

Company Registered number: 13620150 (England and Wales)

BEACON RISE HOLDINGS PLC

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

BEACON RISE HOLDINGS PLC

FOR THE INTERIM PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

Chairman's statement

I am pleased to present the unaudited condensed interim financial results for the Company for the six months ended 30 June 2024.

The principal activity of the Company is to acquire businesses in the primary and secondary segments of the education technology sectors.

To enable the Company to pursue its principal activities, the Company initiated an Initial Public Offering ("IPO") of its securities onto the London Stock Exchange through a Standard Listing to raise the necessary funds required for the execution of the business strategy. The IPO was successfully completed and the Company's shares were admitted for trading on 25 March 2022. This listing enables the Company to raise funds for acquisitions which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of the arrangement, reorganisation or similar business combination of an interest in an operating entity or investment.

As at the reporting period end, the Company did not have any current operations, no products were sold, and no services were performed by the Company. It did not operate or compete in any specific market, and the Company had no subsidiaries. The Company continues to seek acquisitions of UK and overseas businesses or assets with operations in the sectors that can contribute greater benefits to shareholders.

Strategy

The Company retains a flexible merge and acquisition strategy which will enable it to deploy capital in target companies by way of minority or majority investments, or full acquisitions where it is in the interests of shareholders to do so.

The Company's strategic aim is to drive shareholder value through the acquisition of target companies in certain sectors where the Board believes there to be sustainable growth opportunities both organically, and through acquisition.

Financial results in the six months period ended 30 June 2024

Financial key performance indicators:

	6 months ended 30 June 2024 (Unaudited) £	6 months ended 30 June 2023 (Unaudited) £
EBITDA	(121,002)	(127,189)
	30 June 2024 (Unaudited) £	31 December 2024 (Audited) £
Gross assets	269,092	355,128
Net assets	234,166	285,169

BEACON RISE HOLDINGS PLC

FOR THE INTERIM PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

Gender analysis

A split of our employees and directors by gender during the period is shown below:

	Male	Female
Directors	2	1

As the Company is only in its infancy, gender of the Board is skewed towards males. This does not reflect the attitudes of the Company in any way and the Directors will promote females in the Board and in the workforce wherever possible.

All the Directors are from minority ethics background.

Developments in the six month period ended 30 June 2024

In the six months ended 30 June 2024, the Company has steadily advanced its development in the following areas in 2024:

- 1. Effective Implementation of Corporate Governance Systems:**
The Company's Board of Directors rigorously enforced various systems in accordance with UK Company Law and relevant governance and regulatory requirements for LSE Main Board-listed companies, including but not limited to a strict approval system, internal control system and an external announcement system. During this reporting period, the Company completed the high-quality audit of the 2023 annual report, which was highly recognised by the Board of Directors.
- 2. Active review on the Company's strategy and our mission:**
We have actively gathered the latest information on cutting-edge scientific and technological developments, enhanced the international vision of board members, and built a strong pool of professional knowledge to identify suitable acquisition targets conducive to creating value for all shareholders.
- 3. Ensuring sustainable Company Operation:**
Over the past six months, the Company has adhered to relevant ESG guidelines and maintained an efficient operating strategy and healthy operational conditions. This ensures the Company's financial stability and the stability of its Board of Directors and management, effectively promoting the Company's sustainable development.
- 4. Active Participation in Relevant Seminars and Training:**
We have actively participated in seminars and training organised by the London Stock Exchange and third-party advisors. We systematically studied the requirements for public announcements by listed companies, rules for annual audit reports, as well as methods to enhance the Company's brand value with quality.

As a SPAC ("Special Purpose Acquisition Company") listed on the London Stock Exchange, Beacon Rise Holdings PLC is dedicated to identifying and acquiring high-quality target companies for successful reverse takeovers, facilitating their IPOs. This strategic and business development plan for the second half of the 2024 fiscal year outlines our approach to achieving this core objective.

As the global education sector integrates with technology driven by recent breakthroughs in the field of generative AI like ChatGPT, Beacon Rise Holdings PLC fully acknowledges the importance and potential of combining education with technology. We have actively sought acquisition targets that can create long-term value for all shareholders. Following careful discussions by the Company's board of directors, we have identified the following key areas and directions for our future strategic developments:

BEACON RISE HOLDINGS PLC

FOR THE INTERIM PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

1. Focus on Advanced Global Technologies, Particularly Artificial Intelligence (AI)

- Target Sectors

We will concentrate on acquiring companies within the AI, emerging service industries, and educational technology sectors. These industries offer high growth potential and align with the latest technological advancements. Our goal is to identify firms with robust technological capabilities and promising market prospects.

- AI Integration:

We will emphasise companies leveraging AI to enhance product offerings, improve customer experiences, and drive operational efficiencies. This includes AI-driven solutions for personalised learning, intelligent tutoring systems, and virtual reality applications in education.

- Emerging Service Industries:

We will target companies that utilise innovative technologies to enhance service levels and operational efficiency. This includes firms that use AI for demand forecasting, customer behavior analysis, and operational optimisation. Such capabilities will enable these companies to stand out in highly competitive markets.

2. Strengthening Corporate Governance

The Company's Board of Directors rigorously enforced various systems in accordance with UK Company Law and relevant governance and regulatory requirements for LSE Main Board-listed companies, including but not limited to a strict approval system, internal control system and an external announcement system. During this reporting period, the Company completed the high-quality audit of the 2023 annual report, which was highly recognised by the Board of Directors.

- Enhancing Governance Standards:

We will adhere strictly to the new regulations implemented by the UK Financial Conduct Authority (FCA) on 29 July 2024. Our aim is to improve our board's strategic planning capabilities and internal control systems to ensure compliance and operational transparency. By introducing advanced governance frameworks and tools, we will enhance investor confidence. Regular training and evaluation of the board will be conducted to improve governance skills and decision-making proficiency.

- Public Company Governance:

We will further strengthen our public company governance structure to comply with the new regulatory requirements. Regular governance assessments will be conducted to identify and address any shortcomings, thereby improving overall governance standards and operational efficiency. We will establish and implement a range of governance policies and procedures, including board committee charters, conflict of interest policies, and internal control policies, to ensure high standards and quality of corporate governance.

BEACON RISE HOLDINGS PLC

FOR THE INTERIM PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

3. Expanding Acquisition Scope

- Sector-Focused Acquisition Strategy:

While we will explore opportunities across various sectors, our primary focus will remain on AI, emerging service industries, and educational technology. Our goal is to find a high-growth potential company that meets the stringent listing requirements of the London Stock Exchange. We will pursue horizontal acquisitions and vertical integrations to achieve business synergy and resource optimisation.

The emphasis will be on identifying firms that can rapidly expand in the market and hold significant competitive advantages.

- Reverse Takeover Execution:

To enhance the effectiveness of reverse takeovers, we will streamline acquisition processes and strategies, ensuring the quality and suitability of target companies. Ultimately, we will focus on a single vertical segment, identifying a high-growth potential company that complies with the London Stock Exchange listing requirements. This strategic acquisition, led directly by the board, aims to enhance our market position and business capabilities.

4. Maximising Shareholder Value and Interests

- Transparency and Responsibility:

We are committed to maximising shareholder value through transparent and responsible management. We will maintain clear communication with investors, providing timely updates on strategic and operational developments to build trust and support. We will ensure that shareholders are well-informed about our development plans and strategic direction, thereby increasing investor confidence and support.

- Investor Relations:

Strengthening communication and interaction with investors is key. We will utilise investor relations management systems and hold regular investor meetings to convey our vision, strategy, and performance, thus improving investor relations management. Investors will be reminded to consider the FCA regulations effective from 29 July 2024 and make informed judgments about our future opportunities and challenges.

- Operational Security and Quality

Funds Management: Ensuring sufficient operational funds is crucial. We have employed meticulous funds management and risk control practices to maintain stability amidst market fluctuations and uncertainties. Diversified financing channels, including equity financing, debt financing, and internal cash flow, will be used to ensure adequate and stable funding. We aim to ensure that we have the necessary financial resources to pursue our strategic objectives without facing liquidity issues.

- Compliance Operations:

As a SPAC ("Special Purpose Acquisition Company"), we strictly adhere to all relevant rules to ensure legal and compliant operational activities. Regular internal audits and risk assessments are conducted to identify and mitigate potential issues, ensuring transparent and standardised operations. We have established a compliance management system, including compliance training, monitoring, and reporting, to ensure operational legality and compliance.

BEACON RISE HOLDINGS PLC

FOR THE INTERIM PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

5. Emphasising Sustainable Development

- Sustainable Development Strategy:

We are committed to sustainable development, emphasising low-efficiency energy use and environmental conservation. We will develop and implement a sustainable development strategy to ensure long-term business health. Sustainable development indicators (e.g., Environmental, Social and Governance (“ESG”)) will be used to evaluate and enhance our sustainability performance. We will publish sustainable development reports to disclose our sustainability performance and achievements to shareholders and the public. We aim to integrate sustainable practices into our business model, ensuring that growth is achieved responsibly.

- Green Operating Philosophy:

We emphasise efficient resource utilization and environmental protection and are committed to minimising our environmental impact.

6. Corporate Social Responsibility

- Fulfilling Social Responsibility:

We are actively fulfilling our social responsibilities by supporting community development, environmental projects, and educational initiatives. A social responsibility reporting mechanism will be established to regularly disclose our social responsibility efforts. We will continue to enhance environmental protection, resource conservation, and green operations, promoting sustainable development. We aim to be a responsible corporate citizen, contributing positively to society.

By pursuing these strategies and plans, Beacon Rise Holdings PLC aims to position itself as a leading player in the global market, achieving successful reverse takeovers and ensuring long-term growth and value creation for shareholders and society. Our focused approach on high-growth sectors, robust governance, and sustainable development will drive our success and ensure we meet our strategic objectives.

Risks and uncertainties

The Company has yet to complete an investment or acquisition, it has limited trading history. As such, the Company continued to be subject to the risks and uncertainties associated with an early-stage acquisition company.

The Directors are of the opinion that these risks, which were detailed in the published results for the financial period ended 31 December 2023, remain applicable to the Company.

Dividend

At this point of the Company's development, it does not anticipate declaring any dividends in the foreseeable future. Following the Company's inaugural investment or acquisition, the Directors will determine an appropriate dividend policy.

Looking forward, the Company will strictly enforce corporate governance and further strengthen the leadership of the Board of Directors over the Company. We have been actively looking for acquisition targets that can create long-term value for all shareholders and meanwhile we continue to be confident in our potential acquisition opportunities even if the volatility in capital markets continues to cause challenges across the markets.

BEACON RISE HOLDINGS PLC

FOR THE INTERIM PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

I would like to take this opportunity to thank the shareholders for their continued support as we build Beacon Rise into a significant organisation.

The Interim Report and directors' responsibility statement were approved by the Board of Directors on 22 August 2024.



Xiaobing Wang
Chairman

22 August 2024

BEACON RISE HOLDINGS PLC

FOR THE INTERIM PERIOD FROM 1 JANUARY 2024 TO 30 JUNE 2024

Directors' responsibilities statement

The Directors confirm, to the best of their knowledge, that these unaudited condensed interim financial statements:

- have been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting';
- gives a true and fair view of the assets, liabilities, financial position and profit/loss of the Company;
- includes a fair review of the information required by DTR 4.2.7R of the Disclosure and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the set of interim financial statements, and a description of the principal risks and uncertainties for the remaining six months of the year; and
- includes a fair review of the information required by DTR 4.2.8R of the Disclosure and Transparency Rules, being the information required on related party transactions.

BEACON RISE HOLDINGS PLC

**CONDENSED STATEMENT OF COMPREHENSIVE INCOME
FOR THE INTERIM PERIOD ENDED 30 JUNE 2024**

	Note	6 months ended 30 June 2024 (Unaudited) £	6 months ended 30 June 2023 (Unaudited) £
Administrative expenses		(121,002)	(127,189)
Loss from operations		(121,002)	(127,189)
Loss before taxation		(121,002)	(127,189)
Taxation on loss of ordinary activities		-	-
Loss for the period from continuing operations		(121,002)	(127,189)
Other comprehensive income		-	-
Total comprehensive loss for the period attributable to shareholders		<u>(121,002)</u>	<u>(127,189)</u>
Earnings per share (basic and dilutive)	6	<u>(0.10)</u>	<u>(0.11)</u>

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations. The notes on page 12 – 16 form an integral part of the condensed interim financial statements.

BEACON RISE HOLDINGS PLC
REGISTERED NUMBER: 13620150

CONDENSED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2024

	Note	30 June 2024 (Unaudited) £	31 December 2023 (Audited) £
Assets			
Current assets			
Other receivables		33,451	10,552
Cash and cash equivalents		235,641	344,576
Total current assets		269,092	355,128
Total assets		269,092	355,128
Liabilities			
Current liabilities			
Trade and other liabilities		34,926	69,959
Total current liabilities		34,926	69,959
Total liabilities		34,926	69,959
Net assets		234,166	285,169
Issued capital and reserves			
Share capital	7	1,191,999	1,122,000
Retained earnings		(957,833)	(836,831)
Total equity		234,166	£285,169

BEACON RISE HOLDINGS PLC

**STATEMENT OF CHANGES IN EQUITY
FOR THE INTERIM PERIOD ENDED 30 JUNE 2024**

<u>Unaudited</u>	Share capital	Shares to be issued	Retained earnings	Total equity
	£	£	£	£
Balance at 1 January 2023	1,122,000	-	(663,893)	458,107
Loss for the period	-	-	(127,189)	(127,189)
Total comprehensive loss for the period	-	-	(127,189)	(127,189)
Contributions by and distributions to owners				
Issue of share capital	-	-	-	-
Transactions with owners in own capacity	-	-	-	-
Balance at 30 June 2023	<u>1,122,000</u>	<u>-</u>	<u>(791,082)</u>	<u>330,918</u>

<u>Unaudited</u>	Share capital	Shares to be issued	Retained earnings	Total equity
	£	£	£	£
Balance at 1 January 2024	1,122,000	-	(836,831)	285,169
Loss for the period	-	-	(121,002)	(121,002)
Total comprehensive loss for the period	-	-	(121,002)	(121,002)
Contributions by and distributions to owners				
Issue of share capital	69,999	-	-	69,999
Transactions with owners in own capacity	69,999	-	-	69,999
Balance at 30 June 2024	<u>1,191,999</u>	<u>-</u>	<u>(957,833)</u>	<u>234,166</u>

BEACON RISE HOLDINGS PLC

**STATEMENT OF CASH FLOWS
FOR THE INTERIM PERIOD ENDED 30 JUNE 2024**

	6 months ended 30 June 2024 (Unaudited) £	6 months ended 30 June 2023 (Unaudited) £
Cash flows from operating activities		
Loss for the period	(121,002)	(127,189)
<i>Changes in working capital:</i>		
Increase in trade and other receivables	(22,899)	(6,968)
(Decrease)/increase in trade and other payables	(35,033)	78,241
Net cash used in operating activities	(178,934)	(55,916)
Cash flows from financing activities		
Proceeds from issue of shares	69,999	-
Net cash flow from financing activities	69,999	-
Net increase in cash and cash equivalents	(108,935)	(55,916)
Cash and cash equivalents at the beginning of period	344,576	591,452
Cash and cash equivalents at the end of the period	<u>235,641</u>	<u>535,536</u>

BEACON RISE HOLDINGS PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE INTERIM PERIOD ENDED 30 JUNE 2024

1. Accounting policies

Going concern

The Company's condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will continue to meet its liabilities as they fall due.

The Directors review the Company's financial forecast against the quarterly management accounts to assess the Company's working capital requirement. The Company has sufficient cash at bank of £235,641 to meet its forecasted liabilities based on committed cash out flows and the Company will carry out further fundraising when suitable acquisition targets are found.

It is on these considerations that the Directors have a reasonable expectation that the Company has sufficient funds and adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

2. Reporting entity

Beacon Rise Holdings Plc (the 'Company') is a limited company incorporated in the United Kingdom. The Company's registered office is at Kemp House, 160 City Road, London, England, EC1V 2NX. The Company's principal activity is being an investment vehicle and its principal activity is to seek acquisition in the primary and secondary segments of the education technology sectors.

3. Basis of preparation

These condensed interim financial statements have been prepared in accordance with International Accounting Standard ('IAS') 34 - Interim Financial Reporting. The condensed interim financial statements are for the six months to 30 June 2024, being six months from the financial year end for the Company being 31 December 2023. The interim financial statements do not include all of the information or disclosures required in the annual financial statements and should be read in conjunction with the Company's audited financial statements for the period ended 31 December 2023.

The condensed interim financial statements have not been audited or reviewed. The condensed interim financial statements do not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006. The figures have been prepared using applicable accounting policies and practices consistent with those adopted in the audited financial statements which have been delivered to the Registrar of Companies and contained an unqualified audit report. for the period ended 31 December 2023.

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The areas where judgments and estimates have been made in preparing the financial statements and their effects are disclosed in note 5.

BEACON RISE HOLDINGS PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE INTERIM PERIOD ENDED 30 JUNE 2024

The interim financial information contained in this document does not constitute statutory accounts. In the opinion of the Directors, the financial information for this period fairly presents the financial position, result of operations and cash flows for this period.

3.1 Basis of measurement

The financial statements have been prepared on the historical cost basis.

3.2 Changes in accounting policies

New standards, interpretations, and amendments adopted by the Company

During the current period the Company adopted all the new and revised standards, interpretations, and amendments that are relevant to its operations and are effective for accounting periods beginning on 1 January 2024. This adoption did not have a material effect on the accounting policies of the Company.

New standards, interpretations, and amendments not yet effective

Standards	Impact on initial application	Effective date
IFRS 1, IAS 21 (Amendments)	Lack of Exchangeability	1 January 2025
IFRS 10, IFRS 9, IFRS 1, IAS 7, IFRS 7 (Annual improvements)	Annual improvements to IFRS	1 January 2026
IFRS 7, IFRS 9 (Amendments)	Classification and Measurement of Financial Instruments	1 January 2026
IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027

The Directors are evaluating the impact that these standards may have on the financial statements of the Company. The effect of these new and amended Standards and Interpretations which are in issue but not yet mandatorily effective is not expected to be material.

3.3 Segmental analysis

The Company manages its operations in one segment, seeking a suitable investment in the primary and secondary segments of the education technology sectors. The results of this segment are regularly reviewed by the Board as a basis for the allocation of resources, in conjunction with individual investment appraisals, and to assess its performance.

4. Functional and presentational currency

These financial statements are presented in pound sterling, which is the Company's functional currency. All amounts have been rounded to the nearest pound unless otherwise indicated.

5. Accounting estimates and judgments

The Company makes estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual results may differ from these estimates and assumptions. There are no estimates and assumptions that have a significant

BEACON RISE HOLDINGS PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE INTERIM PERIOD ENDED 30 JUNE 2024**

risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

6. Earnings per share

	6 months ended 30 June 2024 (Unaudited) £	6 months ended 30 June 2023 (Unaudited) £
Loss attributable to shareholders of Beacon Rise Holdings Plc	(121,002)	(127,189)
Weighted number of ordinary shares in issue	1,174,692	1,122,000
Basic & dilutive earnings per share from continuing operations	<u>(0.10)</u>	<u>(0.11)</u>

BEACON RISE HOLDINGS PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE INTERIM PERIOD ENDED 30 JUNE 2024**

7. Share capital

Authorised

	30 June 2024 (Unaudited) Number	30 June 2024 (Unaudited) £	31 December 2023 (Audited) Number	31 December 2023 (Audited) £
Share Capital				
Ordinary shares of £1.00 each	1,180,333	1,191,999	1,122,000	1,122,000
	<u>1,180,333</u>	<u>1,191,999</u>	<u>1,122,000</u>	<u>1,122,000</u>

Issued and paid

	30 June 2024 (Unaudited) Number	30 June 2024 (Unaudited) £	31 December 2023 (Audited) Number	31 December 2023 (Audited) £
Ordinary shares of £1.00 each				
Issue of ordinary shares on incorporation - note (a)	1	1	1	1
Issue of ordinary shares – note (b)	49,999	49,999	49,999	49,999
Issue of ordinary shares – note (c)	1,037,000	1,037,000	1,037,000	1,037,000
Issue of ordinary shares – note (d)	35,000	35,000	35,000	35,000
Issue of ordinary shares – note (e)	58,333	69,999	-	-
	<u>1,180,333</u>	<u>1,191,999</u>	<u>1,122,000</u>	<u>1,122,000</u>

- (a) On incorporation on 14 September 2021, the Company issued 1 ordinary share at their nominal value of £1.
- (b) On 11 November 2021, the Company issued 49,999 ordinary shares at their nominal value of £1.
- (c) On admission to the Standard List of the LSE on 25 March 2022, the Company issued 1,037,000 ordinary shares at their nominal value of £1.
- (d) On 27 June 2022, the Company issued 35,000 ordinary shares at their nominal value of £1.
- (e) On 14 February 2024, the Company issued 58,333 ordinary shares at the value of £1.2.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE INTERIM PERIOD ENDED 30 JUNE 2024**

8. Related party transactions

During the period, £47,500 (6 months ended 30 June 2023 (unaudited): £47,500) directors' remuneration was incurred.

Other than these there were no other related party transactions.

9. Ultimate Controlling Party

The ultimate controlling party is Xiaobing Wang.

10. Capital management

The Company considers its capital to be equal to the sum of its total equity. The Company monitors its capital using a number of key performance indicators including working capital ratios.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure. The Company funds its capital requirements through the issue of new shares to investors.

11. Events subsequent to period end

There were no material events subsequent to period end that require disclosure.