

The information set forth in this appendix does not form part of the Accountants' Report on the financial information of the Group for each of the three years ended 31 December 2009 and the six months ended 30 June 2010 prepared by Deloitte Touche Tohmatsu, 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 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 NET TANGIBLE ASSETS

The following unaudited pro forma adjusted net tangible assets, prepared in accordance with Rule 4.29 of the Listing Rules, is for illustration purpose only, and is set out here to illustrate the effect of the Global Offering on the adjusted consolidated net tangible assets of the Group as of 30 June 2010, as if it had taken place on such date.

The unaudited pro forma adjusted net tangible assets 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 Group attributable to the owners of the Company following the Global Offering. It is prepared based on the audited consolidated net assets of the Group attributable to the owners of the Company as of 30 June 2010 as shown in the Accountants' Report as set out in Appendix I to this prospectus and adjusted as described below.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as of 30 June 2010 ⁽¹⁾	Estimated net proceeds from the Global Offering ⁽²⁾	Unaudited pro forma adjusted net tangible assets attributable to the owners of the Company	Unaudited pro forma adjusted net tangible assets per Share ⁽³⁾	
	RMB'000	RMB'000	RMB'000	RMB	HK\$
Based on the Offer Price of HK\$2.70 for each Share	<u>415,341</u>	<u>378,336</u>	<u>793,677</u>	<u>1.10</u>	<u>1.29</u>
Based on the Offer Price of HK\$3.70 for each Share	<u>415,341</u>	<u>524,111</u>	<u>939,452</u>	<u>1.30</u>	<u>1.52</u>

Notes:

- (1) The audited consolidated net tangible assets of the Group attributable to the owners of the Company as of 30 June 2010 were determined as follows:

	RMB'000
Audited consolidated net assets of the Group as of 30 June 2010 as shown in the Accountants' Report as set out in Appendix I to this prospectus	435,704
Less: Intangible assets as of 30 June 2010	(8,631)
Less: Non-controlling interests as of 30 June 2010	(11,732)
Audited consolidated net tangible assets of the Group attributable to the owners of the Company as of 30 June 2010	<u>415,341</u>

- (2) The estimated net proceeds from the Global Offering are based on the Offer Shares and the Offer Price range of HK\$2.70 and HK\$3.70 per Share, after deduction of underwriting fees and related expenses payable by the Company but takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
- (3) 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 a total of 720,000,000 Shares are expected to be in issue following the Global Offering, the Subdivision of Shares and the Capitalization Issue, taking no account of any additional income the Group may have earned from the estimated net proceeds from the Global Offering and any Shares which may fall to be allotted and issued pursuant to the exercise of the Over-allotment Option.

- (4) The property interests of the Group were valued by BMI Appraisals Limited and the valuation report in respect of which was set out in Appendix IV to this prospectus. According to the valuation report, the property interests of the Group as of 31 August 2010 amounted to approximately RMB229.3 million. Comparing this amount with the unaudited net carrying value of the property interests of the Group as of 31 August 2010 of approximately RMB158.2 million, there was a surplus of RMB71.1 million. Had the property interests been stated at revaluation basis, additional annual depreciation of RMB3.6 million will therefore be charged. The surplus on revaluation will not be reflected in the Group's consolidated financial statements in subsequent years as the Group has elected to state the property interests at cost.

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 a true picture of financial results of the Group following the Global Offering.

For the year ending 31 December 2010

Forecast consolidated profit attributable to owners of our Company (<i>notes 1 and 2</i>)	not less than RMB150.0 million (equivalent to about HK\$175.2 million)
Unaudited pro forma forecast earnings per Share (<i>note 3</i>) . .	approximately RMB0.21 (approximately HK\$0.25)

Notes:

- (1) The forecast consolidated profit attributable to owners of our Company for the year ending 31 December 2010 is extracted from the section headed "Financial Information — Profit Forecast for the Year Ending 31 December 2010" in this prospectus. The bases and assumptions on which the above profit forecast for the year ending 31 December 2010 has been prepared are summarized in Appendix III to this prospectus.
- (2) The forecast consolidated profit attributable to owners of our Company for the year ending 31 December 2010 prepared by our Directors is based on the audited consolidated results of the Group for the six months ended 30 June 2010, the unaudited consolidated results of the Group for the two months ended 31 August 2010 and a forecast of the consolidated results of the Group for the remaining four months ending 31 December 2010. The forecast has been prepared on the basis of the accounting policies consistent in all material respects with those currently adopted by our Company as summarized in the Accountants' Report as set out in Appendix I to this prospectus.
- (3) The calculation of the unaudited pro forma forecast earnings per Share is based on the forecast consolidated profit attributable to owners of our Company for the year ending 31 December 2010, assuming the Global Offering, the Subdivision of Shares and the Capitalization Issue had been completed on 1 January 2010 and a weighted average of 712,753,645 Shares in issue during the entire period, taking no account of any additional income the Group may have earned from the estimated net proceeds from the Global Offering and any Shares which may fall to be allotted and issued pursuant to the exercise of the Over-allotment Option.

C. REPORT FROM THE REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION RELATING TO THE UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS AND UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The following is the text of report, prepared for the purpose of incorporation in this prospectus, received from our reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong.



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ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION TO THE DIRECTORS OF HL TECHNOLOGY GROUP LIMITED

We report on the unaudited pro forma financial information of HL Technology Group Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) (the “Unaudited Pro Forma Financial Information”), which has been prepared by the directors of the Company for illustrative purpose only, to provide information about how the global offering might have affected the financial information presented, for inclusion in Appendix II to the prospectus of the Company dated 3 November 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.

Respective responsibilities of directors of the Company and reporting accountants

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 29 of Chapter 4 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.

It is our responsibility to form an opinion, as required by paragraph 29(7) of Chapter 4 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 Hong Kong Institute of Certified Public Accountants. 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. This engagement did not involve independent examination of any of the underlying 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 purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 29(1) of Chapter 4 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 has been carried out in accordance with those standards.

The Unaudited Pro Forma Financial Information is for illustrative purpose only, based on the judgments and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in future and may not be indicative of:

- the financial position of the Group as at 30 June 2010 or any future date; or
- the earnings per share of the Group for the year ending 31 December 2010 or any future period.

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 29(1) of Chapter 4 of the Listing Rules.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

3 November 2010