

Date: 10 January 2025

Our ref.: IN/HK1025_2024_T1

Private and confidential

The Board of Directors
KNT Holdings Limited
30th Floor
EW International Tower
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New Territories
Hong Kong

Independent reporting accountants' assurance report on the compilation of unaudited pro forma financial information

We have completed our assurance engagement to report on the compilation of pro forma financial information of KNT Holdings Limited (the "Company") and its subsidiaries (collectively, 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 adjusted consolidated net tangible assets as at 30 September 2024 and related notes as set out on pages II-1 to II-2 of the circular (Appendix I of this letter) issued by the Company dated 10 January 2025 (the "Circular"). 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 of the Circular.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the proposed rights issue on the basis of three rights share for each existing share at the subscription price of HKD0.29 per rights share (the "Rights Issue") on the Group's consolidated financial position as at 30 September 2024 as if the Rights Issue had taken place at 30 September 2024. As part of this process, information about the Group's consolidated financial position has been extracted by the directors of the Company from the Group's consolidated financial statements for the year ended 30 September 2024, on which an audited annual 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 ("AG") 7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

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.

The firm applies Hong Kong Standard on Quality Management 1, 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 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 plan and perform procedures to obtain reasonable assurance about whether the 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 Group as if the Rights Issue 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 Rights Issue at 30 September 2024 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 Rights Issue, and to obtain sufficient appropriate evidence about whether:

- The unaudited related 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 Rights Issue 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.

Yours faithfully,



Infinity CPA Limited
Certified Public Accountants
Hong Kong

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

Introduction

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 and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circular” issued by the Hong Kong Institute of Certified Public Accountants is for illustration only, and is set out in this appendix to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group as at 30 September 2024 attributable to the owners of the Company as if the Rights Issue had taken place on such date.

The Unaudited Pro Forma Financial Information is prepared for illustrative purposes only, 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 September 2024 or at any future date; and

The Unaudited Pro Forma Financial Information of the Group as at 30 September 2024 is prepared by the Directors based on the unaudited condensed consolidated statement of financial position of the Group as at 30 September 2024, extracted from the Group’s consolidated financial statements for the six months ended 30 September 2024, on which an interim report has been published, with adjustments described below.

	Unaudited consolidated net tangible assets attributable to owners of the Company as at 30 September 2024 HK\$'000 (Note 1)	Unaudited estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company as at 30 September 2024 immediately after the completion of the Rights Issue HK\$'000	Unaudited consolidated net tangible assets attributable to owners of the Company per Share as at 30 September 2024 before the completion of the Rights Issue HK\$ (Note 4)	Unaudited Pro forma adjusted consolidated net tangible assets attributable to owners of the Company per Share as at 30 September 2024 immediately after the completion of the Rights Issue HK\$ (Note 5)
Based on 3 Rights Shares to be issued at the Subscription Price of HK\$0.29 per Rights Share	36,530	41,600	78,130	0.72	0.39

Appendix I

Notes:

1. The consolidated net tangible assets of the Group attributable to owners of the Company of approximately HK\$36,530,000 as at 30 September 2024 is based on the consolidated net assets of the Group attributable to owners of the Company as at 30 September 2024 of approximately HK\$36,555,000 less right-of-use assets of approximately HK\$12,000 and intangible assets of approximately HK\$13,000, as extracted from the published interim report of the Group for the six months ended 30 September 2024.
2. The estimated net proceeds from the Rights Issue of approximately HK\$41,600,000 are based on 3 Rights Shares to be issued at the Subscription Price of HK\$0.29 per Rights Share and after deducting estimated related expenses, including among others, placing commission, legal and professional fees, which are directly attributable to the Rights Issue, of approximately HK\$2,400,000.
3. The Company has completed the share consolidation of every twenty (20) issued shares of the Company into one (1) consolidated share on 31 October 2024 ("**Share Consolidation**"). By way of illustration, the 842,432,607 shares of the Company in issue as at 30 September 2024 would be consolidated to 50,545,930 shares of the Company ("**Share(s)**"), assuming the Share Consolidation had been completed on 30 September 2024.
4. The calculation of unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 per Share before the completion of the Rights Issue is based on the unaudited consolidated net tangible assets of the Group as at 30 September 2024 of approximately HK\$36,530,000, divided by 50,545,930 Shares.
5. The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2024 per Share immediately after the completion of the Rights Issue is based on unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 September 2024 immediately after the completion of the Rights Issue of approximately HK\$78,130,000, being the aggregate unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 September 2024 of approximately HK\$36,530,000 and the estimated net proceeds from the Rights Issue of approximately HK\$41,600,000, divided by 202,183,720 shares which represents the sum of 50,545,930 Shares and 151,637,790 Rights Shares (assuming no new shares are issued and no repurchase of shares on or before the Record Date) were issued immediately after the completion of the Rights Issue, as if the Rights Issue had been completed on 30 September 2024.
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 September 2024.