

The information set forth in this appendix does not form part of the Accountants' Report from KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of our Company, as set forth 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 headed "Financial Information" in this Prospectus and the Accountants' Report set forth in Appendix I to this Prospectus.

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

The following unaudited pro forma statement of adjusted net tangible assets of our Group prepared in accordance with Rule 4.29 of the Hong Kong Listing Rules is to illustrate the effect of the Global Offering on the net tangible assets of our Group attributable to equity shareholders of the Company as at December 31, 2016 as if the Global Offering had taken place on that date.

The unaudited pro forma statement of adjusted net tangible assets of our Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not provide a true picture of our financial position had the Global Offering been completed as at December 31, 2016 or at any future date.

	Consolidated net tangible assets attributable to equity shareholders of the Company as at December 31, 2016	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted net tangible assets attributable to equity shareholders of the Company	Unaudited pro forma adjusted net tangible assets per Share
	HK\$'000 (Note 1)	HK\$'000 (Note 2)	HK\$'000	HK\$ (Notes 3 and 4)
Based on an Offer Price of HK\$5.18 per Share	1,211,407	2,807,912	4,019,319	2.01
Based on an Offer Price of HK\$5.90 per Share	1,211,407	3,202,040	4,413,447	2.21

Notes:

- The consolidated net tangible assets attributable to equity shareholders of the Company as at December 31, 2016 is arrived at after deducting intangible assets of HK\$2,975,814,000 from the consolidated net assets attributable to equity shareholders of the Company of HK\$4,187,221,000 as at December 31, 2016, as shown in the Accountants' Report, the text of which is set out in Appendix I to this Prospectus.
- The estimated net proceeds from the Global Offering are based on the indicative offer prices of HK\$5.18 per Share (being the minimum Offer Price) or HK\$5.90 per Share (being the maximum Offer Price), after deduction of the estimated underwriting fees and other listing expenses, and 560,000,000 Shares expected to be issued under the Global Offering, assuming the Over-allotment Option is not exercised.
- The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis of 2,000,000,000 Shares in issue immediately following completion of the Capitalization Issue and the Global Offering, assuming that the Over-allotment Option is not exercised.
- 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 December 31, 2016.

**B. REPORT ON THE UNAUDITED *PRO FORMA* FINANCIAL INFORMATION**

The following is the text of a report received from the reporting accountants, KPMG, Certified Public Accountants, Hong Kong, in respect of the Group's *pro forma* financial information for the purpose in this Prospectus.



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

April 21, 2017

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
COMPILATION OF *PRO FORMA* FINANCIAL INFORMATION****TO THE DIRECTORS OF CHINA EVERBRIGHT GREENTECH LIMITED**

We have completed our assurance engagement to report on the compilation of *pro forma* financial information of China Everbright Greentech Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited *pro forma* financial information consists of the unaudited *pro forma* statement of adjusted net tangible assets as at December 31, 2016 and related notes as set out in Part A of Appendix II to the prospectus dated April 21, 2017 (the "Prospectus") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the *pro forma* financial information are described in Part A of Appendix II to the Prospectus.

The *pro forma* financial information has been compiled by the Directors to illustrate the impact of the proposed offering of the ordinary shares of the Company (the "Global Offering") on the Group's financial position as at December 31, 2016 as if the Global Offering had taken place at December 31, 2016. As part of this process, information about the Group's financial position as at December 31, 2016 has been extracted by the Directors from the Group's historical financial statements included in the Accountants' Report as set out in Appendix I to the Prospectus.

**DIRECTORS' RESPONSIBILITIES FOR THE *PRO FORMA* FINANCIAL INFORMATION**

The Directors are responsible for compiling the *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").

**OUR INDEPENDENCE AND QUALITY CONTROL**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**REPORTING ACCOUNTANTS' RESPONSIBILITIES**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Hong Kong Listing Rules, on the *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 *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 ("HKSAE") 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 accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the *pro forma* financial information in accordance with paragraph 4.29 of the Hong Kong Listing Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *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 *pro forma* financial information.

The purpose of *pro forma* financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group 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 events or transactions as at December 31, 2016 would have been as presented.

A reasonable assurance engagement to report on whether the *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 *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 *pro forma* financial information reflects the proper application of those adjustments to the unadjusted financial information.

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

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

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

Our procedures on the *pro forma* financial information have not been carried out in accordance with attestation standards or other standards and practices generally accepted in the United States of America, auditing standards of the Public Company Accounting Oversight Board (United States) or any overseas standards and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company's shares, the application of those net proceeds, or whether such use will actually take place as described in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

## OPINION

In our opinion:

- a) the *pro forma* financial information has been properly compiled 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 *pro forma* financial information as disclosed pursuant to paragraph 4.29(1) of the Hong Kong Listing Rules.

Yours faithfully,

**KPMG**

*Certified Public Accountants*

Hong Kong