

The following is the text of a report on the unaudited pro forma financial information of the Group prepared for the purposes of the Offer.

**THE FOLLOWING IS THE TEXT OF A REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE CONSOLIDATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

**The Directors of CIMC Vehicles (Group) Co., Ltd.**

We have completed an independent engagement to report on the consolidation of unaudited pro forma financial information of CIMC Vehicles (Group) Co., Ltd. (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for the purpose mentioned only. The unaudited pro forma financial information consists of the consolidated balance sheet as at 31 December 2014 and the consolidated profit and loss account for the year ended 31 December 2014.

The unaudited pro forma financial information of the Company for the year ended 31 December 2014 and the consolidated profit and loss account for the year ended 31 December 2014 of the Company's other financials stated in the Offer Document, in connection with the (i) conditional cash offer by CIMC (acting through its Hong Kong branch) on behalf of the Company to buy back all the issued H shares (other than those held by certain persons who have indicated otherwise) of the H shares of the Company from The Stock Exchange of Hong Kong Limited. The unaudited pro forma financial information does not include the financial effects of the proposed acquisition of the shares of the Company as set out in paragraph 13.1 of the Offer Document.

The Consolidated Pro Forma Financial Information and unaudited pro forma financial information for the year ended 31 December 2014 of the Company's consolidated profit and loss account and the Consolidated Pro Forma Financial Information for the year ended 31 December 2014 and the consolidated profit and loss account for the year ended 31 December 2014 of the Company's financial performance has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2014, which are available from the website.

**Directors' Responsibility for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the Consolidated Pro Forma Financial Information, in accordance with paragraph 13.1 of the Stock Exchange Listing Rules and the Accounting Guidelines & Interpretation of Pro Forma Financial Information for Issuances of Securities (2013) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

**Our Independence and Management**

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

Our firm applies Hong Kong Standard on Assurance Engagements (HKSAE) 3000, "Assurance Engagements to Report on the Compliance of Pro Forma Financial Information with Applicable Legal and Regulatory Requirements."

### Reporting Accountant's Responsibilities

Our responsibility is to express an opinion as requested by paragraph 4.2(1) 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 responsibility placed by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom these reports were addressed by us at the date of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compliance of Pro Forma Financial Information*, included in the *Practical Application of the HKSAE*. This standard requires the reporting accountant plus and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.2(1) of the Listing Rules and with reference to *AS 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 any additional work on the financial information used in compiling the Unaudited Pro Forma Financial Information.

This report is intended for use only for the purposes stated in the title of this report. It is not intended to be used for any other purpose. If you are not a party to the transaction, or if you are a party to the transaction but have not agreed to use this report for the purposes of the illustration, accordingly, we will not provide any assurance that the above criteria of the AS 7, November 2003 or January 2003 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

presenting the significant aspects, queries and doubts of the event or transaction, and of other matters which require 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 unaudited financial information.

The procedures described herein on the reporting accountant's engagement require no less respect for accountants' understanding of the nature of the company and other circumstances in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

