

The Board of Directors  
**Richfield Group Holdings Limited**  
Unit 1209, 12/F  
Silvercord, Tower 2  
30 Canton Road  
Tsim Sha Tsui, Hong Kong

### **To the Directors of Richfield Group Holdings Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Richfield Group Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") by directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma earnings/(loss) per share of the Remaining Group for the year ended 30 June 2014 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages I-1 to I-3 of the Company's circular dated 30 January 2015 (the "Supplemental Circular") in connection with a special deal, discloseable and connected transaction. The applicable criteria on the basis of which the Company's directors have compiled the Unaudited Pro Forma Financial Information are described on pages I-1 to I-3 of the Supplemental Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Company's directors to illustrate the impact of the disposal of the entire issued share capital of and sale loan due by Vastwood Limited involving off-market buy-back of shares in Richfield Group Holdings Limited (the "Disposal") on the Group's earnings/(loss) per share for the year ended 30 June 2014 as if the Disposal had taken place at 1 July 2013. As part of this process, information about the Group's financial results has been extracted by the Company's directors from the Group's financial statements for the year ended 30 June 2014, on which an audit report 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 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").

#### *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 complies with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Company's 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 pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Remaining 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 1 July 2013 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 Company's 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 judgment, having regard to the reporting accountant's 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 4.29(1) of the Listing Rules.

*BDO limited*

**BDO Limited**  
*Certified Public Accountants*  
Yu Tsui Fong  
Practising Certificate number P05440  
Hong Kong, 30 January 2015