

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set out in this appendix does not form part of the Accountants' Report on the financial information of the Group for the three years ended 31 December 2022 and six months ended 30 June 2023 (the "**Accountants' Report**") issued by the reporting accountants of the Company, SHINEWING (HK) CPA Limited, as set out in Appendix I to this prospectus, 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" in this prospectus and the Accountants' Report as set out in Appendix I to this prospectus.

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

The following statement of unaudited pro forma adjusted consolidated net tangible assets of the Company and its subsidiaries, (hereinafter collectively referred to as the "**Group**") attributable to the owners of the Company prepared in accordance with Rule 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and on the basis set out below is for illustrative purposes only, and is set out below to illustrate the effect of the proposed offering of the Company's shares (the "**Share Offer**") on the consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2023, as if the Share Offer had taken place on 30 June 2023.

As it is prepared for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, 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 as at 30 June 2023 or at any future dates following the completion of the Share Offer. It is prepared based on the audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2023 as shown in the Accountants' Report of the Group, the text of which is set out in Appendix I to this prospectus, and adjusted as described below. The unaudited pro forma adjusted consolidated net tangible assets does not form part of the Accountants' Report.

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	Audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2023	Estimated net proceeds from the Share Offer	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2023	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per share as at 30 June 2023	
	<i>RMB'000</i> <i>(Note 1)</i>	<i>RMB'000</i> <i>(Note 2)</i>	<i>RMB'000</i>	<i>RMB</i> <i>(Note 3)</i>	<i>HK\$</i> <i>(Note 4)</i>
Based on the Offer Price of					
HK\$0.90 per share	393,981	85,725	479,706	0.62	0.67
Based on the Offer Price of					
HK\$1.22 per share	393,981	125,182	519,163	0.67	0.73

Notes:

- (1) The audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2023 amounting to RMB393,981,000 is based on the audited consolidated net assets of the Group attributable to the owners of the Company of approximately RMB538,661,000 as at 30 June 2023, as extracted from the Accountants' Report of the Group set out in the Appendix I to this prospectus and adjusted for goodwill of RMB144,680,000.
- (2) The estimated net proceeds from the Share Offer are based on 140,000,000 Offer Shares at the indicative Offer price of HK\$0.90 per Share (being the low-end of the indicative Offer Price range) or HK\$1.22 per Share (being the high-end of the indicative Offer Price range), after deduction of the underwriting commission and other related fees and expenses to be incurred by the Group in relation to the Share Offer (excluding those listing expenses which have been charged to profit or loss up to 30 June 2023). The estimated net proceeds do not take into account any shares which may be allotted and issued upon the exercise of any options granted.

The estimated net proceeds from the Share Offer is converted from Hong Kong dollars (“**HK\$**”) into Renminbi (“**RMB**”) at an exchange rate of HK\$1.00 to RMB0.92, which was the exchange rate published by the People’s Bank of China (“**PBOC rate**”) prevailing on 30 June 2023. No representation is made that HK\$ amounts have been, could have been or may be converted to RMB, or vice versa at that rate.

- (3) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per share as at 30 June 2023 is calculated based on 780,000,000 shares in issue assuming that the Capitalization Issue and the Share Offer have been completed on 30 June 2023 but takes no account of any shares which may fall to be issued upon the exercise of the Over-allotment Option.

The subsequent event as disclosed in the Accountants’ Report of the Group set out in Appendix I has no significant impact on the Group’s unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2023.

- (4) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per share as at 30 June 2023 is translated from RMB to HK\$ at an exchange rate of HK\$1.00 to RMB0.92, which was the PBOC rate prevailing on 30 June 2023. No representation is made that the RMB amounts have been, could have been or may be converted to HK\$, or vice versa, at that rate.
- (5) No adjustments have been made to the unaudited pro forma consolidated net tangible assets of the Group attributable to the owners of the Company to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2023.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report, prepared for inclusion in this prospectus, received from the independent reporting accountant of the Group, SHINEWING (HK) CPA Limited, Certified Public Accountants.



SHINEWING (HK) CPA Limited
17/F, Chubb Tower, Windsor House,
311 Gloucester Road,
Causeway Bay, Hong Kong

信永中和(香港)會計師事務所有限公司
香港銅鑼灣告士打道311號
皇室大廈安達人壽大樓17樓

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

To the Directors of FAR International Holdings Group Company Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of FAR International Holdings Group Company Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the statement of unaudited pro forma adjusted consolidated net tangible assets of the Group as at 30 June 2023 and related notes as set out on pages II-1 to II-2 in the Appendix II to the prospectus (the “**Prospectus**”) dated 12 December 2023 in connection with the proposed listing (the “**Proposed Listing**”) of the shares of the Company on The Stock Exchange of Hong Kong Limited. The applicable criteria on the basis of which the directors of the Company have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 in the Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the Proposed Listing on the Group’s net tangible assets as of 30 June 2023 as if the Proposed Listing had taken place at 30 June 2023. As part of this process, information about the Group’s financial position has been extracted by the directors of the Company from the Group’s financial information for the three years ended 31 December 2022 and six months ended 30 June 2023, on which an accountants’ report has been included in the Appendix I to the Prospectus.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling 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” (“**AG7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirement 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 behavior.

The firm applies Hong Kong Standard on Quality Management (“**HKSQM**”) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express 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.

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 accountants plan and perform procedures to obtain reasonable assurance about whether the directors of the Company have compiled the unaudited pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Listing Rules and with reference to AG7 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.

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The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of the Proposed Listing on unadjusted financial information of the Group as if the Proposed Listing 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 30 June 2023 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 of the Company 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 unaudited 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 accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, 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.

Opinion

In our opinion:

- (a) the unaudited 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 purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Yours faithfully,

SHINEWING (HK) CPA Limited

Certified Public Accountants

Wong Chuen Fai

Practising Certificate Number: P05589

Hong Kong

12 December 2023