

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

SUBSCRIPTION OF 18,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.0108 PER SHARE, TOGETHER WITH 6,166,000 NEW WARRANTS EXERCISABLE INTO 6,166,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN EXERCISE PRICE OF S\$0.025 PER NEW WARRANT

1. BACKGROUND

- 1.1. The Board of Directors (the “**Board**” or the “**Directors**”) of Beverly JCG Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that it has entered into two subscriptions agreements dated 18 March 2024 (the “**Subscription Agreements**”) with each of Lim Sin Khong and Lee Li Li (the “**Subscribers**” and each a “**Subscriber**”) for the issue and allotment by the Company to the Subscribers of an aggregate of 18,500,000 new ordinary shares (“**Shares**”) in the capital of the Company (the “**Subscription Shares**”), together with an aggregate of 6,166,000 new warrants (the “**Investment Warrants**”), on the terms and subject to the conditions of the Subscription Agreements (the “**Subscriptions**”).
- 1.2. Pursuant to the terms of the Subscription Agreements, the Company proposes to raise capital by issuing the Subscription Shares to the Subscribers at an issue price of S\$0.0108 per Subscription Share (the “**Issue Price**”), to raise gross proceeds of S\$199,800.
- 1.3. Each Investment Warrant is convertible into, and shall carry the right to subscribe for, one (1) Warrant Share (as defined in paragraph 3.3 of this announcement) at an exercise price of S\$0.025 per Investment Warrant, to raise additional gross proceeds of up to S\$154,150. Please refer to paragraph 3.3 of this announcement for further details on the Investment Warrants and the Warrant Shares.
- 1.4. The Subscription Shares and the Investment Warrants 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 28 April 2023 (the “**Share Issue Mandate**”).
- 1.5. The Subscriptions are not underwritten and no placement agent will be appointed for the Subscriptions. The Subscriptions will be undertaken pursuant to a private placement exemption under Section 272B of the Securities and Futures Act (Chapter 289) of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Subscriptions.

2. INFORMATION ON THE SUBSCRIBERS

- 2.1. Details of the shareholding of each Subscriber on completion of the Subscriptions (and assuming that the Investment Warrants are exercised in full, such number of Warrant Shares (the “**Maximum Warrant Shares**”), as well as the aggregate consideration to be paid by the Subscriber pursuant to the Subscriptions and exercise of all the Investment Warrants, are set out below:

Name of Subscriber	Number of shares held as at the date of this Announcement	Number of warrants held as at the date of this Announcement	Subscription Shares and Maximum Warrant Shares	Number of shares held as at the date of this Announcement, as a % of the Existing Issued Share Capital ⁽¹⁾	Number of shares (including Subscription Shares and Maximum Warrant Shares) held as of the date of this Announcement, as a % of the Enlarged Issued Share Capital ⁽²⁾	Number of shares (including Subscription Shares and Maximum Warrant Shares,) and warrants held as at the date of this Announcement, as a % of the Enlarged Issued Share Capital (together with existing warrants and employee share options) on a fully diluted basis ⁽³⁾
Lim Sin Khong	5,685,062	3,882,214 out of which 3,125,457 listed warrants are held through Philip Securities Pte Ltd as intermediary and 756,757 unlisted warrants are held in his name	11,333,000	0.97%	2.78%	2.81%
Lee Li Li	-	-	13,333,000	-	2.18%	1.79%
Total	5,682,062	3,882,214	24,666,000	0.97%	4.96%	4.60%

Notes:

- (1) Number of existing Shares held by each Subscriber divided by 587,449,745 Shares, being the number of issued shares in the capital of the Company as at the date hereof (the “Existing Issued Share Capital”).
- (2) Aggregate of the number of existing Shares, the Subscription Shares and the Maximum Warrant Shares held/to be held by each Subscriber divided by 612,115,745 Shares, being the aggregate of the number of Subscription Shares, the Maximum Warrant Shares and the Existing Issued Share Capital (the “Enlarged Issued Share Capital”).
- (3) Aggregate of the number of existing Shares and warrants, the Subscription Shares and the Maximum Warrant Shares held/to be held by each Subscriber divided by 743,097,239 Shares, being the aggregate of the Subscription Shares, the Maximum Warrant Shares, the Existing Issued Share Capital and the new Shares upon full exercise or conversion of all outstanding convertible securities of the Company as of the date of this Announcement.

2.2. The issuance and allotment of the Subscription Shares and the Maximum Warrant Shares, whether in isolation or in aggregate, will not result in a transfer of controlling interest of the Company.

2.3. The information of each Subscriber is set out as follows:

Name of Subscriber	Number of Subscription Shares to be issued	Subscription Price	Number of warrants to be issued ⁽⁴⁾	Warrants Exercise Price	Whether each Subscriber has existing direct/indirect relationship (including business relationship) and shareholding in Company	Background and role of each Subscriber
Lim Sin Khong	8,500,000	S\$0.0108	2,833,000	S\$0.025	As at the date of this announcement, the Subscriber holds 5,685,062 shares representing approximately 0.97% of the Existing Issued Share Capital through a custodian bank account with Philip Securities Pte Ltd ("LSK Custodian Arrangement"). In addition, the Subscriber holds 3,882,214 warrants of which 3,125,457 warrants are held through the LSK Custodian Arrangement. The warrants are convertible into 3,882,214 shares in the Company. Save as disclosed above, the Subscriber does not have any existing direct/indirect relationship (including business relationship) with the Company.	The Subscriber has many years of experience in various businesses ranging from trading, manufacturing, investment, leisure to recreation industry. He holds a Diploma in Business Studies, United Kingdom. He was previously a director of a public listed company in Malaysia. He is currently a retiree and sits on the boards and committees of several non-profit organisations. He is also actively involved in community and charitable activities. The Subscriber will have no role in the Company and will be a passive investor.
Lee Li Li	10,000,000	S\$0.0108	3,333,000	S\$0.025	The Subscriber does not have any existing direct/indirect relationship (including business relationship) and shareholding in the Company.	The Subscriber is a private investor who has expressed her interest in taking up new shares in the Company for investment purposes. The Subscriber will have no role in the Company and will be a passive investor.

Notes:

(4) Warrants to be issued are rounded down to the nearest thousand-lot.

Each of the Subscribers 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 Subscriptions, the Subscribers do not have any connection (including business relationship) with the Company, its Directors and substantial shareholders.

3. THE SUBSCRIPTIONS

3.1. The Issue Price and Consideration

The Subscribers propose to subscribe for an aggregate of 18,500,000 Subscription Shares with 6,166,000 Investment Warrants for an aggregate consideration of S\$199,800 (the “**Consideration**”) at an Issue Price of S\$0.0108 per Subscription Share. The Issue Price represents a 10% discount to the volume weighted average price of S\$0.012 per Share (“**VWAP**”) for trades done on the SGX-ST on 15 March 2024 (being the last full market day on which trades were done immediately preceding the date of the Subscription Agreement).

3.2. The Subscription Shares

There is no moratorium imposed on the Subscription Shares.

The Subscription 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 Subscription.

3.3. The Investment Warrants and Warrant Shares

There is no moratorium imposed on the Investment Warrants or the Warrant Shares.

In addition to the Subscription Shares, the Subscribers are entitled to one (1) Investment Warrant convertible into one (1) Warrant Share at an exercise price of S\$0.025 for every three (3) Subscription Shares subscribed for by the Subscribers under the Subscription Agreements.

The Investment Warrants will be freely and immediately detachable upon issue, will be issued in registered form and will not be listed and traded separately (whether on the Catalist Board of the SGX-ST (the “**Catalist**”) or elsewhere). There is no additional consideration paid for the entitlement to the Investment Warrants.

Subject to the terms and conditions governing the Investment Warrants to be set out in an instrument by way of a deed poll (the “**Deed Poll**”), each Investment Warrant shall carry the right to subscribe for one (1) Share (the “**Warrant Share**”) at the exercise price of S\$0.025 (the “**Investment Warrants Exercise Price**”) at any time during the period commencing on the date of issue of the Investment Warrants and expiring on the day immediately preceding the third (3rd) anniversary of the date of issue of the Investment Warrants (the “**Investment Warrants Exercise Period**”). The Investment Warrants that remain unexercised at the expiry of the Investment Warrants Exercise Period shall lapse and cease to be valid for any purpose. The Investment Warrants are non-transferable under the terms and conditions of the Deed Poll.

The Investment Warrants Exercise Price and the number of Investment Warrants shall be

subject to adjustments under certain circumstances as provided for in the Deed Poll and appropriate announcements on the adjustments will be made by the Company.

The Company shall, not later than one (1) month before the expiry of the Investment Warrants Exercise Period (the “**Investment Warrants Expiry Date**”), announce the Investment Warrants Expiry Date on SGXNET.

3.4. **Conditions**

Completion of the Subscriptions is conditional upon:

- (a) the Share Issue Mandate being valid, subsisting and adequate for the purposes of the issue of the Subscription Shares and the Investment Warrants as at the date of completion of the Subscriptions (the “**Completion Date**”);
- (b) approval in-principle for the listing and quotation of the Subscription Shares and the Warrant Shares on the Catalist being obtained from the SGX-ST and not revoked or amended as at the Completion Date and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Subscribers;
- (c) the issue and subscription of the Subscription Shares and the issue of the Investment Warrants not being prohibited by any statute, order, rule or regulation promulgated after the date of the Subscription Agreements by any applicable legislative, executive or regulatory body or authority of Singapore;
- (d) there having been no occurrence of any event or discovery of any fact rendering any of the warranties in the Subscription Agreements untrue or incorrect in any material respect as at the Completion Date as if they had been given again on the Completion Date; and
- (e) the Company and the Subscribers not being in breach of any of the undertakings and the covenants in the respective Subscription Agreements as at the Completion Date.
- (f) the completion and satisfactory outcome of Know-Your-Client and due diligence checks to be conducted by the Company on the Subscribers.

If the conditions set forth in paragraphs 3.4(a) and 3.4(b) above are not satisfied within five (5) months from the date of the Subscription Agreements (or such other date as may be mutually agreed between the Company and the respective Subscribers), the Subscription Agreements shall terminate and the obligations of the Company to issue the Subscription Shares and the Investment Warrants and the Subscribers to subscribe for the Subscription Shares shall *ipso facto* cease and determine thereafter, and no party shall have any claim against the others for costs, expenses, damages, losses, compensation or otherwise in respect of the Subscriptions, save for any antecedent breach of the Subscription Agreements or the parties’ respective liability for the payment of costs and expenses under the Subscription Agreements.

3.5. **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 Subscription Shares and the Warrant Shares on the Catalist. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the Subscription Shares and the Warrant Shares has been obtained from the SGX-ST.

4. FINANCIAL EFFECTS OF THE SUBSCRIPTIONS

The financial effects of the Subscriptions 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 Subscriptions.

The financial effects of the Subscriptions on the Group have been computed based on the latest available unaudited financial statements of the Group for the financial year ended 31 December 2023 (“FY2023”) and the following bases and assumptions:

- (a) the expenses incurred in the Subscriptions 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 Subscriptions was completed on 31 December 2023;
- (c) the financial effect on the consolidated loss per Share (“LPS”) of the Group is computed based on the assumption that the Subscriptions was completed on 1 January 2023.

NTA per Share

NTA	Before the Subscriptions	After adjusting for the Subscription Shares	After adjusting for the Subscription Shares and the Maximum Warrant Shares
Consolidated NTA (S\$'000)	(1,912)	(1,712)	(1,558)
Number of issued shares	587,449,745 ⁽¹⁾	605,949,745	612,115,745
Consolidated NTA per share (S\$ cents)	(0.325)	(0.283)	(0.255)

- (1) The number of issued shares includes the additional shares that were issued pursuant to the recent completion of the Rights Cum Warrants Issue on 21 February 2024 as per the Company’s announcement on 22 February 2024, assuming the shares were issued as at 31 December 2023.

LPS

LPS	Before the Subscriptions	After adjusting for the Subscription Shares	After adjusting for the Subscription Shares and the Maximum Warrant Shares
Loss attributable to owners of the Company (S\$'000)	2,218	2,218	2,218
Weighted average number of issued shares	587,449,745 ⁽²⁾	605,949,745	612,115,745
LPS - Basic (S\$ cents)	0.378	0.366	0.362

- (2) The number of issued shares includes the additional shares that were issued pursuant to the recent completion of the Rights Cum Warrants Issue on 21 February 2024 as per the Company’s announcement on 22 February 2024, assuming the shares were issued as at 1 January 2023.

5. RATIONALE AND USE OF PROCEEDS

The Company's rationale for the Subscriptions is that the Subscriptions will be used to strengthen the financial position and capital base of the Group. The Board is cautiously confident that the additional working capital together with an effective strategic plan and a strong management team to execute the plans of the Company will allow the Group to grow successfully and steadily. The net proceeds will be used for the future expansion of the Group as well as for the working capital needs of the Group.

The net proceeds from the Subscriptions of approximately S\$199,800 (the "**Share Subscription Net Proceeds**") will be used by the Company in the following estimated proportions:

Use of Proceeds	Percentage Allocation (%)	Amount of the Share Subscription Net Proceeds (S\$)
Funding growth, development and expansion of its existing medical aesthetics and healthcare business and exploration of new business opportunities as and when they arise	10	19,980
Working capital purposes mainly comprising: (i) Manpower costs; (ii) Professional fees such as compliance costs and continuing listing expenses; and (iii) Administrative and head office expenses	90	179,820
Total	100	199,800

Assuming all the Investment Warrants are exercised, the estimated gross proceeds from the exercise of the Investment Warrants will be approximately S\$154,150 (the "**Investment Warrants Exercise Proceeds**"). As and when the Investment Warrants are exercised, the Investment Warrants Exercise Proceeds may, at the discretion of the Directors, be applied largely in the following proportions:

Use of Proceeds	Percentage Allocation (%)	Amount of the Investment Warrants Exercise Proceeds (S\$)
Funding growth, development and expansion of its existing medical aesthetics and healthcare business and exploration of new business opportunities as and when they arise	10	15,415
Working capital purposes mainly comprising: (i) Manpower costs; (ii) Professional fees such as compliance costs and continuing listing expenses; and (iii) Administrative and head office expenses	90	138,735
Total	100	154,150

Pending the use of the Share Subscription Net Proceeds and the Investment Warrants Exercise Proceeds, such amounts may be deposited in financial institutions or be used for working capital or any other purpose on a short-term basis.

The Company will make periodic announcements as and when the Share Subscription Net Proceeds and the Investment Warrants Exercise Proceeds are materially disbursed and whether the disbursements are in accordance with the use of proceeds as stated in this announcement.

The Company will also provide a status report on the use of the Share Subscription Net Proceeds and the Investment Warrants Exercise Proceeds in the Company's annual report. Where the Share Subscription Net Proceeds and the Investment Warrants Exercise Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the Company's announcements and annual report.

Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

6. DIRECTORS' CONFIRMATION

The Directors are of the opinion that, after taking into consideration the Group's present financial position, including its banking facilities, its bank and cash balances, the Group will have adequate working capital for its present requirements, with or without the Subscriptions taking place. Notwithstanding the foregoing, the Directors are of the opinion that the Share Subscription Net Proceeds and the Investment Warrants Exercise Proceeds will further strengthen and supplement the Group's financial position and capital base.

7. ALLOTMENT AND ISSUANCE OF THE SUBSCRIPTION SHARES, THE INVESTMENT WARRANTS AND THE WARRANT SHARES

The Subscription Shares and the Investment Warrants (and on exercise of the Investment Warrants, the Warrant Shares) will be allotted and issued pursuant to the Share Issue Mandate obtained at the annual general meeting of the Company held on 28 April 2023 (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 393,628,231. Accordingly, the total number of Shares that may be issued pursuant to the Share Issue Mandate is 393,628,231 Shares, of which the maximum number of Shares that can be issued other than on a pro rata basis is 196,814,115 Shares. As at the date of this announcement, 2,272,727 Shares have been issued to Evolve Capital Advisory Private Limited pursuant to an agreement dated 7 July 2023. Accordingly, the

remaining total number of Shares that may be issued pursuant to the Share Issue Mandate is 391,355,504 Shares. As such, the 18,500,000 Subscription Shares and the 6,166,000 Investment Warrants (and on exercise of the Investment Warrants, up to 6,166,000 Warrant Shares) which may be issued pursuant to the Subscription Agreement fall within the limits of the Share Issue Mandate.

8. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Subscriptions, 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 Subscribers is not under the control or influence of any of the Company's directors or substantial shareholders.

9. 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 Subscriptions, the 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.

10. 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 Subscription Shares with Investment Warrants or the exercise of the Investment Warrants 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.

11. DOCUMENTS FOR INSPECTION

A copy of each of the Subscription Agreements are available for inspection during normal business hours at the registered office of the Company at 160 Robinson Road, #05-08 SBF Centre, Singapore 068914 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
Deputy Chairman and Chief Executive Officer

18 March 2024

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "Sponsor") for compliance with the relevant rules of the SGX-ST. It has not been examined or approved by 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.

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