
APPENDIX III — PROFIT FORECAST

The forecast of the combined profit attributable to equity shareholders of the Company for the year ending 31 December 2010 is set out in the section headed “Financial Information — Profit Forecast for the Year Ending 31 December 2010” in this prospectus.

A. BASES AND ASSUMPTIONS

The forecast of the combined profit attributable to equity shareholders of the Company for the year ending 31 December 2010 prepared by the Directors is based on the audited combined results of the Group for the six months ended 30 June 2010 and a forecast of the combined results of the Group for the remaining six months ending 31 December 2010. The forecast has been prepared on a basis consistent in all material respects with the accounting policies presently adopted by the Group as summarised in Appendix I to this prospectus and has been prepared on the following principal bases and assumptions:

1. There will be no material changes in the existing government policies or political, legal, fiscal market or economic conditions in the PRC including Hong Kong, the BVI, Australia and Singapore, or any of the countries in which members of the Group currently operate or are established.
2. There will be no material changes in legislation and regulations governing the processing and sale of coking coal industry in the PRC that will materially affect the business operation of the Group. There will be no material changes in legislation and regulations governing exploring and sale of coking coal industry in Mongolia that will materially affect the business operation of the Group.
3. There will be no material changes in inflation rate, PBOC interest rate or foreign currency exchange rate in the PRC including Hong Kong, the BVI, Australia and Singapore, or any of the countries in which members of the Group operate or are established.
4. There will be no material changes in the bases or rates of taxation or duties in the PRC including Hong Kong, the BVI, Australia and Singapore, or any of the countries in which members of the Group operate or are established.
5. The Group’s operations will not be adversely affected by occurrences such as labour shortage and labour dispute. The Group will be able to recruit enough employees to fulfil the Group’s planned production level.
6. There will be no material changes in existing safety and environmental protection standards applicable to the Group’s current operations.
7. The Group’s operations and business will not be severely interrupted by any force majeure events or other unforeseeable factors or any unforeseeable reasons that are beyond the control of the Board of Directors, including natural disasters or catastrophes, epidemics or serious accidents.
8. 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 the Prospectus.

APPENDIX III — PROFIT FORECAST

B. LETTER FROM OUR REPORTING ACCOUNTANTS

The following is the text of the letter from our reporting accountants of the Company, KPMG, Certified Public Accountants, Hong Kong, prepared for the purpose of incorporation in this prospectus in connection with the profit forecast for the year ending 31 December 2010.



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

27 September 2010

The Directors
Winsway Coking Coal Holdings Limited

Deutsche Bank AG, Hong Kong Branch
Goldman Sachs (Asia) L.L.C.

Dear Sirs,


We have reviewed, in accordance with the Auditing Guideline 3.341 "Accountants' report on profit forecasts" issued by the Hong Kong Institute of Certified Public Accountants, the accounting policies adopted and calculations made in arriving at the forecast of the combined profit attributable to equity shareholders of Winsway Coking Coal Holdings Limited ("the Company") and its subsidiaries (collectively referred to as "the Group") for the year ending 31 December 2010 ("the Profit Forecast"), for which the directors of the Company are solely responsible, as set forth in the section headed "Financial Information" in the prospectus of the Company dated 27 September 2010 ("the Prospectus").

The Profit Forecast has been prepared by the directors of the Company based on the audited combined financial statements of the Group for the six months ended 30 June 2010, the unaudited combined results for one month ended 31 July 2010 and a forecast of the combined results of the Group for the remaining five months ending 31 December 2010.

In our opinion, so far as the accounting policies and calculations are concerned, the Profit Forecast has been properly compiled in accordance with the assumptions made by the directors as set out in Appendix III of 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 dated 27 September 2010, the text of which is set out in Appendix I to the Prospectus.

Yours faithfully,
KPMG
Certified Public Accountants
Hong Kong

C. LETTER FROM THE JOINT SPONSORS

Deutsche Bank 
48th Floor, Cheung Kong Center
2 Queen's Road Central
Central
Hong Kong

**Goldman
Sachs**
68th Floor, Cheung Kong Center
2 Queen's Road Central
Central
Hong Kong

27 September 2010

The Directors
Winsway Coking Coal Holdings Limited

Dear Sirs,

We refer to the estimated combined net profit attributable to the shareholders of Winsway Coking Coal Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) for the year ending 31 December 2010 (the “**Forecast**”) as set out in the prospectus issued by the Company dated 27 September 2010 (the “**Prospectus**”).

The Forecast, for which the Directors of the Company are solely responsible, has been prepared by them based on the audited combined results of the Group for the six months ended 30 June 2010, the unaudited combined results for one month ended 31 July 2010 and a forecast of the combined results of the Group for the five months ending 31 December 2010.

We have discussed with you the bases made by the Directors of the Company as set out in Appendix III to the Prospectus upon which the Forecast has been made. We have also considered the letter dated 27 September 2010 addressed to yourselves and ourselves from KPMG regarding the accounting policies and calculations upon which the Forecast has been made.

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

Yours faithfully

For and on behalf of

Deutsche Bank AG, Hong Kong Branch

Goldman Sachs (Asia) L.L.C.

Douglas Morton
Managing Director

Angelo Zhang
Managing Director

Alex Schrantz
Managing Director