

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set forth in this appendix does not form part of the Accountant's Reports from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the reporting accountant of the Company, as set forth in Appendices IA and IB in this Prospectus, and is included herein for information only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this Prospectus and the "Accountant's Report on the Financial Information of the Group" set forth in Appendix IA to this Prospectus.

A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative unaudited pro forma statement of adjusted net tangible assets of the Group prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering on the net tangible assets of the Group attributable to the equity holders of the Company as at December 31, 2012 as if the Global Offering had taken place on December 31, 2012.

This unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the combined net tangible assets of the Group as at December 31, 2012 or at any future dates following the Global Offering.

	Unadjusted audited combined net tangible liabilities of the Group attributable to the equity holders of the Company as at December 31, 2012 ⁽¹⁾	Estimated net proceeds from the Global Offering ⁽²⁾	Unaudited pro forma adjusted net tangible assets of the Group attributable to the equity holders of the Company	Unaudited pro forma adjusted net tangible assets per Share ⁽³⁾	
	US\$'000	US\$'000	US\$'000	US\$	HK\$ ⁽⁴⁾
Based on an Offer Price of HK\$2.54 per share	(8,151)	224,213	216,062	0.09	0.70
Based on an Offer Price of HK\$3.50 per share	(8,151)	311,058	302,907	0.13	1.01

Notes:

- (1) The unadjusted audited combined net tangible liabilities attributable to the equity holders of the Company as at December 31, 2012 is extracted from the Accountant's Report on the financial information of the Group set out in Appendix IA to this Prospectus, which is based on the audited combined net assets of the Group attributable to the equity holders of the Company of US\$170,931,000 with adjustments for intangible assets of US\$179,082,000.
- (2) The estimated net proceeds from the Global Offering are based on the indicative Offer Prices of HK\$2.54 per Share and HK\$3.50 per Share after deduction of the underwriting commission 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.
- (3) The unaudited pro forma net tangible assets per Share is arrived at after the adjustments referred to in note 2 above and on the basis that 2,400,000,000 Shares were in issue assuming the Global Offering had been completed on December 31, 2012 and takes no account of any share which may be issued upon exercise of the Over-allotment Option.
- (4) For the purpose of this unaudited pro forma adjusted net tangible assets, the balance stated in U.S. dollar are converted into Hong Kong dollars at the rate of HK\$7.76 to US\$1.00.
- (5) No adjustment has been made to reflect any trading result or other transaction of the Group entered into subsequent to December 31, 2012.

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B. UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The unaudited pro forma forecast earnings per share prepared in accordance with Rule 4.29 of the Listing Rules is set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on January 1, 2013. The unaudited pro forma forecast earnings per share has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial results of the Group for the six months ending June 30, 2013 or any future period.

Forecast consolidated profit attributable to equity holders of the Company for the six months ending June 30, 2013 ⁽¹⁾	not less than US\$52.5 million
Unaudited pro forma forecast earnings per share ⁽²⁾	not less than US\$0.02

Notes:

- (1) The forecast consolidated profit attributable to equity holders of the Company for the six months ending June 30, 2013 is extracted from the section headed “Financial information – Profit Forecast for the Six Months Ending June 30, 2013” in the prospectus. The bases on which the above profit forecast for the six months ending June 30, 2013 has been prepared are set out in Appendix III to this prospectus. The Directors have prepared the forecast consolidated profit attributed to equity holders of the Company for the six months ending June 30, 2013 based on the unaudited consolidated results of the Company and its subsidiaries (hereinafter collectively referred to “the Group”) based on the unaudited management accounts for the four months ended April 30, 2013 and a forecast of the consolidated results of the Group for the remaining two months ending June 30, 2013. The profit forecast has been prepared on a basis consistent in all material respects with our accounting policies presently adopted by the Group as set out in Note 2 of Section II of the Accountant’s Report of the Group, the text of which is set out in Appendix IA to the prospectus.
- (2) The unaudited pro forma forecast earnings per share is calculated by dividing the forecast consolidated profit attributable to equity holders of the Company for the six months ending June 30, 2013 by 2,400,000,000 shares on the basis that these shares were in issue during the entire period and assuming that the Global Offering and the Capitalization Issue had been completed on January 1, 2013.

C. LETTER FROM REPORTING ACCOUNTANT

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 NEXTEER AUTOMOTIVE GROUP LIMITED

We report on the unaudited pro forma financial information of Nexteer Automotive Group Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages II-1 to II-2 under the headings of “Unaudited Pro Forma Adjusted Net Tangible Assets” and “Unaudited Pro Forma Forecast Earnings Per Share” (the “Unaudited Pro Forma Financial Information”) in Appendix II of the Company’s prospectus dated June 20, 2013 (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 combined net assets of the Group as at December 31, 2012 and unaudited forecast profit attributable to equity holders of the Company for the six months ending June 30, 2013 with the accountant’s report as set out in Appendix IA of the Prospectus and profit forecast as set out in the section headed “Financial Information” in the Prospectus respectively, 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.

Our work has not been carried out in accordance with 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 and practices.

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 December 31, 2012 or any future date, or
- the earnings per share of the Group for the six months ending June 30, 2013 or any future periods.

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, June 20, 2013