

The information set out in this Appendix II is included herein for illustrative purposes only and does not form part of the accountant's report from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the reporting accountant of our Company, as set out in Appendix I to this prospectus.

The unaudited pro forma financial information should be read in conjunction with the section entitled "Financial Information" in this prospectus and the accountant's report set out in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative statement of the unaudited pro forma adjusted net tangible assets of our Group which has been prepared in accordance with paragraph 7.31 of the Listing Rules for the purpose of illustrating the effect of the Placing as if it had been taken place on 31 December 2012 and based on the audited combined net tangible assets attributable to equity holders of our Company as at 31 December 2012 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.

The unaudited pro forma adjusted net tangible assets of our Group 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 our Group had the Placing been completed as at 31 December 2012 or at any further date.

	Audited combined net tangible assets attributable to owner of our Company as at 31 December 2012 <i>HK\$'000</i> <i>(Note 1)</i>	Estimated net proceeds from the Placing <i>HK\$'000</i> <i>(Note 2)</i>	Unaudited pro forma adjusted net tangible assets attributable to equity holders of our Company as at 31 December 2012 <i>HK\$'000</i>	Unaudited pro forma adjusted net tangible assets per Share <i>HK\$</i> <i>(Note 3)</i>
Based on the Placing Price of HK\$1.20 per Share	90,220.3	66,417.3	156,637.6	0.58

Notes:

1. The audited combined net tangible assets attributable to owner of our Company as at 31 December 2012 is based on the audited combined net assets of our Group extracted from the accountant's report set out in Appendix I to this prospectus.
2. The estimated net proceeds from the Placing are based on the Placing Price of HK\$1.20 per share, after deduction of the underwriting fees and related expenses and takes no account of any shares which may be allotted and issued upon the exercise of the Offer Size Adjustment Option or any shares which may be issued upon the exercise of the options granted or to be granted under the Share Option Scheme or any shares which may be allotted and issued or repurchased by our Company pursuant to the general mandate. For the purpose of this pro forma financial information, the net proceeds from the Placing represents the gross proceeds less the total estimated listing-related expenses except for those already incurred and charged to the combined statements of comprehensive income up to 31 December 2012 of HK\$6.9 million.
3. The unaudited pro forma adjusted net tangible assets per Share is arrived at after adjustments referred to in the preceding paragraphs and on the basis of 272,000,000 Shares are in issue assuming that the Placing and the Capitalisation Issue have been completed on 31 December 2012, but takes no account of any shares which may be allotted and issued upon the exercise of the Offer Size Adjustment Option or any shares which may be issued upon the exercise of the options granted or to be granted under the Share Option Scheme or any shares which may be allotted and issued or repurchased by our Company pursuant to the general mandate.
4. No adjustment has been made to the unaudited pro forma adjusted net tangible assets to reflect any trading results or other transactions of our Group entered into subsequent to 31 December 2012.

B. REPORT FROM THE REPORTING ACCOUNTANT ON THE 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

ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION TO THE DIRECTORS OF HUAZHANG TECHNOLOGY HOLDING LIMITED

We report on the unaudited pro forma financial information of Huazhang Technology Holding Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages II-1 to II-2 under the heading of “Unaudited Pro Forma Adjusted Net Tangible Assets” (the “Unaudited Pro Forma Financial Information”) in Appendix II of the Company’s prospectus dated 9 May 2013 (the “Prospectus”), in connection with the proposed placing of the shares of the Company. The Unaudited Pro Forma Financial Information has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the proposed placing might have affected the relevant financial information of the Group. The basis of preparation of the Unaudited Pro Forma Financial Information is set out on pages II-1 to II-2 of the Prospectus.

Respective responsibilities of directors of the Company and the reporting accountant

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

It is our responsibility to form an opinion, as required by paragraph 7.31(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.

BASIS OF OPINION

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work, which involved no

independent examination of any of the underlying financial information, consisted primarily of comparing the audited combined net assets of the Group as at 31 December 2012 with the accountant's report as set out in Appendix I of the Prospectus, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the adjusted net tangible assets of the Group as at 31 December 2012 or any future date.

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 7.31(1) of the Listing Rules.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 9 May 2013