	76	575						575
Acquisition of a subsidiary .....	30,113	—	30,113						(2,202)
Payments for acquisition of property, plant and equipment .....	(27,893)	(55,477)	(83,370)						(83,370)
Payments for prepaid lease payments .....	(3,000)	(5,833)	(8,833)						(8,833)
Payments for construction of infrastructure in service concession arrangement .....	(47,776)	(20,280)	(68,056)						(68,056)
Proceeds from disposal of property, plant and equipment .....	—	13	13						13
Proceeds on disposal of interest in a jointly controlled entity .....	(107,201)	(4,957)	(112,158)						(6,438)
(Advance to) repayment from related parties .....	(110)	—	(110)						—
(Advance to) repayment from shareholder .....	(5,630)	(1,262)	(6,892)						5,008
Increase in pledged bank deposits .....	(160,998)	(81,282)	(242,280)	—					(110)
<b>NET CASH USED IN INVESTING ACTIVITIES .....</b>	<b>(163,867)</b>								<b>(6,892)</b>
<b>FINANCING ACTIVITIES</b>									
New bank borrowings raised .....	82,000	30,000	112,000						112,000
Repayment of bank borrowings .....	(70,000)	(10,000)	(80,000)						(80,000)
Interest paid .....	(4,487)	(246)	(4,733)						(4,733)
Proceeds from issue of shares .....	196,711	—	196,711						196,711
Advances from (repayment to) shareholders .....	15,302	(724)	14,578	—					14,578
Decreed distribution to shareholders .....	(6,445)	—	(6,445)						(7)
Advance from related parties .....	4,957	95,060	100,017	—					(17,49)
<b>NET CASH FROM FINANCING ACTIVITIES .....</b>	<b>218,038</b>	<b>114,090</b>	<b>332,128</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>221,400</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS .....</b>	<b>47,424</b>	<b>31,655</b>	<b>79,079</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>46,764</b>
Cash and cash equivalents at beginning of the year .....	39,508	6,689	46,197						39,508
Effect of foreign exchange rate changes .....	(7,442)	660	(6,782)						(6,782)
Cash and cash equivalents at July 22, 2008 .....	—	39,004	39,004						—
Cash and cash equivalents at end of the year .....	79,490	—	79,490						79,490
Net increase in cash and cash equivalents .....	<b>47,424</b>	<b>31,655</b>	<b>79,079</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>46,764</b>

Note (1) The adjustment represents the elimination of inter-group revenue and related costs of sales between the Group and the Mega Smart Group prior to the acquisition of the Mega Smart Group by the Group.

Note (2) The adjustment represents an additional amortisation charge of the identifiable intangible assets which had been recognized upon the acquisition of the Mega Smart Group for the period from January 1, 2008 to July 22, 2008.

Note (3) The adjustment represents the elimination of cash flows occurred during the acquisition of Mega Smart on July 22, 2008 and the recording of cashflow effect as if the acquisition of Mega Smart had been completed on January 1, 2008.

Note (4) The adjustment represents the elimination of inter-company cashflows between Mega Smart and the Group.

Note (5) The adjustment represents the elimination of the share of profits of a jointly controlled entity, SGTE, recognized in Mega Smart Group as SGTE has been accounted for as a wholly-owned subsidiary of the Group during the year ended December 31, 2008.

Note (6) The adjustment represents the elimination of the cashflow effect of the disposal of 51% interest of SGTE by the Mega Smart Group to the Group and acquisition of 49% of SGTE by the Group from the shareholders as part of the Group Reorganisation.

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**B. LETTER FROM THE REPORTING ACCOUNTANTS ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a letter received from the reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong for the purpose of incorporation in this document.*

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

**TO THE DIRECTORS OF GREENS HOLDINGS LTD**

We report on the unaudited pro forma financial information of Greens Holdings Ltd (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 acquisition of Mega Smart Investments Limited might have affected the financial information presented, for inclusion in Appendix II to this document dated . The basis of preparation of the unaudited pro forma financial information is set out in Appendix II to this document.

**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 applicable rules.

It is our responsibility to form an opinion, as required by applicable 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**

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.

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 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 future and may not be indicative of:

- the financial position of the Group as at May 31, 2009 or any future date;
- the earnings per share for the year ending December 31, 2009; or
- the results and cash flows of the Group for the year ended December 31, 2008 or any future period.

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**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.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong