

## APPENDIX II      UNAUDITED PRO FORMA FINANCIAL INFORMATION

*The information set out in this Appendix II does not form part of the Accountant's Report from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the reporting accountant of the Company, as set out 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 entitled "Financial Information" in this prospectus and the Accountant's Report set out in Appendix I to this prospectus.*

### A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative statement of the unaudited pro forma adjusted net tangible assets of the Group which has been prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the Share Offer as if it had been taken place on 31 December 2011 and based on the audited consolidated net tangible assets attributable to equity holders of our Company as of 31 December 2011 as shown in the Accountant's Report, the text of which is set out in Appendix I to this prospectus, and adjusted as described below.

The unaudited pro forma adjusted net tangible assets of the Group 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 Share Offer been completed as at 31 December 2011 or at any further date.

	Audited consolidated net tangible assets attributable to equity holders of the Company as at 31 December 2011 RMB'000 (Note 1)	Estimated net proceeds from the Share Offer RMB'000 (Notes 2 and 6)	Unaudited pro forma adjusted net tangible assets attributable to equity holders of the Company as at 31 December 2011 RMB'000	Unaudited pro forma adjusted net tangible assets per Share	
				RMB	HK\$
				(Note 3)	(Note 6)
Based on an Offer Price of HK\$1.52 per Share	400,184	135,986	536,170	0.74	0.92
Based on an Offer Price of HK\$1.01 per Share	400,184	83,037	483,221	0.67	0.83

*Notes:*

1. *The audited consolidated net tangible assets attributable to equity holders of the Company as of 31 December 2011 is based on the audited consolidated net assets of the Group attributable to the equity holders of the Company as of 31 December 2011, as shown in the Accountant's Report, the text of which is set out in Appendix I to this prospectus with an adjustment for intangible assets of RMB29.2 million.*
2. *The estimated net proceeds from the Share Offer are based on the indicative Offer Prices of HK\$1.01 and HK\$1.52 per share, being the lower end to higher 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 allotted and issued upon the exercise of the Over-allotment Option or any shares which may be issued upon the exercise of the options granted or to be granted under the Share Option Scheme or any shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate.*
3. *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 of 720,871,584 Shares are in issue assuming that the Share Offer and the Capitalisation Issue have been completed on 31 December 2011, but takes no account of any shares which may be allotted and issued upon the exercise of the Over-allotment Option or any shares which may be issued upon the exercise of the options granted or to be granted under the Share Option Scheme or any shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate.*
4. *By comparing the valuation of our Group's property interests of RMB90.3 million as set out in Appendix III to this Prospectus and the unaudited net book value of these properties as of 29 February 2012, the net revaluation surplus is approximately RMB13.2 million, which has not been included in the above net tangible assets attributable to equity holders of the Company as of 31 December 2011. The revaluation of the Group's property interests will not be incorporated in the Group's financial information. If the revaluation surplus is to be included in the Group's financial information, an additional depreciation charge of approximately RMB1.8 million per annum relating to the property interests would be recorded.*
5. *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 31 December 2011.*
6. *For the purpose of this unaudited pro forma adjusted net tangible assets, the balance stated in Renminbi are converted into Hong Kong dollars at a rate of RMB1.00 to HK\$1.2311. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.*

**B.    REPORT FROM THE REPORTING ACCOUNTANT ON THE UNAUDITED  
PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Prospectus.*



羅兵咸永道

**ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL  
INFORMATION TO THE DIRECTORS OF CHINA ZHONGSHENG RESOURCES  
HOLDINGS LIMITED**

We report on the unaudited pro forma financial information of China Zhongsheng Resources Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages II-1 to II-2 under the heading of “Unaudited Pro Forma Statement of Adjusted Net Tangible Assets” (the “Unaudited Pro Forma Financial Information”) in Appendix II of the Company’s prospectus dated 17 April 2012 (the “Prospectus”), in connection with the proposed initial public offering of the shares of the Company. The Unaudited Pro Forma Financial Information has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the proposed initial public offering might have affected the relevant financial information of the Group. The basis of preparation of the Unaudited Pro Forma Financial Information is set out on pages II-1 to II-2 of the Prospectus.

**Respective Responsibilities of Directors of the Company and the Reporting Accountant**

It is the responsibility solely of the directors of the Company 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 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, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the audited consolidated net assets of the Group as at 31 December 2011 with the accountant’s report as set out in Appendix I of the Prospectus, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company.

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 purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purposes 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 the future and may not be indicative of the adjusted net tangible assets of the Group as at 31 December 2011 or any future date.

**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 as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**PricewaterhouseCoopers**  
*Certified Public Accountants*  
Hong Kong, 17 April 2012