

APPENDIX II

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set out in this Appendix does not form part of the Accountant’s Report from the reporting accountant, [PricewaterhouseCoopers], Certified Public Accountants, Hong Kong, as set out in Appendix I, 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” in this document and the Accountant’s Report set out in Appendix I to this document.

A. 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 4.29 of the Listing Rules is for illustrative purposes only, and is set out below to illustrate the effect of the [REDACTED] on the net tangible assets of the Group attributable to the owners of the Company as at 31 December 2022 as if the [REDACTED] had taken place on 31 December 2022 assuming the [REDACTED] is not exercised.

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 consolidated net tangible assets of the Group as at 31 December 2022 or at any future dates following the [REDACTED]. It is prepared based on the consolidated net assets of the Group as at 31 December 2022 as set out in the Accountant’s Report of the Group, the text of which is set out in Appendix I to this document, and adjusted as described below. The unaudited pro forma statement of adjusted net tangible assets does not form part of the Accountant’s Report.

Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2022 <i>(Note 1)</i> RMB’000	Estimated [REDACTED] from the [REDACTED] <i>(Note 2)</i> RMB’000	Estimated impact to the net tangible assets upon the conversion of the ordinary shares with redemption right <i>(Note 3)</i> RMB’000	Unaudited pro forma adjusted net tangible assets attributable to owners of the Company as at 31 December 2022 RMB’000	Unaudited pro forma adjusted net tangible assets per Share <i>(Note 4)</i> RMB	adjusted <i>(Note 6)</i> HK\$
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Based on an [REDACTED] of
HK\$[REDACTED] per Share

478,458	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
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Notes:

- (1) The audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2022 is extracted from the Accountant’s Report set out in Appendix I to this document, which is the audited consolidated net assets of the Group attributable to the owners of the Company as at 31 December 2022 of RMB500,237,000, with an adjustment for the intangible assets as of 31 December 2022 of RMB21,779,000.
- (2) The estimated [REDACTED] from the [REDACTED] are based on the [REDACTED] of HK\$[REDACTED] per share after deduction of the [REDACTED] and other related expenses (excluding [REDACTED] expenses of approximately RMB[REDACTED] which have been accounted for in the consolidated statement of comprehensive income of the Group up to 31 December 2022) paid/payable by the Group and takes no account of any Shares which may be issued upon the exercise of options granted under the [REDACTED] Share Option Scheme, any Shares which may be issued upon the exercise of the options which may be granted under the Share Option Scheme, any Shares which may fall to be issued upon the exercise of the [REDACTED] or any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate to issue Shares and the general mandate to repurchase Shares as described in the section headed “Share Capital” in this document.
- (3) Upon the [REDACTED], all of the ordinary shares with redemption right will be automatically converted into ordinary shares pursuant to the respective share subscription agreements. Accordingly, for the purpose of the unaudited pro forma adjusted net tangible assets, the unaudited pro forma adjusted net tangible assets attributable to owners of the Company will be increased by RMB[REDACTED], being the carrying amounts of the ordinary shares as of 31 December 2022.
- (4) 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 [REDACTED] Shares were in issue assuming that the [REDACTED] and the [REDACTED] have been completed on 31 December 2022 but takes no account of any Shares which may be issued upon the exercise of options granted under the [REDACTED] Share Option Scheme, any Shares which may be issued upon the exercise of the options which may be granted under the Share Option Scheme, any Shares which may be issued upon the exercise of the [REDACTED] or any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandate to issue Shares and general mandate to repurchase Shares as described in the section headed “Share Capital” in this document.
- (5) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 31 December 2022.
- (6) For the purpose of preparing this unaudited pro forma statement of adjusted net tangible assets, the amount denominated in Chinese Renminbi have been converted to Hong Kong dollars, and vice versa, at a rate of RMB1 to HK\$1.1170 as set out in “Information About this Document and the [REDACTED] — Currency Conversion” to this document. No representation is made that the Chinese Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate or at all.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

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[REDACTED]

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[REDACTED]

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[REDACTED]