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**APPENDIX II      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

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*The information set forth in this appendix does not form part of the Accountants' Report prepared by KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of our Company, as set forth in Appendix I to this prospectus, and is included herein for illustrative purpose only.*

*The unaudited pro forma financial information should be read in conjunction with "Financial information" in this prospectus and the Accountants' Report set forth in Appendix I to this prospectus.*

**(A) UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS**

The following statement of unaudited pro forma adjusted net tangible assets of our Group prepared in accordance with Rule 4.29 of the Listing Rules is for illustration purpose only, and is set forth herein to illustrate the effect of the Share Offer on our combined net tangible assets as of 30 November 2012 as if the Share Offer had been completed on 30 November 2012. It is prepared based on our combined net assets as at 30 November 2012 as derived from our combined financial information set forth in the Accountants' Report in Appendix I to this prospectus, and adjusted as described below. The unaudited pro forma adjusted net tangible assets does not form part of the Accountants' Report in Appendix I to this prospectus. The unaudited pro forma statement of adjusted net tangible assets has been prepared for illustrative purpose only, and because of its hypothetical nature, it may not give a true picture of the financial position of our Group following the Share Offer.

	<b>Combined net tangible assets of our Group as at 30 November 2012</b>	<b>Estimated net proceeds from the Share Offer</b>	<b>Unaudited pro forma adjusted net tangible assets</b>	<b>Unaudited pro forma adjusted net tangible assets per Share</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$</i>
	<i>(Note 1)</i>	<i>(Note 2)</i>	<i>(Notes 3 and 4)</i>	<i>(Notes 3, 4 and 5)</i>
Based on an Offer Price of HK\$0.75 per Share	145,424	52,801	198,225	0.50
Based on an Offer Price of HK\$0.98 per Share	145,424	75,224	220,648	0.55

*Notes:*

- (1) The combined net tangible assets of our Group as at 30 November 2012 is derived from the combined financial information set forth in the Accountant's Report in Appendix I to this prospectus, which is based on the combined net assets of our Group of approximately HK\$145,424,000.
- (2) The estimated net proceeds from the Share Offer are based on the indicative Offer Price of HK\$0.75 and HK\$0.98 per Share after deduction of the underwriting fees and other related expenses payable by the Company.
- (3) The unaudited pro forma adjusted net tangible assets do not take into account the effect of the settlement of the amounts due to Shareholders by the issuance of ordinary shares of a subsidiary of our Company prior to the listing of the Shares on the Stock Exchange.
- (4) No adjustment has been made to the unaudited pro forma adjusted net tangible assets to reflect any trading results or other transactions of our Group entered into subsequent to 30 November 2012.
- (5) 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 immediately following the completion of the Share Offer but without taking into account of any Shares which may be issued upon exercise of the options which may be granted under the Share Option Scheme or any Share which may be allotted and issued or repurchased by our Company pursuant to the general mandates given to our Directors to allot and issue or repurchase Shares.

**(B) REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

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



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

27 February 2013

The Directors  
Oi Wah Pawnshop Credit Holdings Limited

Dear Sirs

We report on the unaudited pro forma financial information (the "Pro Forma Financial Information") of Oi Wah Pawnshop Credit Holdings Limited (the "Company") and its subsidiaries (the "Group") set out in Part A of Appendix II of the prospectus dated 27 February 2013 (the "Prospectus"), which has been prepared by the directors of the Company solely for illustrative purposes to provide information about how the Share Offer might have affected the financial information presented. The basis of preparation of the unaudited Pro Forma Financial Information is set out in Part A of Appendix II of 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 (the "HKICPA").

It is our responsibility to form 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.

**Basis of opinion**

We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements (“HKSIR”) 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. The engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review performed 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 procedures on the unaudited Pro Forma Financial Information have not been carried out in accordance with attestation 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 they had been carried out in accordance with those standards and practices.

The unaudited Pro Forma Financial Information is 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 November 2012 or any future date.

We make no comments regarding the reasonableness of the amount of net proceeds from the issuance of the Company’s shares, the application of those net proceeds, or whether such use will actually take place as described under “Use of Proceeds” set out in “Future plans and use of proceeds” of 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 Accountants*  
Hong Kong