

The information set forth in this appendix does not form part of the Accountants' Report prepared by KPMG, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this prospectus.

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

For illustrative purpose only, the unaudited pro forma statement of adjusted net tangible assets prepared in accordance with Rule 4.29 of the Listing Rules is set forth below to provide the prospective investors with further information on how the proposed listing might have affected the financial position of the Group by the completion of the Global Offering as if the Global Offering had been completed on 31 December 2010 and because of its nature, it may not give a true picture of the Group's financial position following the completion of the Global Offering.

The following statement of unaudited pro forma adjusted net tangible assets of the Group is based on the consolidated net assets of the Group as of 31 December 2010, as shown in the Accountants' Report, the text of which is set out in Appendix I to this prospectus and adjusted as follows:

	Consolidated net tangible assets attributable to shareholders of the Company as of 31 December 2010	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted net tangible assets	Unaudited pro forma adjusted net tangible assets per Share	Unaudited pro forma adjusted net tangible assets per Share (Note 3) (Equivalent to HK\$)
	(Note 1) RMB'000	(Note 2) RMB'000	RMB'000	(Note 3) RMB	
Based on the offer price of HK\$2.89 per share	1,750,894	1,231,508	2,982,402	0.85	1.00
Based on the offer price of HK\$3.57 per share	1,750,894	1,535,290	3,286,184	0.94	1.10

Notes:

1. The consolidated net tangible assets attributable to shareholders of the Company as of 31 December 2010 is compiled based on the total equity attributable to the shareholders of the Company, less intangible assets, if any, which are extracted from the consolidated financial information included in the "Accountants' Report" as set out in Appendix I to the prospectus.
2. The estimated net proceeds from the Global Offering are based on the Offer Price of HK\$2.89 or HK\$3.57, being the low or high end of the stated offer price range, per Offer Share after deduction of the underwriting fees and other related expenses payable by the Group and takes no account of any Shares which may be issued upon the exercise of the options that may be granted under the Pre-IPO Share Option Scheme and the Over-allotment Option.
3. The unaudited pro forma adjusted net tangible assets per Share is arrived at after the adjustments referred to above and on the basis that 3,500,000,000 Shares are in issue assuming that the Global Offering was completed on 31 December 2010 but takes no account of any Shares which may be issued upon the exercise of the options that may be granted under the Pre-IPO Share Option Scheme and Over-allotment Option. The unaudited pro forma adjusted net tangible assets per Share is converted to Hong Kong dollars at an exchange rate of RMB 0.85093 to HK\$1.00, the prevailing rate quoted by the PBOC on 31 December 2010.

(B) UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The following unaudited pro forma forecast earnings per share for the six months ending 30 June 2011 has been prepared in accordance with Rule 4.29 of the Listing Rules on the basis of the notes below for the purpose of illustrating the effect of the Global Offering as if it had taken place on 1 January 2011. 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 Group for the six months ending 30 June 2011 or for any future period.

	Forecast for the six months ending 30 June 2011
Forecast consolidated profit attributable to shareholders of the Company (<i>Note 1&3</i>)	Not less than RMB 780 million (approximately HK\$917 million)
Unaudited pro forma forecast earnings per Share (<i>Note 2&3</i>)	Not less than RMB 0.22 (approximately HK\$0.26)

Notes:

1. The bases and assumptions on which the above profit forecast has been prepared are summarised in Appendix III to this prospectus. The Directors have prepared the forecast consolidated profit attributable to shareholders of the Company for the six months ending 30 June 2011 based on the unaudited consolidated results for the four months ended 30 April 2011 and a forecast of the consolidated results for the remaining two months ending 30 June 2011.
2. The unaudited pro forma forecast earnings per Share is calculated based on the forecast consolidated profit attributable to shareholders of the Company for the six months ending 30 June 2011 and that a total number of 3,500,000,000 Shares are in issue during entire six months ending 30 June 2011 assuming the Global Offering was completed on 1 January 2011 but taking no account of any Shares which may be issued upon the exercise of the options that may be granted under the Pre-IPO Share Option Scheme and Over-allotment Option.
3. The forecast consolidated profit attributable to shareholders of the Company and the unaudited pro forma forecast earnings per Share are converted into Hong Kong Dollars at the PBOC rate of RMB 0.85093 to HK\$1.0 prevailing on 31 December 2010.

(C) COMFORT LETTER ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

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



8th Floor
Prince's Building
10 Chater Road
Central
Hong Kong
30 June 2011

The Board of Directors
Zall Development (Cayman) Holding Co., Ltd.

Dear Sirs,

We report on the unaudited pro forma financial information (the “Unaudited Pro Forma Financial Information”) of Zall Development (Cayman) Holding Co., Ltd (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as set out in parts (A) and (B) of Appendix II to the prospectus dated 30 June 2011 (the “Prospectus”), which has been prepared by the directors of the Company solely for illustrative purposes to provide information about how the Global Offering might have affected the financial information presented. The basis of preparation of the Unaudited Pro Forma Financial Information is set out in parts (A) and (B) of Appendix II to the Prospectus.

RESPONSIBILITIES

It is the responsibility solely of the directors of the Company 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 (“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 work 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 source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company. The engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review 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 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 purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to Rule 4.29 (1) of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgments and assumptions of the directors of the Company, and because of its hypothetical nature, it 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 31 December 2010 or any future date; and
- The earnings per share of the Group for the six months ending 30 June 2011 or any future periods.

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 under the paragraph headed "Use of Proceeds" set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

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 4.29(1) of the Listing Rules.

Yours faithfully,

KPMG
Certified Public Accountants
Hong Kong