

APPENDIX II

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set forth in this Appendix II does not form part of the “Accountant’s Report” received from the Company’s reporting accountant, RSM Hong Kong, Certified Public Accountants, Hong Kong, as set forth in Appendix I to this document, and is included herein for illustrative purpose only.

The unaudited pro forma financial information should be read in conjunction with the section headed “Financial Information” in this document and the “Accountant’s Report” set forth in Appendix I to this document.

A. [REDACTED]

For illustrative purpose only, the unaudited pro forma financial information prepared in accordance with paragraph 29 of Chapter 4 of the Listing Rules is set out herein to provide the investors with further information to assess the financial performance of the Group after taking into account the adjusted consolidated net tangible assets of the Group to illustrate the financial position of the Group after completion of the [REDACTED] had the [REDACTED] been completed on 31 December 2021.

The unaudited pro forma financial information has been prepared, on the basis of the notes set out below, to illustrate how the [REDACTED] may have affected the net tangible assets attributable to owners of the Company had it occurred as of 31 December 2021. It has been prepared for illustrative purpose only and, because of its nature, may not give a true picture of the financial position of the Group.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as of 31 December 2021 <i>(Note 1)</i> RMB'000	Estimated net proceeds from the [REDACTED] <i>(Note 2)</i> RMB'000	Cessation of the put option liabilities <i>(Note 3)</i> RMB'000	[REDACTED] attributable to owners of the Company RMB'000	[REDACTED] per share <i>(Note 4)</i> RMB	<i>(Note 5)</i> HK\$
Based on an [REDACTED] of HK\$[REDACTED] per share	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per share	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per share	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

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Notes:

- (1) The audited consolidated net tangible assets attributable to owners of the Company as of 31 December 2021 is arrived at after deducting the intangible assets of RMB1,075,007,000 and the non-controlling interests of RMB824,230,000 from the audited consolidated net assets of RMB24,986,124,000 as of 31 December 2021, as shown in the Accountant’s Report, the text of which is set out in Appendix I to this document.
- (2) The adjustment to the [REDACTED] reflects the estimated proceeds from the [REDACTED] to be received by the Company. The estimated proceeds from the [REDACTED] are based on the [REDACTED] of HK\$[REDACTED], HK\$[REDACTED] and HK\$[REDACTED] per share after deduction of the estimated [REDACTED] and commissions and other related expenses payable by the Company, and takes no account of any shares which may be issued upon the exercise of the [REDACTED].
- (3) The put option liabilities of the Group amounting to RMB941,132,000 as at 31 December 2021 is extracted from the Accountant’s Report as set out in Appendix I to this document. Pursuant to respective investment agreements between the Company and non-controlling shareholders of subsidiaries, upon the listing of the shares of the Company on the Main Board of the Stock Exchange, these put options shall be ceased.
- (4) The [REDACTED] per share are determined after the adjustments as described above and on the basis that [REDACTED] shares are in issue, assuming the [REDACTED] had been completed on 31 December 2021 but takes no account of any shares which may fall to be issued upon the exercise of the [REDACTED].
- (5) For the purpose of this unaudited pro forma adjusted consolidated net tangible assets, the balance stated in Renminbi is converted into Hong Kong dollars at a rate of HK\$1.00 to RMB0.8105. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.

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[REDACTED]

[REDACTED]

[REDACTED]