

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE  
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*To the Directors of Viva Goods Company Limited (formerly known as Viva China Holdings Limited)*

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Viva Goods Company Limited (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 31 December 2022 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages III-1 to III-2 of the Company's listing document dated 20 June 2023 (the "Listing document"), in connection with the proposed transfer of listing of the shares of the Company from GEM to the Main Board of The Stock Exchange of Hong Kong Limited (the "Transfer of Listing"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages III-1 to III-2 of the Listing Document.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed Transfer of Listing on the Group's financial position as at 31 December 2022 as if the proposed Transfer of Listing had taken place at 31 December 2022. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2022, 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").

## **Our Independence and Quality Control**

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 Control (HKSQC) 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, issued by the HKICPA and accordingly, maintains a comprehensive system of quality control including documented policies and 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 listing document 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 Transfer of Listing at 31 December 2022 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.

### **Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors 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 4.29(1) of the Listing Rules.



PricewaterhouseCoopers  
Certified Public Accountants  
Hong Kong, 20 June 2023

---

## APPENDIX III      UNAUDITED PRO FORMA FINANCIAL INFORMATION

---

The information sets out in this Appendix III does not form part of the Accountant's Report of the Group from the reporting accountant of the Company, PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, as set out in Appendix IA, 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 for our Group" in this listing document and the Accountant's Report of our Group set out in Appendix IA to this listing document.

### A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

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 transfer of the listing of the shares of the Company from GEM to the Main Board of The Stock Exchange of Hong Kong Limited ("Transfer of Listing") on the consolidated net tangible assets of the Company as of 31 December 2022 as if the proposed Transfer of Listing had taken place on 31 December 2022.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group 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 per Share of the Company had the proposed Transfer of Listing been completed as at 31 December 2022 or at any future dates following the proposed Transfer of Listing.

Audited consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 December 2022 <i>(Note 1)</i> HK\$'000	Estimated listing expenses to be incurred after 31 December 2022 <i>(Note 2)</i> HK\$'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 December 2022 <i>(Note 3)</i> HK\$'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company per Share as at 31 December 2022	HK\$
Based on 9,716,261,727 ordinary shares	<u>7,714,610</u>	<u>(21,064)</u>	<u>7,693,546</u>	<u>0.79</u>

---

## APPENDIX III      UNAUDITED PRO FORMA FINANCIAL INFORMATION

---

*Notes:*

- (1) The audited consolidated net tangible assets attributable to equity owners of the Company as at 31 December 2022 is extracted from the accountant's report of the Group set out in Appendix I to this listing document. It is based on the audited consolidated net assets of the Group attributable to equity holders of the Company as at 31 December 2022 of approximately HK\$7,993,175,000, with adjustment for the intangible assets and goodwill attributable to equity holders of the Company as at 31 December 2022 of approximately HK\$278,565,000 after excluding the portion of the intangible assets and goodwill attributable to the non-controlling interests of the Group of approximately HK\$315,833,000.
- (2) The estimated listing expenses in relation to the proposed Transfer of Listing to be incurred after 31 December 2022 represent the total estimated professional fees and other related expenses/payable by the Company of approximately HK\$47,319,000 minus listing expenses of approximately HK\$26,255,000 which had been accounted for in the consolidated statements of profit or loss and other comprehensive income up to 31 December 2022.
- (3) 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 9,716,261,727 shares of the Company were in issue as at the Latest Practicable Date as disclosed in the section headed "Share Capital" in this listing document, assuming that the proposed Transfer of Listing have been completed on 31 December 2022 and does not take into account of any new shares which may be issued under the share option schemes subsequent to the Latest Practicable Date.
- (4) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 31 December 2022. In particular, the above unaudited pro forma adjusted net tangible assets have not taken into account the Second Clark Acquisition and the 2022 Bossini Right Issue subsequent to 31 December 2022. Had the Second Clark Acquisition and the 2022 Bossini Right Issue been taken place on 31 December 2022, the proforma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 December 2022 would be approximately HK\$7,806,653,000; while the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company per Share as at 31 December 2022 would be HK\$0.81.