

The information set out in this Appendix does not form part of the “Accountant’s Report” from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the reporting accountant of the Company, as set out in Appendix I in 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” and “Appendix I — Accountant’s Report.”

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative statement of the unaudited pro forma adjusted consolidated net tangible assets which has been prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the Global Offering as if it had taken place on June 30, 2024 and based on the consolidated net tangible liabilities attributable to the owners of the Company as at June 30, 2024 as shown in the Accountant’s Report, the text of which is set out in Appendix I to this prospectus, and adjusted as described below.

This unaudited pro forma adjusted consolidated 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 financial position of the Group had the Global Offering been completed as at June 30, 2024 or at any future date.

	Unadjusted audited consolidated net tangible liabilities attributable to the owners of the Company as at June 30, 2024	Estimated net proceeds from the Global Offering	Estimated impact related to the conversion of Preferred Shares into Class B ordinary shares upon Listing	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company	Unaudited pro forma adjusted consolidated net tangible assets per share	
	<i>Note 1</i> RMB'000	<i>Note 2</i> RMB'000	<i>Note 3</i> RMB'000	RMB'000	<i>Note 4</i> RMB	<i>Note 5</i> HK\$
Based on the Offer Price of HK\$3.73 per share .	(30,099,453)	4,414,522	37,789,020	12,104,089	0.93	1.02
Based on the Offer Price of HK\$3.99 per share .	(30,099,453)	4,724,034	37,789,020	12,413,601	0.95	1.04

Notes:

- (1) The unaudited consolidated net tangible liabilities attributable to the owners of the Company as at June 30, 2024 is extracted from the Accountant's Report set forth in Appendix I to the prospectus, which is based on the unaudited consolidated net liabilities attributable to the owners of the Company as at June 30, 2024 of RMB29,815,921,000 with an adjustment for the intangible assets as at June 30, 2024 of RMB283,532,000.
- (2) The estimated net proceeds from the Global Offering are based on the indicative Offer Price of HK\$3.73 and HK\$3.99 per Offer Share, after deduction of the estimated underwriting fees and other related expenses payable by the Company (excluding RMB42,618,000 which had been charged to the consolidated statements of comprehensive income up to June 30, 2024), without taking into account any shares which may be issued upon the exercise of the Over-allotment Option.
- (3) Upon the Listing and the completion of the Global Offering, all of the Preferred Shares issued by the Company will be automatically converted into Class B ordinary shares. Upon conversion, these Preferred Shares will be reclassified from liabilities to equity, while the Convertible Loan issued to CARIAD will still be recorded as liabilities.
- (4) The unaudited pro forma adjusted consolidated net tangible liabilities per share are on the basis that 13,029,866,082 shares are in issue, assuming the Global Offering, the conversions of Preferred Shares and issue of Class B ordinary shares pursuant to the 2018 Share Incentive Plan had been completed on June 30, 2024, without taking into account any shares which may fall to be issued upon the conversion of the convertible loan issued to CARIAD and the exercise of the Over-Allotment Option.
- (5) For the purpose of this unaudited pro forma adjusted net tangible assets, the balance stated in Renminbi is converted into Hong Kong dollars at a rate of HK\$1.00 to RMB0.91042. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.
- (6) No adjustments have been made to the unaudited pro forma adjusted consolidated net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to June 30, 2024.
- (7) The unaudited pro forma financial information presented above has not taken into account the conversion of the Convertible Loan issued to CARIAD. Assuming the Global Offering and the conversion of the Convertible Loan issued to CARIAD had been completed as at June 30, 2024, the unaudited pro forma adjusted net tangible assets per share is calculated as follows:

	Unadjusted audited consolidated net tangible liabilities attributable to the owners of the Company as at June 30, 2024	Estimated net proceeds from the Global Offering	Estimated impact related to the conversions of Preferred Shares and Convertible Loan into Class B ordinary shares upon Listing	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company	Unaudited pro forma adjusted consolidated net tangible assets per share	
	<i>Note (i)</i> RMB'000	<i>Note (ii)</i> RMB'000	<i>Note (iii)</i> RMB'000	RMB'000	<i>Note (iv)</i> RMB	<i>Note (v)</i> HK\$
Based on the Offer Price of HK\$3.73 per share	(30,099,453)	4,414,522	43,782,659	18,097,728	1.19	1.31
Based on the Offer Price of HK\$3.99 per share	(30,099,453)	4,724,034	43,782,659	18,407,240	1.22	1.34

Notes:

- (i) The unaudited consolidated net tangible liabilities attributable to the owners of the Company as at June 30, 2024 is extracted from the Accountant's Report set forth in Appendix I to the prospectus, which is based on the unaudited consolidated net liabilities attributable to the owners of the Company as at June 30, 2024 of RMB29,815,921,000 with an adjustment for the intangible assets as at June 30, 2024 of RMB283,532,000.
- (ii) The estimated net proceeds from the Global Offering are based on the indicative Offer Price of HK\$3.73 and HK\$3.99 per Offer Share, after deduction of the estimated underwriting fees and other related expenses payable by the Company (excluding RMB42,618,000 which had been charged to the consolidated statements of comprehensive income up to June 30, 2024), without taking into account any shares which may be issued upon the exercise of the Over-allotment Option.
- (iii) Upon the Listing and the completion of the Global Offering, i) all of the Preferred Shares issued by the Company will be automatically converted into Class B ordinary shares, and ii) assuming the carrying amounts of all Convertible Loan issued by the Company will be converted into Class B ordinary shares, without taking into account the 9.9% threshold as disclosed in the section headed "History, Reorganization and Corporate Structure — Convertible Loan" of this Prospectus. Upon conversion, these Preferred Shares and Convertible Loan will be reclassified from liabilities to equity.

Accordingly, for the purpose of the unaudited pro forma financial information, the unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company will be increased by RMB43,782,659,000 (representing the carrying amounts of Preferred Shares and the Convertible Loan).

Based on the indicative Offer Price of HK\$3.73 per Offer Share, a total of 9,936,612,032 Class B ordinary shares (7,798,405,226 shares related to the Preferred Shares and 2,138,206,806 shares related to the Convertible Loan, without taking into account the 9.9% threshold as disclosed in the section headed "History, Reorganization and Corporate Structure — Convertible Loan" of this Prospectus) will be issued upon the conversion.

Based on the indicative Offer Price of HK\$3.99 per Offer Share, a total of 9,797,280,261 Class B ordinary shares (7,798,405,226 shares related to the Preferred Shares and 1,998,875,035 shares related to the Convertible Loan, without taking into account the 9.9% threshold as disclosed in the section headed "History, Reorganization and Corporate Structure — Convertible Loan" of this Prospectus) will be issued upon the conversion.

- (iv) The unaudited pro forma adjusted consolidated net tangible liabilities per share are determined after the adjustments and the conversion as described in note (ii) and (iii) above and on the basis that 15,168,072,888 and 15,028,741,117 shares are in issue based on the indicative Offer Price of HK\$3.73 and HK\$3.99 per Offer Share, being the low-end and high-end of the indicative Offer Prices, respectively, assuming the Global Offering, the conversions of Preferred Shares and Convertible Loan into Class B ordinary shares and issue of Class B ordinary shares pursuant to the 2018 Share Incentive Plan had been completed on June 30, 2024, without taking into account any shares which may fall to be issued upon the exercise of the Over-Allotment Option.
- (v) For the purpose of this unaudited pro forma adjusted net tangible assets, the balance stated in Renminbi is converted into Hong Kong dollars at a rate of HK\$1.00 to RMB0.91042. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.

B. REPORT FROM THE REPORTING ACCOUNTANT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

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**To the Directors of Horizon Robotics**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Horizon Robotics (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 consolidated net tangible assets of the Group as at June 30, 2024 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages II-1 to II-3 of the Company's prospectus dated October 16, 2024 (the "Prospectus"), in connection with the proposed initial public offering of the shares of the Company (the "Proposed Initial Public Offering"). 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-3 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, 2024 as if the Proposed Initial Public Offering had taken place at June 30, 2024. 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 June 30, 2024, 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").

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Our Independence and Quality Management

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 behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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 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, 2024 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.

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) or standards and practices of any professional body in any other overseas jurisdiction 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:

- the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- such basis is consistent with the accounting policies of the Group; and
- 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, October 16, 2024