

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 June 30, 2013 as if the Global Offering had taken place on June 30, 2013.

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 consolidated net tangible assets of the Group as at June 30, 2013 or at any future dates following the Global Offering.

	Unadjusted audited consolidated net tangible liabilities of the Group attributable to the equity holders of the Company as at June 30, 2013 ⁽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\$2.60 per share	(6,032)	229,394	223,362	0.09	0.70
Based on an Offer Price of HK\$3.57 per share	(6,032)	317,144	311,112	0.13	1.01

Notes:

- (1) The unadjusted audited consolidated net tangible liabilities attributable to the equity holders of the Company as at June 30, 2013 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 consolidated net assets of the Group attributable to the equity holders of the Company of US\$222,379,000 with adjustments for intangible assets of US\$228,411,000.
- (2) The estimated net proceeds from the Global Offering are based on the indicative Offer Prices of HK\$2.60 per Share and HK\$3.57 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 June 30, 2013 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 June 30, 2013.

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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 year ending December 31, 2013 or any future period.

Forecast consolidated profit attributable to equity holders of the Company for the year ending December 31, 2013 ⁽¹⁾	not less than US\$105.7 million
Unaudited pro forma forecast earnings per share ⁽²⁾	not less than US\$0.04

Notes:

- (1) The forecast consolidated profit attributable to equity holders of the Company for the year ending December 31, 2013 is extracted from the section headed “Financial information – Profit Forecast for the Year Ending December 31, 2013” in the prospectus. The bases on which the above profit forecast for the year ending December 31, 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 year ending December 31, 2013 based on the audited consolidated results of the Company and its subsidiaries (hereinafter collectively referred to “the Group”) for the six months ended June 30, 2013 and a forecast of the consolidated results of the Group for the remaining six months ending December 31, 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 year ending December 31, 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

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION
INCLUDED IN A PROSPECTUS**

TO THE DIRECTORS OF NEXTEER AUTOMOTIVE GROUP LIMITED

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Nexteer Automotive Group Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets of the Group as at June 30, 2013, unaudited pro forma forecast earnings per share for the year ending December 31, 2013 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages II-1 to II-2 of the Company's prospectus dated September 24, 2013 (the "Prospectus"), in connection with the proposed initial public offering of the shares of the Company. The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are set out on pages II-1 to II-2 of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the proposed initial public offering on the Group's financial position as at June 30, 2013 and the Group's earnings per share for the year ending December 31, 2013 as if the proposed initial public offering had taken place at June 30, 2013 and January 1, 2013 respectively. As part of this process, information about the Group's financial position has been extracted by the directors from the Group's financial statements for the period ended June 30, 2013, on which an accountant's report has been published. The information about the Group's forecast profit has been extracted by the directors from the profit forecast as set out in the section headed "Financial Information" in the Prospectus, on which a letter on the profit forecast has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling 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" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Reporting Accountant's Responsibilities

Our responsibility is to express 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.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus", issued by the HKICPA. This standard requires that the reporting accountant complies with ethical requirements and plans and performs procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the proposed initial public offering at June 30, 2013 and January 1, 2013, respectively, would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

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The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

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, September 24, 2013