

*The following is the text of the independent reporting accountants' assurance report received from the independent reporting accountants, OOP CPA & Co, Certified Public Accountants, Hong Kong, in respect of the Group's pro forma financial information for the sole purpose of inclusion in this circular.*



奧柏國際

12 December 2024

### INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

#### To the directors of Unity Enterprise Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Unity Enterprise Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), including Suntec Construction & Engineering Limited (the “**Target Company**”) and together with the Group hereinafter referred to as the “**Enlarged Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities as at 30 June 2024 and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out on pages III-5 to III-7 of Appendix III of the circular issued by the Company dated 12 December 2024 (the “**Circular**”) in connection with the proposed acquisition of 100% equity interest of the Target Company (the “**Proposed Acquisition**”) by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages III-5 to III-7 of Appendix III of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Proposed Acquisition on the Group's consolidated financial position as at 30 June 2024 and the Group's financial performance and cash flows for the year ended 31 December 2023 as if the Proposed Acquisition had taken place at 30 June 2024 and 1 January 2023, respectively. As part of this process, information about the Group's financial position as at 30 June 2024, and the Group's financial performance and cash flows for the year ended 31 December 2023 has been extracted by the Directors from the Group's condensed financial statements as included in the Group's interim report for the six months ended 30 June 2024, on which no review report has been published and financial performance and cash flows have been extracted by the Directors from the Group's financial statements for the year ended 31 December 2023, on which an audit report has been published.

### Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “*Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

### Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the “*Code of Ethics for Professional Accountants*” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 “*Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*” by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“**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 plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of unaudited pro forma financial information included in a 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 Proposed Acquisition at 30 June 2024 or 1 January 2023 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**OOP CPA & Co.**

*Certified Public Accountants*

Hong Kong

12 December 2024

**UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED  
GROUP****INTRODUCTION**

The following is an illustrative Unaudited Pro Forma Financial Information of the Enlarged Group of which have been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Proposed Acquisition as if it had taken place on 30 June 2024 for the unaudited pro forma consolidated statement of financial position and as if it had taken place on 1 January 2023 for the unaudited pro forma consolidated statement of comprehensive income and the unaudited pro forma consolidated statement of cash flows of the Enlarged Group.

The unaudited pro forma consolidated statement of financial position of the Enlarged Group is prepared, in accordance with the accounting policies of the Group under Hong Kong Financial Reporting Standards, based on the unaudited consolidated statement of financial position of the Group as at 30 June 2024 extracted from the published unaudited interim report of the Group for the six months ended 30 June 2024, and the audited statement of financial position of the Target Company as at 30 June 2024 as extracted from the accountants' report as set out in Appendix II to this circular as if the Proposed Acquisition had been completed on 30 June 2024.

The unaudited pro forma consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma consolidated statement of cash flows of the Enlarged Group is prepared, in accordance with the accounting policies of the Group under Hong Kong Financial Reporting Standards, based on the audited consolidated statement of profit or loss and other comprehensive income and the audited consolidated statement of cash flows of the Group for the year ended 31 December 2023 extracted from the published annual report of the Group for the year ended 31 December 2023, and the audited statement of profit or loss and other comprehensive income and the audited statement of cash flows of the Target Company for the year ended 31 December 2023 as extracted from the accountants' report as set out in Appendix II to this circular as if the Proposed Acquisition had been completed on 1 January 2023.

The Unaudited Pro Forma Financial Information has been prepared by the Directors based on a number of assumptions, estimates, uncertainties and currently available information, and is provided for illustrative purposes only. Due to its hypothetical nature, the Unaudited Pro Forma Financial Information may not give a true picture of the actual financial position, financial performance and cash flows of the Enlarged Group that would have been attained had the Proposed Acquisition been completed as at 30 June 2024 or 1 January 2023. Furthermore, the Unaudited Pro Forma Financial Information does not purport to predict the Enlarged Group's future financial position.

The Unaudited Pro Forma Financial Information should be read in conjunction with the financial information of the Group, as incorporated by reference in Appendix I to this circular, and that of the Target Company, as set out in Appendix II to this circular, and other financial information included elsewhere in this circular.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF ASSETS AND  
LIABILITIES OF THE ENLARGED GROUP

	The Group	The Target	Pro Forma Adjustments		Unaudited
	as at	Company			pro Forma of
	30 June	as at			the Enlarged
	2024	30 June			Group
	HK\$'000	2024	HK\$'000	HK\$'000	as at
	Note 1(a)	Note 2	Note 3	Note 4	30 June
			(a) & (b)		2024
					HK\$'000
<b>Non-current assets</b>					
Property, plant and equipment	651	5	—	—	656
Goodwill	19,470	—	41,572	—	61,042
<b>Total non-current assets</b>	<b>20,121</b>	<b>5</b>	<b>41,572</b>	<b>—</b>	<b>61,698</b>
<b>Current assets</b>					
Trade receivables	105,375	2,477	—	—	107,852
Contract assets	21,902	10,689	—	—	32,591
Deposits, prepayments and other receivables	25,694	294	—	—	25,988
Amount due from a controlling shareholder	15	1,500	—	—	1,515
Cash and bank balances	17,450	77	—	—	17,527
<b>Total current assets</b>	<b>170,436</b>	<b>15,037</b>	<b>—</b>	<b>—</b>	<b>185,473</b>
<b>Current liabilities</b>					
Trade payables	37,033	3,474	—	—	40,507
Accrued liabilities and other payables	21,588	4,133	—	690	26,411
Bank borrowings	2,534	3,296	—	—	5,830
Lease liabilities	205	—	—	—	205
Tax payable	225	11	—	—	236
<b>Total current liabilities</b>	<b>61,585</b>	<b>10,914</b>	<b>—</b>	<b>690</b>	<b>73,189</b>
<b>Net current assets (liabilities)</b>	<b>108,851</b>	<b>4,123</b>	<b>—</b>	<b>(690)</b>	<b>112,284</b>
<b>Total assets less current liabilities</b>	<b>128,972</b>	<b>4,128</b>	<b>41,572</b>	<b>(690)</b>	<b>173,982</b>

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF ASSETS AND  
LIABILITIES OF THE ENLARGED GROUP

	The Group as at 30 June 2024 HK\$'000 <i>Note 1(a)</i>	The Target Company as at 30 June 2024 HK\$'000 <i>Note 2</i>	Pro Forma Adjustments HK\$'000 <i>Note 3</i> <i>Note 4</i>		Unaudited pro Forma of the Enlarged Group as at 30 June 2024 HK\$'000
<b>Non-current liabilities</b>					
Lease liabilities	21	—	—	—	21
Deferred tax liabilities	104	—	—	—	104
Promissory note	—	—	32,310	—	32,310
<b>Total non-current liabilities</b>	<u>125</u>	<u>—</u>	<u>32,310</u>	<u>—</u>	<u>32,435</u>
<b>NET ASSETS</b>	<u>128,847</u>	<u>4,128</u>	<u>9,262</u>	<u>(690)</u>	<u>141,547</u>
<b>EQUITY</b>					
Equity attributable to equity holders of the Company					
Share capital	11,746	200	13,190	—	25,136
Reserves	<u>117,101</u>	<u>3,928</u>	<u>(3,928)</u>	<u>(690)</u>	<u>116,411</u>
	<u>128,847</u>	<u>4,128</u>	<u>9,262</u>	<u>(690)</u>	<u>141,547</u>

UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE INCOME

	The Group for the year ended 31 December 2023 <i>HK\$'000</i> <i>Note 1(b)</i>	The Target Company for the year ended 31 December 2023 <i>HK\$'000</i> <i>Note 2</i>	Pro Forma Adjustment <i>HK\$'000</i> <i>Note 4</i>	Unaudited pro forma of the Enlarged Group for the year ended 31 December 2023 <i>HK\$'000</i>
Revenue	110,034	27,457	—	137,491
Cost of services	<u>(126,672)</u>	<u>(17,770)</u>	<u>—</u>	<u>(144,442)</u>
Gross (loss) profit	(16,638)	9,687	—	(6,951)
Other incomes and gains, net	2,857	7	—	2,864
Administrative expenses	(9,298)	(3,904)	(690)	(13,892)
Provision of loss allowances on trade receivables and contract assets	(4,725)	(310)	—	(5,035)
Finance costs	<u>(53)</u>	<u>(141)</u>	<u>—</u>	<u>(194)</u>
(Loss) profit before income tax expense	(27,857)	5,339	(690)	(23,208)
Income tax expense	<u>(1,555)</u>	<u>—</u>	<u>—</u>	<u>(1,555)</u>
(Loss) profit and total comprehensive (expense) income for the year	<u>(29,412)</u>	<u>5,339</u>	<u>(690)</u>	<u>(24,763)</u>
(Loss) profit attributable to equity holders of the Company	<u>(29,412)</u>	<u>5,339</u>	<u>(690)</u>	<u>(24,763)</u>

## UNAUDITED PRO FORMA CONSOLIDATED CASH FLOW STATEMENT

	The Group for the year ended 31 December 2023 <i>HK\$'000</i> <i>Note 1(b)</i>	The Target Company for the year ended 31 December 2023 <i>HK\$'000</i> <i>Note 2</i>	Pro Forma Adjustments <i>HK\$'000</i> <i>Note 3(a)</i> <i>and 5</i>		<i>HK\$'000</i> <i>Note 4</i>	Unaudited pro forma of the Enlarged Group for the year ended 31 December 2023 <i>HK\$'000</i>
<b>Net cash generated (used in)/from operating activities</b>	(47,245)	4,481	—	(690)	(43,454)	
<b>Cash flows from investing activities</b>						
Interest received	275	—	—	—	275	
Purchase of property, plant and equipment	(20)	—	—	—	(20)	
Withdrawal of a time deposit	25,000	—	—	—	25,000	
Acquisition of assets through acquisition of subsidiary	—	—	601	—	601	
<i>Net cash generated from investing activities</i>	<u>25,255</u>	<u>—</u>	601	—	<u>25,856</u>	
<b>Cash flows from financing activities</b>						
Proceeds from bank borrowings	4,000	—	—	—	4,000	
Repayments of bank borrowings	(647)	(713)	—	—	(1,360)	
Payments of lease liabilities	(244)	—	—	—	(244)	
Finance cost paid	(45)	(141)	—	—	(186)	
Advanced to a director	—	(3,139)	—	—	(3,139)	
Advance from a controlling shareholder	4,486	—	—	—	4,486	
Issuance of promissory note	—	—	32,310	—	32,310	
<i>Net cash from/(used in) financing activities</i>	<u>7,550</u>	<u>(3,993)</u>	32,310	—	<u>35,867</u>	
<b>Net (decrease)/increase in cash and cash equivalents</b>	<u>(14,440)</u>	<u>488</u>	32,911	(690)	<u>18,269</u>	
Cash and cash equivalents at beginning of the year	<u>24,540</u>	<u>113</u>	(113)	—	<u>24,540</u>	
Cash and cash equivalents at end of the year, representing cash and bank balances	<u><u>10,100</u></u>	<u><u>601</u></u>	32,798	(690)	<u><u>42,809</u></u>	

## Notes:

- (1) (a) The amounts have been extracted from the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2024 included in the published interim report of the Company for the six months ended 30 June 2024, dated 28 August 2024.
- (b) The amounts have been extracted from the audited consolidated statement of profit or loss and other comprehensive income and the audited consolidated statement of cash flows of the Group for the year ended 31 December 2023 included in the published annual report of the Company for the year ended 31 December 2023, dated 26 March 2024.
- (2) The amounts are extracted from the statement of financial position of the Target Group as at 30 June 2024 and the statement of comprehensive income and the consolidated statement of cash flows of the Target Group for the six months ended 30 June 2024 as set out in Appendix II to this circular.



- (3) Upon the completion of the Transaction, the Target Company will become a wholly-owned subsidiary of the Company. The identifiable assets and liabilities of the Target Company will be accounted for by the Group at their fair values in accordance with HKFRS 3 (Revised) “*Business Combination*”.

- (a) The assets and liabilities of the Target Company will be consolidated into the consolidated statement of financial position of the Group. Goodwill arising on the date of acquisition of the Target Company is calculated as follows:

	<i>HK\$'000</i>
Fair value of the identifiable net assets of the Target Company	4,128
Consideration shares (i)	13,390
Promissory Note (ii)	32,310
Total consideration	45,700
Goodwill (iii)	41,572

Pursuant to the Agreement, the consideration of HK\$45,700,000 is for the acquisition of 100% of the entire issued share capital of the Target Company. The total consideration of HK\$45,700,000 is to be satisfied as to:

- (i) 234,920,635 new shares (“**Consideration Shares**”) are to be issued by the Company as Consideration Shares. The fair value of each Consideration Share is HK\$0.057, referenced to
- a discount of approximately 23.0% to the closing price of HK\$0.074 per share of the Company (“**Share**”) as quoted on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) on 22 October 2024, being the date of the Sale and Purchase Agreement;
  - a discount of approximately 16.2% to the average closing price of HK\$0.068 per Share as quoted on the Stock Exchange for the five (5) trading days immediately prior to the date of the Sale and Purchase Agreement; and
  - a discount of approximately 36.0% to the average closing price of HK\$0.089 per Share as quoted on the Stock Exchange for the 20 trading days immediately prior to the date of the Sale and Purchase Agreement.

Each of the ordinary shares of the Company carry a par value of HK\$0.01. For the purpose of the Unaudited Pro Forma Financial Information, the Directors have assumed the fair value of the Consideration Shares is HK\$13,390,000, using the fair value of the Company’s shares of HK\$0.057 as detailed above as at 30 June 2024, in which HK\$2,349,000 shall be recognised as share capital while the remaining HK\$11,041,000 shall be recognised in share premium.

- (ii) The principal amount of the Promissory Note is HK\$32,310,000 which is non interest-bearing and to be matured on the second anniversary from the date of issue of the Promissory Note.
- (iii) It is expected that the completion of the Proposed Acquisition may generate a goodwill of approximately HK\$41,572,000 to the Group. As the fair value of the assets and liabilities of the Target Company at the Completion Date are yet to be identified and measured, the actual amount of goodwill can only be determined at the Completion.
- (b) For the purpose of the Unaudited Pro Forma Financial Information, the share capital and reserves of the Target Company are eliminated upon consolidation by the Group. Therefore, the share capital of HK\$200,000 and reserves of HK\$3,928,000 of the Target Company have been eliminated.

- (4) It represents the estimated legal and professional fees and other direct expenses in relation to the Proposed Acquisition of approximately HK\$690,000.
- (5) The cash flow for acquisition amounted to HK\$601,000, in the unaudited pro forma consolidated statement of cash flows, represents the cash and cash equivalents acquired at acquisition of the subsidiary.
- (6) (a) No other adjustment has been made to the unaudited pro forma consolidated statement of financial position of the Enlarged Group to reflect any trading results or other transactions entered into by the Group and the Target Company subsequent to 30 June 2024.
- (b) No other adjustment has been made to the unaudited pro forma consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma consolidated statement of cash flows of the Enlarged Group to reflect any trading results or other transactions entered into by the Group and the Target Company subsequent to 31 December 2023.