



**19 December 2012**

**To: Members of the Hong Kong Institute of CPAs  
All other interested parties**

**INVITATION TO COMMENT ON EXPOSURE DRAFT HONG KONG  
STANDARD ON ASSURANCE ENGAGEMENTS**

**ED HKSAE 3420 *Assurance Engagements to Report on the  
Compilation of Pro Forma Financial Information Included in a  
Prospectus***

***Comments to be received by 19 February 2013***

The Hong Kong Institute of Certified Public Accountants' (Institute) Auditing and Assurance Standards Committee (AASC) is seeking comments on the Exposure Draft which has been posted on the Institute's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/exposure-drafts/>

ED HKSAE 3420 deals with reasonable assurance engagements undertaken by a practitioner to report on the responsible party's compilation of pro forma financial information included in a prospectus.

ED HKSAE 3420 explains that a compilation of pro forma financial information involves the responsible party gathering, classifying, summarizing and presenting financial information that illustrates 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 the selected date.

The proposed standard describes the steps involved in this process as including:

- Identifying the source of the unadjusted financial information to be used in compiling the pro forma financial information, and extracting the unadjusted financial information from that source;
- Making pro forma adjustment to the unadjusted financial information for the purpose for which the pro forma financial information is presented; and
- Presenting the resulting pro forma financial information with accompanying disclosures.

The proposed standard also explains that the practitioner performs procedures to assess whether the applicable criteria used by the responsible party 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 resulting pro forma column reflects the proper application of those adjustments to the unadjusted financial information.



ED HKSAE 3420 conforms with ISAE 3420 issued by the International Auditing and Assurance Standards Board in December 2011 and includes additional local explanations provided in the footnotes and Appendices 2 – 4 as set out in paragraph 37.

The Institute issued Hong Kong Standard on Investment Circular Reporting Engagements (HKSIR) 300 *Accountants' Reports on Pro Forma Financial Information in Investment Circulars* in March 2006.

The AASC, having considered the similarity between ISAE 3420 and HKSIR 300, proposes to elevate the following guidance relating specifically to the Hong Kong Main Board and GEM Listing Rules from HKSIR 300 into HKSAE 3420:

- Appendix 2 – Summary of the Hong Kong Main Board Listing Rules and GEM Listing Rules with guidance elevated from the body of HKSIR 300 relating to the Listing Rules reflected as "Additional Guidance".
- Appendix 3 – An Example Reporting Accountant's Report based on ISAE 3420 Illustrative Practitioner's Report and tailored for reporting under Hong Kong Main Board and GEM Listing Rules.
- Appendix 4 – Elevated from Appendix 2 of HKSIR 300.

It is the intention of the AASC to withdraw HKSIR 300 when HKSAE 3420 becomes effective.

Comments on the proposed changes should be supported by specific reasoning and should be submitted in written form. To allow your comments on the Exposure Draft to be considered, comments are requested by the due date shown above.

Comments may be sent by mail, fax or e-mail to:

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Comments will be acknowledged and may be made available for public review unless otherwise requested by the contributor.

19 December 2012  
Exposure Draft

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Response Due Date  
19 February 2013

*ED of Proposed HKSAE 3420*

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**Assurance Engagements  
to Report on the  
Compilation of Pro Forma  
Financial Information  
Included in a Prospectus**



Hong Kong Institute of  
**Certified Public Accountants**  
香港會計師公會

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ED of Proposed HKSAE 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus"

This Exposure Draft may be filed in the "Exposure Drafts, Invitations to Comment" section of Volume III of the Institute Members' Handbook.

The Exposure Draft can also be found on the Institute's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/exposure-drafts/>.



Hong Kong Institute of  
**Certified Public Accountants**  
香港會計師公會

HKSAE 3420  
Issued [ ]

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Effective for assurance reports  
dated on or after 1 July 2013

*Hong Kong Standard on Assurance Engagements 3420*

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# **Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus**



Hong Kong Institute of  
**Certified Public Accountants**  
香港會計師公會

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The Hong Kong Standard on Assurance Engagements 3420 is based on the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* of the International Auditing and Assurance Standards Board, published by the International Federation of Accountants (IFAC) in December 2011 and is used with permission of IFAC.

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**HONG KONG STANDARD ON ASSURANCE ENGAGEMENTS 3420**  
**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF PRO**  
**FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

(Effective for assurance reports dated on or after 1 July 2013)

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**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

Hong Kong Standard on Assurance Engagements (HKSAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, should be read in conjunction with the *Preface to Hong Kong Quality Control, Auditing, Review, Other Assurance, and Related Services Pronouncements*.

## Introduction

### Scope of this HKSAE

1. This Hong Kong Standard on Assurance Engagements (HKSAE) deals with reasonable assurance engagements undertaken by a practitioner<sup>1</sup> to report on the responsible party's<sup>2</sup> compilation of pro forma financial information included in a prospectus. The HKSAE applies where:
  - Such reporting is required by securities law or the regulation of the securities exchange ("relevant law or regulation") in the jurisdiction in which the prospectus is to be issued<sup>2a</sup>;  
or
  - This reporting is generally accepted practice in such jurisdiction. (Ref: Para. A1)

### *Nature of the Practitioner's Responsibility*

2. In an engagement performed under this HKSAE, the practitioner has no responsibility to compile the pro forma financial information for the entity; such responsibility rests with the responsible party. The practitioner's sole responsibility is to report on whether the pro forma financial information has been compiled, in all material respects, by the responsible party on the basis of the applicable criteria.
3. This HKSAE does not deal with non-assurance engagements in which the practitioner is engaged by the entity to compile its historical financial statements.

### *Purpose of Pro Forma Financial Information Included in a Prospectus<sup>2a</sup>*

4. The purpose of 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. This is achieved by applying pro forma adjustments to the unadjusted financial information. Pro forma financial information does not represent the entity's actual financial position, financial performance, or cash flows. (Ref: Para. A2–A3)

### *Compilation of Pro Forma Financial Information<sup>2b</sup>*

5. The compilation of pro forma financial information involves the responsible party gathering, classifying, summarizing and presenting financial information that illustrates 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 the selected date. Steps involved in this process include:
  - Identifying the source of the unadjusted financial information to be used in compiling the pro forma financial information, and extracting the unadjusted financial information from that source; (Ref: Para. A4–A5)
  - Making pro forma adjustments to the unadjusted financial information for the purpose for which the pro forma financial information is presented; and
  - Presenting the resulting pro forma financial information with accompanying disclosures.

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<sup>1</sup> The term "practitioner" is described in HKSAE 3000, *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, paragraph 1. "Practitioner" is used interchangeably with "auditor" and "reporting accountant" for reporting under the Main Board Listing Rules 4.29(7)/ GEM Listing Rules 7.31(7).

<sup>2</sup> The *Hong Kong Framework for Assurance Engagements* (the Assurance Framework), paragraphs 25–26, describes the meaning of the term "responsible party."

<sup>2a</sup> In Hong Kong, the Main Board Listing Rules 4.29(1)/ GEM Listing Rules 7.31(1) ("Listing Rules") requires that where an issuer includes pro forma financial information in any document, that information must comply with the Listing Rules 4.29/ 7.31(1) to (6) and a report in the terms of the Listing Rules 4.29(7)/ 7.31(7) must be included in the relevant document. Refer to Appendix 2 for the relevant reporting requirements.

<sup>2b</sup> For reporting under the Listing Rules, guidance to the directors of the issuer on the preparation and presentation of pro forma financial information for inclusion in investment circulars is set out in Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*.

**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

*Nature of Reasonable Assurance Engagement*

6. A reasonable assurance engagement to report on the compilation of pro forma financial information involves performing the procedures set out in this HKSAE to assess whether the applicable criteria used by the responsible party 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: (Ref: Para. A6)
- The related pro forma adjustments give appropriate effect to those criteria; and
  - The resulting pro forma column (see paragraph 11(c)) reflects the proper application of those adjustments to the unadjusted financial information.

It also involves evaluating the overall presentation of the pro forma financial information. The engagement, however, does not involve the practitioner updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, or performing an audit or review of the financial information used in compiling the pro forma financial information.

*Relationship with Other Professional Pronouncements*

7. The performance of assurance engagements other than audits or reviews of historical financial information requires the practitioner to comply with HKSAE 3000. HKSAE 3000 includes requirements in relation to such topics as engagement acceptance, planning, evidence, and documentation that apply to all assurance engagements, including engagements in accordance with this HKSAE. This HKSAE expands on how HKSAE 3000 is to be applied in a reasonable assurance engagement to report on the compilation of pro forma financial information included in a prospectus. The *Hong Kong Framework for Assurance Engagements* (Assurance Framework), which defines and describes the elements and objectives of an assurance engagement, provides context for understanding this HKSAE and HKSAE 3000.
8. Compliance with HKSAE 3000 requires, among other things, that the practitioner:
- Comply with the independence and other requirements of the HKICPA's *Code of Ethics for Professional Accountants* (the Code); and
  - Implement quality control procedures that are applicable to the individual engagement.<sup>3</sup>

**Effective Date**

9. This HKSAE is effective for assurance reports dated on or after 1 July 2013.

**Objectives**

10. The objectives of the practitioner are<sup>3a</sup>:
- (a) To obtain reasonable assurance about whether the pro forma financial information has been compiled, in all material respects, by the responsible party on the basis of the applicable criteria; and
  - (b) To report in accordance with the practitioner's findings.

**Definitions**

11. For purposes of this HKSAE, the following terms have the meanings attributed below:
- (a) Applicable criteria – The criteria used by the responsible party when compiling the pro forma financial information. Criteria may be established by an authorized or recognized standard-setting organization or by law or regulation<sup>2a</sup>. Where established criteria do not exist, they will be developed by the responsible party. (Ref: Para. A7–A9)

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<sup>3</sup> HKSAE 3000, paragraphs 4 and 6

<sup>3a</sup> For reporting under the Listing Rules, refer to the Listing Rules 4.29(7)/ 7.31(7) as set out in Appendix 2 .

**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

- (b) Pro forma adjustments – In relation to unadjusted financial information, these include:
- (i) Adjustments to unadjusted financial information that illustrate the impact of a significant event or transaction ("event" or "transaction") as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration; and
  - (ii) Adjustments to unadjusted financial information that are necessary for the pro forma financial information to be compiled on a basis consistent with the applicable financial reporting framework of the reporting entity ("entity") and its accounting policies under that framework. (Ref: Para. A15–A16)

Pro forma adjustments include the relevant financial information of a business that has been, or is to be, acquired ("acquiree"), or a business that has been, or is to be, divested ("divestee"), to the extent that such information is used in compiling the pro forma financial information ("acquiree or divestee financial information").

- (c) Pro forma financial information – Financial information shown together with adjustments to illustrate the impact of an event or transaction on unadjusted financial information as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. In this HKSAE, it is presumed that pro forma financial information is presented in columnar format consisting of (a) the unadjusted financial information; (b) the pro forma adjustments; and (c) the resulting pro forma column.<sup>3b</sup> (Ref: Para. A2)
- (d) Prospectus – A document issued pursuant to legal or regulatory requirements relating to the entity's securities on which it is intended that a third party should make an investment decision.
- (e) Published financial information – Financial information of the entity or of an acquiree or a divestee that is made available publicly.
- (f) Unadjusted financial information – Financial information of the entity to which pro forma adjustments are applied by the responsible party. (Ref: Para. A4–A5)

## Requirements

### HKSAE 3000

12. The practitioner shall not represent compliance with this HKSAE unless the practitioner has complied with the requirements of both this HKSAE and HKSAE 3000.

### Engagement Acceptance

13. Before agreeing to accept an engagement to report on whether pro forma financial information included in a prospectus has been compiled, in all material respects, on the basis of the applicable criteria, the practitioner shall:
- (a) Determine that the practitioner has the capabilities and competence to perform the engagement; (Ref: Para. A10)
  - (b) On the basis of a preliminary knowledge of the engagement circumstances and discussion with the responsible party, determine that the applicable criteria are suitable and that it is unlikely that the pro forma financial information will be misleading for the purpose for which it is intended;
  - (c) Evaluate the wording of the opinion prescribed by the relevant law or regulation, if any, to determine that the practitioner will likely be able to express the opinion so prescribed based on performing the procedures specified in this HKSAE; (Ref: Para. A54–A56)

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<sup>3b</sup> For reporting under the Listing Rules, the relevant requirements on the presentation of the pro forma financial information are stated in Listing Rules 4.29(3)/ 7.31(3) as set out in Appendix 2.

**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

- (d) Where the sources from which the unadjusted financial information and any acquiree or divestee financial information have been extracted have been audited or reviewed and a modified audit opinion or review conclusion has been expressed, or the report contains an Emphasis of Matter paragraph, consider whether or not the relevant law or regulation permits the use of, or reference in the practitioner's report to, the modified audit opinion or review conclusion or the report containing the Emphasis of Matter paragraph with respect to such sources;
- (e) If the entity's historical financial information has never been audited or reviewed, consider whether the practitioner can obtain a sufficient understanding of the entity and its accounting and financial reporting practices to perform the engagement; (Ref: Para. A31)
- (f) If the event or transaction includes an acquisition and the acquiree's historical financial information has never been audited or reviewed, consider whether the practitioner can obtain a sufficient understanding of the acquiree and its accounting and financial reporting practices to perform the engagement; and
- (g) Obtain the agreement of the responsible party that it acknowledges and understands its responsibility for: (Ref: Para. A11–A12)
  - (i) Adequately disclosing and describing the applicable criteria to the intended users if these are not publicly available;
  - (ii) Compiling the pro forma financial information on the basis of the applicable criteria; and
  - (iii) Providing the practitioner with:
    - a. Access to all information (including, when needed for purposes of the engagement, information of the acquiree(s) in a business combination), such as records, documentation and other material, relevant to evaluating whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria;
    - b. Additional information that the practitioner may request from the responsible party for the purpose of the engagement;
    - c. Access to those within the entity and the entity's advisors from whom the practitioner determines it necessary to obtain evidence relating to evaluating whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria; and
    - d. When needed for purposes of the engagement, access to appropriate individuals within the acquiree(s) in a business combination.

## **Planning and Performing the Engagement**

### *Assessing the Suitability of the Applicable Criteria*

14. The practitioner shall assess whether the applicable criteria are suitable, as required by HKSAE 3000,<sup>4</sup> and in particular shall determine that they include, at a minimum, that:
- (a) The unadjusted financial information be extracted from an appropriate source<sup>4a</sup>; (Ref: Para. A4–A5, A27)
  - (b) The pro forma adjustments<sup>4b</sup> be:
    - (i) Directly attributable to the event or transaction; (Ref: Para. A13)
    - (ii) Factually supportable; and (Ref: Para. A14)
    - (iii) Consistent with the entity's applicable financial reporting framework and its accounting policies under that framework; and (Ref: Para. A15–A16)

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<sup>4</sup> HKSAE 3000, paragraph 19

<sup>4a</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(5)/ 7.31(5) as set out in Appendix 2.

<sup>4b</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(6)/ 7.31(6) as set out in Appendix 2.

**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

- (c) Appropriate presentation<sup>4c</sup> be made and disclosures be provided to enable the intended users to understand the information conveyed. (Ref: Para. A2–A3, A42)
15. In addition, the practitioner shall assess whether the applicable criteria are:
- (a) Consistent, and do not conflict, with relevant law or regulation; and
  - (b) Unlikely to result in pro forma financial information that is misleading.

*Materiality*

16. When planning and performing the engagement, the practitioner shall consider materiality with respect to evaluating whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria. (Ref: Para. A17–A18)

*Obtaining an Understanding of How the Responsible Party Has Compiled the Pro Forma Financial Information and Other Engagement Circumstances*

17. The practitioner shall obtain an understanding of: (Ref: Para. A19)
- (a) The event or transaction in respect of which the pro forma financial information is being compiled;
  - (b) How the responsible party has compiled the pro forma financial information; (Ref: Para. A20–A21)
  - (c) The nature of the entity and any acquiree or divestee, including: (Ref: Para. A22–A23)
    - (i) Their operations;
    - (ii) Their assets and liabilities; and
    - (iii) The way they are structured and how they are financed;
  - (d) Relevant industry, legal and regulatory, and other external factors pertaining to the entity and any acquiree or divestee; and (Ref: Para. A24–A26)
  - (e) The applicable financial reporting framework and the accounting and financial reporting practices of the entity and of any acquiree or divestee, including their selection and application of accounting policies.

*Obtaining Evidence about the Appropriateness of the Source from Which the Unadjusted Financial Information Has Been Extracted*

18. The practitioner shall determine whether the responsible party has extracted the unadjusted financial information from an appropriate source. (Ref: Para. A27–A28)
19. If there is no audit or review<sup>4a</sup> report on the source from which the unadjusted financial information has been extracted, the practitioner shall perform procedures to be satisfied that the source is appropriate<sup>4d</sup>. (Ref: Para. A29–A31)
20. The practitioner shall determine whether the responsible party has appropriately extracted the unadjusted financial information from the source.

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<sup>4c</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(2) to (4)/ 7.31(2) to (4) as set out in Appendix 2.

<sup>4d</sup> For reporting under the Listing Rules, refer to the Additional Guidance, paragraphs 2 -5 under Listing Rules 4.29(5)/ 7.31(5) as set out in Appendix 2.

**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

*Obtaining Evidence about the Appropriateness of the Pro Forma Adjustments<sup>4e</sup>*

21. In evaluating whether the pro forma adjustments are appropriate, the practitioner shall determine whether the responsible party has identified the pro forma adjustments necessary to illustrate the impact of the event or transaction at the date or for the period of the illustration. (Ref: Para. A32)
22. In determining whether the pro forma adjustments are in accordance with the applicable criteria, the practitioner shall determine whether they are:
  - (a) Directly attributable to the event or transaction; (Ref: Para. A13)
  - (b) Factually supportable. If acquiree or divestee financial information is included in the pro forma adjustments and there is no audit or review report on the source from which such financial information has been extracted, the practitioner shall perform procedures to be satisfied that the financial information is factually supportable; and (Ref: Para. A14, A33–A38)
  - (c) Consistent with the entity's applicable financial reporting framework and its accounting policies under that framework<sup>4f</sup>. (Ref: Para. A15–A16)

*Modified Audit Opinion or Review Conclusion, or Emphasis of Matter Paragraph, with Respect to the Source from Which the Unadjusted Financial Information Has Been Extracted or the Source from Which the Acquiree or Divestee Financial Information Has Been Extracted*

23. A modified audit opinion or review conclusion may have been expressed with respect to either the source from which the unadjusted financial information has been extracted or the source from which the acquiree or divestee financial information has been extracted, or a report containing an Emphasis of Matter paragraph may have been issued with respect to such source. In such circumstances, if the relevant law or regulation does not prohibit the use of such a source, the practitioner shall evaluate:
  - (a) The potential consequence on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria; (Ref: Para. A39)
  - (b) What further appropriate action to take; and (Ref: Para. A40)
  - (c) Whether there is any effect on the practitioner's ability to report in accordance with the terms of the engagement, including any effect on the practitioner's report.

*Source from Which the Unadjusted Financial Information Has Been Extracted or Pro Forma Adjustments Not Appropriate*

24. If, on the basis of the procedures performed, the practitioner identifies that the responsible party has:
  - (a) Used an inappropriate source from which to extract the unadjusted financial information; or
  - (b) Omitted a pro forma adjustment that should be included, applied a pro forma adjustment that is not in accordance with the applicable criteria or otherwise inappropriately applied a pro forma adjustment,

the practitioner shall discuss the matter with the responsible party. If the practitioner is unable to agree with the responsible party as to how the matter should be resolved, the practitioner shall evaluate what further action to take<sup>4g</sup>. (Ref: Para. A40)

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<sup>4e</sup> For reporting under the Listing Rules, the adjustments must comply with Listing Rules 4.29(6)/ 7.31(6). Refer to Additional Guidance, paragraphs 6 – 10 in Appendix 2.

<sup>4f</sup> For reporting under the Listing Rules, the practitioner is required to assess and report whether the pro forma financial information has been compiled on a basis consistent with the accounting policies of the issuer and additional guidance is set out in Additional Guidance, paragraph 12 under Listing Rules 4.29(7)/ 7.31(7) in Appendix 2.

<sup>4g</sup> For reporting under the Listing Rules, for omitted adjustment, refer to Additional Guidance, paragraphs 6 -10 under Listing Rules 4.29(6)/ 7.31(6) as set out in Appendix 2.

**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS**

*Obtaining Evidence about the Calculations within the Pro Forma Financial Information*

25. The practitioner shall determine whether the calculations within the pro forma financial information are arithmetically accurate.

*Evaluating the Presentation of the Pro Forma Financial Information*

26. The practitioner shall evaluate the presentation<sup>4c</sup> of the pro forma financial information. This shall include consideration of:
- (a) The overall presentation and structure of the pro forma financial information, including whether it is clearly labeled to distinguish it from historical or other financial information; (Ref: Para. A2–A3)
  - (b) Whether the pro forma financial information and related explanatory notes illustrate the impact of the event or transaction in a manner that is not misleading; (Ref: Para. A41)
  - (c) Whether appropriate disclosures<sup>4h</sup> are provided with the pro forma financial information to enable the intended users to understand the information conveyed; and (Ref: Para. A42)
  - (d) Whether the practitioner has become aware of any significant events subsequent to the date of the source from which the unadjusted financial information has been extracted that may require reference to, or disclosure in, the pro forma financial information. (Ref: Para. A43)
27. The practitioner shall read the other information<sup>4i</sup> included in the prospectus containing the pro forma financial information to identify material inconsistencies, if any, with the pro forma financial information. If, on reading the other information, the practitioner identifies a material inconsistency or becomes aware of a material misstatement of fact in that other information, the practitioner shall discuss the matter with the responsible party. If correction of the matter is necessary and the responsible party refuses to do so, the practitioner shall take further appropriate action. (Ref: Para. A44)

**Written Representations<sup>4j</sup>**

28. The practitioner shall request written representations from the responsible party that:
- (a) In compiling the pro forma financial information, the responsible party has identified all appropriate pro forma adjustments necessary to illustrate the impact of the event or transaction at the date or for the period of the illustration; and (Ref: Para. A45)
  - (b) The pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria.

**Forming the Opinion<sup>4k</sup>**

29. The practitioner shall form an opinion on whether the pro forma financial information has been compiled, in all material respects, by the responsible party on the basis of the applicable criteria. (Ref: Para. A46–A48)
30. In order to form that opinion, the practitioner shall conclude whether the practitioner has obtained sufficient appropriate evidence about whether the compilation of the pro forma financial information is free from material omissions, or inappropriate use or application of a pro forma adjustment. That conclusion shall include an evaluation of whether the responsible party has adequately disclosed and described the applicable criteria to the extent that these are not publicly available. (Ref: Para. A49–A50)

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<sup>4h</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(2)/ 7.31(2) as set out in Appendix 2.

<sup>4i</sup> For reporting under the Listing Rules, refer to Additional Guidance, paragraph 1 under Listing Rules 4.29(1)/ 7.31(1) as set out in Appendix 2.

<sup>4j</sup> For reporting under the Listing Rules, refer to Appendix 4 for examples of management representation letter clauses.

<sup>4k</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(7)/ 7.31(7) and the Additional Guidance, paragraphs 11 - 13 as set out in Appendix 2.

## **Form of Opinion**

### *Unmodified Opinion*

31. The practitioner shall express an unmodified opinion when the practitioner concludes that the pro forma financial information has been compiled, in all material respects, by the responsible party on the basis of the applicable criteria.

### *Modified Opinion*

32. In many jurisdictions, the relevant law or regulation precludes publication of a prospectus that contains a modified opinion with regard to whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria. Where this is the case and the practitioner concludes that a modified opinion is nevertheless appropriate in accordance with HKSAE 3000, the practitioner shall discuss the matter with the responsible party. If the responsible party does not agree to make the necessary changes, the practitioner shall:
- (a) Withhold the report;
  - (b) Withdraw from the engagement; or
  - (c) Consider seeking legal advice.
33. In some jurisdictions, the relevant law or regulation may not preclude publication of a prospectus that contains a modified opinion with regard to whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria. In such jurisdictions, if the practitioner determines that a modified opinion is appropriate in accordance with HKSAE 3000, the practitioner shall apply the requirements in HKSAE 3000<sup>5</sup> regarding modified opinions<sup>5a</sup>.

### *Emphasis of Matter Paragraph*

34. In some circumstances, the practitioner may consider it necessary to draw users' attention to a matter presented or disclosed in the pro forma financial information or the accompanying explanatory notes. This would be the case when, in the practitioner's opinion, the matter is of such importance that it is fundamental to users' understanding of whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria. In such circumstances, the practitioner shall include an Emphasis of Matter paragraph in the practitioner's report provided that the practitioner has obtained sufficient appropriate evidence that the matter does not affect whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria. Such a paragraph shall refer only to information presented or disclosed in the pro forma financial information or the accompanying explanatory notes.

## **Preparing the Assurance Report**

35. The practitioner's report shall include the following basic elements: (Ref: Para. A57)
- (a) A title that clearly indicates that the report is an independent assurance report; (Ref: Para. A51)
  - (b) An addressee(s), as agreed in the terms of engagement; (Ref: Para. A52)
  - (c) Introductory paragraphs that identify: (Ref: Para. A53)
    - (i) The pro forma financial information;
    - (ii) The source from which the unadjusted financial information has been extracted, and whether or not an audit or review report on such a source has been published;
    - (iii) The period covered by, or the date of, the pro forma financial information; and

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<sup>5</sup> HKSAE 3000, paragraphs 51–52

<sup>5a</sup> For reporting under the Listing Rules, refer to Additional Guidance, paragraphs 14 - 16 under Listing Rules 4.29(7)/ 7.31(7) as set out in Appendix 2.

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- (iv) A reference to the applicable criteria on the basis of which the responsible party has performed the compilation of the pro forma financial information, and the source of the criteria;
- (d) A statement that the responsible party is responsible for compiling the pro forma financial information on the basis of the applicable criteria;
- (e) A description of the practitioner's responsibilities, including statements that:
  - (i) The practitioner's responsibility is to express an opinion about whether the pro forma financial information has been compiled, in all material respects, by the responsible party on the basis of the applicable criteria;
  - (ii) For purposes of this engagement, the practitioner is not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor has the practitioner, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information; and
  - (iii) The purpose of 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, the practitioner does not provide any assurance that the actual outcome of the event or transaction at that date would have been as presented;
- (f) A statement that the engagement was performed in accordance with HKSAE 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, which requires that the practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the responsible party has compiled, in all material respects, the pro forma financial information on the basis of the applicable criteria;
- (g) Statements that:
  - (i) A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the responsible party 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;
  - (ii) The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the entity, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances; and
  - (iii) The engagement also involves evaluating the overall presentation of the pro forma financial information;
- (h) Unless otherwise required by law or regulation<sup>5b</sup>, the practitioner's opinion using one of the following phrases, which are regarded as being equivalent: (Ref: Para. A54–A56)
  - (i) The pro forma financial information has been compiled, in all material respects, on the basis of the [*applicable criteria*]; or

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<sup>5b</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(7)/ 7.31(7) in Appendix 2.

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- (ii) The pro forma financial information has been properly compiled on the basis stated;
- (i) The practitioner's signature;
- (j) The date of the report<sup>5c</sup>; and
- (k) The location in the jurisdiction where the practitioner practices.

## **Conformity and Compliance with International Standards on Assurance Engagements**

- 36. As of [ ] 2012 (*date of issue*), this HKSAE conforms with International Standard on Assurance Engagements (ISAE) 3420, "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" except that references to IFAC Code of Ethics for Professional Accountants are replaced by HKICPA's Code of Ethics for Professional Accountants. With the exception of the foregoing difference, compliance with the requirements of this HKSAE ensures compliance with ISAE 3420.
- 37. Additional local explanation is provided in footnotes 2a, 2b, 3a, 3b, 4a, 4b, 4c, 4d, 4e, 4f, 4g, 4h, 4i, 4j, 4k, 5a, 5b, 5c, 7a, 8a, 9a and Appendices 2 – 4.

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## **Application and Other Explanatory Material**

Scope of this HKSAE (Ref: Para. 1)

- A1. This standard does not deal with circumstances where pro forma financial information is provided as part of the entity's financial statements pursuant to the requirements of an applicable financial reporting framework.

**Purpose of Pro Forma Financial Information Included in a Prospectus** (Ref: Para. 4, 11(c), 14(c), 26(a))

- A2. Pro forma financial information is accompanied by related explanatory notes that often disclose the matters set out in paragraph A42.
- A3. Different presentations of pro forma financial information may be included in the prospectus depending on the nature of the event or transaction and how the responsible party intends to illustrate the impact of such event or transaction on the unadjusted financial information of the entity. For example, the entity may acquire a number of businesses prior to an initial public offering. In such circumstances, the responsible party may choose to present a pro forma net asset statement to illustrate the impact of the acquisitions on the entity's financial position and key ratios such as debt to equity as if the acquired businesses had been combined with the entity at an earlier date. The responsible party may also choose to present a pro forma income statement to illustrate what the results of operations might have been for the period ended on that date. In such cases, the nature of the pro forma financial information may be described by titles such as "Statement of Pro Forma Net Assets as at 31 December 20X1" and "Pro Forma Income Statement for the Year Ended 31 December 20X1."

## **Compilation of Pro Forma Financial Information**

*Unadjusted Financial Information* (Ref: Para. 5, 11(f), 14(a))

- A4. In many cases, the source from which the unadjusted financial information has been extracted will be published financial information such as annual or interim financial statements.
- A5. Depending on how the responsible party chooses to illustrate the impact of the event or transaction, the unadjusted financial information may comprise either:

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<sup>5c</sup> For reporting under the Listing Rules, the accountant's report is normally dated on the same date as the investment circular in which it is included or to which it relates.

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- One or more single financial statements, such as a statement of financial position and a statement of comprehensive income; or
- Financial information that is appropriately condensed<sup>3b</sup> from a complete set of financial statements, for example, a statement of net assets.

**Nature of Reasonable Assurance Engagement** (Ref: Para. 6)

A6. In this HKSAE, describing the pro forma financial information as being "properly compiled" means that the pro forma financial information has been compiled, in all material respects, by the responsible party on the basis of the applicable criteria.

**Definitions**

*Applicable Criteria* (Ref: Para. 11(a))

- A7. Where established criteria for compiling the pro forma financial information do not exist, the responsible party will have developed the criteria based on, for example, practice in a particular industry or the criteria of a jurisdiction that has developed established criteria, and disclosed that fact.
- A8. The applicable criteria for compiling the pro forma financial information will be suitable in the circumstances if they meet the benchmarks set out in paragraph 14.
- A9. Accompanying explanatory notes may include some additional detail about the criteria to describe how they illustrate the effects of the particular event or transaction. This may include, for example:
- The date at which the event is assumed to have occurred or the transaction been undertaken.
  - The approach used for allocating income, overheads, assets and liabilities between relevant businesses in a divestment.

**Engagement Acceptance**

*Capabilities and Competence to Perform the Engagement* (Ref: Para. 13(a))

- A10. The Code requires the practitioner to maintain appropriate professional knowledge and skill, including an awareness and understanding of relevant technical, professional and business developments, in order to provide competent professional service.<sup>6</sup> In the context of this requirement of the Code, relevant capabilities and competence to perform the engagement also include matters such as the following:
- Knowledge and experience of the industry in which the entity operates;
  - An understanding of the relevant securities laws and regulations and related developments;
  - An understanding of the listing requirements of the relevant securities exchange and of capital market transactions such as mergers, acquisitions and securities offerings;
  - Familiarity with the process of preparing a prospectus and listing securities on the securities exchange; and
  - Knowledge of the financial reporting frameworks used in the preparation of the sources from which the unadjusted financial information and, if applicable, the acquiree's financial information have been extracted.

*The Responsible Party's Responsibilities* (Ref: Para. 13(g))

- A11. An engagement in accordance with this HKSAE is conducted on the premise that the responsible party has acknowledged and understands that it has the responsibilities set out in paragraph 13(g). In some jurisdictions, such responsibilities may be specified in the relevant law or regulation. In others, there may be little or no legal or regulatory definition of such responsibilities. An assurance engagement to report on whether pro forma financial

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<sup>6</sup> The Code, paragraphs 130.1–130.3

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information has been compiled, in all material respects, on the basis of the applicable criteria is based on the assumption that:

- (a) The practitioner's role does not involve taking responsibility for compiling such information; and
- (b) The practitioner has a reasonable expectation of obtaining the information necessary for the engagement.

Accordingly, this premise is fundamental to the conduct of the engagement. To avoid misunderstanding, agreement is reached with the responsible party that it acknowledges and understands that it has such responsibilities as part of agreeing and recording the terms of the engagement as required by HKSAE 3000.<sup>7</sup>

- A12. If law or regulation prescribes in sufficient detail the terms of the engagement, the practitioner need only record the fact that such law or regulation applies and that the responsible party acknowledges and understands its responsibilities as set out in paragraph 13(g).

### **Planning and Performing the Engagement**

#### *Assessing the Suitability of the Applicable Criteria*

##### Directly Attributable Adjustments (Ref: Para. 14(b)(i), 22(a))

- A13. It is necessary that the pro forma adjustments be directly attributable to the event or transaction to avoid the pro forma financial information reflecting matters that do not arise solely as a result of the event or that are not an integral part of the transaction. Directly attributable adjustments exclude those that relate to future events or are dependent on actions to be taken once the transaction has been completed, even if such actions are key to the entity entering into the transaction (for example, closing of redundant production sites after an acquisition).

##### Factually Supportable Adjustments (Ref: Para. 14(b)(ii), 22(b))

- A14. It is also necessary that the pro forma adjustments be factually supportable in order to provide a reliable basis for the pro forma financial information. Factually supportable adjustments are capable of objective determination. Sources of factual support for the pro forma adjustments include, for example:

- Purchase and sale agreements.
- Financing documents for the event or transaction, such as debt agreements.
- Independent valuation reports.
- Other documents relating to the event or transaction.
- Published financial statements.
- Other financial information disclosed in the prospectus.
- Relevant legal or regulatory actions, such as in the area of taxation.
- Employment agreements.
- Actions of those charged with governance.

##### Adjustments Consistent with the Entity's Applicable Financial Reporting Framework and Its Accounting Policies under that Framework (Ref: Para. 11(b)(ii), 14(b)(iii), 22(c))

- A15. For the pro forma financial information to be meaningful, it is necessary that the pro forma adjustments be consistent with the entity's applicable financial reporting framework and its accounting policies under that framework. In the context of a business combination, for example, compiling the pro forma financial information on the basis of the applicable criteria involves consideration of such matters as:

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<sup>7</sup> HKSAE 3000, paragraph 10

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- Whether differences exist between the acquiree's accounting policies and those of the entity; and
- Whether accounting policies for transactions undertaken by the acquiree that the entity has not previously entered into are policies that the entity would have adopted for such transactions under its applicable financial reporting framework, taking into account the entity's particular circumstances.

A16. Consideration of the appropriateness of the entity's accounting policies may also be necessary in some circumstances. For example, as part of the event or transaction, the entity may propose to issue complex financial instruments for the first time. If this is the case, it may be necessary to consider:

- Whether the responsible party has selected appropriate accounting policies to be used in accounting for such financial instruments under its applicable financial reporting framework; and
- Whether it has appropriately applied such policies in compiling the pro forma financial information.

*Materiality* (Ref: Para. 16)

A17. Materiality with regard to whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria does not depend on a single quantitative measure. Instead, it depends on the size and nature of the omission or inappropriate application of an element of the compilation as described in paragraph A18, whether or not intentional. Judgment about these aspects of size and nature will, in turn, depend on such matters as:

- The context of the event or transaction;
- The purpose for which the pro forma financial information is being compiled; and
- The related engagement circumstances.

The determining factor could be the size or the nature of the matter, or a combination of both.

A18. The risk of the pro forma financial information not being considered compiled, in all material respects, on the basis of the applicable criteria may arise when there is evidence of, for example:

- Use of an inappropriate source from which to extract the unadjusted financial information.
- Incorrect extraction of the unadjusted financial information from an appropriate source.
- In relation to adjustments, the misapplication of accounting policies or the failure of the adjustments to be consistent with the entity's accounting policies.
- Failure to make an adjustment required by the applicable criteria.
- Making an adjustment that is not in accordance with the applicable criteria.
- A mathematical or clerical mistake in the calculations within the pro forma financial information.
- Inadequate, incorrect or omitted disclosures.

*Obtaining an Understanding of How the Responsible Party Has Compiled the Pro Forma Financial Information and Other Engagement Circumstances* (Ref: Para. 17)

A19. The practitioner may obtain this understanding through a combination of procedures such as:

- Inquiring of the responsible party and other entity personnel involved in compiling the pro forma financial information.
- Inquiring of other appropriate parties such as those charged with governance and the entity's advisors.
- Reading relevant supporting documentation such as contracts or agreements.

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- Reading minutes of meetings of those charged with governance.

How the Responsible Party Has Compiled the Pro Forma Financial Information (Ref: Para. 17(b))

A20. The practitioner may obtain an understanding of how the responsible party has compiled the pro forma financial information by considering, for example:

- The source from which the unadjusted financial information has been extracted.
- The steps taken by the responsible party to:
  - Extract the unadjusted financial information from the source.
  - Identify the appropriate pro forma adjustments, for example, how the responsible party has obtained acquiree financial information in compiling the pro forma financial information.
- The responsible party's competence in compiling pro forma financial information.
- The nature and extent of oversight by the responsible party of other entity personnel involved in compiling the pro forma financial information.
- The responsible party's approach to identifying appropriate disclosures to support the pro forma financial information.

A21. In a business combination or divestment, areas that may give rise to complexity in the compilation of the pro forma financial information include allocations of income, overheads, and assets and liabilities among or between the relevant businesses. Accordingly, it is important that the practitioner understand the responsible party's approach and criteria for such allocations and that the explanatory notes accompanying the pro forma financial information disclose these matters.

Nature of the Entity and Any Acquiree or Divestee (Ref: Para. 17(c))

A22. An acquiree may be an incorporated entity or a separately identifiable unincorporated operation within another entity such as a division, branch or line of business. A divestee may be an incorporated entity such as a subsidiary or joint venture, or a separately identifiable unincorporated operation within the entity such as a division, branch or line of business.

A23. The practitioner may have all or part of the required understanding of the entity and any acquiree or divestee, and their respective environments, if the practitioner has audited or reviewed their financial information.

Relevant Industry, Legal and Regulatory, and Other External Factors (Ref: Para. 17(d))

A24. Relevant industry factors include industry conditions such as the competitive environment, supplier and customer relationships, and technological developments. Examples of matters the practitioner may consider include:

- The market and competition, including demand, capacity, and price competition.
- Common business practices within the industry.
- Cyclical or seasonal activity.
- Product technology relating to the entity's products.

A25. Relevant legal and regulatory factors include the legal and regulatory environment. This encompasses, among other matters, the applicable financial reporting framework in accordance with which the entity or, if applicable, the acquiree prepares its periodic financial information, and the legal and political environment. Examples of matters the practitioner may consider include:

- Industry-specific accounting practices.
- Legal and regulatory framework for a regulated industry.
- Legislation and regulation that significantly affect the entity's or, if applicable, the acquiree's or divestee's operations, including direct supervisory activities.
- Taxation.

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- Government policies currently affecting the conduct of the entity's or, if applicable, the acquiree's or divestee's business, such as monetary policies (including foreign exchange controls), fiscal policies, financial incentives (for example, government aid programs), and tariffs or trade restrictions policies.
- Environmental requirements affecting the entity's or acquiree's or divestee's industry and business.

A26. Examples of other external factors affecting the entity and, if applicable, the acquiree or divestee that the practitioner may consider include the general economic conditions, interest rates and availability of financing, and inflation or currency revaluation.

*Obtaining Evidence about the Appropriateness of the Source from Which the Unadjusted Financial Information Has Been Extracted*

Relevant Factors to Consider (Ref: Para. 14(a), 18)

A27. Factors that affect the appropriateness of the source from which the unadjusted financial information has been extracted include whether there is an audit or review report on the source and whether the source:

- Is permitted or specifically prescribed by the relevant law or regulation<sup>7a</sup>, is permitted by the relevant securities exchange with which the prospectus is to be filed, or is used as such under normal market custom and practice.
- Is clearly identifiable.
- Represents a reasonable starting point for compiling the pro forma financial information in the context of the event or transaction, including whether it is consistent with the entity's accounting policies and is at an appropriate date or covers an appropriate period.

A28. An audit or review report on the source from which the unadjusted financial information has been extracted may have been issued by another practitioner. In this situation, the need by the practitioner reporting under this HKSAE for an understanding of the entity and its accounting and financial reporting practices pursuant to the requirements of paragraphs 17(c) and (e), and to be satisfied that the source from which the unadjusted financial information has been extracted is appropriate, is not diminished.

No Audit or Review Report on the Source from Which the Unadjusted Financial Information Has Been Extracted (Ref: Para. 19)

A29. When there is no audit or review report on the source from which the unadjusted financial information has been extracted, it is necessary for the practitioner to perform procedures in relation to the appropriateness of that source. Factors that may affect the nature and extent of these procedures include, for example:

- Whether the practitioner has previously audited or reviewed the entity's historical financial information, and the practitioner's knowledge of the entity from such engagement.
- How recently the entity's historical financial information was audited or reviewed.
- Whether the entity's financial information is subject to periodic review by the practitioner, for example, for purposes of meeting regulatory filing requirements.

A30. The entity's financial statements for the period immediately preceding that of the source from which the unadjusted financial information has been extracted are likely to have been audited or reviewed, even if the source from which the unadjusted financial information has been extracted itself is not. For example, the source from which the unadjusted financial information has been extracted may be interim financial statements that have not been audited or reviewed whereas the entity's financial statements for the immediately preceding financial year may have been audited.

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<sup>7a</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(5)/ 7.31(5) and Additional Guidance, paragraphs 2 – 5 as set out in Appendix 2.

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In such a case, procedures that the practitioner may perform, having regard to the factors in paragraph A29, in relation to the appropriateness of the source from which the unadjusted financial information has been extracted include:

- Inquiring of the responsible party about:
  - The process by which the source has been prepared and the reliability of the underlying accounting records to which the source is agreed or reconciled.
  - Whether all transactions have been recorded.
  - Whether the source has been prepared in accordance with the entity's accounting policies.
  - Whether there have been any changes in accounting policies from the most recent audited or reviewed period and, if so, how such changes have been dealt with.
  - Its assessment of the risk that the source may be materially misstated as a result of fraud.
  - The effect of changes in the entity's business activities and operations.
- If the practitioner has audited or reviewed the immediately preceding annual or interim financial information, considering the findings of such audit or review and whether these might indicate any issues with the preparation of the source from which the unadjusted financial information has been extracted.
- Corroborating the information provided by the responsible party in response to the practitioner's inquiries when the responses appear inconsistent with the practitioner's understanding of the entity or the engagement circumstances.
- Comparing the source with the corresponding prior period financial information and, as applicable, the immediately preceding annual or interim financial information, and discussing significant changes with the responsible party.

Historical financial information of the entity never audited or reviewed (Ref: Para. 13(e))

- A31. Other than in the case of an entity formed for purposes of the transaction and which has never had any trading activity, it is unlikely that relevant law or regulation will permit an entity to issue a prospectus if its historical financial information has never been audited or reviewed.

*Obtaining Evidence about the Appropriateness of the Pro Forma Adjustments*

Identification of Appropriate Pro Forma Adjustments (Ref: Para. 21)

- A32. Informed by the practitioner's understanding of how the responsible party has compiled the pro forma financial information and other engagement circumstances, the practitioner may obtain evidence regarding whether the responsible party has appropriately identified the necessary pro forma adjustments through a combination of procedures such as:

- Evaluating the reasonableness of the responsible party's approach to identifying the appropriate pro forma adjustments, for example, the method used in identifying appropriate allocations of income, overheads, assets and liabilities among the relevant businesses.
- Inquiring of relevant parties within an acquiree regarding the approach to extracting the acquiree financial information.
- Evaluating specific aspects of the relevant contracts, agreements or other documents.
- Inquiring of the entity's advisors regarding specific aspects of the event or transaction and related contracts and agreements that are relevant to the identification of appropriate adjustments.
- Evaluating relevant analyses and worksheets prepared by the responsible party and other entity personnel involved in compiling the pro forma financial information.

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- Obtaining evidence of the responsible party's oversight of other entity personnel involved in compiling the pro forma financial information.
- Performing analytical procedures.

Factual Support for Any Acquiree or Divestee Financial Information Included in the Pro Forma Adjustments (Ref: Para. 22(b))

Divestee financial information

- A33. In the case of a divestment, the divestee's financial information will be derived from the source from which the unadjusted financial information has been extracted, which will often be audited or reviewed. The source from which the unadjusted financial information has been extracted will therefore provide the basis for the practitioner to determine whether there is factual support for the divestee financial information. In such a case, matters to consider include, for example, whether income and expenses attributable to the divestee that are recorded at the consolidated level have been appropriately reflected in the pro forma adjustments.
- A34. Where the source from which the unadjusted financial information has been extracted has not been audited or reviewed, the practitioner may refer to the guidance in paragraphs A29–A30 in determining whether the divestee financial information is factually supportable.

Acquiree financial information

- A35. The source from which the acquiree financial information has been extracted may have been audited or reviewed. Where the source from which the acquiree financial information has been extracted has been audited or reviewed by the practitioner, the acquiree financial information will, subject to any implications arising from the circumstances addressed in paragraph 23, be factually supportable.
- A36. The source from which the acquiree financial information has been extracted may have been audited or reviewed by another practitioner. In this situation, the need by the practitioner reporting under this HKSAE for an understanding of the acquiree and its accounting and financial reporting practices pursuant to the requirements of paragraphs 17(c) and (e), and to be satisfied that the acquiree financial information is factually supportable, is not diminished.
- A37. When the source from which the acquiree financial information has been extracted has not been audited or reviewed, it is necessary for the practitioner to perform procedures in relation to the appropriateness of that source. Factors that may affect the nature and extent of these procedures include, for example:
- Whether the practitioner has previously audited or reviewed the acquiree's historical financial information, and the practitioner's knowledge of the acquiree from such engagement.
  - How recently the acquiree's historical financial information was audited or reviewed.
  - Whether the acquiree's financial information is subject to periodic review by the practitioner, for example, for purposes of meeting regulatory filing requirements.
- A38. The acquiree's financial statements for the period immediately preceding that of the source from which the acquiree financial information has been extracted often will have been audited or reviewed, even if the source from which the acquiree financial information has been extracted itself is not. In such a case, procedures that the practitioner may perform, having regard to the factors in paragraph A37, in relation to whether the acquiree financial information is factually supportable include:
- Inquiring of the acquiree's management about:
    - The process by which the source from which the acquiree financial information has been extracted has been prepared and the reliability of the underlying accounting records to which the source is agreed or reconciled.
    - Whether all transactions have been recorded.

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- Whether the source from which the acquiree financial information has been extracted has been prepared in accordance with the acquiree's accounting policies.
- Whether there have been any changes in accounting policies from the most recent audited or reviewed period and, if so, how such changes have been dealt with.
- Its assessment of the risk that the source from which the acquiree financial information has been extracted may be materially misstated as a result of fraud.
- The effect of changes in the acquiree's business activities and operations.
- If the practitioner has audited or reviewed the immediately preceding annual or interim financial information, considering the findings of such audit or review and whether these might indicate any issues with the preparation of the source from which the acquiree financial information has been extracted.
- Corroborating the information provided by the acquiree's management in response to the practitioner's inquiries when the responses appear inconsistent with the practitioner's understanding of the acquiree or the engagement circumstances.
- Comparing the source from which the acquiree financial information has been extracted with the corresponding prior period financial information and, as applicable, the immediately preceding annual or interim financial information, and discussing significant changes with the acquiree's management.

*Modified Audit Opinion or Review Conclusion, or Emphasis of Matter Paragraph, with Respect to the Source from Which the Unadjusted Financial Information Has Been Extracted or the Source from Which the Acquiree or Divestee Financial Information Has Been Extracted*

Potential Consequence (Ref: Para. 23(a))

A39. Not all modified audit opinions, review conclusions or Emphasis of Matter paragraphs with respect to either the source from which the unadjusted financial information has been extracted or the source from which the acquiree or divestee financial information has been extracted may necessarily affect whether the pro forma financial information can be compiled, in all material respects, on the basis of the applicable criteria. For example, a qualified audit opinion may have been expressed on the entity's financial statements because of the non-disclosure of remuneration for those charged with governance as required by the applicable financial reporting framework. If this is the case and these financial statements are used as the source from which the unadjusted financial information has been extracted, such qualification may have no consequence on whether pro forma net asset and income statements can be compiled, in all material respects, on the basis of the applicable criteria.

Further Appropriate Action (Ref: Para. 23(b), 24)

A40. Further appropriate action that the practitioner may take includes, for example:

- In relation to the requirement in paragraph 23(b):
  - Discussing the matter with the responsible party.
  - Where possible under relevant law or regulation, making a reference in the practitioner's report to the modified audit opinion, review conclusion, or the Emphasis of Matter paragraph, if, in the practitioner's professional judgment, the matter is of sufficient relevance and importance to users' understanding of the pro forma financial information.
- In relation to the requirement in paragraph 24, where possible under relevant law or regulation, modifying the practitioner's opinion.
- Where possible under relevant law or regulation, withholding the report or withdrawing from the engagement.
- Seeking legal advice.

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*Evaluating the Presentation of the Pro Forma Financial Information*

Avoiding Association with Misleading Financial Information (Ref: Para. 26(b))

A41. The Code requires that a practitioner not knowingly be associated with reports, returns, communications or other information that the practitioner believes:<sup>8</sup>

- (a) Contain a materially false or misleading statement;
- (b) Contain statements or information furnished recklessly; or
- (c) Omit or obscure information required to be included where such omission or obscurity would be misleading.

Disclosures Accompanying the Pro Forma Financial Information<sup>8a</sup> (Ref: Para. 14(c), 26(c))

A42. Appropriate disclosures may include matters such as:

- The nature and purpose of the pro forma financial information, including the nature of the event or transaction, and the date at which such event is assumed to have occurred or transaction been undertaken;
- The source from which the unadjusted financial information has been extracted, and whether or not an audit or review report on such a source has been published;
- The pro forma adjustments, including a description and explanation of each adjustment. This includes, in the case of acquiree or divestee financial information, the source from which such information has been extracted and whether or not an audit or review report on such a source has been published;
- If not publicly available, a description of the applicable criteria on the basis of which the pro forma financial information has been compiled; and
- A statement to the effect that the pro forma financial information has been compiled for illustrative purposes only and that, because of its nature, it does not represent the entity's actual financial position, financial performance, or cash flows.

Relevant law or regulation may require these or other specific disclosures.

Consideration of Significant Subsequent Events (Ref: Para. 26(d))

A43. As the practitioner is not reporting on the source from which the unadjusted financial information has been extracted, there is no requirement for the practitioner to perform procedures to identify events after the date of the source that require adjustment of, or disclosure in, such source. Nevertheless, it is necessary for the practitioner to consider whether any significant events subsequent to the date of the source from which the unadjusted financial information has been extracted have come to the practitioner's attention that may require reference to, or disclosure in, the explanatory notes to the pro forma financial information to avoid the latter being misleading. Such consideration is based on performing the procedures under this HKSAE or the practitioner's knowledge of the entity and the engagement circumstances. For example, after the date of the source from which the unadjusted financial information has been extracted, the entity may have entered into a capital transaction involving the conversion of its convertible debt into equity, non-disclosure of which could result in the pro forma financial information being misleading.

Material Inconsistency with Other Information (Ref: Para. 27)

A44. Further appropriate action that the practitioner may take if the responsible party refuses to revise the pro forma financial information or the other information as appropriate includes, for example:

- Where possible under relevant law or regulation:
  - Describing the material inconsistency in the practitioner's report.

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<sup>8</sup> The Code, paragraph 110.2

<sup>8a</sup> For reporting under the Listing Rules, refer to Listing Rules 4.29(2)/ 7.31(2) as set out in Appendix 2.

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- Modifying the practitioner's opinion.
- Withholding the report or withdrawing from the engagement.
- Seeking legal advice.

**Written Representations** (Ref: Para. 28(a))

A45. In some circumstances, the types of transactions involved may require the responsible party to select accounting policies for the pro forma adjustments that the entity has not previously had to articulate because it had no relevant transactions. In such a case, the practitioner may request the responsible party to expand the written representations to include confirmation that the selected accounting policies constitute the entity's adopted policies for such types of transactions.

**Forming the Opinion**

*Assurance on Further Matters Required by the Relevant Law or Regulation* (Ref: Para. 29)

A46. Relevant law or regulation may require the practitioner to express an opinion on matters other than whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria. In some of these circumstances, it may not be necessary for the practitioner to perform additional procedures. For example, the relevant law or regulation may require the practitioner to express an opinion about whether the basis on which the responsible party has compiled the pro forma financial information is consistent with the entity's accounting policies. Compliance with the requirements in paragraphs 18 and 22(c) of this HKSAE provides a basis for expressing such an opinion.

A47. In other circumstances, the practitioner may need to perform additional procedures. The nature and extent of such additional procedures will vary with the nature of the other matters on which the relevant law or regulation requires the practitioner to express an opinion.

**Statement of the Practitioner's Responsibility for the Report**

A48. The relevant law or regulation may require the practitioner to include in the practitioner's report an explicit statement asserting or confirming the practitioner's responsibility for the report. The inclusion of such an additional legal or regulatory statement in the practitioner's report is not incompatible with the requirements of this HKSAE.

*Disclosure of the Applicable Criteria* (Ref: Para. 30)

A49. The responsible party need not repeat in the explanatory notes accompanying the pro forma financial information any criteria that are prescribed by the relevant law or regulation, or promulgated by an authorized or recognized standard-setting organization. Such criteria will be publicly available as part of the reporting regime and are therefore implicit in the responsible party's compilation of the pro forma financial information.

A50. Where the responsible party has developed any specific criteria, it is necessary that those criteria be disclosed so that users may obtain a proper understanding of how the pro forma financial information has been compiled by the responsible party.

**Preparing the Assurance Report**

*Title* (Ref: Para. 35(a))

A51. A title indicating that the report is the report of an independent practitioner, for example, "Independent Practitioner's Assurance Report on the Compilation of Pro Forma Financial Information Included in a Prospectus," affirms that the practitioner has met all of the relevant ethical requirements regarding independence as required by HKSAE 3000.<sup>9</sup> This distinguishes the report of the independent practitioner from reports issued by others.

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<sup>9</sup> HKSAE 3000, paragraph 4

**ASSURANCE ENGAGEMENTS TO REPORT ON THE COMPILATION OF  
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*Addressee(s)* (Ref: Para. 35(b))

- A52. The relevant law or regulation may specify the addressee(s) of the report. Alternatively, the practitioner may agree with the entity who the addressee(s) will be as part of the terms of the engagement.

*Introductory Paragraphs* (Ref: Para. 35(c))

- A53. As the pro forma financial information will be included in a prospectus that contains other information, the practitioner may consider, if the form of presentation allows, including a reference that identifies the section where the pro forma financial information is presented. This helps readers identify the pro forma financial information to which the practitioner's report relates.

*Opinion* (Ref: Para. 13(c), 35(h))

- A54. Whether the phrase "pro forma financial information has been compiled, in all material respects, on the basis of the [*applicable criteria*]," or the phrase "pro forma financial information has been properly compiled on the basis stated" is used to express the opinion in any particular jurisdiction is determined by the law or regulation governing reporting on pro forma financial information in that jurisdiction, or by generally accepted practice in that jurisdiction.
- A55. The relevant law or regulation in some jurisdictions may prescribe the wording of the practitioner's opinion in terms other than those specified above. Where this is the case, it may be necessary for the practitioner to exercise judgment to determine whether performing the procedures set out in this HKSAE would enable the practitioner to express the opinion in the wording prescribed by law or regulation, or whether further procedures would be necessary.
- A56. When the practitioner concludes that performing the procedures set out in this HKSAE would be sufficient to enable the practitioner to express the opinion in the wording prescribed by law or regulation, it may be appropriate to regard that wording as being equivalent to the two alternative wordings of the opinion specified in this HKSAE.

*Illustrative Report* (Ref: Para. 35)

- A57. A practitioner's report with an unmodified opinion is set out in the Appendix 1<sup>9a</sup>.

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<sup>9a</sup> For reporting under the Listing Rules, refer to Appendix 3 for an example report.

## Appendix 1

(Ref: Para. A57)

### Illustrative Practitioner's Report with an Unmodified Opinion

#### INDEPENDENT PRACTITIONER'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS

[Appropriate Addressee(s)]

#### Report on the Compilation of Pro Forma Financial Information Included in a Prospectus

We have completed our assurance engagement to report on the compilation of pro forma financial information of ABC Company by *[the responsible party]*. The pro forma financial information consists of [the pro forma net asset statement as at [date]], [the pro forma income statement for the period ended [date]], [the pro forma cash flow statement for the period ended [date],] and related notes [as set out on pages xx–xx of the prospectus issued by the company]. The applicable criteria on the basis of which *[the responsible party]* has compiled the pro forma financial information are [specified in [Securities Regulation XX] and described in [Note X]]/[described in [Note X]].

The pro forma financial information has been compiled by *[the responsible party]* to illustrate the impact of the [event or transaction] [set out in Note X] on the [company's financial position as at *specify date*] [and] [the company's/its financial performance [and cash flows] for the period ended *specify date*] as if the [event or transaction] had taken place at [*specify date*] [and *specify date* respectively]. As part of this process, information about the company's [financial position], [financial performance] [and cash flows] has been extracted by *[the responsible party]* from the company's financial statements [for the period ended [date]], on which [[an audit]/[a review] report]/[no audit or review report] has been published.<sup>10</sup>

#### *[The Responsible Party's] Responsibility for the Pro Forma Financial Information*

*[The responsible party]* is responsible for compiling the pro forma financial information on the basis of the [*applicable criteria*].

#### *Practitioner's Responsibilities*

Our responsibility is to express an opinion [, as required by [Securities Regulation XX],] about whether the pro forma financial information has been compiled, in all material respects, by *[the responsible party]* on the basis of the [*applicable criteria*].

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 Hong Kong Institute of Certified Public Accountants. This standard requires that the practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether *[the responsible party]* has compiled, in all material respects, the pro forma financial information on the basis of the [*applicable criteria*].

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 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 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 event or transaction at [*specify date*] would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing

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<sup>10</sup> Where the audit or review report has been modified, reference may be made to where the modification has been described in the prospectus.

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procedures to assess whether the applicable criteria used by [*the responsible party*] 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 practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, 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, [the pro forma financial information has been compiled, in all material respects, on the basis of the [*applicable criteria*]]/[the pro forma financial information has been properly compiled on the basis stated].

**Report on Other Legal or Regulatory Requirements**

[Relevant law or regulation may require the practitioner to express an opinion on other matters (see paragraphs A46–A47). The form and content of this section of the practitioner's report will vary with the nature of such other reporting responsibilities.]

[Practitioner's signature]

[Date of the practitioner's report]

[Practitioner's address]

## Additional Guidance for Reporting on Pro Forma Financial Information under Hong Kong Main Board Listing Rules and GEM Listing Rules

Below is a summary of the Main Board Listing Rules and GEM Listing Rules that are referred to in the body of this standard and that are effective at the date of issuance of this Practice Note. This summary is broadly replicated from the Main Board Listing Rules and the GEM Listing Rules are broadly aligned to the Main Board Listing Rules. In addition, guidance is provided to explain more precisely what a requirement means or is intended to cover, or includes examples of procedures that may be appropriate under given circumstances. The additional guidance is provided in the same context as the Application and Other Explanatory Material of this standard.

In all cases, auditors should refer to Chapter 4 of the Main Board Listing Rules / Chapter 7 of GEM Listing Rules for the original rules in respect of pro forma financial information, and note that The Stock Exchange of Hong Kong Limited may update these Rules from time to time.

Main Board  
Listing Rules /  
GEM Listing  
Rules

### Pro Forma Financial Information

.....

4.29 / 7.31 Where an issuer includes pro forma financial information in any document (whether or not such disclosure of pro forma financial information is required under the Exchange Listing Rules), that information must comply with rules 4.29(1) to (6) and a report in the terms of rule 4.29(7) must be included in the relevant document.

- (1) The pro forma financial information must provide investors with information about the impact of the transaction the subject of the document by illustrating how that transaction might have affected the financial information presented in the document, had the transaction been undertaken at the commencement of the period being reported on or, in the case of a pro forma balance sheet or net asset statement, at the date reported. The pro forma financial information presented must not be misleading, must assist investors in analysing the future prospects of the issuer and must include all appropriate adjustments permitted by rule 4.29(6), of which the issuer is aware, necessary to give effect to the transaction as if the transaction had been undertaken at the commencement of the period being reported on or, in the case of a pro forma balance sheet or net asset statement, at the date reported on.

#### Additional Guidance:

1. Where the reporting accountant is to give consent to the inclusion of the report, or references to the name, in an investment circular the reporting accountant shall, before doing so, consider the report in the form and context in which it appears, or is referred to, in the investment circular as a whole by:
  - (a) reading the information in the rest of the investment circular and assessing whether there is any cause to believe there are inconsistencies between the information being reported on and the information in the rest of the investment circular; and

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- (b) assessing whether there is any cause to believe any information in the investment circular could be misleading.

When the reporting accountant believes that information in the investment circular is either inconsistent with the report, together with the information being reported on, or misleading, or the criteria set out in AG 7 and the Listing Rules have not been applied in the preparation of the pro forma financial information, the reporting accountant shall withhold the consent or refuse to issue the accountant's report until he/she is satisfied that the concerns are unwarranted or until the investment circular has been appropriately amended.

- (2) The information must clearly state:

- (a) the purpose for which it has been prepared;
- (b) that it is prepared for illustrative purposes only; and
- (c) that because of its nature, it may not give a true picture of the issuer's financial position or results.

- (3) The information must be presented in columnar format showing separately the unadjusted financial information, the pro forma adjustments and the pro forma financial information. The pro forma financial information must be prepared in a manner consistent with both the format and accounting policies adopted by the issuer in its financial statements and must identify:

- (a) the basis upon which it is prepared; and
- (b) the source of each item of information and adjustment.

Pro forma figures must be given no greater prominence in the document than audited figures.

- (4) Pro forma financial information may only be published in respect of:

- (a) the current financial period;
- (b) the most recently completed financial period; and/or
- (c) the most recent interim period for which relevant unadjusted information has been or will be published or is being published in the same document; and, in the case of a pro forma balance sheet or net asset statement, as at the date on which such periods end or ended.

- (5) The unadjusted information must be derived from the most recent:

- (a) audited published accounts, published interim reports or published interim or annual results announcements;
- (b) accountants' report;
- (c) previously published pro forma financial information reported on in accordance with rule 4.29(7); or
- (d) published profit forecast or estimate.

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**Additional Guidance:**

2. The reporting accountant considers whether the source of the unadjusted financial information is one of those set out in AG 7 and Listing Rules 4.29(5)/ 7.31(5) and assesses whether the source of the unadjusted financial information is clearly stated.
3. AG 7 and the Listing Rules set out the acceptable sources of unadjusted financial information. The reporting accountant is not required to have audited or carried out a review of that information.
4. Paragraph 19 of this standard states that if there is no audit or review report on the source from which the unadjusted financial information has been extracted, the practitioner shall perform procedures to be satisfied that the source is appropriate. Additional guidance is provided in paragraphs A29 and A30.
5. If the reporting accountant has reason to believe that the unadjusted financial information is, or may be, unreliable, such as if it is unaudited or if an accountant's or auditor's report thereon has identified any uncertainties or disagreements, the reporting accountant shall ensure that appropriate disclosure is made. Where such disclosure is not made the reporting accountant shall consider the effect of this on the opinion.

- (6) Any adjustments which are made to the information referred to in rule 4.29(5) in relation to any pro forma statement must be:
- (a) clearly shown and explained;
  - (b) directly attributable to the transaction concerned and not relating to future events or decisions;
  - (c) factually supportable; and
  - (d) in respect of a pro forma profit or cash flow statement, clearly identified as to those adjustments which are expected to have a continuing effect on the issuer and those which are not.

**Additional Guidance:**

6. AG 7 describes the appropriate adjustments to be made "of which the issuer is aware" and provides guidance for directors concerning such adjustments to be made by the directors pursuant to the Listing Rules.
7. The nature of adjustments to be made is qualified by reference to the tests set out in AG 7 and the Listing Rules 4.29(6)/ 7.31(6).
8. If adjustments that the reporting accountant believes to be relevant to the pro forma information are excluded, the reporting accountant shall consider the effect on the pro forma financial information and in particular whether the exclusion renders the pro forma financial information misleading.

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9. In such circumstances, the reporting accountant may consider that disclosure in the notes to the pro forma financial information of the fact that such an adjustment has not been made is sufficient in the context of the overall purpose of the pro forma financial information.
10. However, if the reporting accountant concludes that an omitted adjustment is so fundamental as to render the pro forma statement misleading in the context of the purpose for which the pro forma financial information has been presented, the reporting accountant shall discuss the matter with the directors of the issuer and, if appropriate, the issuer's advisers and consider the impact of this on the opinion.

- (7) The pro forma financial information must be reported on in the document by the auditors or reporting accountants who must report that, in their 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 issuer; and
  - (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to rule 4.29(1).

**Additional Guidance:**

11. The first element of the opinion relates to the compilation of the pro forma financial information from the stated sources, and entails consideration of the accuracy of extraction of information from those sources and the arithmetical accuracy of the calculations in arriving at the pro forma financial information.
12. The second element relates to whether the source information and adjustments have been measured and presented in the pro forma financial information in accordance with the accounting policies of the issuer.
  - Further guidance is provided in paragraph A46 of this standard that compliance with the requirements in paragraphs 18 and 22(c) of this HKSAE provides a basis for expressing an opinion about the consistency of accounting policies.
  - Where the reporting accountant is not the auditor of the issuer or has not prepared an accountant's report on the unadjusted financial information relating to the subject of the securities transaction, the reporting accountant makes enquiries of the issuer as to the steps taken to ensure that the pro forma financial information has been prepared on a basis consistent with the accounting policies of the issuer. Guidance for the directors of the issuer with respect to the consistency of accounting policies is provided in AG 7.

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13. The third element entails consideration of whether the adjustments made by the directors of the issuer in preparing the pro forma financial information satisfy the requirements of the Listing Rules and guidance in AG 7.
14. Where the reporting accountant has been unable to complete the report in accordance with the instructions, such as in the case of a limitation on the scope of the work, omission of a fundamental adjustment or where, in the reporting accountant's opinion, the issuer has not followed the guidance in AG 7 or the criteria in the Listing Rules, the reporting accountant should consider the consequences on his/ her report.
15. In rare circumstances where the reporting accountant concludes that he/she is unable to report in the manner prescribed in the Listing Rules, the reporting accountant shall consider modifying the opinion accordingly.
16. If the reporting accountant is likely to express a modified opinion, the reporting accountant is recommended to discuss with the issuer and, where appropriate, the issuer's advisers whether changes to the pro forma information could be made or other action taken so as to allow the reporting accountant to issue an unmodified opinion. If this is not possible, the issuer and its advisers should consider whether the pro forma financial information should be omitted from the investment circular, subject to the requirements of the Listing Rules, and/ or consider consulting with the Stock Exchange in advance.

- (8) Where pro forma earnings per share information is given for a transaction which includes the issue of securities, the calculation is to be based on the weighted average number of shares outstanding during the period, adjusted as if that issue had taken place at the beginning of the period.

## Example Reporting Accountant's Report on Pro Forma Financial Information under Main Board Listing Rules and GEM Listing Rules

### INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION INCLUDED IN AN INVESTMENT CIRCULAR

TO THE DIRECTORS OF ABC LIMITED

We have completed our assurance engagement to report on the compilation of pro forma financial information of ABC Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors. The pro forma financial information consists of [the pro forma net asset statement as at [date]], [the pro forma income statement for the period ended [date]], [the pro forma cash flow statement for the period ended [date]], and related notes [as set out on pages xx–xx of the investment 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 Note X.

The pro forma financial information has been compiled by the directors to illustrate the impact of the [event or transaction] on the [Group's financial position as at *specify date*] [and] [the Group's/its financial performance [and cash flows] for the period ended *specify date*] as if the [event or transaction] had taken place at [*specify date*] [and *specify date* respectively]. As part of this process, information about the Group's [financial position], [financial performance] [and cash flows] has been extracted by the directors from the Group's financial statements [for the period ended [date]], on which [[an audit]/[a review] report]/[an accountant's report]/[no audit or review report] has been published.<sup>11</sup>

#### *Directors' Responsibility 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")][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 Rules")] and with reference to AG 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

#### *Reporting Accountant's Responsibilities*

Our responsibility is to express an opinion, as required by [paragraph 4.29(7) of the Listing Rules][ paragraph 7.31(7) of the GEM 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 accountant comply with ethical requirements and 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][paragraph 7.31 of the GEM Rules] and with reference to AG 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* 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 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.

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<sup>11</sup> Where the audit or review report has been modified, reference may be made to where the modification has been described in the investment circular.

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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 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 [specify date] 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 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 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][paragraph 7.31(1) of the GEM Rules].

[Reporting Accountant's signature]

[Date of the reporting accountant's report]

[Reporting accountant's address]

## Appendix 4

### Examples of Management Representation Letter Clauses for Reporting under Main Board Listing Rules and GEM Listing Rules

*The following are examples of management representation letter clauses relating to a report on pro forma financial information which may be obtained from the issuer.*

- We acknowledge that we are responsible for the pro forma financial information which has been prepared in accordance with the Listing Rules/GEM Rules and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants.
- We confirm that the pro forma financial information, which includes pro forma [net tangible assets as at [ ], balance sheet as at [ ], profit and loss account for the year ended [ ], cash flow statement for the year ended [ ] and earnings per share for the year ended [ ]], provides investors with information about the impact of the transaction by illustrating how that transaction might have affected the financial information presented in the Prospectus had the transaction been undertaken at the commencement of the period being reported on or, in the case of the pro forma balance sheet or net asset statement at the date reported on. Furthermore, we confirm that, in our opinion, the pro forma financial information is not misleading.
- We confirm that the pro forma financial information includes all appropriate adjustments permitted by Listing Rules 4.29(6)/GEM Rule 7.31(6) of which we are aware, necessary to give effect to the transaction as if the transaction had been undertaken at the commencement of the period being reported on or, in the case of a pro forma balance sheet or net asset statement, at the date reported on.
- We confirm that the pro forma financial information has been properly compiled on the basis stated in Appendix [ ] of the Prospectus and such basis is consistent with the accounting policies of the Group.
- *[any other specific representations relating to the pro forma financial information e.g. for circumstances described in paragraph A45]*