
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Beaver Group (Holding) Company Limited**, you should at once hand this Prospectus Documents to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents.

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “14. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

BEAVER GROUP (HOLDING) COMPANY LIMITED

永勤集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8275)

PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE

The Rights Issue is on a non-underwritten basis. Pursuant to the Company’s constitutional documents, the applicable laws in Hong Kong and the Cayman Islands and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue. The Rights Issue is subject to fulfillment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 25 April 2022). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

Capitalised terms used in this cover page have the same meanings as defined in this Prospectus.

Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 31 March 2022 to Friday, 8 April 2022 (both days inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Thursday, 31 March 2022 to Friday, 8 April 2022 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

The latest time for acceptance of and payment for the Rights Shares and for application is 4:00 p.m. on Wednesday, 13 April 2022. The procedure for acceptance and payment or transfer is set out on pages 16 to 17 of this Prospectus.

29 March 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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EXPECTED TIMETABLE

Set out below is the expected timetable for the proposed Rights Issue which is indicative only and has been prepared on the assumption that the conditions of the Rights Issue will be fulfilled. The expected timetable is subject to change. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.

Expected Timetable

2022

First day of dealing in nil-paid Rights Shares Thursday, 31 March

Designated broker starts to stand in the market to provide
matching services for odd lots of the Shares 9:00 a.m. on Thursday,
31 March

Latest time for splitting of the PAL 4:30 p.m. on Monday,
4 April

Last day of dealing in nil-paid Rights Shares Friday, 8 April

Latest time for lodging transfer documents of nil-paid
Rights Shares in order to qualify for the
Compensatory Arrangements 4:00 p.m. on Wednesday,
13 April

**Latest Time for Acceptance of and payment for
the Rights Shares 4:00 p.m. on Wednesday,
13 April**

Announcement of the number of Unsubscribed
Rights Shares and NQS Unsold Rights Shares
subject to the Compensatory Arrangements Tuesday, 19 April

Commencement of placing of Unsubscribed
Rights Shares and NQS Unsold Rights Shares
by the Placing Agent Wednesday, 20 April

Latest time of placing of Unsubscribed
Rights Shares and NQS Unsold Rights Shares
by the Placing Agent 4:00 p.m. on Friday,
22 April

Latest Time for Termination 4:00 p.m. on Monday,
25 April

EXPECTED TIMETABLE

Expected Timetable

2022

Announcement of results of the Rights Issue (including results of the placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share and NQS Unsold Rights Share under the Compensatory Arrangements)	Friday, 29 April
Despatch of share certificates for fully-paid Rights Shares and refund cheques (if any) in respect of wholly or partially unsuccessful applications	Tuesday, 3 May
Expected first day of dealings in fully-paid Rights Shares	9:00 a.m. on Wednesday, 4 May
Payment of Net Gain to relevant No Action Shareholders (if any)	Wednesday, 18 May
Designated broker ceases to provide matching services for odd lots of the Shares	4:00 p.m. on Tuesday, 31 May

All time and dates in this Prospectus are references to Hong Kong local time and dates. Dates or deadlines stated in this Prospectus for events in the timetable are indicative only and may be extended or varied. Any further changes to the expected timetable for the Rights Issue will be announced by the Company as and when appropriate.

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning or “extreme conditions” caused by super typhoons:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 13 April 2022. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Wednesday, 13 April 2022. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Wednesday, 13 April 2022, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the meanings as set out below:

“2021 Rights Issue”	the rights issue previously conducted by the Company as announced on 25 January 2021 and completed in May 2021
“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“Announcements”	the announcements of the Company dated 14 January 2022 and 27 January 2022 in relation to, among other things, the Rights Issue and the Placing
“associate(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday or Sunday or public holiday or a day on which a tropical cyclone warning signal no. 8 or above or “black” rainstorm warning signal is hoisted or remains hoisted or “extreme conditions” caused by super typhoons in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular of the Company dated 25 February 2022 in relation to, among others, the Rights Issue
“Company”	Beaver Group (Holding) Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 10.31(1)(b) of the GEM Listing Rules as described in the paragraph headed “Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements” in this Prospectus

DEFINITIONS

“connected person”	has the same meaning ascribed thereto under the GEM Listing Rules
“controlling shareholders”	has the same meaning ascribed thereto under the GEM Listing Rules
“COVID-19”	novel coronavirus pandemic (COVID-19), a coronavirus identified as the cause of an outbreak of respiratory illness
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the same meaning ascribed thereto in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a person(s) or company(ies) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, are independent of and not acting in concert or connected with the Company and its connected persons or any of their respective associates
“Last Trading Day”	14 January 2022, being the last full trading day of the Shares on the Stock Exchange prior to the publication of the Announcements
“Latest Practicable Date”	23 March 2022, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information referred to in this Prospectus
“Latest Time for Acceptance”	4:00 p.m. on Wednesday, 13 April 2022 or such later time or date as may be determined by the Company, being the latest time for acceptance of, and payment for, the Rights Shares as described in the Prospectus Documents

DEFINITIONS

“Latest Time for Termination”	4:00 p.m. on the first Business Day after the latest time for the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent, being the latest time to terminate the Placing Agreement
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Placing Agreement) under the Compensatory Arrangements
“No Action Shareholder(s)”	Qualifying Shareholder(s) who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounees who hold any nil-paid rights at the time such nil-paid rights are lapsed, and/or the Non-Qualifying Shareholders (if any)
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place
“NQS Unsold Rights Share(s)”	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (if any) in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong, if any
“PAL(s)”	the renounceable provisional allotment letter(s) in respect of the Rights Issue proposed to be issued to the Qualifying Shareholders

DEFINITIONS

“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best effort basis by the Placing Agent and/or its sub-placing agents(s), who and whose ultimate beneficial owners shall not be the Shareholder(s) and shall be the Independent Third Party(ies), to the independent placee(s) during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Gransing Securities Co., Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 14 January 2022 (as extended by an extension letter dated 27 January 2022) and entered into between the Company and the Placing Agent in relation to the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares
“Placing Period”	the period commencing from the third Business Day after the Latest Time for Acceptance and ending at 4:00 p.m. on the fifth Business day after the Latest Time for Acceptance
“Promissory Notes”	the promissory note issued by the Company on 13 December 2021 to China New Economy Fund Limited, which is a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of Stock Exchange (stock code: 80) and a shareholder of the Company holding approximately 9.86% of the issued share capital of the Company as at the Latest Practicable Date, in the principal amount of HK\$3 million with an interest of 8% per annum due six months after the date of issue of the promissory note
“Prospectus”	this prospectus dated 29 March 2022 and issued by the Company in relation to the Rights Issue
“Prospectus Documents”	this Prospectus and the PAL
“Prospectus Posting Date”	Tuesday, 29 March 2022 for the despatch of the Prospectus Documents

DEFINITIONS

“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	Monday, 28 March 2022 or such other date as may be determined by the Company for the determination of the entitlements under the Rights Issue
“Registrar”	the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Rights Issue”	the proposed issue by way of rights on the basis of three (3) Rights Shares for every two (2) Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
“Rights Share(s)”	new Shares to be allotted and issued under the proposed Rights Issue on the basis of three (3) Rights Shares for every two (2) Shares in issue on the Record Date, being 81,000,000 Shares based on the Company’s issued share capital as at the Latest Practicable Date
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company
“Share Consolidation”	consolidation of the issued and unissued shares on the basis of five (5) shares of HK\$0.10 each of the Company into one (1) consolidated Share of HK\$0.50 each, which was effective on 17 March 2022
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.55 per Rights Share
“substantial shareholder”	has the meaning ascribed thereto under the GEM Listing Rules

DEFINITIONS

“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers (as amended and supplemented from time to time)
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders or holders of nil-paid rights
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

BEAVER GROUP (HOLDING) COMPANY LIMITED

永勤集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8275)

Executive Directors:

Mr. Tang Kwai Leung Stanley (*Chairman*)

Mr. Chui Koon Yau

Independent non-executive Directors:

Mr. He Dingding

Ms. Chan Wan Ling Sammi

Ms. Liu Ching Man

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of business
in Hong Kong:*

Room 1204, 12/F

Block 2, Golden Industrial Building

16–26 Kwai Tak Street

Kwai Chung, New Territories

Hong Kong

29 March 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE

INTRODUCTION

Reference is made to the Announcements and the Circular in relation to, among other things, the Rights Issue. On 14 January 2022 (after trading hours), the Board proposed to implement the Rights Issue on the basis of three (3) Rights Shares for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.55 per Rights Share to raise HK\$44.55 million by issuing 81,000,000 Rights Shares to the Qualifying Shareholders. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders (if any).

The purpose of this Prospectus is to provide you, among other things, details of the Rights Issue, financial information and other general information of the Group.

LETTER FROM THE BOARD

RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	:	three (3) Rights Shares for every two (2) Shares held on the Record Date
Subscription Price	:	HK\$0.55 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	54,000,000 Shares
Number of Rights Shares	:	Up to 81,000,000 Rights Shares
Aggregate nominal value of the Rights Share	:	Up to HK\$40,500,000
Number of Shares as enlarged by the allotment and issue of the Rights Shares	:	Up to 135,000,000 Shares
Maximum funds (before expenses) to be raised from the Rights Issue:	:	Up to HK\$44,550,000

As at the Latest Practicable Date, the Company had no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares.

81,000,000 Rights Shares to be issued pursuant to the terms of the proposed Rights Issue represents (i) 150% of the total number of issued Shares as at the Latest Practicable Date; and (ii) 60% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders or holders of nil-paid rights together with the NQS Unsold Rights Shares (if any) will be placed to independent places on a best effort basis under the Compensatory Arrangements. Any Unsubscribed Rights Shares and NQS Unsold Rights Shares (if any) which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

LETTER FROM THE BOARD

There are no statutory requirements regarding minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules.

As at the Latest Practicable Date, the Board has not received any information from any shareholders of their intention to take up their entitlement under the Rights Issue nor any undertaking from any shareholders that they will undertake to subscribe for the Rights Shares.

Despite the Rights Issue being conducted on a non-underwritten basis, any Rights Shares not subscribed by the Qualifying Shareholders (i.e. the Unsubscribed Rights Shares), including the NQS Unsold Rights Shares (if any) will be placed by the Placing Agent on the market to independent placees at a best effort basis.

Subscription Price

The Subscription Price is HK\$0.55 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 24.66% to the closing price of HK\$0.73 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 24.14% to the theoretical closing price of HK\$0.725 per Share (after taking into account the effect of the Share Consolidation) based on the closing price of HK\$0.145 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 23.08% to the theoretical average closing price of approximately HK\$0.715 per Share (after taking into account the effect of the Share Consolidation) based on the average closing price of approximately HK\$0.143 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 23.61% to the theoretical average closing price of approximately HK\$0.72 per Share (after taking into account the effect of the Share Consolidation) based on the average closing price of approximately HK\$0.144 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;

LETTER FROM THE BOARD

- (v) a discount of approximately 11.29% to the theoretical ex-rights price of approximately HK\$0.62 per Share (after taking into account the effect of the Share Consolidation), based on the theoretical ex-rights price of approximately HK\$0.124 per Share and closing price of HK\$0.145 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) represented by a discount of approximately 14.48%, represented by the theoretical diluted price of approximately HK\$0.62 per Share to the theoretical benchmarked price of HK\$0.725 per Share (after taking into account the effect of the Share Consolidation) (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.145 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the date of the Announcement of approximately HK\$0.143 per Share);
- (vii) a cumulative theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) in aggregation with the 2021 Rights Issue represented by a discount of approximately 22.88%, represented by the cumulative theoretical diluted price of approximately HK\$1.23 per Share to the theoretical benchmarked price of HK\$1.6 per Share in respect of the 2021 Rights Issue (after taking into account the effect of the Share Consolidation) (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the benchmarked price of the 2021 Rights Issue, being HK\$0.32 per Share); and
- (viii) a discount of approximately 45.54% to the adjusted consolidated net asset value per Share of approximately HK\$1.01 (based on the consolidated net asset value of the Company as at 31 March 2021 of approximately HK\$54,766,000 and the number of issued Shares after the Share Consolidation of 54,000,000).

The net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue) upon full acceptance of the provisional allotment of Rights Shares will be approximately HK\$0.53.

The Subscription Price was determined by the Company with reference to, among others, (i) the market price of the Shares under the prevailing market conditions, (ii) the latest business performance and financial position of the Group; and (iii) the reasons for and benefits of proposed Rights Issue as discussed in the section headed “Reasons for and benefits of the Rights Issue and intended use of proceeds” in this Prospectus.

LETTER FROM THE BOARD

It is a common market practice that, in order to enhance the attractiveness of rights issue to existing shareholders, the subscription price would be set at a discount to the prevailing market prices of the relevant shares. The Company considers that the Subscription Price provides a more attractive opportunity to encourage the Qualifying Shareholders to participate in the Rights Issue and to maintain their respective shareholding interests in the Company and is therefore fair and reasonable.

The Directors (including the independent non-executive Directors) consider that, despite any potential dilution impact of the proposed Rights Issue on the shareholding interests of the Shareholders, the terms of the proposed Rights Issue, including the Subscription Price, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole, after taking into account the following factors: (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the proposed Rights Issue are able to sell the nil-paid rights in the market; (ii) the proposed Rights issue allows the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a relatively low price as compared to the historical market price of the Shares and discount to the recent closing prices of the Shares; and (iii) the proceeds from the Rights Issue can fulfil the funding needs of the Group.

Qualifying Shareholders

The Company has sent the Prospectus Documents to the Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder on the Record Date.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted.

Overseas Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholder(s) may not be eligible to take part in the Rights Issue.

Based on the register of members of the Company as at the Latest Practicable Date, there was no Overseas Shareholder. As the register of members of the Company is already closed as at the Latest Practicable Date and will remain closed up to the Record Date, there will be no Overseas Shareholder and hence no Non-Qualifying Shareholder on the Record Date.

LETTER FROM THE BOARD

Basis of provisional allotment

The basis of the provisional allotment shall be three (3) Rights Shares for every two (2) Shares in issue and held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance. There will be no excess application arrangements in relation to the Rights Issue.

Fractional entitlements to the Rights Shares

No fractional entitlements to the Rights Shares shall be issued to the Shareholders and no entitlements of the Non-Qualifying Shareholders to the Rights Shares shall be issued to the Non-Qualifying Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company.

Odd lots matching services

In order to facilitate the trading of odd lots of the Rights Shares arising from the Rights Issue, a designated broker, Gransing Securities Co., Limited, has been appointed by the Company to match the purchase and sale of odd lots of the Shares at the relevant market price per Share. Gransing Securities Co., Limited confirmed that it and its ultimate beneficial owner(s) (i) are not Shareholder; and (ii) they are Independent Third Parties. Holders of the Shares in odd lots represented by valid share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full board lot, may directly or through their brokers, contact Ms. Annie Wong at (852) 3162 6883 of Gransing Securities Co., Limited or by facsimile at (852) 3162 6802 during the period from 9:00 a.m. on Thursday, 31 March 2022 to 4:00 p.m. on Tuesday, 31 May 2022 (both days inclusive). Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is on a best effort basis and not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

Application for the Rights Shares

The PALs relating to the Rights Shares are enclosed with this Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein by completing such form(s) and lodging the same with separate remittance for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance.

LETTER FROM THE BOARD

Procedures for acceptance and payment or transfer

A PAL is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance with the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Wednesday, 13 April 2022. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 29**" and crossed "**ACCOUNT PAYEE ONLY**". It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Wednesday, 13 April 2022, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer part or all of his/her/its rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Monday, 4 April 2022 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

LETTER FROM THE BOARD

If the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” below are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Tuesday, 3 May 2022.

No receipt will be issued in respect of any application monies received.

Status of the Rights Shares

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfillment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 3 May 2022. If the Rights Issue does not become unconditional or does not proceed, refund cheques in respect of the monies received for the relevant provisional allotments are expected to be posted on or before Tuesday, 3 May 2022 by ordinary post to the applicants at their own risk, to their registered addresses.

Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements

According to Rule 10.31(1)(b) of the GEM Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. Accordingly, on 14 January 2022 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees on a best effort basis. As a result of the revisions to the expected timetable as set out in the announcement of the Company dated 27 January 2022, on 27 January 2022 (after trading hours), the Company and the Placing Agent entered into an extension letter to reflect the changes of the relevant dates for the Rights Issue as referred to in the Placing Agreement.

LETTER FROM THE BOARD

Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders on a pro-rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Friday, 22 April 2022, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the No Action Shareholders as set out below on pro rata basis (but rounded down to the nearest cent):

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- B. the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit.

Placing Agreement for the Unsubscribed Rights Shares and NQS Unsold Rights Shares

Details of the Placing Agreement are summarised as follows:

Date: 14 January 2022

Issuer: The Company

Placing Agent: Gransing Securities Co., Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, was appointed as the Placing Agent to procure, on a best efforts basis, placees to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the Placing Period.

The Placing Agent confirmed that it and its ultimate beneficial owner(s) (i) are not Shareholder; and (ii) they are Independent Third Parties.

LETTER FROM THE BOARD

Placing Period:	The period commencing from the third Business Day after the Latest Time for Acceptance and ending on 4:00 p.m. on the fifth Business Day after the Latest Time for Acceptance.
Commission and expenses:	Subject to completion of the Placing, the Company shall pay to the Placing Agent a placing commission in Hong Kong dollars, of 3.5% of the amount which is equal to the placing price multiplied by the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement.
Placing price of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares:	The placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares shall be not less than the Subscription Price and the final price determination will be depended on the demand for and the market conditions of the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the process of placement.
Placees:	<p>The Unsubscribed Rights Shares and NQS Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies).</p> <p>For the avoidance of doubt, no placee shall become a substantial shareholder of the Company as a result of the Placing. The Company will continue to comply with the public float requirements under Rule 11.23(7) of the GEM Listing Rules and the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing.</p>
Ranking of Unsubscribed Rights Shares and the NQS Unsold Rights Shares:	The placed Unsubscribed Rights Shares and NQS Unsold Rights Shares (when allotted, issued and fully paid, if any) shall rank pari passu in all respects among themselves and with the existing Shares in issue as at the date of completion of the Rights Issue.

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Conditions of the Placing Agreement:

The obligations of the Placing Agent under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled:

- (i) the GEM Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Rights Shares;
- (ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company (including approval of the Rights Issue by the independent Shareholders at the extraordinary general meeting of the Company held on 15 March 2022) in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and
- (iii) the Placing Agreement not having been terminated in accordance with the provisions thereof, including provisions regarding the force majeure events.

In the event that the above condition precedents have not been fulfilled on or before the Latest Time for Termination, all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing (save for any antecedent breaches thereof). As at the Latest Practicable Date, all of the above conditions remain unfulfilled. For the above condition (ii), the Rights Issue has been approved by independent Shareholders at the extraordinary general meeting of the Company held on 15 March 2022. However, the Company will need to obtain further approvals from relevant authorities in relation to the registration of this Prospectus and the listing of, and permission to deal in the Rights Shares, and hence the above condition (ii) remains unfulfilled as at the Latest Practicable Date.

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The engagement between the Company and the Placing Agent of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission payable) was determined after arm's length negotiation between the Placing Agent and the Company and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market conditions. The Directors consider that the terms of Placing Agreement in respect of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission payable) are on normal commercial terms.

As explained above, the Unsubscribed Rights Shares and NQS Unsold Rights Shares will be placed by the Placing Agent to Independent Third Parties on a best effort basis for the benefits of the No Action Shareholders. If all or any of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are successfully placed, any premium over the Subscription Price will be distributed to the relevant No Action Shareholders.

The Board is of the view that the above Compensatory Arrangements are fair and reasonable and are in the best interests of the Shareholders as a whole:

- (i) the arrangements are in compliance with the requirements under Rule 10.31(1)(b) of the GEM Listing Rules under which the No Action Shareholders may be compensated even if they do nothing (i.e. neither subscribe for Rights Shares nor sell their nil-paid rights) because under the arrangements, the Unsubscribed Rights Shares and the NQS Unsold Rights Shares will be first offered to Independent Third Parties and any premium over the Subscription Price will be paid to the No Action Shareholders. The commission payable to the Placing Agent and the related fees and expenses in relation to such placing will be borne by the Company;
- (ii) the Compensatory Arrangements (including the determination of the placing price) will be managed by an independent licensed placing agent which is subject to the stringent code of conduct over, among others, pricing and allocation of the placing Shares. The Placing Agent and its ultimate beneficial owner(s) (a) are not Shareholder; and (b) are Independent Third Parties; and
- (iii) the Compensatory Arrangements will not only provide an additional channel of participation in the Rights Issue for the Qualifying Shareholders and the Non-Qualifying Shareholders, it also provides a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Company.

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Application for listing of the Rights Shares

The Company has applied to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of the dealings in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as may be determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealing in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company in Hong Kong will be in the board lots of 10,000 Rights Shares and will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares in both their nil-paid and fully-paid forms.

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Conditions of the Rights Issue

The Rights Issue is conditional upon:

- (a) the passing of the necessary resolutions at the EGM to approve the Share Consolidation, the Rights Issue, the Placing and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by the Shareholders (other than those who are required to abstain from voting according to the GEM Listing Rules or other applicable laws and regulations if necessary);
- (b) the Share Consolidation having become effective;
- (c) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents duly signed by all the Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong) not later than the Prospectus Posting Date;
- (d) the posting of the Prospectus Documents to the Qualifying Shareholders by the Prospectus Posting Date and the posting of the Prospectus and a letter to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Prospectus Posting Date;
- (e) the GEM Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms) by no later than the business day prior to the first day of their dealings; and
- (f) compliance with the requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

The above conditions precedent are incapable of being waived. If any of the above conditions precedent is not satisfied by the Latest Time for Termination, the Rights Issue will not proceed. As at the Latest Practicable Date, the above conditions (a) and (b) are fulfilled and all the other conditions remain unfulfilled.

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CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE RIGHTS ISSUE

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and the effect on the shareholding structure of the Company upon completion of the Rights Issue (assuming there is no change in number of issued Shares from the Latest Practicable Date up to and including the date of completion of the Rights Issue):

	(i) As at the Latest Practicable Date		(ii) Immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders under the Rights Issue		(iii) Immediately upon completion of the Rights Issue assuming no acceptance by the Qualifying Shareholders under the Rights Issue and all Unsubscribed Rights Shares and NQS Unsold Rights Shares are placed by the Placing Agent	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Success Run International Limited (<i>Note</i>)	14,060,000	26.04	35,150,000	26.04	14,060,000	10.41
Public Shareholders	39,940,000	73.96	99,850,000	73.96	39,940,000	29.59
Independent places	–	–	–	–	81,000,000	60
Total	54,000,000	100.00	135,000,000	100.00	135,000,000	100.00

Note: Success Run International Limited is owned as to 100% by Ms. Wong Fei Heung Terbe, who is deemed to be interested in 14,060,000 Shares pursuant to the Part XV of the SFO.

As illustrated in the above table, if the Shareholders elect not to participate in the Rights Issue, their shareholding interests in the Company will be diluted by approximately 60%.

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FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

The Company has conducted the following equity fund raising activity in the past twelve months immediately before the date of the Announcement:

Date of announcement/ circular/prospectus	Fund raising activity	Net proceeds (approximate)	Intended use of proceeds as announced	Actual use of proceeds
25 January 2021, 28 February 2021, 30 March 2021, 20 April 2021 and 30 April 2021	The 2021 Rights Issue	HK\$25 million	Approximately HK\$8 million for repayment of overdue accounts payable and approximately HK\$18 million for repayment of bank loans.	All net proceeds have been fully utilised as intended.
1 September 2021 and 21 September 2021	Placing of new shares under general mandate	HK\$7.3 million	Approximately HK\$4.3 million for repayment of accounts payable which are overdue for more than 180 days and approximately HK\$3 million for general working capital of the Group.	The net proceeds in the amount of HK\$3 million have been utilised for general working capital of the Group and the remaining balance of HK\$4.3 million will be utilised as intended for repayment of overdue accounts payable, and is expected to be fully utilised by 30 June 2022.

Save as disclosed above, the Company has not conducted any fund raising activities within the 12 month period prior to the Latest Practicable Date.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS

The Group is a foundation contractor primarily specialising in bored piling works as well as other foundation works. The Group is also engaged in leasing of machinery.

The maximum gross proceeds from the Rights Issue is HK\$44,550,000. The maximum net proceeds from the Rights Issue (after deducting the estimated expenses) are estimated to be approximately HK\$42.6 million. The estimated net subscription price per Rights Share after deducting the related expenses of the Rights Issue is expected to be approximately HK\$0.53. The Company intends to use the net proceeds from the Rights Issue as to (i) approximately HK\$3.1 million for repayment of the principal amount and interest accrued thereon of the Promissory Notes to be due six months after the date of issue of the Promissory Notes (i.e. 13

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June 2022), which is expected to be fully utilised by June 2022; (ii) approximately HK\$20 million for the acquisition of a new office premise and the relevant renovation cost, as (a) the tenancy for the current office premise will expire in April 2022 and (b) acquisition of a new office can save rental expenses and have potential investment return in long run, which is expected to be fully utilised by December 2022. The Company is looking in the market for a suitable new office premise but has not yet identified a particular acquisition target. The Company intends to extend the tenancy for the current office premise for three months (or such longer period as may be necessary) pending completion of the Rights Issue, the acquisition of a new office premise and the relevant renovation work for the new office premise; (iii) approximately HK\$7 million for recruitment of additional full-time staff who will be responsible for implementing and overseeing quality control to enhance the Group's operational capacity and efficiency in foundation and site formation works and bored piling works, as well as additional full-time staff who will be responsible for business development to acquire more business opportunities and broaden the sources of income, which is expected to be fully utilised by June 2024; (iv) approximately HK\$3 million for business development and marketing expenses in order to expand the Group's customer base and acquire more projects, which is expected to be fully utilised by June 2024; and (v) the remaining balance of approximately HK\$9.5 million for general working capital due to the tightened cash flow of the Group as a result of the negative impacts of the COVID-19 pandemic on the foundation industry including supply chain disruptions, workforce shortages due to illness and preventative quarantines, and work stoppages due to measures imposed by the government, which is expected to be fully utilised by June 2024.

If the Rights Issue is undersubscribed, the above use of proceeds will be adjusted by the Company accordingly and the net proceeds from the Rights Issue will be applied by the Company in the following order of priority:

- (i) for repayment of the principal amount and interest accrued thereon of the Promissory Notes;
- (ii) for the acquisition of a new office premise and the relevant renovation cost;
- (iii) for recruitment of additional full-time staff;
- (iv) for business development and marketing expenses; and
- (v) the remaining balance for general working capital.

According to the above order of priority for use of proceeds from the Rights Issue, if the net proceeds is less than HK\$3.1 million, the whole amount of net proceeds will be used for the repayment of the Promissory Notes, and if the net proceeds is more than HK\$3.1 million but less than HK\$20 million, HK\$3.1 million will be first used for the repayment of the Promissory Notes and the remaining amount will be used for the acquisition of a new office premise and the relevant renovation cost and etc.

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The Company considers that the above use of proceeds (i) has financial urgency as the Promissory Notes will soon become due and the Company will soon need to acquire a new office premise as the tenancy for the current office premise will expire in April 2022 and the Company intends to extend the tenancy for the current office premise for three months (or such longer period as may be necessary) pending completion of the Rights Issue, the acquisition of a new office premise and the relevant renovation work for the new office premise; and (ii) are necessary for business operation and development of the Group. As at 30 September 2021, the bank and cash balances of the Group amounted to approximately HK\$12.3 million. The Group does not have sufficient internal financial resources available to cater for its financial needs as set out above, and as such the Group has imminent funding needs. The Company had considered other fund-raising alternatives available to the Group, including debt financing such as bank borrowings, and other equity financing such as placing or subscription of new Shares.

The Company is of the view that debt financing will result in additional interest burden, may be subject to lengthy due diligence and negotiations with the banks and may be relatively uncertain and time-consuming as the banks will normally request for security/collateral and it takes time for the banks to assess, consider and approve if there will be appropriate or sufficient security/collateral to be provided by the Group and will further increase the gearing ratio of the Group which is not beneficial to the Group given that the Group had incurred a net loss for the year ended 31 March 2021 and for the nine months ended 31 December 2021 respectively. Also, given that the Group had incurred a net loss for the aforementioned periods respectively and the Group does not have any material assets which can be used as collaterals for loans, the Directors believe that the Group may encounter difficulties in securing loans at commercially reasonable interest rates.

The Board considers that financing the funding needs of the Group in the form of equity is a better alternative. In respect of equity financing, the Company conducted the placing of new Shares in September 2021 to raise fund to strengthen the Group's financial position, reduce the high gearing ratio of the Group and enlarge shareholders' base of the Company. The aforesaid placing which completed in September 2021 has fully utilised the general mandate granted to the Directors at the annual general meeting of the Company held in August 2021. In addition, further placing or subscription of new Shares would dilute the shareholding of the existing Shareholders without giving the chance to the existing Shareholders to participate.

In the contrary, the Rights Issue will enable the Group to strengthen its capital base and to enhance its financial position without increasing its debt or finance costs. Since the Rights Issue will allow the Qualifying Shareholders to maintain their proportional shareholdings in the Company, the Board considers that raising capital through the Rights Issue is in the best interest of the Company and the Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders (if any) should note that their shareholdings in the Company will be diluted.

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If the Rights Issue is undersubscribed, the Company will consider other fund-raising alternatives available to the Group, including debt financing such as bank borrowings and other equity financing as may be appropriate to finance the intended use of proceeds as disclosed in this Prospectus.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors believe that there are certain risks and uncertainties involved in the operations, some of which are beyond the Group's control. The Directors believe the significant risks relating to the business are as follows:

- (a) the Group determines project price based on the estimated time and costs involved in a project, which may deviate from actual time and costs incurred. Inaccurate estimation may adversely affect its financial results;
- (b) the Group's foundation works are exposed to the risk of unexpected geological or sub-soil conditions;
- (c) non-performance, delayed performance, sub-standard performance, non-compliance or unavailability of the Group's subcontractors may adversely affect its operation and profitability; and
- (d) the Group's customers pay us by way of progress payment and require retention money, and there is no guarantee that progress payment will be paid to us on time and in full, or that retention money is fully released to us upon completion of a project.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the fulfilment of conditions precedent (a summary of which is set out in the paragraph headed "Conditions of the Rights Issue" above). Accordingly, the Rights Issue may or may not proceed.

The Shares have been dealt with on an ex-rights basis from Friday, 18 March 2022. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 31 March 2022 to Friday, 8 April 2022 (both days inclusive). Any Shareholder or other person dealing in Shares or in the nil-paid Rights Shares up to the date on which the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

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Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus. In case of any inconsistency between the English and Chinese versions of this Prospectus, the English version will prevail.

Yours faithfully,
By order of the Board
Beaver Group (Holding) Company Limited
Tang Kwai Leung Stanley
Chairman and executive Director

1. FINANCIAL SUMMARY OF THE GROUP

Details of the audited consolidated financial statements of the Group for the three years ended 31 March 2019, 2020 and 2021, including the notes thereto, are disclosed in the annual reports of the Company for the three years ended 31 March 2019, 2020 and 2021 and the interim report of the Company for the six months ended 30 September 2021, have been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://www.beavergroup.com.hk>). Set out below are links to the relevant annual and interim reports of the Company:

- (i) The annual report of the Company for the year ended 31 March 2021 published on 29 June 2021 (pages 79 to 139):

<https://www1.hkexnews.hk/listedco/listconews/gem/2021/0629/2021062900572.pdf>

- (ii) The annual report of the Company for the year ended 31 March 2020 published on 30 June 2020 (pages 70 to 129):

<https://www1.hkexnews.hk/listedco/listconews/gem/2020/0630/2020063000681.pdf>

- (iii) The annual report of the Company for the year ended 31 March 2019 published on 28 June 2019 (pages 72 to 139):

<https://www1.hkexnews.hk/listedco/listconews/gem/2019/0628/gln20190628255.pdf>

- (iv) the interim report of the Company for the six months ended 30 September 2021 published on 12 November 2021:

<https://www1.hkexnews.hk/listedco/listconews/gem/2021/1112/2021111200541.pdf>

2. INDEBTEDNESS STATEMENT

As at the close of business on 31 January 2022, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Prospectus, the indebtedness of the Group was as follows:

(a) Borrowings and promissory note

The Group had aggregate outstanding borrowings and promissory note of approximately HK\$8,674,000 comprising:

- (i) An outstanding bank borrowing of approximately HK\$2,669,000 is unsecured.

- (ii) Other borrowings of approximately HK\$1,505,000 are secured by a charge over the property, plant and equipment with carrying amount of approximately HK\$5,547,000.
- (iii) Unsecured loan from a shareholder, Mr. Chui Koon Yau (“**Mr. Chui**”), of HK\$1,500,000.
- (iv) Unsecured promissory note of HK\$3,000,000 is payable on the date falling on the six months of the date of issue (i.e. 12 June 2022).

Except for an unsecured loan from a shareholder, the unsecured promissory note, and an unsecured bank borrowing of approximately HK\$2,669,000 (guaranteed by the Government of the Hong Kong Special Administrative Region (the “**HKSAR**”) and personal guaranteed by Mr. Tang Kwai Leung, Stanley and Mr. Chui, being the directors of Triangular Force Construction Engineering Limited, an indirect wholly-owned subsidiary of the Company), all other borrowings are guaranteed by the Company. Bank and other borrowings that due for repayment after one year contain repayment on demand clause were classified as current liabilities.

(b) Lease liabilities

The Group had lease liabilities of approximately HK\$2,681,000 in respect of finance leases for certain property, plant and equipment and approximately HK\$4,820,000 in respect of an operating lease under HKFRS 16 Lease. Lease liabilities of approximately HK\$444,000 in respect of finance leases are guaranteed by the Company.

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables, as at the close of the business on 31 January 2022, being the latest practicable date for the purpose of this statement of indebtedness prior to printing of this Prospectus, the Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, or term loans or other borrowings or indebtedness in the nature of borrowing of the Group including bank overdrafts or liabilities under acceptances or acceptance credits or hire purchase commitments, or outstanding mortgages and charges, or contingent liabilities or guarantees.

The Directors have confirmed that there has been no material change in the indebtedness and contingent liabilities of the Group since 31 January 2022 up to the Latest Practicable Date.

3. WORKING CAPITAL

The Directors, after due and careful enquiry and taking into account the present internal financial resources available to the Group, the estimated net proceeds from the Rights issue and the Group’s internally generated funds, are of the opinion that the Group has sufficient working capital to satisfy its present requirements, that is for at least the next twelve months from the date of this Prospectus in the absence of unforeseen circumstances.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date and save for the decrease in net profit/increase in net loss of the Group as disclosed in the profit warning announcements of the Company dated 30 July 2021, 4 November 2021 and 24 January 2022 respectively, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 March 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up.

As disclosed in the last profit warning announcement of the Company dated 24 January 2022, the Group was expected to record a net loss ranging from approximately HK\$16 million to approximately HK\$19 million for the nine months ended 31 December 2021 as compared with a net loss of HK\$2.79 million for the corresponding period in 2020 and the Board considered that the increase in net loss was primarily attributable to (i) the decrease in gross profit due to cost overrun incurred in construction projects, mainly the project located in Hung Hom resulting from delay in work progress; (ii) the provision for impairment of trade and retention receivables; and (iii) the decrease in other income as a result of absence of subsidies of the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Government.

5. FINANCIAL AND TRADING PROSPECT

The Company is an investment holding company. The Group is a foundation contractor primarily specialising in bored piling works as well as other foundation works. The Group is capable of installing bored piles with diameters ranging from 1.5 metres to 3 metres of various pile lengths. The Group has invested considerably in reinforcing its machinery and the Group possesses all necessary standard plant and machinery and equipment for its construction of bored piles. The Group is also engaged in leasing of machinery.

The Group's business in the provision of construction services in the construction industry has been confronting challenges under COVID-19 pandemic in Hong Kong. Although revenue generated for the construction contract has increased during the year ended 31 March 2021, the profitability of the construction projects decreased due to the intensified market competition in the construction industry.

Despite the underperformed result and stringent market environment of the construction industry, the Group will continue to deploy our efforts in tendering for contracts, particularly contracts which yield higher margins in price and make concerted efforts in controlling and managing the contract and operating costs, in order to foster improvement in results of the business. The Group is also actively seeking potential business opportunities that can widen the income streams and increase the return of shareholders.

Looking forward, the Company expects the ongoing COVID-19 pandemic will continue to pose a challenge to Hong Kong's economy and construction industry in the foreseeable future. However, the Group is cautiously optimistic about the business prospects of the Group as the Group will give sustained impetus to the growth of the group from two aspects.

Firstly, the Company will continue to do its best to implement tight cost control measures, improve the efficiency of workflow throughout the construction process, and strengthen the effectiveness of project management so as to improve the operational efficiency and the profitability of the Group's business.

Secondly, the Company will put great efforts on talent cultivation. The speciality and quality of employees will have an important impact on the development of the Group.

As disclosed in the third quarterly report of the Company for the nine months ended 31 December 2021, (a) the Group's revenue for the nine months ended 31 December 2021 was approximately HK\$109.0 million, representing an increase of approximately 20.3% from approximately HK\$90.6 million for the nine months ended 31 December 2020, which was primarily due to the increase of construction contract income with increasing number of projects being awarded; and (b) the Group recorded net loss of approximately HK\$16.1 million for the nine months ended 31 December 2021 as compared to net loss of approximately HK\$2.8 million for the same period in 2020. The Board considers that the increase in net loss was primarily attributable to (i) the decrease in gross profit due to cost overrun incurred in construction projects, resulting from delay in work progress; (ii) the provision for impairment of trade and retention receivables; and (iii) the decrease in other income as a result of absence of subsidies of the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Government.

The Directors are of the view that the general outlook of the industry and the business environment in which the Group operates will remain challenging. The outbreak of the COVID-19 pandemic throughout the reporting period has created economic uncertainty to Hong Kong and imposed negative impacts on the foundation industry, including supply chain disruptions, workforce shortages due to illness and preventative quarantines, and work stoppages due to measures imposed by the government. Looking ahead, the Group will adhere to prudent financial management in project selection and cost control. The Group will continue to strive to improve its operational efficiency and profitability of its business. The Group will also proactively seek potential business opportunities that will broaden the sources of income and increase the return of shareholders of the Company. The Group will invest in the manpower and information system to enhance its operational capacity and efficiency in foundation and site formation works and bored piling works.

The following is the text of a report received from the Company's reporting accountants, RSM Hong Kong, Certified Public Accountants, Hong Kong, prepared for the purpose of inclusion in this Prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the "Unaudited Pro Forma Financial Information") which has been prepared in accordance with Paragraph 13 of Appendix 1B and Rule 7.31 of the GEM Listing Rules to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group as if the Rights Issue had taken place on 30 September 2021.

The Unaudited Pro Forma Financial Information has been prepared based on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2021, as extracted from the published interim report of the Group for the six months ended 30 September 2021, and is adjusted to reflect the effect of the Rights Issue.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purpose only, based on the judgements and assumptions of the Directors of the Company, and because of its hypothetical nature, may not give a true picture of the unaudited consolidated net tangible assets of the Group as at 30 September 2021 or to any future dates following the Rights Issue.

The Unaudited Pro Forma Financial Information should be read in conjunction with the financial information of the Group as set out in the interim report of the Group for the six months ended 30 September 2021 and other financial information included elsewhere in the Prospectus.

	Unaudited consolidated net tangible asset of the Group attributable to owners of the Company as at 30 September 2021 HK\$'000 (Note 1)	Estimated net proceeds from 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 September 2021 HK\$'000
Based on Rights Issue of 81,000,000 Shares at subscription price of HK\$0.55 per Rights Share	<u>78,621</u>	<u>42,613</u>	<u>121,234</u>
Consolidated net tangible assets of the Group per share attributable to owners of the Company as at 30 September 2021 (Note 3)			<u>HK\$0.29</u>
Consolidated net tangible assets of the Group per share attributable to owners of the Company as at 30 September 2021 after the completion of the Share Consolidation (Note 4)			<u>HK\$1.46</u>
Unaudited pro forma adjusted consolidated net tangible assets of the Group per share attributed to owners of the Company after the completion of the Rights Issue (Note 5)			<u>HK\$0.90</u>

Notes:

1. The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 September 2021 were extracted from the unaudited condensed consolidated statement of financial position of the Group as at 30 September 2021 included in the Group's published interim report for the six months ended 30 September 2021.
2. The estimated net proceeds from the Rights Issue of approximately HK\$42,613,000 are calculated based on gross proceeds of HK\$44,550,000 from the issue of 81,000,000 Rights Shares at the Subscription Price of HK\$0.55 per offer share and after deducting estimated expenses of approximately HK\$1,937,000 attributable to the Rights Issue.
3. The number of shares used for the calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group per share attributable to the owners of the Company prior to the completion of the Rights Issue is based on 270,000,000 shares in issue as at 30 September 2021.
4. The number of shares used for the calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group per share attributable to the owners of the Company prior to the completion of the Rights Issue is based on 54,000,000 shares in issue as at 30 September 2021 immediately after the completion of Share Consolidation as if the Share Consolidation had been completed on 30 September 2021.
5. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per share as at 30 September 2021 immediately after the completion of the Rights Issue as if the Rights Issue of 81,000,000 had been completed on 30 September 2021, but does not take into account any shares which have been or may be issued upon the exercise of options granted under the share option scheme (if any) subsequent to 30 September 2021.
6. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2021.

B. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the independent reporting accountant, RSM Hong Kong, Certified Public Accountants, Hong Kong.

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The Board of directors
Beaver Group (Holding) Company Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma financial information of Beaver Group (Holding) Company Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma net tangible assets as at 30 September 2021 as set out on pages II-1 to II-3 of the Prospectus issued by the Company. The applicable criteria on the basis of which the Directors have compiled the statement are described in Section A of Appendix II to this Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the Rights Issue immediately after the completion of share consolidation on the Group’s net tangible assets as at 30 September 2021 as if the transaction had been taken place at 30 September 2021. As part of this process, information about the Group’s net tangible assets has been extracted by the Directors from the Group’s unaudited condensed consolidated financial statements as included in the interim report for the six months ended 30 September 2021, on which an interim report has been published.



Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 13 of Appendix IB and paragraph 31 of Chapter 7 of the Rules Governing the Listing of Securities on the GEM of The Stock exchange of Hong Kong Limited (the "GEM Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 5") 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 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 Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 31(7) of Chapter 7 of the GEM Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 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 pro forma financial information in accordance with paragraph 31 of Chapter 7 of the GEM 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 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 the pro forma financial information included in this 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 September 2021 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.

We make no comments regarding the reasonableness of the amount of net proceeds from the Rights Issue, the application of those net proceeds, or whether such use will actually take place as describe under the paragraph headed "Reasons for and benefits of the Rights Issue and intended use of proceeds" set out on page 25 of this Prospectus.

**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 31(1) of Chapter 7 of the GEM Listing Rules.

RSM Hong Kong
Certified Public Accountants
29 March 2022

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital in the Company as at the Latest Practicable Date and immediately following completion of the Rights Shares (assuming the Rights Issue becoming unconditional) was and will be as follows:

(i) As at the Latest Practicable Date:

Authorised:		<i>HK\$</i>
<u>200,000,000</u> Shares		<u>100,000,000</u>
Issued and fully paid or credited as fully paid:		
<u>54,000,000</u> Shares		<u>27,000,000</u>

(ii) Immediately following completion of the Rights Issue:

Authorised:		<i>HK\$</i>
<u>200,000,000</u> Shares		<u>100,000,000</u>
Issued and fully paid or credited as fully paid:		
54,000,000 Shares		27,000,000
<u>81,000,000</u> Rights Shares to be issued		<u>40,500,000</u>
<u>135,000,000</u> Shares in total upon completion of the Rights Issue		<u>67,500,000</u>

All the existing Shares in issue are fully-paid and rank *pari passu* in all respects with each other, including, in particular, as to dividends, voting rights and return of capital. The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with each other and the Shares then in issue as at the date of allotment and issue of the Right Shares, including, in particular, as to dividends, voting rights and return of capital. Holders of the Rights Shares in their fully paid form will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares.

The Rights Shares to be issued will be listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, the Company has no outstanding warrants, options or securities convertible into Shares, and there was no capital of any member of the Group which is under option, or agreed conditionally or unconditionally to be put under option.

As at the Latest Practicable Date, there was no arrangement under which future dividend were waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Interest of Directors

As at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interest or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) which were required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

(b) Substantial Shareholders' interests in Shares and underlying Shares

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, the following parties (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares or debentures of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Long position in the Shares and underlying Shares

Name	Nature of Interest	Number of Shares held	Approximate percentage of interest
Success Run International Limited (Note)	Beneficial owner	14,060,000	26.04%
China New Economy Fund Limited	Beneficial owner	5,323,500	9.86%

Note: Success Run International Limited is owned as to 100% by Ms. Wong Fei Heung Terbe, who is deemed to be interested in 14,060,000 Shares pursuant to the Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executives of the Company) in the Shares or underlying Shares or debentures of the Company which were required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under Section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had a service contract with the Company which was not determinable by the Company within one year without payment of compensation, other than statutory compensation.

5. EXPERT AND CONSENT

The following sets out the qualifications of the expert who has been named in this Prospectus or has given opinions, letters or advices included in this Prospectus:

Name	Qualifications
RSM Hong Kong	Certified Public Accountants

As at the Latest Practicable Date, the above expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letters or its name in the form and context in which it appears.

As at the Latest Practicable Date, the above expert did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any interest, either directly or indirectly, in any assets which have been since 31 March 2021 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by, or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

6. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was involved in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

7. MATERIAL CONTRACTS

Save as disclosed below, there had been no contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by members of the Group, entered into by members of the Group within the two years immediately preceding and including the Latest Practicable Date:

- (a) the underwriting agreement dated 10 August 2020 entered into between the Company and Gransing Securities Co., Limited as underwriter with an underwriting commission of 5% of the aggregate subscription price in respect of the maximum number of underwritten shares (i.e. HK\$405,000) in relation to the underwriting arrangement in respect of the rights issue conducted by the Company in 2020;
- (b) the placing agreement dated 25 January 2021 and entered into between the Company and the Placing Agent in relation to the placing of shares of the Company for the 2021 Rights Issue with a placing commission of 3.5% of an amount equal to the placing price multiplied by the number of shares successfully placed by the Placing Agent (i.e. approximately HK\$205,000);
- (c) the provisional sale and purchase contract dated 26 August 2020 entered into between TMP Machinery Engineering Limited, a wholly-owned subsidiary of the Company, as purchaser and International Automobiles Limited as seller in relation to the acquisition of one truck for construction material transportation in the consideration of HK\$1,650,000;
- (d) the formal contract dated 9 February 2021 entered into between TMP Machinery Engineering Limited, a wholly-owned subsidiary of the Company, as purchaser and International Automobiles Limited as seller in relation to the acquisition of one truck for construction material transportation in the consideration of HK\$1,650,000;
- (e) the contract dated 13 November 2020 entered into between Zenvick Engineering Services Limited as purchaser and Triangular Force Construction Engineering Limited, a wholly owned subsidiary of the Company as seller in relation to the disposal of one hydraulic drill rig with relevant accessories in the consideration of HK\$2,000,000;
- (f) the contract dated 27 November 2020 entered into between Sanroc International (Hong Kong) Limited as purchaser and Triangular Force Construction Engineering Limited, a wholly owned subsidiary of the Company as seller in relation to the disposal of construction equipment including two reverse circulation drilling machines, two casing oscillators and one power pack in the total consideration of HK\$6,634,000;

- (g) the placing agreement dated 1 September 2021 and entered into between the Company and Tiger Faith Securities Limited as placing agent in relation to the placing of up to 45,000,000 shares of the Company at the placing price of HK\$0.175 per share of the Company with a placing commission of 4.5% of an amount equal to the placing price multiplied by the number of shares successfully placed by the placing agent (i.e. approximately HK\$354,000); and
- (h) the Placing Agreement.

8. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling shareholders or their respective associates had any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, or have or may have any other conflicts of interest with the Group.

9. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been since 31 March 2021 (being the date to which the latest published audited financial statements of the Group were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

10. EXPENSES

The expenses in connection with the Rights Issue, including financial advisory fees, placing commission (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and placing all Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent), printing, registration, translation, legal and accountancy charges are estimated to be up to approximately HK\$2 million, which are payable by the Company.

11. CORPORATE INFORMATION AND PARTIES TO THE RIGHTS ISSUE

Registered office

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Headquarter and principal place of business in Hong Kong	Room 1204, 12/F Block 2, Golden Industrial Building 16–26 Kwai Tak Street Kwai Chung, New Territories Hong Kong
Company secretary	Mr. Lee Man Tai (<i>FCCA, FCPA</i>)
Compliance officer	Mr. Tang Kwai Leung Stanley
Authorised representatives	Mr. Tang Kwai Leung Stanley Mr. Lee Man Tai (<i>FCCA, FCPA</i>)
Principal share registrar and transfer office in the Cayman Islands	Ocorian Trust (Cayman) Limited Windward 3, Regatta Office Park PO Box 1350 Grand Cayman, KY1-1108 Cayman Islands
Branch share registrar and transfer office in Hong Kong	Tricor Investor Services Limited Level 54, Hopewell Centre 183 Queen's Road East Hong Kong
Principal banks	Nanyang Commercial Bank, Limited The Hongkong and Shanghai Banking Corporation Limited DBS Bank (Hong Kong) Limited
Auditors and reporting accountants	RSM Hong Kong 29th Floor, Lee Garden Two 28 Yun Ping Road Causeway Bay, Hong Kong <i>Certified Public Accountants</i>
Legal advisers to the Company as to Hong Kong laws in relation to the Rights Issue	Michael Li & Co. 901 & 19th Floor, Prosperity Tower 39 Queen's Road Central Central Hong Kong
Placing Agent	Gransing Securities Co., Limited Unit 2508, 25/F., Cosco Tower 183 Queen's Road Central Hong Kong

12. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Tang Kwai Leung Stanley (“**Mr. Tang**”), aged 53, is the executive Director and chairman of the Board responsible for overseeing the corporate strategy, operational management of the Group, and a co-founder of the Group. Mr. Tang attended secondary school education in Hong Kong. Mr. Tang completed a construction safety supervisor course organised by the Construction Industry Training Authority in 1999. He also obtained a trade test certification card for piling operative (bored pile) issued by the Construction Industry Training Authority in 2002, a certificate of rigger & signaller safety training issued by the Hong Kong Safety Training Association in November 2008 and a certificate for operation of crawler-mounted mobile crane in May 2014.

Mr. Tang has approximately 24 years of experience in construction and foundation work industry. Before establishing Triangular Force Construction Engineering Limited (“**Triangular Force**”) in 2008, he accumulated approximately 10 years of experience working for China Overseas (Hong Kong) Limited as a foreman for intermittent periods from October 1994 to December 2007, his last position as a general foreman. He also worked for Hsin Chong (Foundations) Limited as a site foreman from August 2000 to May 2001.

Mr. Chui Koon Yau (“**Mr. Chui**”), aged 54, is the executive Director, responsible for overseeing the operational management and quality control of projects of the Group, and a co-founder of the Group. Mr. Chui attended secondary school education in Hong Kong. Mr. Chui is a registered construction worker under to the Construction Workers Registration Ordinance (Chapter 583 of the Laws of Hong Kong). He obtained a trade test certification card for plant and equipment operator (bored pile) issued by the Construction Industry Training Authority in 2003 and a certificate for operation of crawler-mounted mobile crane in May 2014. Mr. Chui has also obtained several certificates on construction safety including the certificate of rigger & signaller safety training issued by the Hong Kong Safety Training Association in December 2008.

Mr. Chui has approximately 30 years of experience in construction and foundation work industry. Before establishing Triangular Force in 2008, Mr. Chui worked as a foreman and a crane operator from 1995 to 2000 for various construction or foundation companies. Mr. Chui then worked as a crane operator and a general foreman in Vibro Construction Company Limited from 2000 to 2005, and from 2005 to 2008, respectively.

Independent non-executive Directors

Mr. He Dingding (“**Mr. He**”), aged 45, was appointed as the independent non-executive Director on 14 May 2021. He is also the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”).

Mr. He graduated from Nanyang Technological University, Singapore with a bachelor’s degree in civil engineering. Mr. He was awarded the CFA Charter by the CFA Institute in September 2006. Mr. He has more than 17 years of extensive experiences in capital markets, corporate finance, investment and finance, and corporate management through working in investment banks, advisory firms and listed companies in Singapore and Hong Kong since 2005.

Mr. He was an independent non-executive director and a member of the audit committee of China Kangda Food Company Limited, the issued shares of which are listed on the Main Board of both the Stock Exchange and Singapore Exchange Securities Trading Limited (stock codes: 834 and P74, respectively), between August 2012 and June 2015. Mr. He was a non-executive director and a member of the audit committee of Perfect Group International Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 3326), between March 2017 and February 2018 and was subsequently appointed as its deputy chief executive officer between March 2018 and August 2018. Since August 2018, Mr. He has been an independent non-executive director and a member of the audit committee of Sino Harbour Holdings Group Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1663). From May 2021 to September 2021, He had also been an independent non-executive director and a chairman of the audit committee of Crown International Corporation Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 727).

Ms. Chan Wan Ling Sammi (“**Ms. Chan**”), aged 36, was appointed as the independent non-executive Director on 1 June 2021. She is also the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee.

Ms. Chan is a practising solicitor admitted in Hong Kong in 2018 and a member of the Law Society of Hong Kong. Ms. Chan has also been a Certified Management Accountant of Australia since 2016 and a lawyer of the Supreme Court of New South Wales since 2014. Ms. Chan has a Postgraduate Certificate in Laws and a Bachelor of Laws degree from the City University of Hong Kong and a Bachelor of Business Administration in Accounting and Finance degree from the University of Hong Kong.

Ms. Chan is currently the company secretary and authorised representative under Rule 3.05 of the Rules Governing the Listing of Securities on the Stock Exchange of Bamboos Health Care Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2293). From January 2021 to February 2022, she was the company secretary and authorised representative under Rule 5.24 of the GEM Listing Rules of AV Promotions Holdings Limited, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8419).

Ms. Liu Ching Man (“**Ms. Liu**”), aged 32, was appointed as the independent non-executive Director on 1 June 2021. She is also the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Ms. Liu graduated from the Upper Iowa University with a Bachelor of Psychology degree in 2016 and is currently pursuing a master of business administration degree at The Hong Kong Polytechnic University. She is well experienced in the investor relationship and public relationship industry. She has extensive experience in financial public relations. She participated and prepared many listing ceremonies, roadshows and fund-raisings. She is currently the business development manager of Hanvey Group Holdings Limited, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8219), responsible for achieving the company’s development strategy and optimising business management by developing the company’s strategic goals and brand positioning.

Company secretary

Mr. Lee Man Tai (“**Mr. Lee**”), aged 45, joined the Company in June 2021 and has been acting as the chief financial officer of the Company. He has been appointed as company secretary of the Company since August 2021. He graduated from Lingnan University, Hong Kong in 2000 with a bachelor’s degree in business administration and The Hong Kong Polytechnic University in 2010 with a master’s degree in business administration. He was admitted as a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants in 2012. He has been a licensed representative and responsible officer for Type 1 (advising on dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) since 2017 and 2020, respectively.

Mr. Lee has approximately 20 years of working experience in the financial industry. From October 2006 to October 2012, he acted as the chief financial officer and company secretary of China Yuanbang Property Holdings Limited (中國元邦房地產控股有限公司), a company listed on Mainboard of the Singapore Exchange Limited (stock code: CYBP.SP or BCD.SI). From October 2012 to May 2014, he acted as the chief financial officer and company secretary of China 33 Media Group Limited (中國三三傳媒集團有限公司), a company listed on GEM of the Stock Exchange (stock code: 8087). He acted as the chief financial officer and company secretary of Flying Financial Service Holdings Limited (匯聯金融服務控股有限公司), a company listed on GEM of the Stock Exchange (stock code: 8030), from July 2014 to April 2015 and from August 2014 to April 2015, respectively. He also acted as the financial controller and company secretary of Chanco International Group Limited (卓高國際集團有限公司) (now known as China International Development Corporation Limited (中聯發展控股集團有限公司)), a company listed on Main Board of the Stock Exchange (stock code: 264), from April 2015 to January 2016 and from April 2015 to September 2015, respectively.

Since January 2016, Mr. Lee has been an independent non-executive director of China Energy Development Holdings Limited (中國能源開發控股有限公司), a company listed on Main Board of the Stock Exchange (stock code: 228). Since November 2016, he has been an independent non-executive director of Progressive Path Group Holdings Limited (進昇集團控股有限公司), a company listed on Main Board of the Stock Exchange (stock code: 1581). Since December 2019, he has been an independent non-executive director of Rizhao Port Jurong Co., Ltd. (日照港裕廊股份有限公司), a company listed on Main Board of the Stock Exchange (stock code: 6117). Since June 2021, he has been an independent non-executive director of MEIGU Technology Holding Group Limited (美固科技控股集團有限公司), a company listed on GEM of the Stock Exchange (stock code: 8349).

Business address of the Directors

The business address of the Directors is the same as the Company's head office and principal place of business in Hong Kong at Room 1204, 12/F, Block 2, Golden Industrial Building, 16–26 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong.

Audit Committee

As at the Latest Practicable Date, the audit committee of the Board (the “**Audit Committee**”) comprised all of the independent non-executive Directors, namely Mr. He Dingding (the chairman of the Audit Committee), Ms. Chan Wan Ling Sammi and Ms. Liu Ching Man. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the section headed “12. Particulars of Directors and senior management” in this appendix. The primary role and function of the Audit Committee are to oversee the relationship with the external auditors, to review the Group's preliminary quarterly results, interim results and annual results and to monitor compliance with statutory and listing requirements.

13. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

14. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “5. Expert and Consent” in this Appendix, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

15. DOCUMENTS ON DISPLAY

The following documents will be made available for display on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.beavergroup.com) during the period of 14 days from the date of this Prospectus:

- (i) the letter issued by the reporting accountants regarding the unaudited pro forma financial information of the Group as set out in Appendix II to this Prospectus;
- (ii) the written consent referred to in the paragraph headed “5. Expert and Consent” in this Appendix; and
- (iii) the Placing Agreement.

16. MISCELLANEOUS

This Prospectus and the accompanying PAL have been prepared in both English and Chinese. In the case of any discrepancies, the English version shall prevail over their respective Chinese version.

As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.

As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.