

**A. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

TO THE DIRECTORS OF COURAGE INVESTMENT GROUP LIMITED

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Courage Investment Group 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 unaudited pro forma financial information consists of the unaudited pro forma statement of assets and liabilities of the Group as at 30 June 2024 and related notes as set out on pages IV-4 and IV-6 of Appendix IV to the circular issued by the Company dated 1 November 2024 (the “**Circular**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages IV-4 to IV-6 of Appendix IV to the Circular.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed acquisition of the entire issued share capital of and shareholder's loan to Poly Odyssey Marine Corp. (the “**Proposed Acquisition**”) on the Group's financial position as at 30 June 2024 as if the Proposed Acquisition had taken place at 30 June 2024. As part of this process, information about the Group's financial position as at 30 June 2024 has been extracted by the Directors from the Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2024, on which no auditor's report or review report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

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

Our Independence and Quality Management

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

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

Reporting Accountants’ Responsibilities

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

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

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

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the

unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

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

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

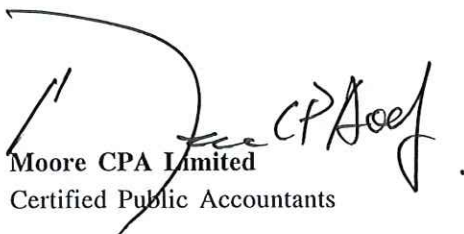
The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

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

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to Rule 4.29(1) of the Hong Kong Listing Rules.



Moore CPA Limited
Certified Public Accountants

Hong Kong
1 November 2024

B. UNAUDITED PRO FORMA STATEMENT OF ASSETS AND LIABILITIES OF THE GROUP

* **All capitalised terms used herein have the same meaning as those defined in the Circular, unless otherwise indicated.**

The following is an illustrative and unaudited pro forma statement of assets and liabilities of the Group (the “**Unaudited Pro Forma Financial Information**”) which has been prepared on the basis of the notes set out below for the purpose of illustrating the effects of the proposed acquisition of the Target Vessel (the “**Proposed Acquisition**”) as if the Proposed Acquisition had been taken place on 30 June 2024.

The Unaudited Pro Forma Financial Information has been prepared based on (i) the use of accounting policies consistent with that of the Group, as set out in the published annual report of the Group for the year ended 31 December 2023; (ii) unaudited condensed consolidated statement of financial position of the Group as at 30 June 2024, as set out in its published 2024 interim report for the six months ended 30 June 2024; and (iii) the pro forma adjustments prepared to reflect the effects of the Proposed Acquisition (as explained in the notes set out below) that are directly attributable to the Proposed Acquisition and not relating to future events or decisions and are factually supportable.

The Unaudited Pro Forma Financial Information should be read in conjunction with other financial information contained in this Circular.

The Unaudited Pro Forma Financial Information has been prepared by the Directors in accordance with Rule 4.29 of the Hong Kong Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants. As a result of its hypothetical nature, it may not give a true picture of the financial position or results of the Group had the Proposed Acquisition been completed as of the specified dates or any future date.

Courage Investment Group Limited
Unaudited Pro Forma Statement of Assets and Liabilities of the Group

	The Group	Unaudited pro forma		Pro forma
	As at 30	adjustment		total for
	June 2024			the Group
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	As at 30
	<i>(Note 1)</i>	<i>(Note 2)</i>	<i>(Note 3)</i>	June 2024
				<i>US\$'000</i>
Non-current assets				
Property, plant and equipment	38,444	14,750	–	53,194
Right-of-use asset	56	–	–	56
Debt instruments at fair value through other comprehensive income	389	–	–	389
	<u>38,889</u>	<u>14,750</u>	<u>–</u>	<u>53,639</u>
Current assets				
Trade receivables	56	–	–	56
Other receivables and prepayments	554	–	–	554
Bank deposits	18,050	–	–	18,050
Cash and cash equivalents	1,914	(15,472)	(75)	(13,633)
	<u>20,574</u>	<u>(15,472)</u>	<u>(75)</u>	<u>5,027</u>
Total assets	<u>59,463</u>	<u>(722)</u>	<u>(75)</u>	<u>58,666</u>
Current liabilities				
Deposits received, other payables and accruals	890	–	–	890
Contract liabilities	138	–	–	138
Lease liabilities	59	–	–	59
	<u>1,087</u>	<u>–</u>	<u>–</u>	<u>1,087</u>
Net current assets	<u>19,487</u>	<u>(15,472)</u>	<u>(75)</u>	<u>3,940</u>
Total assets less total liabilities	<u>58,376</u>	<u>(722)</u>	<u>(75)</u>	<u>57,579</u>

Notes:

1. The figures are extracted from the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2024, as set out in the published interim report of the Company for the six months ended 30 June 2024 dated 26 August 2024.
2. The adjustment represents the maximum amount to be paid for the Acquisition by the Group:
 - a) the maximum Acquisition Consideration totaling US\$15,450,100 includes:
 - (i) the par value of the Acquisition Sale Shares of US\$100;
 - (ii) the Purchase Price of US\$14,750,000; and
 - (iii) the Ancillary Expenditure of a maximum of US\$700,000.
 - b) as consideration for the Seller to facilitate the Group's acquisition of the Target Vessel, a handling fee of US\$22,125 (being 0.15% of the Purchase Price) is also payable by the Group to the Seller.

Upon completion of the Proposed Acquisition, the Group will elect to apply the optional concentration test to assess whether the acquired set of activities and assets is not a business in accordance with International Financial Reporting Standards ("IFRS") 3 "Business Combination" ("IFRS 3").

Under the MOA, the Target Vessel to be acquired by the Group is a second-hand dry bulk Supramax vessel named "Diva" and was built by Jiangsu New Hantong in 2011 with a carrying capacity of approximately 57,000 dwt for transportation of dry bulk commodities, as at the Latest Practicable Date, the Target Vessel was under charter and operating in normal operating condition.

For the purpose of preparation of the Unaudited Pro Forma Financial Information, the Group has elected to apply the optional concentration test in accordance with IFRS 3 and concluded that substantially all of the fair value of the gross asset acquired is concentrated in a single identifiable asset (i.e., the Target Vessel) and the asset acquired is not a business. Hence, the Group recognises the Target Vessel as property, plant and equipment by allocating the whole purchase price, which is assumed at US\$14,750,000, to the Target Vessel as at 30 June 2024. The Ancillary Expenditure and the handling fee are considered as acquisition related costs and recognised in profit or loss.

In the opinion of the Directors of the Company, based on the balances of the Group's bank deposits and cash and cash equivalents as at 30 June 2024, the Group would have sufficient internal financial resources to settle the consideration for the acquisition, including the time deposits to be released before completion of the Proposed Acquisition which would be used as part of the settlement consideration.

For the purpose of preparation of the Unaudited Pro Forma Financial Information, it is assumed as if the Proposed Acquisition was completed as of 30 June 2024.

3. The adjustment represents the estimated legal and professional fees associated with the Proposed Acquisition of approximately US\$75,000.
4. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2024.