

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

The information set out in this Appendix does not form part of the accountants’ report on the historical financial information of the Group for each of the three years ended December 31, 2023 and the six months ended June 30, 2024 (the “Accountants’ Report”) prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the Company’s Reporting Accountants, as set out in Appendix I to this document, and is included in this document for information only. The [REDACTED] financial information should be read in conjunction with the section headed “Financial Information” in this document and the Accountants’ Report set out in Appendix I to this document.

A. [REDACTED] STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY

The following [REDACTED] statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company prepared in accordance with paragraph 4.29 of the Listing Rules is set out below to illustrate the effect of the [REDACTED] (as defined in this document) on the audited consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024 as if the [REDACTED] had taken place on that date.

The [REDACTED] statement of adjusted consolidated net tangible assets of the Group attributable to owners 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 of the Group attributable to owners of the Company as of June 30, 2024 or any future dates following the [REDACTED].

The following [REDACTED] statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company is based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024 as derived from the Accountants’ Report, the text of which is set out in Appendix I to this document, and adjusted as follows:

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024	Estimated net [REDACTED] from the [REDACTED]	[REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024	[REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024 per Share	
	RMB’000 <i>(Note 1)</i>	RMB’000 <i>(Note 2)</i>	RMB’000	RMB <i>(Note 3)</i>	HK\$ <i>(Note 4)</i>
Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]	1,863,550	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]	1,863,550	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

Notes:

1. The amount is calculated based on the audited consolidated net assets of the Group attributable to owners of the Company as of June 30, 2024 amounting to approximately RMB1,870,162,000, as extracted from the Accountants’ Report set out in Appendix I to this document, with adjustments for intangible assets of the Group attributable to owners of the Company of RMB6,612,000 as of June 30, 2024.
2. The estimated [REDACTED] from the [REDACTED] are based on [REDACTED] to be issued at the [REDACTED] of HK\$[REDACTED] and HK\$[REDACTED] per [REDACTED], being the low-end and high-end of the stated [REDACTED] range, respectively, after deduction of the estimated [REDACTED] and share issue costs (including [REDACTED] fees and other related expenses) expected to be incurred by the Group (excluding the [REDACTED] that have been charged to profit or loss during the Track Record Period) subsequent to June 30, 2024. It does not take into account any Shares which may be issued upon the exercise of the [REDACTED]. For the purpose of calculating the estimated [REDACTED] from the [REDACTED], the translation of HK dollars into RMB was made at the exchange rate of HK\$1.00 to [RMB0.9070] as disclosed by the People’s Bank of China (“PBOC”), rate prevailing on [March 18, 2024]. No representation is made that HK dollars have been, would have been or may be converted to RMB, or vice versa, at that rate or at any other rates or at all.
3. The number of shares used for the calculation of [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024 per Share is based on [REDACTED] shares immediately following completion of the [REDACTED]. It does not take into account any Shares which may be issued upon the exercise of the [REDACTED].
4. The [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024 per Share is converted from RMB into HK dollars at the rate of HK\$1.00 to [RMB0.9070] as disclosed by PBOC, rate prevailing on [March 18, 2024]. No representation is made that the RMB have been, would have been or may be converted to HK dollars, or vice versa, at that rate or at any other rates or at all.
5. No adjustment has been made to the [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as of June 30, 2024 to reflect any operating result or other transactions of the Group entered into subsequent to June 30, 2024.
6. Certain property interests of the Group as at June 30, 2024 have been valued by Cushman & Wakefield Limited, an independent property valuer. By comparing the valuation of the Group’s property interests of approximately RMB119,000,000 provided by Cushman & Wakefield Limited and the carrying amounts of these properties of approximately RMB78,597,000 as at June 30, 2024, the valuation surplus is approximately RMB40,403,000 as at June 30, 2024, which was not reflected in the above adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at June 30, 2024. The revaluation surplus has not been included in the Historical Financial Information as at June 30, 2024 as set out in Appendix I to this document. If the revaluation surplus was recorded in the Group’s consolidated financial statements, the annual depreciation of the Group would increase by approximately RMB1,598,000.

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

B. INDEPENDENT REPORTING ACCOUNTANTS’ ASSURANCE REPORT ON THE COMPILATION OF [REDACTED] FINANCIAL INFORMATION

The following is the text of the independent reporting accountants’ assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group’s [REDACTED] financial information prepared for the purpose of incorporation in this document.

Deloitte.

德勤

INDEPENDENT REPORTING ACCOUNTANTS’ ASSURANCE REPORT ON THE COMPILATION OF [REDACTED] FINANCIAL INFORMATION

To the Directors of Mokingran Jewellery Group Co., Ltd.

We have completed our assurance engagement to report on the compilation of [REDACTED] financial information of Mokingran Jewellery Group Co., Ltd. (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 [REDACTED] financial information consists of the [REDACTED] statement of adjusted consolidated net tangible assets as at June 30, 2024 and related notes as set out on pages [II-1] to [II-2] of Appendix II to the document issued by the Company dated [date] (the “Document”). The applicable criteria on the basis of which the Directors have compiled the [REDACTED] financial information are described on pages [II-1] to [II-2] of Appendix II to the Document.

The [REDACTED] financial information has been compiled by the Directors to illustrate the impact of the proposed initial [REDACTED] of shares of the Company (the “[REDACTED]”) on the Group’s financial position as at June 30, 2024 as if the [REDACTED] had taken place at June 30, 2024. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s historical financial information for each of the three years ended December 31, 2023 and the six months ended June 30, 2024, on which an accountants’ report set out in Appendix I to the Document has been published.

Directors’ Responsibilities for the [REDACTED] Financial Information

The Directors are responsible for compiling the [REDACTED] 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 (the “HKICPA”).

APPENDIX II**[REDACTED] FINANCIAL INFORMATION**

Our Independence and Quality Management

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.

Our 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” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and 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 4.29(7) of the Listing Rules, on the [REDACTED] 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 [REDACTED] 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 Document” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the [REDACTED] 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 [REDACTED] financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the [REDACTED] financial information.

The purpose of [REDACTED] financial information included in an [REDACTED] 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 June 30, 2024 would have been as presented.

APPENDIX II

[REDACTED] FINANCIAL INFORMATION

A reasonable assurance engagement to report on whether the [REDACTED] 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 [REDACTED] 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 [REDACTED] adjustments give appropriate effect to those criteria; and
- the [REDACTED] 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 [REDACTED] financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the [REDACTED] 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 [REDACTED] 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 [REDACTED] financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

[Deloitte Touche Tohmatsu]

Certified Public Accountants

Hong Kong

[Date]