

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set out in this Appendix does not form part of the Accountant’s Report from the reporting accountant, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, as set out in Appendix I, and is included herein for illustrative purposes only. The unaudited pro forma financial information should be read in conjunction with the section entitled “Financial Information” in this document and the Accountant’s Report set out in Appendix I to this document.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted net tangible assets of the Group prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out below to illustrate the effect of the proposed [REDACTED] on the net tangible assets of the Group attributable to the owners of the Company as of 31 December 2017 as if the proposed [REDACTED] had taken place on 31 December 2017.

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 31 December 2017 or at any future dates following the proposed [REDACTED]. It is prepared based on the combined net assets of the Group as at 31 December 2017 as set out in the Accountant’s Report of the Group, the text of which is set out in Appendix II to this document, and adjusted as described below. The unaudited pro forma statement of adjusted net tangible assets does not form part of the Accountant’s Report.

	Audited combined net tangible assets of the Group attributable to owners of the Company as at 31 December 2017 <i>(Note 1)</i> <i>HK\$'000</i>	Net tangible liabilities of the Taliworks Eco Pte Ltd. and its subsidiary attributable to owners of the Company as at 31 December 2017 <i>(Note 2)</i> <i>HK\$'000</i>	Estimated net proceeds from the proposed [REDACTED] <i>(Note 3)</i> <i>HK\$'000</i>	Capitalisation of amount due to LGB Group (HK) Limited <i>(Note 4)</i> <i>HK\$'000</i>	Unaudited pro forma adjusted net tangible assets attributable to owners of the Company as at 31 December 2017 <i>HK\$'000</i>	Unaudited pro forma adjusted net tangible assets per Share <i>(Note 5)</i> <i>HK\$</i>
Based on an [REDACTED] of HK\$[REDACTED] per Share	134,918	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per Share	134,918	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

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Notes:

- (1) The audited combined net tangible assets attributable to owners of the Company as at 31 December 2017 is extracted from the Accountant’s Report set out in Appendix I to this document, which is based on the audited combined net assets of the Group attributable to owners of the Company as at 31 December 2017 of HK\$194,414,000 with an adjustment for the intangible assets as at 31 December 2017 of HK\$59,496,000.
- (2) Pursuant to the Reorganisation, subsequent to 31 December 2017, the Company disposed its 70% equity interests of Taliworks Eco Ptd Ltd. to LGB Group (HK) Limited at nominal consideration of 1 Singaporean dollar (approximately HK\$5.8433). The unaudited pro forma adjusted net tangible assets have been adjusted for the effect of such disposal. Accordingly, the unaudited pro forma adjusted net tangible asset have been adjusted by HK\$[REDACTED], being the amount of net tangible liabilities of Taliwork Eco Ptd. Ltd and its subsidiary attributable to owners of the Company as at 31 December 2017.
- (3) The estimated net proceeds from the [REDACTED] are based on the [REDACTED] of HK\$[REDACTED] per Share and HK\$[REDACTED] per Share, respectively, after deduction of the underwriting fees and other related expenses payable by the Company and takes no account of any Shares which may be allotted and issued or repurchased by the Company under the general mandate to issue Shares and general mandate to repurchase Shares as described in the section headed “Share Capital” in this document.
- (4) Pursuant to the Reorganisation, the outstanding balance of amount due to LGB (HK) by the Group as at 31 December 2017 of [●] had been assigned to the Company on [date]. Subsequently on [date], the outstanding balance due by the Group amounting to HK\$[REDACTED] million have been capitalised by LGB (HK).
- (5) The unaudited pro forma net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that [REDACTED] Shares were in issue assuming that the [REDACTED] and [REDACTED] had been completed on 31 December 2017 but takes no account of any Shares which may be allotted and issued or repurchased by the Company under the general mandate to issue Shares and general mandate to repurchase Shares as described in the section headed “Share Capital” in this document.
- (6) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 31 December 2017.

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[REDACTED]

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[REDACTED]

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