

The information set out in this appendix does not form part of the Accountants' Report prepared by Ernst & Young, Certified Public Accountants, Hong Kong, as set out in Appendix I, Appendix IA and Appendix IB to this Prospectus, and is included in this Prospectus for information only.

The unaudited pro forma financial information should be read in conjunction with "Financial Information" and "Appendix I — Accountants' Report of International Mining Machinery Holdings Limited".

The following unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out here to provide the investors with further information about (i) how the proposed Listing might have affected the net tangible assets of the Group as if the Global Offering had occurred on 31 July 2009; and (ii) how the proposed Listing might have affected the estimated earnings per share of the Group for the year ended 31 December 2009 as if the Global Offering had taken place on 1 January 2009. Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and positions of the financial periods concerns.

A. UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted consolidated net tangible assets of the Group have been prepared to show the effect on the consolidated net tangible assets of the Group as at 31 July 2009 as if the Global Offering had occurred on 31 July 2009.

The unaudited pro forma adjusted consolidated net tangible assets of the Group have been prepared for illustrative purposes only and, because of their nature, they may not give a true picture of the financial position of the Group

The following unaudited pro forma adjusted consolidated net tangible assets of the Group have been prepared based on the audited consolidated net assets of the Group as of 31 July 2009 as extracted from "Appendix I — Accountants' Report of International Mining Machinery Holdings Limited", and is adjusted as described below.

	Consolidated net tangible assets attributable to equity holders of the parent as at 31 July 2009 ⁽¹⁾	Estimated net proceeds from the Global Offering ⁽²⁾	Adjustment for certain expected material events subsequent to 31 July 2009 ⁽³⁾	Unaudited pro forma adjusted consolidated net tangible assets ⁽⁴⁾	Unaudited pro forma adjusted consolidated net tangible assets per share ⁽⁵⁾⁽⁶⁾	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB	HK\$
Based on an Offer Price of HK\$4.88 per Share	433,834	2,074,752	(374,424)	2,134,162	1.64	1.86
Based on an Offer Price of HK\$6.38 per Share	433,834	2,730,202	(533,298)	2,630,738	2.02	2.30

- (1) The consolidated net tangible assets amount attributable to equity holders of the parent as at 31 July 2009 were determined as follows:

	<u>RMB'000</u>
Audited consolidated net assets as set out in Appendix I	597,026
Less: Minority interests	<u>(21,988)</u>
Consolidated net assets attributable to equity holders of the parent	575,038
Less: Goodwill	(101,203)
Other intangible assets	<u>(40,001)</u>
Consolidated net tangible assets attributable to equity holders of the parent	<u>433,834</u>

- (2) The estimated net proceeds from the Global Offering are based on an Offer Price of HK\$4.88 per Share or HK\$6.38 per Share after deduction of the underwriting fees and other related expenses payable by the Company and takes no account of any Share which may be issued upon exercise of the Over-allotment Option. The estimated net proceeds from the Global Offering are converted from HK dollars into Renminbi at the PBOC Rate prevailing on 8 January 2010 of RMB0.88 to HK\$1.00.
- (3) Adjustments are made for the material events subsequent to 31 July 2009 that will take place concurrently with the Global Offering which the Directors consider to be integral to the listing and will have an impact on certain expected consolidated net tangible assets. This includes payment of a founder participation amount to Rubo Li, Emory Williams and Williams Realty pursuant to the redemption of preference shares of approximately RMB33,203,000 (equivalent to approximately US\$4,860,000), payment of transaction and termination fees to TJCC Services of approximately RMB68,319,000 (equivalent to approximately US\$10,000,000) and settlement of a contingent dividend held by holders of the Shares as of a record date prior to the Global Offering of approximately RMB272,902,000 based on an Offer Price of HK\$4.88 per Share or RMB431,776,000 based on an Offer Price of HK\$6.38 per Share. The Directors confirm that these events will only take place upon the successful listing of the Company's shares on the Hong Kong Stock Exchange.
- (4) Details of the valuations of the Group's properties as at 30 November 2009 are set out in "Appendix IV — Property Valuation". The revaluation surplus or deficit of properties included in buildings held for own use, construction in progress, land use rights, properties under development and completed properties held for sale was not incorporated in the Group's financial statements for the seven months ended 31 July 2009. If the revaluation surplus was recorded in the Group's financial statements, the annual depreciation expense would increase by approximately RMB1.2 million.
- (5) The unaudited pro forma adjusted consolidated net tangible assets per share amount is determined after the adjustment as described above and on the basis that 1,300,000,000 shares (being the number of shares expected to be in issue immediately after completion of the Global Offering, without taking into account of any shares which may be issued upon the exercise of the Over-allotment Option) are issued and outstanding.
- (6) The translation of Renminbi into HK dollars has been made at the rate of RMB0.88 to HK\$1.00, the PBOC Rate prevailing on 8 January 2010. No representation is made that the HK dollar amounts have been, could have been or could be converted to Renminbi, or vice versa, at that rate or at any other rates or at all.

B. UNAUDITED PRO FORMA ESTIMATED EARNINGS PER SHARE

The following unaudited pro forma estimated earnings per Share of the Group for the year ended 31 December 2009 has been prepared in accordance with Rule 4.29 of the Listing Rules, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Global Offering as if it had taken place on 1 January 2009. It has been prepared for illustrative purpose only and, because of its hypothetical nature, may not give a true and fair picture of the financial results of the Group.

	Estimate for the year ended 31 December 2009
Unaudited estimated consolidated profit attributable to equity holders of the parent ⁽¹⁾	not less than RMB226.9 million
Unaudited pro forma estimated earnings per Share ⁽²⁾	RMB0.17 cents (equivalent to approximately HK\$0.19 cents)

Notes:

- (1) The estimate consolidated net profit attributable to equity holders of the parent for the year ended 31 December 2009 is extracted from the paragraph headed "Profit Estimate" in the section headed "Financial Information". The bases on which the above Profit Estimate for the year ended 31 December 2009 has been prepared are summarised in "Profit Estimate" on Appendix III to this Prospectus.
- (2) The calculation of the unaudited pro forma estimated earnings per Share is based on the estimated consolidated profit attributable to equity holders of the parent for the year ended 31 December 2009 and on the assumptions that the Company had been listed since 1 January 2009, a total of 1,300,000,000 Shares were in issue during year ended 31 December 2009 and the Over-allotment Option would not be exercised. The unaudited pro forma estimated earnings per Share for the year ended 31 December 2009 is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.88, the prevailing rate quoted by the PBOC on 8 January 2010.

C. LETTER FROM THE INDEPENDENT REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a letter, received from the independent reporting accountants of the Company, Ernst & Young, Certified Public Accountants, Hong Kong, prepared for inclusion in this Prospectus, in respect of the Group's unaudited pro forma financial information.



18th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

29 January 2010

The Directors
International Mining Machinery Holdings Limited
UBS AG, Hong Kong Branch

Dear Sirs,

We report on the unaudited pro forma adjusted consolidated net tangible assets and unaudited pro forma estimated earnings per share (the “Unaudited Pro Forma Financial Information”) of International Mining Machinery Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”), which have been prepared by the directors of the Company (the “Directors”) for illustrative purposes only, to provide information about how the global offering might have affected the financial information presented, for inclusion in Appendix II to the prospectus of the Company dated 29 January 2010 (the “Prospectus”). The basis of preparation of the Unaudited Pro forma Financial Information is set out in Appendix II to the Prospectus.

Respective Responsibilities of the Directors and the Reporting Accountants

It is the responsibility solely of the Directors to prepare the Unaudited 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” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

It is our responsibility to form an opinion, as required by paragraph 4.29(7) 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 HKICPA. 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. This engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or a review made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the Unaudited Pro Forma 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 on the bases stated, that such bases are consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) 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 had been carried out in accordance with those standards.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgments and assumptions of the Directors, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial position of the Group as at 31 July 2009 or any future date; or
- the estimated earnings per share of the Group for the year ended 31 December 2009 or any future periods.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the bases stated;
- (b) such bases are 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 4.29(1) of the Listing Rules.

Yours faithfully,
Ernst & Young
Certified Public Accountants
Hong Kong