A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Introduction to the pro forma financial information

The following is the unaudited pro forma consolidated statement of assets and liabilities of Shenzhen Investment Holdings Bay Area Development Company Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") as if the Capital Contribution had been completed on 30 June 2024, and is based on the consolidated statement of assets and liabilities of the Company as extracted from the consolidated financial statements of the Company for the six months ended 30 June 2024 as set out in the Company's 2024 interim report after giving effect to the pro forma adjustments described in the notes.

The pro forma financial information of the Group is based on a number of assumptions, estimates and uncertainties. Among other key assumptions, the directors of the Company have assumed that the Group would be able to raise sufficient funding through internal resources and/or external financing to finance the Capital Contribution.

The unaudited pro forma consolidated statement of assets and liabilities has been prepared by the directors in accordance with Rules 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, for the purposes of illustrating the effect of the Capital Contribution only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Capital Contribution been completed on 30 June 2024 or any future date.

Unaudited pro forma consolidated statement of assets and liabilities of the Group as at 30 June 2024

	The Group as at 30 June 2024	*Pro forma adjustments*	*Unaudited pro forma consolidated statement of assets and liabilities of the Group*
	RMB'000	*RMB'000*	*RMB'000*
		(Note 1)	
Non-current assets			
Property, plant and equipment	262,030		262,030
Right-of-use assets	9,243	-	9,243
Construction in progress	6,677	-	6,677
Concession intangible assets	5,835,234	-	5,835,234
Other intangible assets	17,172	-	17,172
Interests in joint ventures	5,132,205	3,285,000	8,417,205
Equity instrument at fair value through other comprehensive income	19,439	-	19,439
Deferred tax assets	82,348	-	82,348
Other non-current assets	978	-	978
	11,365,326		14,650,326
Current assets			
Inventories	264	-	264
Trade and other receivables	246,279	-	246,279
Structured deposits	100,450	-	100,450
Time deposits	368,930	-	368,930
Restricted bank deposits	2,025	-	2,025
Cash and cash equivalents	510,026	(3,285,000)	(2,774,974)
	1,227,974		(2,057,026)
Total assets	12,593,300		12,593,300

	The Group as at 30 June 2024	*Unaudited pro forma Adjustment*	*Unaudited pro forma consolidated statement of assets and liabilities*
	RMB'000	*RMB'000* *(Note 1)*	*RMB'000*
Non-current liabilities			
Lease liabilities	775	-	775
Bank loans	2,195,869	-	2,195,869
Deferred tax liabilities	174,656	-	174,656
	2,371,300		2,371,300
Current liabilities		-	-
Trade and other payables	703,361	-	703,361
Lease liabilities	12,263	-	12,263
Bank loans	1,912,798	-	1,912,798
Tax payables	95	-	95
	2,628,517		2,628,517
Total liabilities	4,999,817		4,999,817
Net assets	7,593,483		7,593,483

Notes:

(1) The adjustment represents the Capital Contribution to GSZ Company, which is accounted for as a joint venture in the Group's consolidated financial statements. Under the Capital Increase Agreement, the Group agreed to contribute, by way of registered capital, RMB3,285 million to GSZ Company, which is expected to be financed through internal resources and/or external financing. The Group will make the Capital Contribution in phrases according to the work progress and funding needs of the Approved Road Section R&E Project. For the purpose of the pro forma financial information, the directors assume that the entire Capital Contribution of RMB3,285 million is made on 30 June 2024 and fully financed by internal resources.

(2) No adjustment has been made to the pro forma financial information for the Capital Contribution related costs (including fees to legal advisers, financial adviser, reporting accountants, valuer, printer and other expenses) as the directors determined that such costs are insignificant.

(3) No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2024, including the dividend of RMB356 million declared on 23 August 2024.

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

The following is the text of a report received from the reporting accountants, KPMG, Certified Public Accountants, Hong Kong, in respect of the Group's pro forma financial information for the purpose of incorporation in this circular .

KPMG

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF SHENZHEN INVESTMENT HOLDINGS BAY AREA DEVELOPMENT COMPANY LIMITED

We have completed our assurance engagement to report on the compilation of pro forma financial information of Shenzhen Investment Holdings Bay Area Development Company Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities as at 30 June 2024 and related notes as set out in Part A of Appendix III to the circular dated 28 February 2025 (the "Circular") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A of Appendix III to the Circular.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the capital contribution to Guangzhou-Shenzhen-Zhuhai Superhighway Company Limited ("GSZ Company") (the "Capital Contribution") on the Group's financial position as at 30 June 2024 as if the Capital Contribution had taken place at 30 June 2024. As part of this process, information about the Group's financial position as at 30 June 2024 has been extracted by the Directors from the consolidated financial statements of the Company for the six months ended 30 June 2024, on which a review report has been published.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the 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 ("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.

Our firm applies Hong Kong Standard on Quality Management 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements", 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 Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) 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 ("HKSAE") 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 accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the 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 purpose 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 an investment circular is solely to illustrate the impact of a significant event or transaction on the 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 events or transactions at 30 June 2024 would have been as presented.

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 accountants' judgement, having regard to the reporting accountants' 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.

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 4.29(1) of the Listing Rules.

Certified Public Accountants
Hong Kong

28 February 2025