

(1) ENTRY INTO ADVANCE AGREEMENTS WITH YAU KOK SENG AND PANG TEE CHEW IN CONNECTION WITH THE SUBSCRIPTION OF SUBSCRIPTION SHARES AND INVESTMENT WARRANTS

(2) CONVERSION OF ADVANCE PAYMENTS OF S\$735,000 TO EQUITY

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, 17 May 2022 and 26 June 2022 (the “**Previous Announcements**”) in relation to the (a) 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 (“**PTC**”), and Yau Kok Seng (“**YKS**”), (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**”); (b) revised allocation of net proceeds and (c) entry into advance agreements with CWP, YKL and CKS in connection with the subscription of their respective Subscription Shares and Investment Warrants.

Under the subscription agreement entered into between (a) YKS, one of the Subscribers, and the Company (the “**YKS Subscription Agreement**”), YKS had agreed to subscribe for 105,000,000 Subscription Shares with 35,000,000 Investment Warrants for the consideration of S\$105,000 (the “**YKS Consideration**”) on the terms and conditions of the YKS Subscription Agreement (the “**YKS Subscription**”) and (b) PTC, one of the Subscribers, and the Company (the “**PTC Subscription Agreement**” and together with the YKS Subscription Agreement, the “**Relevant Subscription Agreements**”), PTC had agreed to subscribe for 105,000,000 Subscription Shares with 35,000,000 Investment Warrants for the consideration of S\$105,000 (the “**PTC Consideration**”) on the terms and conditions of the PTC Subscription Agreement (the “**PTC Subscription**” and together with the YKS Subscription, the “**Relevant Subscriptions**”), representing an aggregate of 210,000,000 Subscription Shares with 70,000,000 Investment Warrants and an aggregate consideration of S\$210,000 (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, YKS had transferred the YKS Consideration on 24 May 2022 and PTC had transferred the PTC Consideration on 11 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 27 Jan 2023 entered into advance agreements with YKS and PTC (collectively, the “**Advance Agreements**”), for the early payment of the Consideration of an aggregate of S\$210,000 (the “**Advance Payments**”) which was originally payable by YKS and PTC on completion of the Relevant Subscriptions under the terms of the Relevant Subscription Agreements as follows:

| Name of Subscriber | Advance Payments (S\$) |
|--------------------|------------------------|
| Yau Kok Seng | 105,000 |
| Pang Tee Chew | 105,000 |
| Total | 210,000 |

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

The salient terms of the Advance Agreements are as follows:

- i. YKS and PTC 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 amount (S\$'000) |
|-------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------------------------|
| For the future expansion of the Group, including but not limited to mergers with and acquisitions of similar businesses | 15 | 31 |
| Reduction of debts and liabilities | 15 | 31 |
| Working capital purposes | 70 | 148 |
| Total | 100 | 210 |

- 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 interest payable assuming the Advance Payments is paid on the Maturity Date and Extended Maturity Date is S\$6,300 and S\$12,600 respectively.

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 the Subscribers within 7 workings days of the Maturity Date or extended Maturity Date (as the case may be) instead of allotting and issuing Subscription Shares with Investment Warrants.

- iv. 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, YKS and PTC 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 into 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 YKS and PTC for the Advance Payments in the form of interest payment based on market interest rates.

4. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Witpro Sdn Bhd, an associate of YKS, has shares in the Company, comprising less than 5% of the share capital of the Company and is a director of Beverly Wilshire Medical Centre Sdn Bhd, Beverly Wilshire Medical Centre (JB) Sdn Bhd and Beverly Wilshire Tropicana Mall Sdn Bhd.

Save as disclosed above, 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, YKS and PTC are not under the control or influence of any of the Company's directors or substantial shareholders.

5. CONVERSION OF ADVANCE PAYMENTS OF S\$735,000 TO EQUITY

In consideration for the Advance Payments of S\$210,000 from YKS and PTC, and together with the Advance Payments of S\$525,000 as disclosed in the Company's announcement dated 26 June 2022, the Company will allot and issue Subscription Shares with Investment Warrants at the issue price of S\$0.0011, representing a premium of approximately 10% to the five (5) day volume weighted average market price of Shares done on the Catalist up to and including 26 Jan 2023 to the Subscribers (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, other than the issue price of S\$0.0011, 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.

6. 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.

7. 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.

8. 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 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

27 January 2023

*This announcement has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It 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 Mr. Jerry Chua (Telephone: +65 6241 6626 and Email: jerrychua@evolvecapitalasia.com).