

The information sets out in this appendix does not form part of the Accountants' Report prepared by Ernst & Young, 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 the section headed "Financial Information" in this prospectus and the Accountants' Report set forth in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED COMBINED NET TANGIBLE ASSETS

The following is an illustrative statement of unaudited pro forma adjusted combined net tangible assets of the Group prepared in accordance with paragraph 4.29 of the Listing Rules and on the basis of the notes set out below for the purpose of illustrating the effect of the Share Offer on the combined net tangible assets of the Group attributable to owners of the Company as if the Share Offer had taken place on 31 July 2013. This unaudited pro forma statement of adjusted combined 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 combined net tangible assets of the Group had the Share Offer been completed as at 31 July 2013 or any future dates:

	Combined net tangible assets attributable to owners of the Company as at 31 July 2013 HK\$'000 (Note 1)	Acquisition of shareholder's loans HK\$'000 (Note 2)	Estimated net proceeds from the Share Offer HK\$'000 (Note 3)	Unaudited pro forma adjusted combined net tangible assets HK\$'000	Unaudited pro forma adjusted combined net tangible assets per Share HK\$ (Notes 4 and 5)
Based on an Offer Price of HK\$1.0 per Share	<u>157,152</u>	<u>45,923</u>	<u>37,840</u>	<u>240,915</u>	<u>1.205</u>
Based on an Offer Price of HK\$1.2 per Share	<u>157,152</u>	<u>45,923</u>	<u>47,840</u>	<u>250,915</u>	<u>1.255</u>

Notes:

1. The combined net tangible assets attributable to owners of the Company as at 31 July 2013 is extracted from the Accountants' Report set out in Appendix I to this prospectus.
2. As part of the Reorganisation, on 21 November 2013, Best Trader, a wholly-owned subsidiary of the Company, acquired the shareholder's loans of Great Jump and Top Integration from Profit Chain, the then shareholder of the Company, of approximately HK\$45,923,000.
3. The estimated net proceeds from the Share Offer are based on the indicative Offer Price of HK\$1.0 and HK\$1.2 per Share, after deduction of the underwriting fees and other related expenses payable by the Company.
4. The unaudited pro forma adjusted combined net tangible assets per Share is calculated based on 200,000,000 Shares expected to be in issue immediately following the completion of the Share Offer without taking into account of any Shares which may be issued upon exercise of the Offer Size Adjustment Option or any Shares which may be allotted and issued or repurchased by the Company pursuant to the general mandates for the allotment and issue or repurchase of Shares.
5. The unaudited pro forma adjusted combined net tangible assets attributable to owners of the Company does not take into account a special dividend of HK\$60,000,000 declared on 21 November 2013 by Great Jump, a subsidiary of the Group, to Profit Chain. Such dividend will be paid before the listing of the shares of the Company on the Stock Exchange in December 2013. Had the special dividend been taken into account, the unaudited pro forma adjusted combined net tangible assets per Share would be HK\$0.905 (assuming an Offer Price of HK\$1.0 per Share) and HK\$0.955 (assuming an Offer Price of HK\$1.2 per Share), respectively.
6. Except from those mentioned above, no adjustment has been made to reflect any trading results or other transactions of the Group, entered into subsequent to 31 July 2013.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

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



22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

28 November 2013

The Directors
Excel Development (Holdings) Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma financial information of Excel Development (Holdings) Limited (formerly known as Excel Engineering (Holdings) Limited) (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma combined net tangible assets as at 31 July 2013 and related notes as set out in Section A of Appendix II to the prospectus of the Company dated 28 November 2013 (the “Prospectus”) issued by the Company (the “Pro Forma Financial Information”). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in note 2 to note 6.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the public offer and placing of shares of the Company on the Group's financial position as at 31 July 2013 as if the transaction had taken place at 31 July 2013. 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 period ended 31 July 2013, on which an accountants' report has been published.

Directors' responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the 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”).

Reporting Accountant's responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the 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 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 comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Pro Forma Financial Information, in accordance with paragraph 4.29 of the Listing Rules and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by 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 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 Pro Forma Financial Information.

The purpose of Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of public offer and placing of shares of the Company on unadjusted financial information of the Group as if 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 transaction would have been as presented.

A reasonable assurance engagement to report on whether the 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 Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The 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 Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the 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 Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
Ernst & Young
Certified Public Accountants
Hong Kong