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## APPENDIX II      UNAUDITED PRO FORMA FINANCIAL INFORMATION

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*The information set forth in this Appendix II 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 to this prospectus, and is included herein for illustrative purposes only. The unaudited pro forma financial information should be read in conjunction with "Financial Information" in this prospectus and the Accountant's Report set forth in Appendix I to this prospectus.*

### 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 7.31 of the GEM Listing Rules is for illustrative purposes only, and is set out below to illustrate the effect of the Placing on the net tangible assets of the Group attributable to the equity holders of the Company as of 31 July 2013 as if the Placing had taken place on that date.

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 combined net tangible assets of the Group had the Placing been completed as at 31 July 2013 or at any future dates following the Placing. It is prepared based on the combined net assets of the Group as at 31 July 2013 as set out 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 statement of adjusted net tangible assets does not form part of the Accountant's Report.

	<b>Audited combined net tangible assets of the Group attributable to the equity holders of the Company as at 31 July 2013 <i>(Note 1)</i> HK\$'000</b>	<b>Estimated net proceeds from the placing of New Shares <i>(Note 2)</i> HK\$'000</b>	<b>Unaudited pro forma adjusted net tangible assets attributable to the equity holders of the Company HK\$'000</b>	<b>Unaudited pro forma adjusted net tangible assets per Share <i>(Note 3)</i> HK\$</b>
Based on the Placing Price of HK\$1.00 per Share	<u>40,154</u>	<u>33,028</u>	<u>73,182</u>	<u>0.18</u>
Based on the Placing Price of HK\$1.20 per Share	<u>40,154</u>	<u>42,628</u>	<u>82,782</u>	<u>0.21</u>

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*Notes:*

- (1) The audited combined net tangible assets attributable to the equity holders of the Company as at 31 July 2013 is extracted from the Accountant's Report set out in Appendix I to this prospectus, which is based on the audited combined net assets of the Group attributable to the equity holders of the Company as at 31 July 2013 of HK\$58,730,000 with an adjustment for the intangible assets as at 31 July 2013 of HK\$18,576,000.
- (2) The estimated net proceeds from the placing of New Shares are based on the indicative Placing Price of HK\$1.0 per Share and HK\$1.2 per Share, being the low-end and high-end of the Placing Price range, respectively, after deduction of the underwriting fees and other related expenses payable by the Company (excluding approximately HK\$5,726,000 Listing expenses which have been incurred as at 31 July 2013).
- (3) 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 that 400,000,000 Shares were in issue assuming that the Placing and the Capitalisation Issue have been completed on 31 July 2013 but takes no account of any Share which may be allotted and issued or repurchased by the Company pursuant to the general mandate and the repurchase mandate nor any Share which may be issued pursuant to the exercise of any option that may be granted under the Share Option Scheme.
- (4) The unaudited pro forma net adjusted tangible assets of the Group does not take into account the dividend of approximately HK\$44.0 million declared by the Group in September and October 2013, respectively. The unaudited pro forma net tangible assets per Share would have been HK\$0.07 and HK\$0.10 per Share based on the Placing Price of HK\$1.00 and HK\$1.20, respectively, after taking into account the declaration of dividend in the sum of approximately HK\$44.0 million.
- (5) No adjustment has been made to reflect any trading result or other transaction of the Group entered into subsequent to 31 July 2013.

*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  
INCLUDED IN A PROSPECTUS**

**TO THE DIRECTORS OF U BANQUET GROUP HOLDING LIMITED**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of U Banquet Group Holding Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets of the Group as at 31 July 2013, and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages II-1 to II-2 of the Company's prospectus dated 28 November 2013, in connection with the proposed placing of the shares of the Company. 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-2 of the prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the proposed placing of the shares of the Company on the Group's financial position as at 31 July 2013 as if the proposed placing of the shares of the Company had taken place at 31 July 2013. 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 seven months ended 31 July 2013, 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 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 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").

**Reporting Accountant's Responsibilities**

Our responsibility is to express 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.

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 comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 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 placing of the shares of the Company at 31 July 2013 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.

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

**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, 28 November 2013