

The information set forth in this appendix does not form part of the Accountant's Report prepared by BDO Limited, Certified Public Accountants, Hong Kong, the reporting accountant of the Company, 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 "Financial Information" and the "Accountant's Report" set forth in Appendix I to this prospectus.

The unaudited pro forma financial information prepared in accordance with paragraph 7.31 of the GEM Listing Rules is set forth below to provide the prospective investors with further information on how the Share Offer might have affected the consolidated net tangible assets of the Group attributable to owners of the Company after the completion of the Share Offer.

A. UNAUDITED PRO FORMA CONSOLIDATED NET TANGIBLE ASSETS

The following is an illustrative and unaudited pro forma statement of consolidated net tangible assets of our Group, prepared on the basis of the notes set out below, for the purpose of illustrating the effect of the Share Offer on the consolidated net tangible assets of our Group attributable to owners of the Company as if the Share Offer had taken place on 30 September 2016. This unaudited pro forma statement of consolidated net tangible assets 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 our Group attributable to owners of the Company had the Share Offer been completed as of 30 September 2016 or at any future dates.

	Audited consolidated net tangible assets attributable to the owners of the Company as at 30 September 2016	Estimated net proceeds from the Share Offer	Unaudited pro forma consolidated net tangible assets attributable to the owners of the Company	Unaudited pro forma consolidated net tangible assets per Share attributable to owners of the Company
	HK\$'000 (note 1)	HK\$'000 (note 2)	HK\$'000	HK\$ (note 3)
Based on the Offer Price of HK\$0.25 per Offer Share	7,401	37,572	44,973	0.06
Based on the Offer Price of HK\$0.35 per Offer Share	7,401	56,432	63,833	0.08

Notes:

- (1) The audited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2016 is extracted from the Accountant's Report set out in Appendix I to this prospectus, which is based on the audited consolidated net assets of the Group attributable to owners of the Company of approximately HK\$11,087,000 as at 30 September 2016 adjusted for intangible assets of approximately HK\$3,686,000 as at 30 September 2016.
- (2) The estimated net proceeds from the Share Offer are based on 200,000,000 New Shares and the indicative Offer Price of New Shares pursuant to the Share Offer of HK\$0.25 and HK\$0.35 per Offer Share, being the lower end to higher end of the stated Offer Price range per Offer Share after deduction of the underwriting fees and other related expenses of approximately of HK\$12,278,000 and HK\$13,358,000, respectively, taking into account the effect of listing expenses of approximately HK\$8,191,000 which have been accounted for prior to 30 September 2016, payable and borne by the Company in connection with the Share Offer.
- (3) The unaudited pro forma consolidated net tangible assets per Share attributable to the owners of the Company is calculated based on 800,000,000 Shares in issue immediately following the completion of the Capitalisation Issue and the Share Offer, including 200,000,000 New Shares issued upon the Share Offer as set out in section headed "Share Capital" of the Prospectus. It does not take into account of any Shares which may be issued upon the exercise of options which may be granted under the Share Option Scheme or any Shares which may be allotted, issued or repurchase by the Company pursuant to the general mandates for the allotment and issue or repurchase of Shares referred to in Appendix IV to the Prospectus otherwise.
- (4) No adjustment has been made to the unaudited pro forma consolidated net tangible assets to reflect any trading results or other transactions of the Group enter into subsequent to 30 September 2016.

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

The following is the text of a report, prepared for the purpose of inclusion in this prospectus, received from the reporting accountant, BDO Limited, Certified Public Accountants, Hong Kong.

24 March 2017

To the directors of BCI Group Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of BCI Group Holdings Limited (the "Company") and its subsidiaries (hereinafter 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 unaudited pro forma statement of consolidated net tangible assets of the Company as at 30 September 2016 and related notes as set out in Section A of Appendix II on page II-1 of the prospectus issued by the Company dated 24 March 2017 (the "Prospectus") in connection with the proposed listing and placing and public offer of the Company's shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Proposed Share Offer"). The applicable criteria on the basis of which the directors of the Company have compiled the unaudited pro forma financial information are described in Section A of 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 Proposed Share Offer on the Group's financial position as at 30 September 2016 as if the Proposed Share Offer had taken place at 30 September 2016. 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 four months ended 30 September 2016, on which an accountant's report set out in Appendix I to the Prospectus has been published.

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 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM 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 behaviour.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" 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 7.31(7) of the GEM 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 of the Company have compiled the unaudited pro forma financial information in accordance with paragraph 7.31 of the GEM 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 Share Offer at 30 September 2016 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 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 accountant’s judgement, having regard to the reporting accountant’s understanding of the nature of the entity, 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 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 7.31(1) of the GEM Listing Rules.

BDO Limited
Certified Public Accountants
Hong Kong