

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set out in this Appendix does not form part of the accountant's report on the financial information of the Group for the three years ended 31 December 2012 and the six months ended 30 June 2013 (the "Accountant's Report") from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the Company's reporting accountant, as set out in Appendix I – Accountant's Report, and is included herein for information only. The unaudited pro forma financial information should be read in conjunction with "Financial Information" and the "Appendix I – Accountant's Report".

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 30 June 2013 as if the Global Offering had taken place on 30 June 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 30 June 2013 or at any future dates following the Global Offering.

	Unadjusted audited consolidated net tangible assets of our Group attributable to the equity holders of our Company as at 30 June 2013	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted net tangible assets of our Group attributable to the equity holders of our Company	Unaudited pro forma adjusted net tangible assets per share	
	RMB'000	RMB'000	RMB'000	RMB	HK\$
Based on an Offer Price of HK\$2.91 per share	240,595	872,109	1,112,704	0.5564	0.7035
Based on an Offer Price of HK\$4.23 per share	240,595	1,275,512	1,516,107	0.7581	0.9586

Notes:

Note 1 The unadjusted audited consolidated net tangible assets attributable to the equity holders of our Company as at 30 June 2013 is extracted from the Accountant's Report set out in Appendix I to this prospectus, which is based on the audited consolidated net assets of our Group attributable to the equity holders of our Company of RMB688,313,000 with adjustments for intangible assets of RMB447,718,000.

Note 2 The estimated net proceeds from the Global Offering are based on the indicative Offer Prices of HK\$2.91 per Share and HK\$4.23 per Share after deduction of the underwriting commission and other related expenses payable by our Company.

Note 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 1,999,999,999 Shares to be in issue immediately upon the completion of the Global Offering and the Reorganisation of Offshore Holding Structure but takes no account of any Shares which may be allotted and issued upon any options granted or to be granted under the Share Option Schemes, any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate to issue Shares or to repurchase Shares as described in the section headed "Statutory and General Information".

Note 4 No adjustment has been made to reflect any trading result or other transaction of the Group entered into subsequent to 30 June 2013. In particular, the unaudited pro forma adjusted net tangible assets of the Group do not take into account the dividend of approximately RMB85.8 million declared by the Group in November 2013, which was paid in full on 26 November 2013. The unaudited pro forma net tangible assets per share would have been HK\$0.6493 and HK\$0.9043 per share based on the Offer Price of HK\$2.91 and HK\$4.23 respectively, after taking into account the declaration of such dividend.

The unaudited pro forma net adjusted tangible assets of the Group do not take into account the transfer of the non-trade balances with related parties of approximately RMB10,936,000 from Asia Health to the Company with nil consideration in November 2013. The unaudited pro forma net tangible assets per share would have been HK\$0.7104 and HK\$0.9655 per share based on the Offer Price of HK\$2.91 and HK\$4.23, respectively, after taking into account such transfer, Global Offering and the Reorganisation of Offshore Holding Structure.

The unaudited pro forma net adjusted tangible assets of the Group do not take into account the settlement of the shareholder's loan of approximately RMB641,023,000 in November 2013 and a share of the Company was issued and allotted to Asia Health. The unaudited pro forma net tangible assets per share would have been HK\$1.1088 and HK\$1.3638 per share based on the Offer Price of HK\$2.91 and HK\$4.23, respectively, after taking into account such settlement, Global Offering and the Reorganisation of Offshore Holding Structure.

Note 5 For the purpose of this unaudited pro forma adjusted net tangible assets, the balance stated in Renminbi are converted into Hong Kong dollars at the rate of HK\$1.0000 to RMB0.7908.

B. UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The following unaudited pro forma forecast basic earnings per Share and unaudited pro forma fully diluted forecast earnings per Share have 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 been taken place on 1 January 2013. This 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 financial results of the Group for the year ending 31 December 2013 or any future periods.

Forecast consolidated profit attributable to
equity holders of the Company for the year ending
31 December 2013⁽¹⁾ Not less than RMB325 million
(equivalent to
approximately HK\$411 million)

Unaudited pro forma forecast basic earnings
per Share⁽²⁾ Not less than RMB0.163
(equivalent to
approximately HK\$0.206)

Notes:

- (1) The forecast consolidated profit attributable to equity holders of the Company for the year ending 31 December 2013 is extracted from the section headed “*Financial Information – Profit Forecast for the Year Ending 31 December 2013*” in this prospectus. The bases on which the above profit forecast has been prepared are set out in Appendix III to this prospectus. The Directors have prepared the forecast consolidated profit attributable to equity holders of the Company for the year ending 31 December 2013 based on the audited results of the Group for the six months ended 30 June 2013, the management accounts for the three months ended 30 September 2013 and a forecast of the consolidated results of the Group for the remaining three months ending 31 December 2013 on the basis that the current Group structure had been in existence throughout the whole twelve months ending 31 December 2013. The forecast has been prepared on the basis of accounting policies consistent in all material respects with those presently adopted by the Group as set out in Note 2 of section II of the Accountant’s Report, the text of which is set out in Appendix I to this prospectus.
- (2) The calculation of unaudited pro forma forecast earnings per Share is based on the forecast consolidated profit attributable to equity holders of the Company for the year ending 31 December 2013 and on the basis that 1,999,999,999 Shares were in issue during the entire period and assuming that the Global Offering and the Reorganisation of Offshore Holding Structure had been completed on 1 January 2013. The calculation takes no account of any Shares which may be allotted and issued upon any options granted or to be granted under the Share Option Schemes, any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate to issue Shares or to repurchase Shares as described in the section headed “*Statutory and General Information*”.
- (3) The earnings per share information as disclosed in the financial information section of the Accountant’s Report set out in Appendix I to this Prospectus only represented the historical earnings per share based on the historical number of shares of the Company before the Global Offering and the Reorganisation of Offshore Holding Structure. Investors are cautioned that the historical earnings per share is not comparable to the pro forma forecast earnings per share as presented above and elsewhere in the Prospectus.
- (4) For the purpose of this unaudited pro forma forecast earnings per Share, the amounts stated in Renminbi are converted into Hong Kong dollars at the rate of HK\$1.0000 to RMB0.7908.

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 JINTIAN PHARMACEUTICAL GROUP LIMITED**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Jintian Pharmaceutical 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 30 June 2013 and the unaudited pro forma forecast earnings per share for the year ending 31 December 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 2 December 2013, 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 described on pages II-1 to II-2.

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 30 June 2013 and the Group's earnings per share for the year ending 31 December 2013 as if the proposed initial public offering had taken place at 30 June 2013 and 1 January 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 information for the period ended 30 June 2013, on which an accountant's report 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 30 June 2013 and 1 January 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.

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.

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, 2 December 2013