

For illustrative purpose only, the unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is set forth below to provide the prospective investors with further information on (i) how the proposed listing might have affected the financial position of the Group after the completion of the Global Offering; (ii) how the proposed listing might have affected the unaudited pro forma estimated earnings per share for the year ended 31 December 2007 and (iii) how the acquisition of the Acquired Group which took place in the Relevant Period might have affected the performance and financial position of the Group before the acquisition date.

The unaudited pro forma financial information is derived according to a number of adjustments. Although reasonable care has been exercised in preparing such information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the actual financial performance and condition of the Group during the Relevant Period or any further date.

The information set forth in this appendix does not form part of the accountants' reports prepared by KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in appendices I and II to 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" in this prospectus and the accountants' reports set forth in appendices I and II to this prospectus.

A. UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is the statement of unaudited pro forma adjusted net tangible assets per Share of the Company and its subsidiaries (the "Group") 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 the Global Offering had been completed on 30 September 2007. It is based on the net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 September 2007 as shown in appendix I to this prospectus. The statement has been prepared for illustrative purposes only and because of its nature, it may not give a true picture of the Group's financial condition on the completion of the Global Offering.

	Net tangible assets of the Group attributable to the equity shareholders of the Company RMB'000 (Note 1)	Estimated net proceeds from the Global Offering RMB'000 (Note 2)	Unaudited pro forma adjusted net tangible assets RMB'000	Unaudited pro forma adjusted net tangible assets per Share RMB (Note 3)	Unaudited pro forma adjusted net tangible assets per Share HK\$
Based on the Offer Price of HK\$4.08 per Share	<u>546,388</u>	<u>898,203</u>	<u>1,444,591</u>	<u>0.85</u>	<u>0.91</u>
Based on the Offer Price of HK\$4.88 per Share	<u>546,388</u>	<u>1,082,105</u>	<u>1,628,493</u>	<u>0.96</u>	<u>1.03</u>

Notes:

- 1 The net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 September 2007 is extracted from the Group's audited financial statements included in the Group's accountants' report as set out in appendix I to this prospectus. The Group has already acquired the Acquired Group on 26 June 2007.
- 2 The estimated net proceeds of the Global Offering are based on the Offer Price of HK\$4.08 and HK\$4.88 per Share, after deduction of underwriting fees and other related expenses payable by the Company. No account has been taken of any shares which may be allotted and issued upon exercise of the Share Option Scheme or the Over-allotment Option.
- 3 The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraph and on the basis of a total of 1,690,766,500 Shares that are expected to be in issue immediately following the completion of the Global Offering, but takes no account of any shares which may be allotted and issued upon the exercise of the Over-allotment Option or any options that may be granted under the Share Option Scheme or any shares that may be allotted and issued or repurchased by the Company pursuant to the general mandates for the allotment and issue or repurchase of the shares referred to under "Repurchase by the Company of Shares" in appendix VII to this prospectus.
- 4 With reference to the valuation of the property interests of the Group as set out in appendix V to this prospectus, the aggregate revalued amount of the property interests of the Group as at 30 November 2007 were approximately RMB37,900,000. The unaudited net book value of these property interests as at 30 November 2007 was approximately RMB40,419,000. The revaluation deficit is approximately RMB2,519,000 and has not been included in the above adjusted net tangible assets of the Group. Such revaluation deficit has not been recorded in the accountants' report as set out in appendix I to this prospectus and will not be recorded in the financial statements of the Group for the year ended 31 December 2007 as the Group's property interests are carried at cost model. If such revaluation deficit would be included to the financial statements of the Group for the year ended 31 December 2007, a reduction of depreciation of approximately RMB87,000 per annum would be incurred.

B. UNAUDITED PRO FORMA ESTIMATED EARNINGS PER SHARE

The following unaudited pro forma estimated basic earnings per Share for the year ended 31 December 2007 has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on 1 January 2007. The unaudited pro forma estimated basic earnings per Share has been prepared for illustrative purposes only and, because of its nature, it may not give a true picture of the financial results of the Group following the Global Offering.

Unaudited estimated combined profit attributable to the equity shareholders of the Company for the year ended 31 December 2007 (<i>note 1</i>)	Not less than RMB290 million
Unaudited pro forma estimated basic earnings per Share (<i>note 2</i>)	Not less than RMB0.17

Notes:

- 1 The unaudited estimated combined profit attributable to equity shareholders of the Company for the year ended 31 December 2007 is extracted from the section headed "Financial Information – Unaudited Profit Estimate". The basis and assumptions on which the unaudited profit estimate has been prepared are set out in appendix IV to this prospectus.
- 2 The calculation of the unaudited pro forma estimated basic earnings per Share is based on the unaudited estimated combined profits attributable to equity shareholders of the Company for the year ended 31 December 2007 assuming that the Company had been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 1 January 2007 and a total of 1,690,766,500 Shares had been in issue during that financial year, but does not take into account any shares which may be allotted and issued upon the exercise of the Over-allotment Option or any options that may be granted under the Share Option Scheme or any options that may be allotted and issued or repurchased by the Company pursuant to the general mandates for the allotment and issue or repurchase of the shares referred to under "Repurchase by the Company of Shares" in appendix VII to this prospectus.

C. UNAUDITED PRO FORMA COMBINED INCOME STATEMENTS, COMBINED BALANCE SHEETS AND COMBINED CASH FLOW STATEMENTS

As set out in the subsection headed "Reorganisation" in the section headed "History and Business Development" to this prospectus, the Group acquired the entire interest in the Acquired Group at a consideration of HK\$167,895,000 (equivalent to RMB163,005,000) on 26 June 2007.

Set out below is the unaudited pro forma combined financial information of the Enlarged Group, including the unaudited pro forma combined income statements for the year ended 31 December 2006 and for the nine months ended 30 September 2007 and the unaudited pro forma combined cash flow statement for the year ended 31 December 2006, which gives effect to the acquisition as if the acquisition had been completed on 1 January 2006 and the unaudited pro forma combined balance sheet prepared based on the combined balance sheets of the Group and the Acquired Group as at 31 December 2006, which gives effect to the acquisition as if the acquisition had been completed on 31 December 2006 (the "Unaudited Pro Forma Combined Financial Information").

The Unaudited Pro Forma Combined Financial Information for the year ended 31 December 2006 and the nine months ended 30 September 2007 is prepared based on the audited financial information of the Group for the year ended 31 December 2006 and the nine months ended 30 September 2007 as set out in appendix I to this prospectus and the audited financial information of the Acquired Group for the year ended 31 December 2006 and the six months ended 30 June 2007 as set out in appendix II to this prospectus after having incorporated the unaudited pro forma adjustments described in the accompanying notes. As the acquisition of the Acquired Group was completed on 26 June 2007, the audited income statement of the Group for the nine months ended 30 September 2007 has already incorporated the Acquired Group's results during the period from the date of acquisition to 30 September 2007.

The Unaudited Pro Forma Combined Financial Information of the Enlarged Group is based on a number of assumptions, estimates, uncertainties and currently available information. As a result of these assumptions, estimates and uncertainties, the Unaudited Pro Forma Combined Financial Information of the Enlarged Group does not purport to describe the actual financial position of the Enlarged Group that would have been attained had the acquisition been completed on 31 December 2006 or the results and cash flows of the Enlarged Group that would have been attained had the acquisition been completed on 1 January 2006. Further, the Unaudited Pro Forma Combined Financial Information of the Enlarged Group does not purport to predict the Enlarged Group's future financial position, results or cash flows.

Unaudited Pro Forma Combined Income Statement

For the year ended 31 December 2006

	The Group RMB'000	The Acquired Group RMB'000	Pro forma combined RMB'000	Pro forma adjustments			Pro forma Enlarged Group RMB'000
				(note (1)) RMB'000	(note (4)) RMB'000	(note (5)) RMB'000	
Turnover	413,303	262,912	676,215	(21,603)	-	-	654,612
Cost of sales	(244,240)	(187,264)	(431,504)	17,845	(18,005)	-	(431,664)
Gross profit	<u>169,063</u>	<u>75,648</u>	<u>244,711</u>	<u>(3,758)</u>	<u>(18,005)</u>	<u>-</u>	<u>222,948</u>
Other revenue	5,458	487	5,945	-	74,771	-	80,716
Other net loss	(1,185)	(639)	(1,824)	-	-	-	(1,824)
Selling and distribution expenses	(2,125)	(1,126)	(3,251)	-	-	-	(3,251)
Administrative expenses	(15,186)	(9,378)	(24,564)	-	-	-	(24,564)
Profit from operations	<u>156,025</u>	<u>64,992</u>	<u>221,017</u>	<u>(3,758)</u>	<u>56,766</u>	<u>-</u>	<u>274,025</u>
Finance costs	(3,875)	(154)	(4,029)	-	-	-	(4,029)
Profit before taxation	<u>152,150</u>	<u>64,838</u>	<u>216,988</u>	<u>(3,758)</u>	<u>56,766</u>	<u>-</u>	<u>269,996</u>
Income tax	(4,034)	(10,542)	(14,576)	-	3,347	-	(11,229)
Profit for the year	<u>148,116</u>	<u>54,296</u>	<u>202,412</u>	<u>(3,758)</u>	<u>60,113</u>	<u>-</u>	<u>258,767</u>
Attributable to:							
Equity shareholders of the Company	109,670	54,296	163,966	(2,783)	60,113	-	221,296
Minority interests	38,446	-	38,446	(975)	-	-	37,471
Profit for the year	<u>148,116</u>	<u>54,296</u>	<u>202,412</u>	<u>(3,758)</u>	<u>60,113</u>	<u>-</u>	<u>258,767</u>

Unaudited Pro Forma Combined Income Statement*For the nine months ended 30 September 2007*

	The Group RMB'000	The Acquired Group RMB'000	Pro forma combined (note) RMB'000	Pro forma adjustments			Pro forma Enlarged Group RMB'000
				(note (1)) RMB'000	(note (4)) RMB'000	(note (5)) RMB'000	
Turnover	715,390	220,935	936,325	(53,860)	-	-	882,465
Cost of sales	(514,399)	(149,582)	(663,981)	53,860	-	18,005	(592,116)
Gross profit	<u>200,991</u>	<u>71,353</u>	<u>272,344</u>	<u>-</u>	<u>-</u>	<u>18,005</u>	<u>290,349</u>
Other revenue	78,962	566	79,528	-	-	(74,771)	4,757
Other net loss	(3,823)	(628)	(4,451)	-	-	-	(4,451)
Selling and distribution expenses	(2,841)	(953)	(3,794)	-	-	-	(3,794)
Administrative expenses	(23,923)	(10,027)	(33,950)	-	-	-	(33,950)
Profit from operations	<u>249,366</u>	<u>60,311</u>	<u>309,677</u>	<u>-</u>	<u>-</u>	<u>(56,766)</u>	<u>252,911</u>
Finance costs	(5,351)	(223)	(5,574)	-	-	-	(5,574)
Profit before taxation	<u>244,015</u>	<u>60,088</u>	<u>304,103</u>	<u>-</u>	<u>-</u>	<u>(56,766)</u>	<u>247,337</u>
Income tax	(8,441)	(11,633)	(20,074)	-	-	(3,347)	(23,421)
Profit for the period	<u>235,574</u>	<u>48,455</u>	<u>284,029</u>	<u>-</u>	<u>-</u>	<u>(60,113)</u>	<u>223,916</u>
Attributable to:							
Equity shareholders of the							
Company	211,326	48,455	259,781	-	-	(60,113)	199,668
Minority interests	24,248	-	24,248	-	-	-	24,248
Profit for the period	<u>235,574</u>	<u>48,455</u>	<u>284,029</u>	<u>-</u>	<u>-</u>	<u>(60,113)</u>	<u>223,916</u>

Note: The combined income statement of the Acquired Group is not consolidated in the combined income statement of the Group before its acquisition by the Company on 26 June 2007.

Unaudited Pro Forma Combined Balance Sheet

As at 31 December 2006

	The Group RMB'000	The Acquired Group RMB'000	Pro forma combined RMB'000	Pro forma adjustments			Pro forma Enlarged Group RMB'000
				(note (1)) RMB'000	(note (2)) RMB'000	(note (4)) RMB'000	
Non-current assets							
Property, plant and equipment	115,258	23,894	139,152	-	-	-	139,152
Lease prepayments	7,772	-	7,772	-	-	-	7,772
Prepayments for acquisition of property, plant and equipment	10,715	613	11,328	-	-	-	11,328
Goodwill	-	3,539	3,539	-	-	(3,539)	-
Deferred tax assets	755	-	755	-	-	-	755
	<u>134,500</u>	<u>28,046</u>	<u>162,546</u>	<u>-</u>	<u>-</u>	<u>(3,539)</u>	<u>159,007</u>
Current assets							
Inventories	127,571	46,303	173,874	(3,758)	-	18,005	188,121
Trade and other receivables	85,152	96,817	181,969	-	(18,780)	-	163,189
Pledged deposits	5,508	-	5,508	-	-	-	5,508
Cash and cash equivalents	46,704	35,922	82,626	-	-	-	82,626
	<u>264,935</u>	<u>179,042</u>	<u>443,977</u>	<u>(3,758)</u>	<u>(18,780)</u>	<u>18,005</u>	<u>439,444</u>
Current liabilities							
Short-term bank loans	40,000	6,000	46,000	-	-	-	46,000
Other short-term borrowings	-	-	-	-	-	155,340	155,340
Trade and other payables	88,183	34,253	122,436	-	(18,780)	7,665	111,321
Current tax payable	1,102	6,389	7,491	-	-	-	7,491
	<u>129,285</u>	<u>46,642</u>	<u>175,927</u>	<u>-</u>	<u>(18,780)</u>	<u>163,005</u>	<u>320,152</u>
Net current assets	<u>135,650</u>	<u>132,400</u>	<u>268,050</u>	<u>(3,758)</u>	<u>-</u>	<u>(145,000)</u>	<u>119,292</u>
Total assets less current liabilities	<u>270,150</u>	<u>160,446</u>	<u>430,596</u>	<u>(3,758)</u>	<u>-</u>	<u>(148,539)</u>	<u>278,299</u>

	The Group RMB'000	The Acquired Group RMB'000	Pro forma combined RMB'000	Pro forma adjustments			Pro forma Enlarged Group RMB'000
				(note (1)) RMB'000	(note (2)) RMB'000	(note (4)) RMB'000	
Non-current liabilities							
Municipal government loan	2,785	-	2,785	-	-	-	2,785
Deferred income	12,559	-	12,559	-	-	-	12,559
Deferred tax liabilities	-	-	-	-	-	3,347	3,347
	<u>15,344</u>	<u>-</u>	<u>15,344</u>	<u>-</u>	<u>-</u>	<u>3,347</u>	<u>18,691</u>
Net assets	<u>254,806</u>	<u>160,446</u>	<u>415,252</u>	<u>(3,758)</u>	<u>-</u>	<u>(151,886)</u>	<u>259,608</u>
Capital and reserves							
Paid-in/issued capital	74,858	27,796	102,654	-	-	(27,796)	74,858
Reserves	113,948	132,650	246,598	(2,783)	-	(124,090)	119,725
Total equity attributable to equity shareholders of the Company	188,806	160,446	349,252	(2,783)	-	(151,886)	194,583
Minority interests	<u>66,000</u>	<u>-</u>	<u>66,000</u>	<u>(975)</u>	<u>-</u>	<u>-</u>	<u>65,025</u>
Total equity	<u>254,806</u>	<u>160,446</u>	<u>415,252</u>	<u>(3,758)</u>	<u>-</u>	<u>(151,886)</u>	<u>259,608</u>

Unaudited Pro Forma Combined Cash Flow Statement*For the year ended 31 December 2006*

	The Group RMB'000	The Acquired Group RMB'000	Pro forma combined RMB'000	Pro forma adjustments				Pro forma Enlarged Group RMB'000
				(note (1)) RMB'000	(note (2)) RMB'000	(note (3)) RMB'000	(note (4)) RMB'000	
Operating activities								
Profit before taxation	152,150	64,838	216,988	(3,758)	-	-	56,766	269,996
Adjustments for:								
- Gain on acquisition of the Acquired Group	-	-	-	-	-	-	(74,771)	(74,771)
- Depreciation and amortisation	7,450	1,486	8,936	-	-	-	-	8,936
- Impairment of property, plant and equipment	-	888	888	-	-	-	-	888
- Gain on disposal of property, plant and equipment	(31)	(25)	(56)	-	-	-	-	(56)
- Finance costs	3,875	154	4,029	-	-	-	-	4,029
- Interest income from bank deposits	(593)	(204)	(797)	-	-	-	-	(797)
Operating profit before changes in working capital	162,851	67,137	229,988	(3,758)	-	-	(18,005)	208,225
(Increase)/ decrease in inventories	(112,055)	17,192	(94,863)	3,758	-	-	18,005	(73,100)
(Increase)/ decrease in trade and other receivables	(22,846)	(37,635)	(60,481)	-	18,780	-	-	(41,701)
Increase/ (decrease) in trade and other payables	74,665	(24,681)	49,984	-	(18,780)	-	-	31,204
Decrease in deferred income	(534)	-	(534)	-	-	-	-	(534)
Cash generated from operating activities	102,081	22,013	124,094	-	-	-	-	124,094
PRC Enterprises Income Tax paid	(3,461)	(8,942)	(12,403)	-	-	-	-	(12,403)
Net cash generated from operating activities	98,620	13,071	111,691	-	-	-	-	111,691

APPENDIX III
UNAUDITED PRO FORMA FINANCIAL INFORMATION

	The Group RMB'000	The Acquired Group RMB'000	Pro forma combined RMB'000	Pro forma adjustments				Pro forma Enlarged Group RMB'000
				(note (1)) RMB'000	(note (2)) RMB'000	(note (3)) RMB'000	(note (4)) RMB'000	
Investing activities								
Payment for the acquisition of property, plant and equipment	(12,262)	(3,014)	(15,276)	-	-	260	-	(15,016)
Proceeds from disposal of property, plant and equipment	650	400	1,050	-	-	(260)	-	790
Interest received	593	204	797	-	-	-	-	797
Acquisition of subsidiaries (net of cash acquired)	-	22,204	22,204	-	-	-	(155,340)	(133,136)
Net cash (used in)/ generated from investing activities	(11,019)	19,794	8,775	-	-	-	(155,340)	(146,565)
Financing activities								
Placement of pledged deposits	(11,945)	-	(11,945)	-	-	-	-	(11,945)
Repayment of pledged deposits	7,441	-	7,441	-	-	-	-	7,441
Dividends paid	(47,569)	-	(47,569)	-	-	-	-	(47,569)
Proceeds from bank loans and other borrowings	55,799	-	55,799	-	-	-	155,340	211,139
Repayment of bank loans and other borrowings	(76,400)	-	(76,400)	-	-	-	-	(76,400)
Interest paid	(3,777)	(154)	(3,931)	-	-	-	-	(3,931)
Net cash (used in)/ generated from financing activities	(76,451)	(154)	(76,605)	-	-	-	155,340	78,735
Net increase in cash and cash equivalents	11,150	32,711	43,861	-	-	-	-	43,861
Cash and cash equivalents at beginning of year	35,554	3,211	38,765	-	-	-	-	38,765
Cash and cash equivalents at the end of the year	46,704	35,922	82,626	-	-	-	-	82,626

Notes to Unaudited Pro Forma Combined Financial Information of the Enlarged Group

- (1) The adjustment represents the elimination of the sales and purchase transactions between the Group and the Acquired Group for the year ended 31 December 2006 and the nine months ended 30 September 2007 and the attributable share of the financial effect to the minority shareholders.
- (2) The adjustment represents the elimination of the inter-company balances between the Group and the Acquired Group amounting to RMB18,780,000 as at 31 December 2006.
- (3) The adjustment represents the elimination of the disposal of machinery and equipment with a net book value of RMB260,000 to the Group by the Acquired Group in 2006 at a consideration of an equivalent amount.
- (4) Upon completion of the acquisition of the Acquired Group, identifiable assets and liabilities of the Acquired Group will be accounted for in the Unaudited Pro Forma Combined Financial Information of the Enlarged Group at their fair value under the purchase method of accounting. The fair value adjustment are recorded in the unaudited pro forma combined balance sheet of the Enlarged Group as at 31 December 2006 as if the acquisition was completed on 31 December 2006.

The amount of excess of the fair value of the acquired net assets over the cost of acquisition of RMB74,771,000 ("gain on acquisition of the Acquired Group") is recognised as other revenue in the unaudited pro forma combined income statement for the year ended 31 December 2006 as if the acquisition was completed on 1 January 2006. The gain on acquisition of the Acquired Group for the nine months ended 30 September 2007 has been recorded in the other revenue of the Group for the nine months ended 30 September 2007 as set out in appendix I to this prospectus. The goodwill of RMB3,539,000 recorded by the Acquired Group before acquisition is written off on acquisition as the purchase cost is allocated only to the identifiable assets and liabilities.

The gain on acquisition mainly represents the changes in the fair value of the Acquired Group during the period from 1 January 2007 to the acquisition date of 26 June 2007. The Company had substantially concluded and agreed on the terms and conditions of the acquisition with the then shareholders of the Acquired Group with reference to the fair value of the Acquired Group as at 31 December 2006. Since the statutory approval from authorities of corresponding jurisdictions was necessary for the acquisition to complete, the change in fair value during the application process has therefore resulted in a gain on acquisition.

The fair value adjustment on acquired net assets and the gain on acquisition of the Acquired Group arising from the acquisition has been determined by the directors of the Company based on a valuation performed by Vigers Appraisal & Consulting Ltd. on 26 June 2007.

As a result of the fair value adjustment, inventories and deferred tax liabilities increase by approximately RMB18,005,000 and RMB3,347,000 respectively in the unaudited pro forma combined balance sheet as at 31 December 2006 and the cost of sales increases by approximately RMB18,005,000 and income tax decreases by approximately RMB3,347,000 in the pro forma combined income statement for the year ended 31 December 2006. They have been recorded in the combined financial statements of the Group for the nine months ended 30 September 2007 as set out in appendix I to this prospectus.

For illustrative purposes, among the total consideration of HK\$167,895,000 (equivalent to RMB163,005,000) for the acquisition of the Acquired Group, HK\$160,000,000 (equivalent to RMB155,340,000) was financed by a short-term borrowing. As a result, short-term borrowings as at 31 December 2006 has increased by the same amount.

The effect of increase in interest expenses from the above-mentioned short-term borrowing of approximately RMB1,162,000 for the year ended 31 December 2006 is not presented in the Unaudited Pro Forma Combined Financial Information because the effects are insignificant.

- (5) The adjustment represents the reversal of gain on acquisition of the Acquired Group and the increase in cost of sales and decrease in income tax due to the fair value adjustment as mentioned above in note 4, which have been recorded in the Group's combined income statement for the nine months ended 30 September 2007.

D. COMFORT LETTER ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the reporting accountants, KPMG, Certified Public Accountants, Hong Kong, prepared for the purpose of incorporation in this prospectus, in respect of the unaudited pro forma financial information of the Group.



8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong

21 January 2008

The Board of Directors
Solargiga Energy Holdings Limited
BNP Paribas Capital (Asia Pacific) Limited

Dear Sirs,

We report on the unaudited pro forma statement of adjusted net tangible assets, unaudited pro forma estimated earnings per share and unaudited pro forma combined income statement, combined balance sheet and combined cash flow statement (hereinafter collectively referred to as the "Unaudited Pro Forma Financial Information") of the Company and its subsidiaries (collectively, the "Group"), which has been prepared by the directors of the Company for illustrative purposes only, to provide information about how the global offering of the Company's shares and the acquisition of the entire equity interest in Solar Technology Investment (Cayman) Corp. and its subsidiaries (collectively, the "Acquired Group") resulting in the formation of an enlarged group ("the Enlarged Group") might have affected the financial information presented, for inclusion in appendix III to the prospectus of the Company dated 21 January 2008 (the "Prospectus"). The basis of preparation of the Unaudited Pro Forma Information is set out in Part A, B and C of appendix III to the Prospectus.

RESPONSIBILITIES

It is the responsibility solely of the directors of the Company to prepare 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" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

It is our responsibility to form an opinion, as required by paragraph 4.29 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 work 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 consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the Unaudited Pro Forma Financial Information.

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 4.29(1) of the Listing Rules.

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) and accordingly should not be relied upon as if it had been carried out in accordance with those standards.

The Unaudited Pro Forma Financial Information has been prepared based on the accountants’ reports of the Group and the Acquired Group as set out in appendices I and II respectively to the Prospectus for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, it does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial position of the Group as at 30 September 2007 or any future date; or
- the earnings per share of the Group for the year ending 31 December 2007 or any future periods.

We make no comments regarding the reasonableness of the amount of net proceeds from the global offering, the application of those net proceeds, or whether such use will actually take place as described under “Use of Proceeds” in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

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 4.29(1) of the Listing Rules.

Yours faithfully,

KPMG

Certified Public Accountant

Hong Kong