

The forecast of the consolidated profit attributable to equity owners of the Company for the six months period ending June 30, 2012 is set out in the section headed “Financial Information — Profit forecast for the six-month period ending June 30, 2012” in this prospectus.

(A) Bases and assumptions

The forecast of the consolidated profit attributable to equity owners of the Company for the six months period ending June 30, 2012 prepared by the Directors is based on the unaudited consolidated results of our Group for the four months ended April 30, 2012 and a forecast of the consolidated results of our Group for the remaining two months ending June 30, 2012. The Directors are not aware of any extraordinary items which have arisen or are likely to arise for the remaining two months ending June 30, 2012. The forecast has been prepared on the basis of the accounting policies consistent in all material aspects with those currently adopted by our Group as summarized in the Accountants’ Report, the text of which is set out in Appendix I to this prospectus and is based on the following principal assumptions:

- 1 There will be no material changes in the existing government policies or political, legal, fiscal, market or economic conditions in the PRC.
- 2 There will be no material changes in legislation and regulations governing the power generation industry in the PRC that will materially affect the business operation of the Group.
- 3 There will be no material changes in inflation rate, interest rate set by the People’s Bank of China (the “PBOC interest rate”) or foreign currency exchange rate of RMB against U.S. Dollars and Euro compared to April 30, 2012.
- 4 There will be no material changes in the bases or rates of taxation or duties in the PRC.
- 5 The Group’s production and operation will not be significantly affected by interruptions of electricity transmission and dispatch, the supplies of raw materials (primarily coal) and power generation equipments, labour disputes, technical barrier and any other reasons that are beyond the control of the Directors.
- 6 There will be no material changes in technology, industry, safety standards, and environmental protection regulations in connection with the generation and sales of electricity that would have a significant negative impact on the Group’s operation in the PRC.
- 7 There will be no abnormal climatic conditions, particularly wind conditions and hydrological conditions, which will reduce our planned electricity production of the wind farms and hydropower plants.
- 8 The Directors assume that the Group will obtain approval for all applicable preferential tax treatment and exemptions in a timely manner and will obtain all the approvals from government for the new projects before commencement of construction.

- 9 The Directors assume that the Group is able to develop and complete the construction of new power generation projects or acquire third party power generation projects on schedule. The Directors assume that all necessary approvals and electricity transmission and dispatch services will be obtained in a timely manner so that the relevant power generation projects will be able to sell the electricity to local grid companies upon completion of constructions.

- 10 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 this prospectus.

(B) Letters

Set out below are texts of letters received by the Directors from (i) KPMG, the reporting accountants of our Company and (ii) the Joint Sponsors prepared for the purpose of incorporation in this prospectus in connection with the profit forecast of our Group for the six months period ending June 30, 2012.

(i) Letter from KPMG

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

June 14, 2012

The Directors
Huadian Fuxin Energy Corporation Limited

CITIC Securities Corporate Finance (HK) Limited
UBS AG, Hong Kong Branch
Merrill Lynch Far East Limited

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 consolidated profit attributable to equity owners of Huadian Fuxin Energy Corporation Limited ("the Company") for the six months period ending June 30, 2012 ("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 June 14, 2012 ("the Prospectus").

The Profit Forecast has been prepared by the directors of the Company based on the unaudited consolidated results based on management accounts of the Company and its subsidiaries (collectively referred to as "the Group") for the four months ended April 30, 2012 and a forecast of the consolidated results of the Group for the remaining two months ending June 30, 2012.

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 June 14, 2012, the text of which is set out in Appendix I of the Prospectus.

Yours faithfully,

KPMG
Certified Public Accountants
Hong Kong

(ii) Letter from the Joint Sponsors

The following is the text of a letter, prepared for inclusion in this prospectus by the Joint Sponsors in connection with the forecast of our consolidated profit attributable to the shareholders of the Company for the six months ending June 30, 2012.



**CITIC Securities Corporate
Finance (HK) Limited**
26/F, CITIC Tower,
1 Tim Mei Avenue,
Central, Hong Kong



UBS AG, Hong Kong Branch
52/F, Two International
Finance Centre,
8 Finance Street,
Central, Hong Kong

BofA Merrill Lynch

**Merrill Lynch
Far East Limited**
15/F, Citibank Tower,
No.3 Garden Road,
Central, Hong Kong

June 14, 2012

The Directors

Huadian Fuxin Energy Corporation Limited

Dear Sirs,

We refer to the forecast of the consolidated profit of Huadian Fuxin Energy Corporation Limited (the “**Company**”) and its subsidiaries (together the “**Group**”) attributable to the owners of the Company for the six-month period ending June 30, 2012 (the “**Profit Forecast**”) as set out in the prospectus issued by the Company dated June 14, 2012 (the “**Prospectus**”).

The Profit Forecast, for which you as the directors of the Company (the “**Directors**”) are solely responsible, has been prepared based on the results shown in the unaudited consolidated management accounts of the Group for the four months ended April 30, 2012 and a forecast of the consolidated results of the Group for the remaining two months ending June 30, 2012.

We have discussed with you the bases and assumptions made by the directors of the Company, as set forth in Part (A) of Appendix III to the Prospectus, upon which the Profit Forecast has been made. We have also considered the letter dated June 14, 2012 addressed to yourselves and ourselves from KPMG regarding the accounting policies and calculations upon which the Profit Forecast has been made.

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

Yours faithfully,

For and on behalf of
**CITIC Securities Corporate
Finance (HK) Limited**
Raymond Lee
Managing Director

For and on behalf of
**UBS AG,
Hong Kong Branch**
Jack Chung
Executive Director
Eileen Chan
Director

For and on behalf of
**Merrill Lynch
Far East Limited**
Steven Li
Director