

The information set forth in this Appendix does not form part of the Accountants' Report prepared by the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, 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 "Financial Information" and "Appendix I – Accountants' Report".

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 prospective investors with further information about how the proposed listing might have affected (i) the consolidated net tangible assets of our Group as of 31 December 2010 after completion of our Global Offering; and (ii) the forecast earnings per Share of our Group for the six-month period ending 30 June 2011 as if the Global Offering had taken place on 1 January 2011.

The accompanying unaudited pro forma financial information of our Company is based on currently available information along with a number of assumptions, estimates and uncertainties. As a result of these assumptions, estimates and uncertainties, the accompanying unaudited pro forma financial information of our Company does not purport to predict our Company's future financial position. 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 true picture of the Group's financial positions following the completion of the Global Offering.

A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted consolidated net tangible assets have been prepared based on the consolidated net tangible assets as of 31 December 2010 as extracted from the Accountants' Report, the text of which is set out in Appendix I to this Prospectus, and is adjusted as described below.

The unaudited pro forma adjusted consolidated net tangible assets 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 as at 31 December 2010 or any future dates.

The following unaudited pro forma adjusted consolidated net tangible assets have been prepared to show the effect on the consolidated net tangible assets as of 31 December 2010 as if the Global Offering had occurred on 31 December 2010.

	Audited consolidated net tangible assets attributable to owners of the parent as at 31 December 2010 ⁽¹⁾	Estimated net proceeds from the Global Offering ⁽²⁾	Unaudited pro forma adjusted consolidated net tangible assets ⁽³⁾	Unaudited pro forma adjusted net tangible assets per Share ⁽⁴⁾	
	RMB'000	RMB'000	RMB'000	RMB	HK\$
Based on an Offer Price of					
HK\$1.75 per Share	31,446	1,013,433	1,044,879	0.26	0.31
Based on an Offer Price of					
HK\$2.35 per Share	31,446	1,393,905	1,425,351	0.36	0.43

Notes:

- (1) The consolidated net tangible assets attributable to owners of the parent as at 31 December 2010 is extracted from the Accountants' Report set out in Appendix I to this Prospectus.

The consolidated net tangible asset attributable to owners of the parent as at 31 December 2010 was determined as follows:

	RMB'000
Audited consolidated net assets as set out in Appendix I to this Prospectus	35,072
Less: Minority interests	(1,325)
Consolidated net assets attributable to equity holders of the parent	33,747
Intangible assets	(2,301)
Consolidated net tangible assets attributable to equity holders of the parent.....	31,446

- (2) The estimated net proceeds from the Global Offering are based on the indicative Offer Price of HK\$1.75 and HK\$2.35 per Share, being the low or high end of the stated offer price range, after deduction of the underwriting fees and related expenses payable by our Company and takes no account of any Shares which may be sold upon the exercise of the Over-allotment Option.
- (3) The unaudited pro forma adjusted net tangible assets have not taken into consideration capital injections subsequent to 31 December 2010 and before Global Offering.
- (4) The unaudited pro forma adjusted net tangible assets value per Share is based on 4,000,000,000 Shares expected to be in issue following the completion of the Capitalization Issue and the Global Offering without taking into account any exercise of the options which have been granted under the Pre-IPO Share Option Scheme and which may be granted under the Share Option Scheme.

B. UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The unaudited pro forma forecast earnings per Share of the Group for the six-month period ending 30 June 2011 has 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 1 January 2011. This unaudited pro forma forecast earnings per Share has been prepared for illustrative purposes only and, because of its nature, may not provide a true picture of the financial results of the Group following the Global Offering.

Forecast consolidated total comprehensive income attributable to owners of the parent for the six-month period ending 30 June 2011 (Note 1)	approximately RMB9.6 million (approximately HK\$11.5 million)
Unaudited pro forma forecast earnings per Share for the six-month period ending 30 June 2011 (Note 2)	approximately RMB0.0024 (approximately HK\$0.0029)

Notes:

- (1) The forecast consolidated total comprehensive income attributable to owners of the parent for the six-month period ending 30 June 2011 is extracted from the "Financial Information – Profit Forecast" section in this Prospectus. The bases and assumptions on which the above profit forecast for the six-month period ending 30 June 2011 had been prepared are summarized in Part A of Appendix III to this Prospectus.
- (2) The calculation of unaudited pro forma forecast earnings per Share is based on the forecast consolidated total comprehensive income attributable to owners of the parent for the six-month period ending 30 June 2011 of RMB9.6 million and on the assumption that the Company has been listed since 1 January 2011 and a total number of 4,000,000,000 Shares were in issue during the six-month ending 30 June 2011.
- (3) The unaudited pro forma forecast earnings per Share is converted into Hong Kong dollars at an exchange rate of HK\$1.00 to RMB0.8300.

C. LETTER FROM THE REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS AND UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

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



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

21 June 2011

The Directors
Newton Resources Ltd

Citigroup Global Markets Asia Limited
Macquarie Capital Securities Limited
Rothschild (Hong Kong) Limited

Dear Sirs,

We report on the unaudited pro forma adjusted consolidated net tangible assets and unaudited pro forma forecast earnings per share (the “Unaudited Pro Forma Financial Information”) of Newton Resources Ltd (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 of 1,000,000,000 shares of HK\$0.1 each in the capital of the Company might have affected the relevant financial information presented, for inclusion in Appendix II to the prospectus of the Company dated 21 June 2011 (the “Prospectus”). The basis of presentation of the Unaudited Pro Form Financial Information is set out in Appendix II to the Prospectus.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS 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 paragraph 29 of Chapter 4 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 the 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 basis stated, that such basis is 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 December 2010 or any future dates; or
- the forecast earnings per share of the Group for the six-month period ending 30 June 2011 or any future periods.

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors 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 as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

Ernst & Young
Certified Public Accountants
Hong Kong