

**APPENDIX II    UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP**

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

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company (the “**Unaudited Pro Forma Financial Information**”) has been prepared by the Directors in accordance with paragraph 4.29 of the Listing Rules to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group attributable to the owners of the Company as if the Rights Issue had taken place on 30 June 2021.

The Unaudited Pro Forma Financial Information is prepared for illustrative purposes only based on the judgements and assumptions of the Directors of the Company, 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; and

The Unaudited Pro Forma Financial Information of the Group is prepared by the director based on the unaudited consolidated net tangible assets of the Group as at 30 June 2021, extracted from the published interim report of the Group for the six months ended 30 June 2021, with adjustments described below.

	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2021 <i>RMB'000</i> <i>(Note 1)</i>	Estimated net proceeds from the Rights Issue <i>RMB'000</i> <i>(Note 2)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company after the completion of the Rights Issue <i>RMB'000</i>	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 June 2021 <i>RMB</i> <i>(Note 3)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share after the completion of the Rights Issue <i>RMB</i> <i>(Note 4)</i>
Based on 591,969,535 Rights Shares at a Subscription Price of HK\$0.208 per Rights Share	<u>(49,729)</u>	<u>100,792</u>	<u>51,063</u>	<u>(0.050)</u>	<u>0.029</u>
Based on 688,451,330 Rights Shares at a Subscription Price of HK\$0.208 per Rights Share	<u>(49,729)</u>	<u>117,491</u>	<u>67,762</u>	<u>(0.050)</u>	<u>0.033</u>

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### Notes:

1. Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2021 is calculated based on the unaudited consolidated net assets of approximately RMB101,141,000 as extracted from the published interim report of the Company for the six months ended 30 June 2021 after deducting goodwill of approximately RMB20,718,000 and intangible assets of approximate RMB130,152,000.
2. The estimated net proceeds of approximately RMB100,792,000 from the Rights Issue are based on the 591,969,535 Rights Shares to be issued at a Subscription Price of HK\$0.208 per Rights Share after deduction of the estimated related expenses, including among others, estimated underwriting commission and other professional fees, which are directly attributable to the Rights Issue, of approximately HK\$2.0 million.

The estimated net proceeds of approximately RMB117,491,000 from the Rights Issue are based on the 688,451,330 Rights Shares to be issued at a Subscription Price of HK\$0.208 per Rights Share after deduction of the estimated related expenses, including among others, estimated underwriting commission and other professional fees, which are directly attributable to the Rights Issue, of approximately HK\$2.0 million.

3. The calculation of unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 June 2021 is based on the unaudited consolidated net tangible assets as at 30 June 2021 and the number of Shares of 986,619,071 as at 30 June 2021.
4. The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share after the completion of the Rights Issue of approximately RMB0.029 is based on 1,775,908,606 Shares which comprise 1,183,939,071 Shares in issue as the Latest Practicable Date and 591,969,535 Rights Shares to be issued.

The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share after the completion of the Rights Issue of approximately RMB0.033 is based on 2,065,353,990 Shares which comprise 1,183,939,071 Shares in issue as the Latest Practicable Date, 192,963,589 Shares from the exercise of all Vested Share Options and full conversion of the Convertible Bonds, and 688,451,330 Rights Shares to be issued.

5. For the purpose of the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company, the balances stated in HK\$ are translated into RMB at the approximately exchange rate of HK\$1 to RMB0.8321 which was the prevailing exchange rate as at 30 June 2021 for illustration purpose only, and such translation does not constitute a representation that any amount has been, could have been, or may otherwise be exchanged or converted at the above rate.
6. Save as disclosed above, no adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2021.

**2. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the independent reporting accountant, RSM Hong Kong, Certified Public Accountants, Hong Kong.*



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The Board of Directors  
**Risecomm Group Holdings Limited**

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma financial information of Risecomm Group Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The pro forma financial information consists of the pro forma adjusted consolidated net tangible assets as at 30 June 2021 as set out on pages II-1 to II-2 of the Prospectus issued by the Company. The applicable criteria on the basis of which the Directors have compiled the Statement are described in Appendix II to this Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the Rights Issue on the Group’s consolidated net tangible assets as at 30 June 2021 as if the transaction had been taken place at 30 June 2021. As part of this process, information about the Group’s consolidated net tangible assets has been extracted by the Directors from the Group’s unaudited consolidated financial statements as included in the interim report for the six months ended 30 June 2021, on which an interim report has been published.

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

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 13 of Appendix 1B and 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" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

### **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 behavior.

The firm applies Hong Kong Standard on Quality Control 1 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 29(7) of Chapter 4 of the Listing Rules, on the 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 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 pro forma financial information in accordance with paragraph 29 of Chapter 4 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 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 pro forma financial information.

The purpose of 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 Group 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 event or transaction at 30 June 2021 would have been as presented.

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

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

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

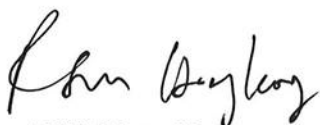
We make no comments regarding the reasonableness of the amount of net proceeds from the Rights Issue, the application of those net proceeds, or whether such use will actually take place as described under "Reasons for the Rights Issue and the use of proceeds" set out on pages 39 to 42 of the Prospectus.

### Opinion

In our opinion:

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

Yours faithfully,



**RSM Hong Kong**  
*Certified Public Accountants*  
Hong Kong  
25 November 2021