

BEVERLY JCG LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 200505118M)
(the “**Company**”)

**PART PAYMENT OF SALARIES IN SHARES IN LIEU OF CASH OF UP TO 57,120,000 SHARES
IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.001 PER SHARE**

1. BACKGROUND

- 1.1 The board of directors (the “**Board**” or “**Directors**”) of Beverly JCG Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that it has on 8 September 2021, resolved that certain mid to high management level employees of the Company and its Singapore subsidiary, excluding Directors of the Company (the “**Employees**”) shall have 20% of their salaries from 1 October 2021 to 31 March 2022 paid in shares of the Company (the “**Employee Shares**”) in lieu of cash (the “**Resolution**”).
- 1.2 Pursuant to the terms of the Resolution, the salaries payable in shares of the Company amounts to up to S\$57,120 which shall be satisfied by the allotment and issuance of up to 57,120,000 new Shares to the Employees (the “**Allotment**”), at the issue price of S\$0.001 (the “**Issue Price**”) per Employee Share. None of the Employees will become a substantial shareholder of the Company as a result of the allotment and issuance of the Employee Shares.
- 1.3 The Employee Shares shall be allotted and issued pursuant to the general share issue mandate granted by the Company’s shareholders at the Company’s annual general meeting held on 29 June 2021 (the “**Share Issue Mandate**”).

2. INFORMATION ON THE EMPLOYEES

- 2.1. Details of the shareholding of the Employees on completion of the Allotment are set out below:

Number of Employee Shares	Employee Shares as a % of the Existing Issued Share Capital on a fully diluted basis⁽¹⁾	Employee Shares as a % of the Enlarged Issued Share Capital on a fully diluted basis⁽²⁾
57,120,000	0.32	0.32

Notes:

- (1) Number of Employee Shares divided by 17,927,715,589 Shares, being the number of issued shares in the capital of the Company as at the date hereof (the “**Existing Issued Share Capital**”).
- (2) Number of Employee Shares divided by 17,984,835,589 Shares, being the aggregate of the number of Employee Shares and the Existing Issued Share Capital (the “**Enlarged Issued Share Capital**”).
- 2.2. The issuance and allotment of the Employee Shares, whether in isolation or in aggregate, will not result in a transfer of controlling interest of the Company.
- 2.3. As at the date of this announcement, the Employees in aggregate currently hold (a) 640,566,675 ordinary shares of the Company which represents 3.57% of the existing issued and paid-up share capital (excluding treasury shares) of the Company as at the date of this

announcement and approximately 3.88% of the enlarged issued and paid-up share capital (excluding treasury shares) of the Company after the allotment and issue of the 57,120,000 new ordinary shares in the capital of the Company; and (b) 3,122,230 warrants convertible into 3,122,230 shares of the Company. Each of the Employees is not a person whom the Company is prohibited from issuing securities to, as provided for by Rule 812 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist. To the best of the Company’s knowledge, save as disclosed above and in relation to the Allotment, each of the Employees does not have any connection (including business relationship) with the Company, its Directors and substantial shareholders.

- 2.4. The Company has decided to place the Employee Shares to the Employees so as to conserve cash. In addition, this also provides the Employees with the opportunity to participate in the equity of the Company and motivate them towards better performance through increased dedication and loyalty. The Employees have agreed to this arrangement with respect to their salaries for the months from 1 October 2021 to 31 March 2022.

3. THE ALLOTMENT

3.1. The Issue Price

The Issue Price represents the volume weighted average price of S\$0.001 for trades done on the SGX-ST on 7 September 2021 (being the last full market day on which trades were done immediately preceding the date of the Resolution) (the “**VWAP**”). The VWAP is S\$0.001.

3.2. The Employee Shares

There is no moratorium imposed on the Employee Shares.

The Employee Shares, when issued and delivered, shall be free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and shall carry all rights similar to the existing Shares except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the completion of the Allotment.

3.3. Additional Listing Application

The Company will, through its Catalist sponsor, be making an application to the SGX-ST for the listing and quotation of the Employee Shares on the Catalist Board. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the Employee Shares has been obtained from the SGX-ST.

4. FINANCIAL EFFECTS OF THE ALLOTMENT

The financial effects of the Allotment set out below are for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Company and the Group after completion of the Allotment.

The financial effects of the Allotment on the Group have been computed based on the latest available audited financial statements of the Group for the financial year ended 31 December 2020 (“**FY2020**”) and the following bases and assumptions:

- (a) the expenses incurred in the Allotment are disregarded for the purposes of calculating

the financial effects;

- (b) the financial effect on the consolidated net tangible liabilities (“**NTA**”) per Share of the Group is computed based on the assumption that the Allotment was completed on 31 December 2020; and
- (c) the financial effect on the consolidated loss per Share (“**LPS**”) of the Group is computed based on the assumption that the Allotment was completed on 1 January 2020.

NTA per Share

	Before the Allotment	After adjusting for the Employee Shares
NTA per share (S\$ cents)	0.024	0.024

LPS

	Before the Allotment	After adjusting for the Employee Shares
LPS per share (S\$ cents)	0.032	0.033

5. ALLOTMENT AND ISSUANCE OF THE EMPLOYEE SHARES

The Employee Shares will be allotted and issued pursuant to the Share Issue Mandate obtained at the annual general meeting of the Company held on 29 June 2021 (the “**AGM**”). Pursuant to the Share Issue Mandate, Directors have the authority to issue: (a) Shares; (b) convertible securities; (c) additional securities arising from the adjustment to (b) above; and (d) Shares arising from the conversion of securities in (b) and (c) above (collectively, “**Instruments**”), provided that the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments, made or granted) does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM, of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM.

As at the date of the AGM, the total number of issued Shares (excluding treasury shares and subsidiary holdings) was 17,927,715,589. Accordingly, the total number of Shares that may be issued pursuant to the Share Issue Mandate is 17,927,715,589 Shares, of which the maximum number of Shares that can be issued other than on a pro rata basis is 8,963,857,794 Shares. As at the date of this announcement, nil Shares have been issued pursuant to the Share Issue Mandate. As such, the 57,120,000 Employee Shares which may be issued pursuant to the Allotment fall within the limits of the Share Issue Mandate.

6. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

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

In addition, each of the Employees are not under the control or influence of any of the Company's directors or substantial shareholders.

7. 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 Allotment, 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.

8. TRADING CAUTION

Shareholders and potential investors are advised to exercise caution in trading their Shares. There is no certainty or assurance as at the date of this announcement that the proposed allotment and issuance of the Employee Shares will be completed or that no changes will be made to the terms thereof. 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.

BY ORDER OF THE BOARD

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

25 November 2021

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 (the "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).