

*The information set forth in this appendix does not form part of the Accountants' Report from KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this prospectus, and is included herein for information 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 ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following statement of unaudited pro forma adjusted consolidated net tangible assets of the Company is prepared in accordance with Rule 4.29 of the Listing Rules and is set out below to illustrate the effect of the Global Offering on the consolidated net tangible assets of the Company as at 30 June 2013 as if the Global Offering had taken place on that date.

The unaudited pro forma adjusted consolidated net tangible assets of the Company 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 Company as at 30 June 2013 or at any future dates following the Global Offering. It is prepared based on the consolidated net tangible assets of the Company as at 30 June 2013 as set out in the Accountants' Report set out in Appendix I to this prospectus, and adjusted as described below.

	Consolidated net tangible assets of the Company as at 30 June 2013 <sup>(1)</sup>	Estimated net proceeds from the Global Offering <sup>(2)</sup>	Unaudited pro forma adjusted consolidated net tangible assets of the Company	Unaudited pro forma adjusted consolidated net tangible assets of the Company per Share <sup>(3)</sup>	
	RMB'000	RMB'000	RMB'000	RMB	HK\$ <sup>(4)</sup>
<b>Based on the Offer Price of</b>					
<b>HK\$1.60 per Share</b> .....	282,117	168,484	450,601	0.56	0.71
<b>Based on the Offer Price of</b>					
<b>HK\$2.32 per Share</b> .....	282,117	256,669	538,786	0.67	0.85

*Notes:*

- (1) The consolidated net tangible assets of the Company as of 30 June 2013 was calculated based on the consolidated net assets of the Company as of 30 June 2013 of approximately RMB282,164,000 as extracted from the Accountants' Report set out in Appendix I to this Prospectus, with adjustments for the intangible assets of approximately RMB47,000.
- (2) The estimated net proceeds from the Global Offering are based on 160,000,000 Shares at the Offer Price of HK\$1.60 and of HK\$2.32 per Share, after deduction of the underwriting fees and other related expenses payable by the Company. No account has been taken of the Shares which may be allotted and issued upon the exercise of the Over-allotment Option or the options granted under the Pre-IPO Share Option Scheme or any options that may be granted under the Share Option Scheme, or any Shares which may be repurchased by the Company pursuant to the Repurchase Mandate. The estimated net proceeds from the Global Offering are converted from Hong Kong dollars into Renminbi at an exchange rate of RMB0.78923 to HK\$1.00, which was the rate prevailing on 20 December 2013 as set by PBOC. 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 or at all.
- (3) The unaudited pro forma adjusted consolidated net tangible assets per Share is arrived at after making the adjustments referred to in the preceding paragraph and on the basis that a total of 800,000,000 Shares were in issue assuming that the Global Offering had been completed on 30 June 2013. It does not take into account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option or the options granted under the Pre-IPO Share Option Scheme or any options that may be granted under the Share Option Scheme, or any Shares which may be repurchased by the Company pursuant to the Repurchase Mandate.
- (4) The unaudited pro forma adjusted consolidated net tangible assets of the Company per Share is converted from Renminbi into Hong Kong dollars at the rate of RMB0.78923 to HK\$1.00, which was the rate prevailing on 20 December 2013 as set by PBOC. No representation is made that the Renminbi amounts have been, could have been or could be converted to Hong Kong dollars, or vice versa, at that rate or at any other rates or at all.
- (5) No adjustment has been made to the consolidated net tangible assets of the Company as at 30 June 2013 to reflect any trading result or other transaction of the Group entered into subsequent to 30 June 2013.

**(B) UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE**

The following unaudited pro forma forecast earnings per share for the year ending 31 December 2013 has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering and the Capitalization Issue as if they had taken place on 1 January 2013. This unaudited pro forma forecast earnings per share had been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial results of the Company for the year ending 31 December 2013 or for any future period.

Forecast consolidated profit of the Company for the

year ending 31 December 2013<sup>(1)(3)</sup> . . . . . Not less than RMB124.2 million (approximately HK\$157.4 million)

Unaudited pro forma forecast earnings per share for the

year ending 31 December 2013<sup>(2)(3)</sup> . . . . . Not less than RMB0.16 (approximately HK\$0.20)

*Notes:*

- (1) The bases and assumptions on which the above profit forecast has been prepared are summarized in Appendix III to this Prospectus. The Directors have prepared the forecast consolidated profit of the Company for the year ending 31 December 2013 based on the audited consolidated results for the six months ended 30 June 2013, the unaudited management accounts of our Group for the four months ended 31 October 2013 and the forecast consolidated results for the remaining two months ending 31 December 2013.
- (2) The calculation of the unaudited pro forma forecast earnings per share is based on the forecast consolidated results for the year ending 31 December 2013 of the Company, assuming that a total of 800,000,000 shares had been in issued during the entire year. The calculation of the forecast earnings per share does not take into account any shares which may be issued upon the exercise of the Over-allotment Option, any options granted under the Pre-IPO Share Option Scheme or options that may be granted under the Share Option Scheme.
- (3) The forecast consolidated profit of the Company and the unaudited pro forma forecast earnings per share for the year ending 31 December 2013 are converted into Hong Kong Dollars at the exchange rate of RMB0.78923 to HK\$1.00, the PBOC rate on 20 December 2013.

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



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

**TO THE DIRECTORS OF MIKO INTERNATIONAL HOLDINGS LIMITED**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Miko International Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted net tangible assets as at 30 June 2013 and the unaudited pro forma forecast earnings per share for the year ending 31 December 2013 and related notes as set out in Part A and B of Appendix II to the prospectus dated 31 December 2013 (the "Prospectus") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A and B of Appendix II to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed offering of the ordinary shares of the Company (the "Global Offering") on the Group's financial position as at 30 June 2013 and the forecast financial performance of the Company for the year ending 31 December 2013 as if the Global Offering had taken place at 30 June 2013 and 1 January 2013, respectively. As part of this process, information about the Group's financial position as at 30 June 2013 has been extracted by the Directors from the Group's historical financial statements included in the Accountants' Report as set out in Appendix I to the Prospectus. Information about the Group's forecast of the consolidated profit of the Company for the year ending 31 December 2013 (the "Profit Forecast") has been extracted by the Directors from the section headed "Financial Information" in the Prospectus on which an accountants' report has been published as set out in Appendix III to the Prospectus.

*Directors' Responsibilities 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" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

*Reporting Accountants' 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 (“HKSAE”) 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 accountants 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 AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical or forecast 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 an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or 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 events or transactions as at 30 June 2013 or 1 January 2013 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 event or 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 accountants’ judgement, having regard to the reporting accountants’ understanding of the nature of the Group, the event or 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.

Our procedures on the 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, auditing standards of the Public Company Accounting Oversight Board (United States) or any overseas standards and accordingly should not be relied upon as if they had been carried out in accordance with those standards and practices.

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 in the section headed "Use of Proceeds" in the Prospectus.

*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 purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

31 December 2013