

APPENDIX II	UNAUDITED PRO FORMA FINANCIAL INFORMATION
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The information set out in this appendix does not form part of the Accountants' Report prepared by Ernst & Young, Certified Public Accountants, Hong Kong, as set out in Appendix I to this prospectus, and is included in this prospectus for information only.

The following unaudited pro forma financial information prepared in accordance with paragraph 4.29 of the Listing Rules is for illustrative purposes only, and is set out here to provide the investors with further information about (i) how the proposed listing might have affected the consolidated net tangible assets of our Group as if the Global Offering had occurred on 30 June 2010; and (ii) how the proposed listing might have affected the forecast earnings per Share of our Group for the year ending 31 December 2010 as if the Global Offering had taken place on 1 January 2010. Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of our Group's financial results and positions of the financial periods concerns.

A. UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Global Offering as if it had taken place on 30 June 2010. It has been prepared for illustrative purpose only and, because of its hypothetical nature, may not give a true and fair picture of the financial position of the Group.

	Audited consolidated net tangible assets attributable to owners of the Company as at 30 June 2010 ⁽¹⁾ RMB'000	Estimated net proceeds from the Global Offering ⁽²⁾ RMB'000	Unaudited pro forma adjusted consolidated net tangible assets RMB'000	Unaudited pro forma adjusted consolidated net tangible assets per Share ⁽³⁾ RMB HK\$	
Based on an Offer Price of HK\$3.80 per Share	205,351	731,266	936,617	0.99	1.14
Based on an Offer Price of HK\$4.60 per Share	205,351	890,956	1,096,307	1.16	1.33

(1) The audited consolidated net tangible assets attributable to owners of the Company as at 30 June 2010 is extracted from the Accountants' Report set out in Appendix I to this prospectus, which is based on the audited consolidated net assets attributable to the owners of the Company as at 30 June 2010 of RMB207,231,000 with an adjustment for intangible assets as at 30 June 2010 of RMB1,880,000.

- (2) The estimated net proceeds from the Global Offering are based on the Offer Price of HK\$3.80 and HK\$4.60 per Share, respectively, after the deduction of the relevant estimated underwriting fees and other related fees and expenses and do not take into account of any Shares that may be issued pursuant to the Over-allotment Option. If the Over-allotment Option is exercised, the unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company and unaudited pro forma adjusted consolidated net tangible assets per Share will increase. The estimated net proceeds from the Global Offering are translated at the exchange rate of RMB0.87 to HK\$1.00.
- (3) The unaudited pro forma adjusted consolidated net tangible assets per Share are determined after the adjustments as described in notes 1 and 2 above and on the basis that 946,695,763 Shares are issued and outstanding as set out in the "Share Capital" section of this prospectus, and that the Over-allotment Option has not been exercised. The unaudited pro forma adjusted net tangible assets per Share are translated at the exchange rate of RMB0.87 to HK\$1.00.

B. UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The following unaudited pro forma forecast earnings per Share for the year ending 31 December 2010 has been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Global Offering as if it had taken place on 1 January 2010.

This unaudited pro forma forecast earnings per Share has been prepared for illustrative purposes only and, because of its nature, it may not give true and fair picture of the financial results of our Group following the Global Offering.

For the year ending 31 December 2010

Forecast consolidated net profit attributable to
owners of the Company ⁽¹⁾ Not less than RMB150.0 million
(equivalent to about HK\$172.4 million)

Unaudited pro forma forecast earnings
per Share ⁽²⁾ Not less than RMB0.16
(equivalent to about HK\$0.18)

Notes:

- (1) The forecast consolidated net profit attributable to owners of the Company for the year ending 31 December 2010 is extracted from the section titled "Financial Information – Profit Forecast for the Year Ending 31 December 2010" in this prospectus. The forecast consolidated profit attributable to equity holders of the Company for the year ending 31 December 2010 has been prepared based on the audited consolidated results of the Group for the six months ended 30 June 2010 and the unaudited consolidated results based on management accounts of the Group for the two months ended 31 August 2010. The profit forecast has been prepared on a basis consistent in all material respects with the accounting policies presently adopted by the Group as set out in Section II of the Accountants' Report, the text of which is set out in Appendix I to this prospectus. The forecast consolidated net profit attributable to equity holders of the Company is translated at the exchange rate of RMB0.87 to HK\$1.
- (2) The unaudited pro forma forecast earnings per Share is calculated by dividing the forecast consolidated net profit attributable to owners of the Company for the year ending 31 December 2010, on the basis that 946,695,763 Shares were in issue, assuming that the Shares to be issued pursuant to the Conversion and the Global Offering had been in issue on 1 January 2010, but does not take into account any Shares that may be issued upon the exercise of the Over-allotment Option. The unaudited pro forma forecast earnings per Share is translated at the exchange rate of RMB0.87 to HK\$1.00.

C. LETTER FROM THE REPORTING ACCOUNTANTS ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

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



18th Floor
Two International Finance Center
8 Finance Street, Central
Hong Kong

22 October 2010

The Directors
Evergreen International Holdings Limited
Piper Jaffray Asia Limited

Dear Sirs,

We report on the unaudited pro forma adjusted consolidated net tangible assets and unaudited pro forma forecast earnings per share (the "Unaudited Pro Forma Financial Information") of Evergreen International Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), which has been prepared by the directors of the Company (the "Directors") for illustrative purposes only, to provide information about how the global offering of 236,674,000 shares of HK\$0.001 each in the capital of the Company might have affected the financial information presented, for inclusion in Appendix II to the prospectus of the Company dated 22 October 2010 (the "Prospectus"). The basis of preparation of the Unaudited Pro Forma Financial Information is set out in sections A and B of Appendix II to the Prospectus, respectively.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND REPORTING ACCOUNTANTS

It is the responsibility solely of the Directors 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 engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 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 the source documents, considering the evidence supporting the adjustments, and discussing the Unaudited Pro Forma Financial Information with the Directors. This engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or a review made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance 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 on the bases stated, that such bases are consistent with the accounting policies of our 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 work has not been carried out in accordance with the auditing 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 it had been carried out in accordance with those standards.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the Directors, and, because of its hypothetical nature, 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 June 2010 or any future dates; or
- the forecast earnings per share of the Group for the year ending 31 December 2010 or any future periods.

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the bases stated;
- (b) such bases are 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,
Ernst & Young
Certified Public Accountants
Hong Kong