

*The information set out in this Appendix does not form part of the Accountant's Report from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, the reporting accountant of the Company, and the Unaudited Interim Condensed Consolidated Financial Information, as set out in Appendix IA and IB to this listing document, respectively, and is included herein for illustrative purposes only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" of this listing document and the Accountant's Report and Unaudited Interim Condensed Consolidated Financial Information set out in Appendix IA and IB to this listing document.*

#### A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted net tangible assets attributable to shareholders of the Company prepared in accordance with Rule 4.29 of the Listing Rules are set out below for the purpose of illustrating the effect of the Listing on the unaudited consolidated net tangible assets attributable to shareholders of the Company as at September 30, 2022 as if the Listing had taken place on that date.

The unaudited pro forma adjusted net tangible assets attributable to shareholders 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 attributable to shareholders of the Company as at September 30, 2022 or at any future dates following the completion of the Listing. The unaudited pro forma adjusted net tangible assets attributable to shareholders of the Company are based on the unaudited consolidated net tangible assets attributable to the shareholders of the Company as at September 30, 2022, as shown in the Unaudited Interim Condensed Consolidated Financial Information of the Group, the text of which is set out in Appendix IB to this listing document, and adjusted as described below.

	Unaudited consolidated net tangible assets attributable to shareholders of the Company as at September 30, 2022 <sup>(1)</sup> HK\$'000	Estimated listing expenses <sup>(2)</sup> HK\$'000	Unaudited pro forma adjusted net tangible assets attributable to shareholders of the Company HK\$'000	Unaudited pro forma adjusted net tangible assets attributable to shareholders of the Company per Share HK\$ <sup>(3)</sup>
Based on				
1,123,267,879				
Shares <sup>(3)</sup> . . . . .	20,135,122	(88,888)	20,046,234	17.85

*Notes:*

- (1) The unaudited consolidated net tangible assets attributable to shareholders of the Company as at September 30, 2022 has been extracted from the Unaudited Interim Condensed Consolidated Financial Information of the Group as set out in Appendix IB to this listing document which is based on the unaudited consolidated net assets attributable to shareholders of the Company as at September 30, 2022 of approximately HK\$20,186.2 million with adjustment for intangible assets as at September 30, 2022 of approximately HK\$51.1 million.
- (2) The estimated listing expenses in an aggregate amount of approximately HK\$88.9 million (excluding listing expenses of approximately HK\$5.0 million which have been accounted for in the consolidated statements of comprehensive income of the Group prior to September 30, 2022) mainly include professional fees to the Joint Sponsors, legal advisers, the legal advisers to the Joint Sponsors and the Reporting Accountant.
- (3) The unaudited pro forma adjusted net tangible assets attributable to shareholders of the Company per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 1,123,267,879 Shares were in issue (for the purpose of this unaudited pro forma financial information excluding 110,839,528 Shares which are regarded as treasury stock under the share repurchase program of the Company) assuming that the Listing had been completed on September 30, 2022 but does not take into account any Shares which may be issued upon the exercise of options granted under the Share Incentive Plans or any Shares which may be issued or repurchased by the Company.
- (4) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to September 30, 2022.

**B. REPORT FROM THE REPORTING ACCOUNTANT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this listing document.*



羅兵咸永道

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

To the Directors of Futu Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Futu 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 consolidated net tangible assets of the Group as at September 30, 2022, and related notes (the "Unaudited Pro Forma Financial Information") as set out on page II-1 of the Company's listing document dated December 22, 2022, in connection with the proposed listing of the shares of the Company (the "Listing Document"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on page II-1 of the Listing Document.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed listing on the Group's financial position as at September 30, 2022 as if the proposed listing had taken place at September 30, 2022. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial information for the period ended September 30, 2022, on which a review report has been published.

**Directors' Responsibility for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling 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* ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

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**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Control 1 issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountant's Responsibilities**

Our responsibility is to express 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.

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 plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited 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 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 Unaudited 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 Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity 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 the proposed listing at September 30, 2022 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited 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 unaudited 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 unaudited 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 company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our work has not been carried out in accordance with 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) or standards and practices of any professional body in any other overseas jurisdiction and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

### **Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors 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.

**PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, December 22, 2022