

Unaudited Consolidated Financial Information

BEAM UP HOLDINGS LIMITED
(Incorporated in the British Virgin Islands with limited liability)

For the years ended 31 March 2022, 2023 and 2024



BEAM UP HOLDINGS LIMITED

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Independent Practitioner's Review Report on Unaudited Consolidated Financial Information of Beam Up Holdings Limited and its subsidiary

To the Board of Directors of Wang On Group Limited

We have reviewed the unaudited consolidated financial information of Beam Up Holdings Limited (the "Target Company") and its subsidiary, New Grand Limited (the "Project Company", together with the Target Company, the "Target Group") set out on pages 3 to 8, which comprises the unaudited consolidated statements of profit or loss and other comprehensive income, the unaudited consolidated statements of changes in equity and the unaudited consolidated statements of cash flows for each of the years ended 31 March 2022, 2023 and 2024 (the "Relevant Periods") and the unaudited consolidated statements of financial position as of 31 March 2022, 2023 and 2024 and explanatory notes (collectively, the "Unaudited Consolidated Financial Information"). The Unaudited Consolidated Financial Information has been prepared solely for the purpose of inclusion in the circular to be issued by Wang On Group Limited (the "Issuer") in connection with the disposal of the entire issued share capital of the Target Company and the loan owing by the Project Company to the Issuer and its subsidiaries in accordance with Main Board Listing Rule 14.68(2)(a)(i)(A) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Directors' Responsibilities for the Unaudited Consolidated Financial Information

The directors of the Issuer are responsible for the preparation and presentation of the Unaudited Consolidated Financial Information of the Target Group in accordance with the basis of presentation and preparation set out in notes 2 and 3, respectively, to the Unaudited Consolidated Financial Information and Main Board Listing Rule 14.68(2)(a)(i) of the Listing Rules. The directors are also responsible for such internal control as management determines is necessary to enable the preparation of the Unaudited Consolidated Financial Information that is free from material misstatement, whether due to fraud or error. The Unaudited Consolidated Financial Information does not contain sufficient information to constitute a complete set of financial statements as defined in Hong Kong Accounting Standard 1 *Presentation of Financial Statements* or an interim financial report as defined in Hong Kong Accounting Standard 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Independent Practitioner's Review Report on Unaudited Consolidated Financial Information of Beam Up Holdings Limited and its subsidiary

To the Board of Directors of Wang On Group Limited

Practitioner's Responsibility

Our responsibility is to express a conclusion on this Unaudited Consolidated Financial Information. We conducted our review in accordance with Hong Kong Standard on Review Engagements ("HKSRE") 2400 (Revised) *Engagements to Review Historical Financial Statements* and with reference to Practice Note 750 *Review of Financial Information under the Hong Kong Listing Rules for a Very Substantial Disposal* issued by the HKICPA. HKSRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the Unaudited Consolidated Financial Information, taken as a whole, is not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of the unaudited consolidated financial information in accordance with HKSRE 2400 (Revised) is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with Hong Kong Standards on Auditing. Accordingly, we do not express an audit opinion on this Unaudited Consolidated Financial Information.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the Unaudited Consolidated Financial Information of the Target Group for the Relevant Periods is not prepared, in all material respects, in accordance with the basis of presentation and preparation set out in notes 2 and 3, respectively, to the Unaudited Consolidated Financial Information.



Certified Public Accountants
Hong Kong
21 June 2024

BEAM UP HOLDINGS LIMITED

UNAUDITED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Years ended 31 March 2022, 2023 and 2024

	<u>Unaudited</u>		
	Year ended 31 March		
	2022	2023	2024
	HK\$'000	HK\$'000	HK\$'000
Other income	162	3,396	979
Administrative expenses	(1,170)	(3,867)	(1,908)
Write-down of properties under development	-	-	<u>(187,827)</u>
LOSS BEFORE TAX	(1,008)	(471)	(188,756)
Income tax	-	-	-
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>(1,008)</u>	<u>(471)</u>	<u>(188,756)</u>

BEAM UP HOLDINGS LIMITED

UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

31 March 2022, 2023 and 2024

	Unaudited		
	31 March		
	2022	2023	2024
	HK\$'000	HK\$'000	HK\$'000
NON-CURRENT ASSET			
Properties under development	<u>736,359</u>	<u>898,481</u>	<u>850,125</u>
CURRENT ASSETS			
Prepayments, deposits and other receivables	5,273	13,253	4,312
Cash and cash equivalents	<u>2,174</u>	<u>2,967</u>	<u>2,855</u>
Total current assets	<u>7,447</u>	<u>16,220</u>	<u>7,167</u>
CURRENT LIABILITIES			
Other payables and accruals	(710)	(3,985)	(464)
Interest-bearing bank borrowings	(269,202)	(322,141)	(322,472)
Due to the WOP Group	<u>(474,916)</u>	<u>(590,068)</u>	<u>(724,605)</u>
Total current liabilities	<u>(744,828)</u>	<u>(916,194)</u>	<u>(1,047,541)</u>
NET CURRENT LIABILITIES	<u>(737,381)</u>	<u>(899,974)</u>	<u>(1,040,374)</u>
NET LIABILITIES	<u>(1,022)</u>	<u>(1,493)</u>	<u>(190,249)</u>
DEFICIENCY IN ASSETS			
Issued capital	_*	_*	_*
Accumulated losses	<u>(1,022)</u>	<u>(1,493)</u>	<u>(190,249)</u>
Total deficiency in assets	<u>(1,022)</u>	<u>(1,493)</u>	<u>(190,249)</u>

* Less than \$500



 Tang Ching Ho
 Director



 Stephanie
 Director

BEAM UP HOLDINGS LIMITED

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Years ended 31 March 2022, 2023 and 2024

	Unaudited		
	Issued capital HK\$'000	Accumulated losses HK\$'000	Total deficiency in assets HK\$'000
At 1 April 2021	-*	(14)	(14)
Loss and total comprehensive loss for the year	-	<u>(1,008)</u>	<u>(1,008)</u>
At 31 March 2022 and 1 April 2022	-*	(1,022)	(1,022)
Loss and total comprehensive loss for the year	-	<u>(471)</u>	<u>(471)</u>
At 31 March 2023 and 1 April 2023	-*	(1,493)	(1,493)
Loss and total comprehensive loss for the year	-	<u>(188,756)</u>	<u>(188,756)</u>
At 31 March 2024	-*	<u>(190,249)</u>	<u>(190,249)</u>

* *Less than \$500*

BEAM UP HOLDINGS LIMITED

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended 31 March 2022, 2023 and 2024

	Unaudited		
	Year ended 31 March		
	2022	2023	2024
	HK\$'000	HK\$'000	HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax	(1,008)	(471)	(188,756)
Adjustment for:			
Write-down of properties under development	-	-	187,827
Interest income	-	(4)	(18)
	<u>(1,008)</u>	<u>(475)</u>	<u>(947)</u>
Increase in properties under development	(735,259)	(151,308)	(119,230)
Decrease/(increase) in prepayments, deposits and other receivables	(5,273)	(7,980)	8,941
Increase/(decrease) in other payables and accruals	710	3,275	(3,521)
	<u>(740,830)</u>	<u>(156,488)</u>	<u>(114,757)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received	-	4	18
	<u>-</u>	<u>4</u>	<u>18</u>
Net cash flows from investing activities	<u>-</u>	<u>4</u>	<u>18</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank borrowings	269,125	52,589	-
Advances from the WOP Group	474,902	115,152	134,537
Interest paid	(1,023)	(10,464)	(19,910)
	<u>743,004</u>	<u>157,277</u>	<u>114,627</u>
Net cash flows from financing activities	<u>743,004</u>	<u>157,277</u>	<u>114,627</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	2,174	793	(112)
Cash and cash equivalents at beginning of year	<u>-</u>	<u>2,174</u>	<u>2,967</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>2,174</u>	<u>2,967</u>	<u>2,855</u>

BEAM UP HOLDINGS LIMITED

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL INFORMATION

31 March 2022, 2023 and 2024

1. GENERAL

Beam Up Holdings Limited (the "Target Company") is a limited liability company incorporated in the British Virgin Islands ("BVI") on 26 November 2021. The principal activity of the Target Company is investment holding. In the opinion of the Target Company's directors, as at 31 March 2024, Top List Holdings Limited ("Top List"), a company incorporated in the BVI, is the immediate holding company of the Target Company, Wang On Properties Limited ("WOP"), a company incorporated in Bermuda and listed on the Main Board of the Stock Exchange of Hong Kong (the "Stock Exchange"), is the intermediate holding company of the Target Company, and Wang On Group Limited ("WOG"), a company incorporated in Bermuda and listed on the Main Board of the Stock Exchange, is the ultimate holding company of the Target Company.

On 21 December 2021, the Target Company acquired the entire equity interest in New Grand Limited (the "Project Company") from Famous Chief Limited ("Famous Chief"), a wholly-owned subsidiary of WOP, at a consideration of HK\$1 (the "Acquisition"). The Project Company is principally engaged in property development in Hong Kong. Upon completion of the Acquisition, the Project Company became a wholly-owned subsidiary of the Target Company. The Target Company and the Project Company are hereinafter collectively referred as the "Target Group".

On 28 March 2024, Divine Glory International Limited (the "JV Company"), a company incorporated in the BVI, which is indirectly owned as to 50% by each of WOP and Chevalier International Holdings Limited ("Chevalier"), entered into a sale and purchase agreement with Top List, pursuant to which the JV Company shall purchase the entire issued shares of the Target Company and the shareholder's loans owing by the Project Company to WOP and its subsidiaries (the "WOP Group") at an initial consideration of HK\$797,080,516 (subject to adjustment) (the "Disposal"). Upon completion of the Disposal, the Target Company will be 100% held by the JV Company.

2. BASIS OF PRESENTATION

The unaudited consolidated financial information of the Target Group for the years ended 31 March 2022, 2023 and 2024 (the "Unaudited Consolidated Financial Information") has been prepared under the going concern concept because (i) WOP has agreed to provide continual financial support and adequate funds to the Target Group up to the completion date of the Disposal to meet its liabilities as and when they fall due and not to request repayment of the amount due to the WOP Group by the Target Group until such time as the Target Group is in a position to repay such amount without impairing its financial position; and (ii) the JV Company, which has obtained capital commitment from WOP and Chevalier, has agreed to provide continual financial support and adequate funds for the Target Group from the completion date of the Disposal to meet its liabilities as and when they fall due.

31 March 2022, 2023 and 2024

3. BASIS OF PREPARATION

The Target Company and the Project Company were under the common control of WOG before and after the Acquisition. Accordingly, the unaudited consolidated financial statements have been prepared on a consolidated basis by applying the principles of merger accounting as if the Acquisition has been completed at the beginning of the reporting period.

The unaudited consolidated statements of profit or loss and other comprehensive income, the unaudited consolidated statements of changes in equity and the unaudited consolidated statements of cash flows for the years ended 31 March 2022, 2023 and 2024 include the results of all companies now comprising the Target Group from the earliest date presented.

The Unaudited Consolidated Financial Information has been prepared in accordance with Main Board Listing Rule 14.68(2)(a)(i) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and solely for the purpose of inclusion in the circular to be issued by WOG in connection with the Disposal.

The amounts included in the Unaudited Consolidated Financial Information have been recognised and measured in accordance with the relevant accounting policies of WOG, which conform with Hong Kong Financial Reporting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The Unaudited Consolidated Financial Information has been prepared under the historical cost convention and is presented in Hong Kong dollar. All values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

The Unaudited Consolidated Financial Information does not contain sufficient information to constitute a complete set of financial statements as defined in Hong Kong Accounting Standard 1 *Presentation of Financial Statements* nor a set of condensed financial statements as defined in Hong Kong Accounting Standard 34 *Interim Financial Reporting* issued by the HKICPA.