



Our Ref: 8C15020808

20 December 2022

PRIVATE & CONFIDENTIAL

The Directors
CCIAM Future Energy Limited
Unit D, 7/F, Seabright Plaza
9-23 Shell Street, North Point
HONG KONG

Dear Sirs

CCIAM Future Energy Limited (the “Company”) and subsidiaries (collectively referred to as the ‘Group’)

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of CCIAM Future Energy Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) prepared 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 net tangible assets attributable to owners of the Company as at 30 June 2022 and the related notes (the “Unaudited Pro Forma Financial Information of the Group”) as set out in Appendix II to the prospectus dated 20 December 2022 (the “Prospectus”) issued 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 APP II – 1 to APP II – 7 of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed rights issue of 313,998,544 rights shares (assuming no outstanding share options having been exercised on or before the record date) at HK\$0.1 per rights share (the “Rights Shares”) on the basis of one (1) Rights Shares for every two (2) share of the Company held on the rights issue record date (the “Rights Issue”) on the Group’s unaudited consolidated net tangible assets attributable to owners of the Company as at 30 June 2022 as if the Rights Issue had taken place on 30 June 2022. As part of this process, information about the Group’s financial position has been extracted by the directors from the Group’s unaudited consolidated financial statements for the period ended 30 June 2022, on which an interim report has been published.

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31/F, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong SAR
香港中環畢打街11號置地廣場告羅士打大廈31字樓
TEL: +(852) 2810 8333 **FAX:** +(852) 2810 1948 **EMAIL:** hic@hic.com.hk
電話：+(852) 2810 8333 傳真：+(852) 2810 1948 電子郵件：hic@hic.com.hk

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Directors' Responsibility 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 (the “**HKICPA**”).

Our Independence and Quality Control

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

Our firm applies Hong Kong Standard on Quality Control 1 Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

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

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

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Reporting Accountants' Responsibilities (continued)

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

The purpose of the Unaudited Pro Forma Financial Information included in the Prospectus 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 30 June 2022 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 unaudited 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 accountants' judgment, having regard to the reporting accountants' 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.

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Opinion

In our opinion:

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

Yours faithfully,

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Kwok Tsz Chun

Practising Certificate Number: P06901

Hong Kong

A. THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

The following unaudited pro forma statement of adjusted consolidated net tangible assets (the “Unaudited Pro Forma Financial Information”) has been prepared by the Directors in accordance with paragraph 4.29 of the Listing Rules to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as if the Rights Issue had been completed on 30 June 2022 and taking into account of certain assumptions.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purpose only and, because of its hypothetical nature, it may not reflect a true picture of the consolidated net tangible assets of the Group attributable to the owners of the Company had the Rights Issue been completed as at 30 June 2022 or at any future date.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2022, as extracted from the Group’s unaudited condensed consolidated statement of financial position as at 30 June 2022, as extracted from the published interim report of the Company for the six months period ended 30 June 2022, and is adjusted for the effect of the Rights Issue described below.

	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2022 HK\$'000 (Note 1)	Estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2022 immediately after completion of the Rights Issue HK\$'000 (Note 3)	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2022 prior to the completion of the Rights Issue per Share HK\$ (Note 4)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2022 immediately after completion of the Rights Issue per Share HK\$ (Note 5)
Based on 313,998,544 Rights Shares to be issued at subscription price of HK\$0.10 per Rights Share	38,294	29,200	67,494	0.07	0.08

Notes:

- (1) The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2022 is extracted from the interim report of the Company for the six months ended 30 June 2022, which is equal to the unaudited consolidated net assets of the Group attributable to the owners of the Company as at 30 June 2022 of approximately HK\$38,294,000.

A. THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP (CONTINUED)

Notes: (continued)

- (2) The estimated net proceeds from the Rights Issue of approximately HK\$29,200,000 are based on 313,998,544 Rights Shares to be issued (in the proportion of one (1) rights share for every two (2) existing shares held on record date) at the subscription price of HK\$0.10 per Rights Share, after deduction of the estimated related expenses of approximately HK\$2,200,000, assuming that the Rights Issue had been completed on 30 June 2022.
- (3) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after completion of the Rights Issue is calculated based on the combination of unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2022 of approximately HK\$38,294,000 (Note 1) and estimated net proceeds from the Rights Issue of approximately HK\$29,200,000 (Note 2).
- (4) The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company per Share as at 30 June 2022 was HK\$0.07 which was based on the unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2022 of approximately HK\$38,294,000, divided by 523,330,908 Shares in issue as at 30 June 2022.
- (5) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after completion of the Rights Issue per share as at 30 June 2022 was HK\$0.08 which was based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2022 immediately after completion of the Rights Issue of approximately HK\$67,494,000, divided by the sum of 523,330,908 Shares in issue as at 30 June 2022 and 313,998,544 Rights Shares, assuming the Rights Issue had been completed on 30 June 2022 .
- (6) No adjustments have been made to the unaudited Pro Forma Financial Information to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2022. On 13 October 2022, the Company completed the placing of 104,666,181 placing shares to not less than six independent places at the placing price of HK\$0.238 per placing share. The net proceeds from the placing, after deducting the relating placing commission, professional fees and other related expense, amounted to approximately HK\$24,288,000. The placing of 104,666,181 placing shares, being a not adjusted subsequent event and not directly attributable to the Rights Issue, not be included as a pro forma adjustment. The number of 313,998,544 Rights Shares assumed in the presenting unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2022 per share immediately after the completion of the Rights Issue is based on the actual number of shares in issue on the record date which took into the consideration of the placing of 104,666,181 shares on 13 October 2022.

A. THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP (CONTINUED)

Notes: (continued)

- (7) On 13 October 2022, a total of 104,666,181 new shares of the Company at nominal value of HK\$0.01 each were successfully placed at the placing price of HK\$0.238 per placing share. Upon the completion of the placing, the total number of issued shares of the Company increased from 523,330,908 shares to 627,997,089 shares. The net proceeds from the placing, after deduction of the placing commission and other related expenses of the placing, amounted to approximately HK\$24,288,000.

For illustrative purpose, the table below shows the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity owners of the Company as at 30 June 2022 immediately after completion of the Rights Issue and taken into consideration of the placing on 13 October 2022 per share, which is calculated based on the unaudited adjusted consolidated net tangible assets of the Group attributable to the equity owners of the Company immediately after completion of the Rights Issue and taken into consideration of the placing on 13 October 2022 of approximately HK\$91,782,633, divided by 941,995,633 shares, which represents the sum of (i) 523,330,908 Shares in issue as at 30 June 2022; (ii) 104,666,181 placing shares issued as at 13 October 2022; and (iii) 313,998,544 Rights Shares to be issued for the Rights Issue.

	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity owners of the Company as at 30 June 2022 immediately after completion of the Rights Issue HK\$'000	Net proceeds from the placing on 13 October 2022 HK\$'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity owners of the Company as at 30 June 2022 immediately after completion of the Rights Issue and taken into consideration of the placing on 13 October 2022 HK\$'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity owners of the Company as at 30 June 2022 immediately after completion of the Rights Issue and taken into consideration of the placing on 13 October 2022 per Share HK\$
Based on 313,998,544 Rights Shares to be issued at the Subscription HK\$0.10 per Rights Share	67,494	24,288	91,782	0.10