

BEVERLY JCG LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 200505118M)

**ENTRY INTO ADVANCE AGREEMENTS WITH CHONG WAN PING, YEE KOK LEONG AND
CHOONG KAI SOON IN CONNECTION WITH THE SUBSCRIPTION OF SUBSCRIPTION SHARES
AND INVESTMENT WARRANTS**

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of Beverly JCG Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements on 5 April 2022 and 17 May 2022 (the “**Previous Announcements**”) in relation to the entry into five subscriptions agreements dated 1 April 2022 (the “**Subscription Agreements**”) with each of Chong Wan Ping (“**CWP**”), Yee Kok Leong (“**YKL**”), Choong Kai Soon (“**CKS**”), Pang Tee Chew and Yau Kok Seng (the “**Subscribers**”) respectively for the issue and allotment by the Company to the Subscribers of an aggregate of 735,000,000 new ordinary shares (“**Shares**”) in the capital of the Company (the “**Subscription Shares**”), together with an aggregate of 245,000,000 new warrants (the “**Investment Warrants**”), on the terms and subject to the conditions of the Subscription Agreements (the “**Subscriptions**”) and the change of use in proceeds for the Subscriptions.

Under the subscription agreement entered into between (a) CWP, one of the Subscribers, and the Company (the “**CWP Subscription Agreement**”), CWP had agreed to subscribe for 210,000,000 Subscription Shares with 70,000,000 Investment Warrants for the consideration of S\$210,000 (the “**CWP Consideration**”) on the terms and conditions of the CWP Subscription Agreement (the “**CWP Subscription**”); (b) YKL, one of the Subscribers, and the Company (the “**YKL Subscription Agreement**”), YKL had agreed to subscribe for 210,000,000 Subscription Shares with 70,000,000 Investment Warrants for the consideration of S\$210,000 (the “**YKL Consideration**”) on the terms and conditions of the YKL Subscription Agreement (the “**YKL Subscription**”); and (c) CKS, one of the Subscribers, and the Company (the “**CKS Subscription Agreement**” and together with the CWP Subscription Agreement and the YKL Subscription Agreement, the “**Relevant Subscription Agreements**”), CKS had agreed to subscribe for 105,000,000 Subscription Shares with 35,000,000 Investment Warrants for the consideration of S\$105,000 (the “**CKS Consideration**”) on the terms and conditions of the CKS Subscription Agreement (the “**CKS Subscription**” and together with the CWP Subscription and the YKL Subscription, the “**Relevant Subscriptions**”), representing an aggregate of 525,000,000 Subscription Shares with 175,000,000 Investment Warrants and an aggregate consideration of S\$525,000 (the “**Consideration**”).

Unless otherwise defined, all capitalised terms used in this Announcement shall bear the same meanings as ascribed to them in the Previous Announcements. Any reference to the time of day and date in this Announcement shall be a reference to Singapore time and date, respectively.

2. ENTRY INTO ADVANCE AGREEMENTS

As a gesture of goodwill, YKL had transferred the YKL Consideration on 10 May 2022 and CWP

and CKS had transferred the CWP Consideration and CKS Consideration respectively on 12 May 2022 prior to the completion of the Relevant Subscription Agreements.

Further to the early payment of the Consideration, the Board is pleased to announce that the Company has on 23 June 2022 entered into an advance agreement with CWP and has on 25 June 2022 entered into an advance agreements with YKL and an advance agreement with CKS (collectively, the “**Advance Agreements**”), for the early payment of the Consideration of an aggregate of S\$525,000 (the “**Advance Payments**”) which was originally payable by CWP, YKL and CKS on completion of the Relevant Subscriptions under the terms of the Relevant Subscription Agreements as follows:

Name of Subscriber	Advance Payments Amounts (\$)
Chong Wan Ping	210,000
Yee Kok Leong	210,000
Choong Kai Soon	105,000
Total	525,000

Please refer to Paragraph 3 of this announcement below for the rationale of the Company entering into the Advance Agreements.

The Company expects to enter into advance agreements with at least one or both of the remaining 2 Subscribers on the same or substantially the same terms and conditions in due course and will make the necessary announcements when and if such advance agreements are entered into.

The salient terms of the Advance Agreements are as follows:

- i. CWP, YKL and CKS agree for the Company to utilize the Advance Payments for mergers and acquisitions, repayment of debts and liabilities and working capital. The Company shall utilize the Advance Payments in the following manner which is in line with the revised use of proceeds for the Consideration as disclosed in the Company’s announcement dated 17 May 2022:

Intended use of the Advance Payments	Percentage allocation (%)	Allocation (\$'000)
For the future expansion of the Group, including but not limited to mergers with and acquisitions of similar businesses	15	79
Reduction of debts and liabilities	15	79
Working capital purposes	70	367
Total (approximately)	100	525

- ii. The Advance Payments shall be repaid within 6 months from the date of the Advance Agreements (“**Maturity Date**”), and may be extended by another 6 months (the “**Extended Maturity Date**”), subject to agreement between the Company and the Subscribers.
- iii. The Advance Payments shall bear interests of 6% per annum accrued from the date of the Advance Agreements till the date of Repayment in Shares or Repayment in Cash (the “**Repayment Date**”). The interests shall be accrued and paid in cash on the Repayment Date. The total amount of interests payable assuming the Advance Payments is paid on the Maturity Date and Extended Maturity Date is S\$15,750 and S\$31,500 respectively.
- iv. In consideration for the Advance Payments, the Company will allot and issue 525,000,000 Subscription Shares with 175,000,000 Investment Warrants at the issue price of S\$0.001 as per the Relevant Subscription Agreements (the “**Repayment in Shares**”), subject to approval by shareholders of the Company at a general meeting, on or before the Maturity Date or Extended Maturity Date (as the case may be). As a condition to the completion of the Repayment in Shares, the Company will obtain specific approval from shareholders of the Company for the issue of the relevant Subscription Shares and the relevant Investment Warrants (instead of the relevant Subscription Shares and the relevant Investment Warrant being issued pursuant to the Share Issue Mandate as originally contemplated under the Subscription Agreement). For the avoidance of doubt, there are no changes to the other conditions to the Relevant Subscriptions and such other conditions will need to be satisfied prior to the completion of the Repayment in Shares as disclosed in Paragraph 3.4 of the Company’s announcement dated 5 April 2022, including the approval in-principle for the listing and quotation of the relevant Subscription Shares and the relevant Warrant Shares on the Catalist having been obtained from the SGX-ST and not revoked or amended as at the relevant Completion Date and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Subscriber.

If shareholders’ approval is not obtained by the Maturity Date or extended Maturity Date, the Company shall repay the Advance Payments in cash (the “**Repayment in Cash**”) to CWP, YKL and CKS within 7 workings days of the Maturity Date or extended Maturity Date (as the case may be) instead of allotting and issuing the 525,000,000 Subscription Shares with 175,000,000 Investment Warrants to CWP, YKL and CKS.
- v. The terms of the Relevant Subscription Agreements remain the same except as varied by the Advance Agreements.

3. RATIONALE

Based on the Relevant Subscription Agreements, the remittance of placement funds to the Company is to take place on completion of the Relevant Subscriptions. However, CWP, YKL and CKS had voluntarily remitted the placement funds to the Company in advance of the completion of the Relevant Subscriptions as set out in Paragraph 2 of this announcement. Since the Relevant Subscriptions are subject to shareholders’ approval which will extend the timing of completion of the Relevant Subscriptions, the Company has proposed to enter the Advance Agreements so as to (i) be able to utilize the Advance Payments in accordance with the revised use of proceeds as disclosed in the Company’s announcement dated 17 May 2022; and (ii) compensate CWP, YKL and CKS for the Advance Payments in the form of interest payment based on market interest rates.

4. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Relevant Subscriptions and the Advance Agreements, save for their interests (if any) by way of their shareholdings and/or directorships, as the case may be, in the Company.

In addition, CWP, YKL and CKS are not under the control or influence of any of the Company's directors or substantial shareholders.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Advance Agreements, the Relevant Subscriptions, the Relevant Subscription Agreements, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

6. TRADING CAUTION

Shareholders and potential investors are advised to exercise caution in trading their Shares. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

7. DOCUMENTS FOR INSPECTION

Copies of the Advance Agreements and the Relevant Subscription Agreements are available for inspection during normal business hours at the registered office of the Company at 600 North Bridge Road, Parkview Square, #06-02, Singapore 188778 for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Dato' Ng Tian Sang @ Ng Kek Chuan
Executive Chairman and Chief Executive Officer

26 June 2022

This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor").

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Vanessa Ng (Telephone: +65 6389 3065 and Email: vanessa.ng@morganlewis.com).