

This information set forth in this Appendix II does not form part of the accountants' report prepared by Ernst & Young, 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 the prospectus.

(A) UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following unaudited pro forma adjusted consolidated net tangible assets of the Group prepared in accordance with Rule 4.29 of the Listing Rules are set out below to show the effect on the audited consolidated net tangible assets of the Group as at August 31, 2013 as if the Global Offering had occurred on August 31, 2013 and are based on the consolidated net tangible assets attributable to the owners of the Company derived from the audited financial information of the Group as at August 31, 2013, as set out in Appendix I to this Prospectus and adjusted as described below.

The unaudited pro forma adjusted consolidated net tangible assets of the Group have been prepared for illustrative purposes only and, because of their hypothetical nature, they may not give a true picture of the consolidated net tangible assets of the Group had the Global Offering been completed as at August 31, 2013 or any future dates.

	Audited consolidated net tangible assets of our Group attributable to owners of our Company as at August 31, 2013	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted consolidated net tangible assets	Unaudited pro forma adjusted consolidated net tangible assets per Share	Unaudited pro forma adjusted consolidated net tangible assets per Share
	(Note 1) RMB'000	(Note 2) RMB'000	RMB'000	(Note 3) RMB	HK\$
Based on the minimum indicative Offer Price of HK\$4.95 per Share	217,713	443,468	661,181	1.32	1.69
Based on the maximum indicative Offer Price of HK\$7.15 per Share	217,713	655,341	873,054	1.75	2.24

Notes:

1. The audited consolidated net tangible assets of the Group attributable to the owners of the Company as at August 31, 2013 was equal to the audited consolidated net tangible assets attributable to the owners of the Company as at August 31, 2013 after deduction of the intangible assets as at August 31, 2013 set out in the accountants' report in Appendix I to this Prospectus.
2. The estimate net proceeds from the Global Offering are based on the minimum and maximum indicative Offer Price of HK\$4.95 and HK\$7.15, respectively, after deduction of the underwriting fees and other related expenses payable by the Company and take no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
3. The pro forma adjusted consolidated net tangible assets per Share is arrived at after the adjustments referred to above and on the basis of 500,000,000 shares (including the Shares in issue as of the date of this Prospectus and those Shares to be issued pursuant to the Global Offering and the Capitalization Issue) in issue and that the Over-allotment Option are not exercised.

(B) UNAUDITED PRO FORMA ESTIMATED EARNINGS PER SHARE

The following unaudited pro forma estimated earnings per Share for the year ended December 31, 2013 has been prepared in accordance with paragraph 29(8) of Chapter 4 of the Listing Rules and on the basis set out in the note below for the purpose of illustrating the effect of the Global Offering as if it had taken place on January 1, 2013. The unaudited pro forma estimated earnings per Share has been prepared for illustrative purpose only and because of its hypothetical nature, it may not give a true picture of the financial results of the Group following the Global Offering or for any future periods.

Profit estimate for the year ended December 31, 2013

Estimated consolidated profit attributable to owners of
the Company for the year ended December 31, 2013 ⁽¹⁾⁽³⁾ Not less than RMB152 million
(approximately HK\$192 million)

Unaudited pro forma estimated earnings
per share for the year ended December 31, 2013 ⁽²⁾⁽³⁾ Not less than RMB0.30
(approximately HK\$0.38)

Notes:

1. The bases on which the above profit estimate has been prepared are summarised in Part A of Appendix III to this prospectus. The Directors have prepared the estimated consolidated profit attributable to owners of the Company for the year ended December 31, 2013 based on the audited consolidated results for the eight months ended August 31, 2013, the unaudited consolidated results based on management accounts of our Group for the three months ended November 30, 2013 and an estimate of the consolidated results of our Group for the remaining one month ended December 31, 2013.
2. The calculation of the unaudited pro forma estimated earnings per Share is based on the estimated consolidated results for the year ended December 31, 2013 attributable to owners of the Company, assuming that a total of 500,000,000 shares had been issued during the entire year. The calculation of the estimated earnings per Share does not take into account any Shares which may be issued upon the exercise of the Over-allotment Option.
3. The estimated consolidated profit attributable to owners of the Company and the unaudited pro forma estimated earnings per Share are converted into HK\$ at the exchange rate of RMB0.7927 to HK\$1.00.

(C) REPORT FROM THE REPORTING ACCOUNTANTS ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

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



22nd Floor
CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

16 January 2014

The Directors
Honworld Group Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma financial information of Honworld Group 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 consolidated net tangible assets as at 31 August 2013 and the pro forma estimated earnings per share for the year ended 31 December 2013, and related notes as set out on Appendix II of 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 section A and B of Appendix II.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group’s financial position as at 31 August 2013 and the Group’s estimated earnings per share for the year ended 31 December 2013 as if the transaction had taken place at 31 August 2013 and 1 January 2013, respectively. As part of this process, information about the Group’s financial position and estimated profit has been extracted by the Directors from the Group’s financial statements for the period ended 31 August 2013, on which an accountant’s report has been published, and the Group’s profit estimate for the year ended 31 December 2013, respectively.

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 *AG7 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 the global offering 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,

Certified Public Accountants
Hong Kong