

**PROPOSED CAPITALISATION OF OUTSTANDING SALARIES AND DIRECTORS' FEES INTO
81,117,845 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY**

1. INTRODUCTION

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 the Company had on 3 March 2025 entered into debt capitalisation deeds (the “**Debt Capitalisation Deeds**”) with each of the following for the Proposed Debt Capitalisation (as defined below):

- (a) Dato' Ng Tian Sang @ Ng Kek Chuan (“**Dato' Ng**”);
- (b) Mr Howard Ng How Er (“**Mr Howard Ng**”);
- (c) Dr. Lam Lee G (“**Dr Lam**”);
- (d) Mr Yap Siew Sin (“**Mr Yap**”);
- (e) Mr Cheung Wai Man, Raymond (“**Mr Cheung**”);
- (f) Mr Kong Sin Seng (“**Mr Kong**”);
- (g) Mr Ng Jwee Phuan @ Frederick (Eric) (“**Mr Eric Ng**”);
- (h) Dr Mohamad Nasir Bin Zahari @ Johari.

(each a “**Creditor**”, collectively, the “**Creditors**”).

2. THE PROPOSED DEBT CAPITALISATION AND INFORMATION ON THE CREDITORS

2.1. Executive Directors

The Group had entered into service agreements with Dato' Ng and Mr Howard Ng (the “**Executive Directors**”) and pursuant to such service agreements, monthly salaries are due to the Executive Directors for services rendered.

2.2. Independent Directors

At the annual general meetings of the Company convened on 28 April 2022, 28 April 2023 and 29 April 2024, shareholders had approved, *inter alia*, the payment of directors' fees to (a) Dr Lam, (b) Mr Cheung, (c) Mr Kong (collectively, the “**Former Directors**”), (d) Mr Yap and (e) Mr Eric Ng (together with the Former Directors, the “**Independent Directors**”) for the financial years ended 31 December 2022 (“**FY2022**”), 31 December 2023 (“**FY2023**”) and 31 December 2024 (“**FY2024**”, and together with FY2022 and FY2023, the “**Relevant Period**”).

2.3. Doctor

Dr Mohamad Nasir Bin Zahari @ Johari (the “**Doctor**”) is currently a doctor employed by the Company's subsidiary, namely Beverly Wilshire Medical Centre Sdn Bhd.

The Group had entered into an employment contract with the Doctor, and pursuant to such employment contract, monthly remuneration is due to the Doctor for services rendered.

2.4. Capitalisation of Outstanding Debt

As at the date of this announcement, the amount owing by the Company and its subsidiaries (where applicable) to the Creditors as outstanding salaries and directors' fees for the Relevant Period intended to be capitalised is S\$754,396 (the "**Outstanding Debt**"). For the avoidance of doubt, no interest is charged on or accruing on the Outstanding Debt.

- 2.5. Pursuant to the terms of the Debt Capitalisation Deeds, the Creditors have agreed to convert the Outstanding Debt, being an aggregate amount of S\$754,396 (the "**Capitalisation Amount**") into 81,117,845 new ordinary shares in the capital of the Company ("**Debt Conversion Shares**") at the conversion price of S\$0.0093 per Debt Conversion Share ("**Conversion Price**"), which represents the volume weighted average price ("**VWAP**") of S\$0.0093 for each ordinary share, based on the trades done on the shares in the capital of the Company on the Catalist on 3 March 2025 (the "**Proposed Debt Capitalisation**").
- 2.6. The Debt Conversion Shares are issued in full repayment of the Capitalisation Amount. Upon the allotment and issuance of the Debt Conversion Shares to the Creditors, the Capitalisation Amount shall be deemed to be fully repaid.
- 2.7. Details of the Creditors, the Capitalisation Amount owing by the Company to each Creditor and the number of Debt Conversion Shares to be allotted and issued to each Creditor pursuant to the Debt Capitalisation Deeds are set out below:

Name of Creditor	Details of the Creditors	Capitalisation Amount	Number of Debt Conversion Shares
Existing Directors			
Dato' Ng	Dato' Ng is the Deputy Chairman and Chief Executive Officer of the Company. As of the date of this announcement, he holds (a) 70,777,780 shares in the capital of the Company (" Shares ") directly, and (b) 89,363,911 Shares indirectly, representing 9.35% and 11.80%, respectively, of the total existing issued and paid-up share capital of the Company. Dato' Ng also holds 3,000,000 warrants convertible into 3,000,000 ordinary shares. Dato' Ng is also deemed to be interested in the 26,450,483 Shares, 35,049,712 Shares and 27,863,796 Shares held by Datin' Wong Ling Chu, Mr Howard Ng How Er and Mr Alexander Ng Zhonglie, who are his spouse and sons respectively.	S\$459,866	49,447,956
Mr Howard Ng	Mr Howard Ng is the Executive Director and Deputy Chief	S\$76,400	8,215,053

	Executive Officer of the Company. As of the date of this announcement, he holds 35,049,712 Shares, representing 4.63% of the total existing issued and paid-up share capital of the Company. For the avoidance of doubt, he is not a substantial shareholder of the Company.		
Mr Yap	Mr Yap is an Independent Director of the Company. As of the date of this announcement, he does not hold any Shares in the Company. For the avoidance of doubt, he is not a substantial shareholder of the Company.	S\$66,800	7,182,795
Mr Eric Ng	Mr Eric Ng is an Independent Director of the Company. As of the date of this announcement, he holds 7,422,600 Shares, representing 0.98% of the total existing issued and paid-up share capital of the Company. For the avoidance of doubt, he is not a substantial shareholder of the Company.	S\$4,800	516,129
Former Directors			
Dr Lam	Dr Lam was an Independent Director of the Company from 14 May 2018 to 28 April 2023. As of the date of this announcement, he holds 1,087,320 Shares in the Company, representing 0.14% of the total existing issued and paid-up share capital of the Company. For the avoidance of doubt, he is not a substantial shareholder of the Company.	S\$31,932	3,433,548
Mr Cheung	Mr Cheung was an Independent Director of the Company from 28 February 2019 to 29 April 2024. As of the date of this announcement, he holds 722,000 Shares, representing 0.10% of the total existing issued and paid-up share capital of the Company. For the avoidance of doubt, he is not a substantial shareholder of the Company.	S\$37,800	4,064,516
Mr Kong	Mr Kong was an Independent Director of the Company from 1 May 2023 to 31 December 2024.	S\$15,808	1,699,784

	As of the date of this announcement, he does not hold any Shares in the Company.		
Doctor			
Dr Mohamad Nasir Bin Zahari @ Johari	Dr Nasir is a doctor of Beverly Wilshire Medical Centre Sdn Bhd, a subsidiary of the Company. As of the date of this announcement, he does not hold any Shares in the Company.	S\$60,990	6,558,064
Total		S\$754,396	81,117,845

2.8. No placement agent was appointed or is to be appointed for the Proposed Debt Capitalisation and for the allotment and issuance of the Debt Conversion Shares.

2.9. There are no share borrowing arrangements entered into to facilitate the Proposed Debt Capitalisation.

3. KEY TERMS OF THE PROPOSED DEBT CAPITALISATION

3.1. Conversion Price

The Capitalisation Amount owing to the Creditors will be converted at the Conversion Price of S\$0.0093. The Conversion Price represents the volume weighted average price of the Company's Shares of S\$0.0093 for trades done on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 3 March 2025, being the full market day on which the Debt Capitalisation Deeds were signed and which the Shares were traded.

The issue price for each Debt Conversion Share was arrived at after taking into consideration, *inter alia*, the prevailing market conditions and financial performance of the Group, the recent share prices of the Company, the rationale for the Proposed Debt Capitalisation as set out in paragraph 5 below, and was mutually agreed between the Company and the Creditors.

3.2. Debt Conversion Shares

The Creditors will be allotted and issued the Debt Conversion Shares in the proportions set out in paragraph 2.7 above. In aggregate, a total of 81,117,845 Debt Conversion Shares will be issued and allotted to the Creditors, of which (a) 65,361,933 Debt Conversion Shares will be issued and allotted to the existing Directors ("**Directors' Shares**"), and (b) 15,755,912 Debt Conversion Shares will be issued and allotted to the former Directors and the Doctor ("**Former Directors' and Doctor's Shares**").

The Debt Conversion Shares, when allotted and issued, 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 such Debt Conversion Shares will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the completion of the Proposed Debt Capitalisation.

The proposed allotment and issuance of the Debt Conversion Shares will not result in a transfer of controlling interest in the Company pursuant to Rule 803 of the SGX-ST Listing Manual Section B: Rules of Catalist ("**Catalist Rules**").

3.3. Conditions Precedent

Completion of the Proposed Debt Capitalisation is conditional upon the following conditions (“**Conditions**”):

- (a) (with regard only to the 49,447,956 Directors’ Shares to be allotted and issued to Dato’ Ng (“**DN Shares**”)) a resolution passed by the Shareholders excluding Dato’ Ng and his associates (“**DN Independent Shareholders**”) approving the allotment and issuance of the DN Shares pursuant to the Proposed Debt Capitalisation;
- (b) (with regard only to the 8,215,053 Directors’ Shares to be allotted and issued to Mr Howard Ng (“**HN Shares**”)) a resolution passed by the Shareholders excluding Mr Howard Ng and his associates (“**HN Independent Shareholders**”) approving the allotment and issuance of the HN Shares to Mr Howard Ng pursuant to the Proposed Debt Capitalisation;
- (c) (with regard only to the 7,182,795 Directors’ Shares to be allotted and issued to Mr Yap (“**YSS Shares**”)) a resolution passed by the Shareholders excluding Mr Yap and his associates (“**YSS Independent Shareholders**”) approving the allotment and issuance of the YSS Shares to Mr Yap pursuant to the Proposed Debt Capitalisation;
- (d) (with regard only to the 516,129 Directors’ Shares to be allotted and issued to Mr Eric Ng (“**EN Shares**”)) a resolution passed by the Shareholders excluding Mr Eric Ng and his associates (“**EN Independent Shareholders**”) approving the allotment and issuance of the EN Shares to Mr Eric Ng pursuant to the Proposed Debt Capitalisation;
- (e) the receipt by the Company of approval in-principle for the listing of and quotation for the Debt Conversion Shares on the Catalist Board of the SGX-ST (“**Catalist**”) being obtained from the SGX-ST and not revoked or amended as at the date of completion of the Proposed Debt Capitalisation (“**Completion Date**”) and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Creditors;
- (f) the Company having obtained all other necessary consents, approvals and waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Proposed Debt Capitalisation and to give effect to the Proposed Debt Capitalisation being obtained and not having been withdrawn or revoked as at the Completion Date;
- (g) the Proposed Debt Capitalisation not being prohibited by any statute, order, rule or regulation promulgated after the date of the Debt Capitalisation Deeds by any legislative, executive or regulatory body or authority of Singapore;
- (h) there having been no occurrence of any event or discovery of any fact rendering any of the warranties set out in the Debt Capitalisation Deeds untrue or incorrect in any material respect as at the Completion Date as if they had been given again on the Completion Date; and
- (i) the Company and the Creditors not being in breach of any of the undertakings and the covenants in the Debt Capitalisation Deeds as at the Completion Date.

If the Conditions are not satisfied after three (3) months from the date of the Debt Capitalisation Deed (the “**Long-Stop Date**”), the affected Debt Capitalisation Deed shall terminate upon which the obligations of (a) the Company to issue the affected Debt Conversion Shares to the relevant Creditor, and (b) the relevant Creditor to subscribe for the Debt Conversion Shares, shall cease thereafter, save for any antecedent breach of that Debt Capitalisation Deed.

3.4. **Completion**

The completion of the Proposed Debt Capitalisation will occur on the date falling three (3) business days after all of the Conditions have been satisfied and/or waived, or such other date as may be mutually agreed between the Creditors and the Company.

3.5. **Moratorium**

Each of the Creditors have also undertaken to the Company that he shall not, for a period of three (3) months from the date of allotment and issuance of the Debt Conversion Share:

- (a) pledge, mortgage, charge or otherwise create any encumbrance over all or any part of the Debt Conversion Shares or any interest in all or any part of the Debt Conversion Shares or enter into any agreement to effect the foregoing;
- (b) sell, transfer or otherwise dispose of, or grant any option over, all or any part of the Debt Conversion Shares held by him, or otherwise sell, transfer or otherwise dispose of, or grant any option over, all or any part of their legal or beneficial interest in such shares, or enter into any agreement to effect the foregoing.

4. **ADDITIONAL LISTING APPLICATION**

The Company, through its continuing sponsor, will make an application to the SGX-ST for the listing of and quotation for the Debt Conversion Shares on the Catalist. The Company will make the necessary announcements upon receipt of the listing and quotation notice from the SGX-ST.

The Debt Conversion Shares to be allotted and issued pursuant to the Proposed Debt Capitalisation are conditional upon the grant of the listing and quotation notice by the SGX-ST and the conditions in the listing and quotation notice being fulfilled.

5. **RATIONALE FOR THE PROPOSED DEBT CAPITALISATION**

- 5.1. Based on the latest audited consolidated financial statements of the Group for the financial year ended 31 December 2023 (“**FY2023**”), the Group and the Company recorded a total loss of S\$2,412,000 and S\$1,555,000 respectively. As at 31 December 2023, the Group’s current liabilities exceeded its current assets by S\$4,052,000.
- 5.2. In view of the financial performance of the Group for FY2023, the Board has decided to undertake the Proposed Debt Capitalisation to strengthen its capital base by converting the Capitalisation Amount into equity of the Company.
- 5.3. The Proposed Debt Capitalisation would be in the interest of the Group and will enable the Group to (i) enable the Company to conserve cash; (ii) provide the Directors with the opportunity to participate in the equity of the Company and motivate them towards better performance

through increased dedication and loyalty; and (iii) encourage the alignment of interests between the Directors and Shareholders whilst not compromising their independence.

- 5.4. The Board is of the opinion that the successful completion of the Proposed Debt Capitalisation would allow the Group to apply more of its cash flow towards its ongoing business operations or to explore other business opportunities instead of being committed towards debt servicing and repayment. The Proposed Debt Capitalisation is also a show of confidence by the Creditors in the viability and anticipated performance of the Group.

6. CHANGES IN SHAREHOLDING INTERESTS OF THE CREDITORS

- 6.1. Following the completion of the Proposed Debt Capitalisation, the changes in shareholding interests of the Creditors in the Company are set out in **Appendix 1**.
- 6.2. The Creditors have confirmed to the Company that they do not have any existing interest (whether direct or indirect) in the Shares of the Company as of the date of this announcement, except as disclosed in **Appendix 1**.
- 6.3. To the best of the Company's knowledge, except as disclosed in this announcement, including paragraph 2.7 above), there is no connection (including business relationship) between the Creditors and the Company, Directors or substantial Shareholders of the Company and none of the Creditors will be holding the Debt Conversion Shares in trust or as a nominee.

7. SHAREHOLDERS' APPROVALS REQUIRED FOR THE PROPOSED DEBT CAPITALISATION AND ALLOTMENT AND ISSUANCE OF DIRECTORS' SHARES

7.1. Rule 804 and Rule 812 of the Catalyst Rules

Rule 804 of the Catalyst Rules provides, *inter alia*, that except in the case of an issue made on a pro rata basis to shareholders or a scheme referred to in Part VIII of Chapter 8 of the Catalyst Rules, no director of an issuer, or associate of the director, may participate directly or indirectly in an issue of equity securities or convertible securities unless shareholders in general meeting have approved the specific allotment. Such directors and associates must abstain from exercising any voting rights on the matter.

In addition, Rule 812(1) and Rule 812(2) of the Catalyst Rules provide, *inter alia*, that an issue of shares must not be placed to an issuer's directors and substantial shareholders and their immediate family members unless specific shareholders' approval for such placement has been obtained, and the person and its associates must abstain from voting on the resolution approving the placement.

As the Directors' Shares will be allotted and issued to (a) Dato' Ng, (b) Mr Howard Ng, (c) Mr Yap, and (d) Mr Eric Ng (the "**Existing Directors**"), each a Director and/or a substantial Shareholder of the Company, Shareholders' approval is required to be obtained in connection with the allotment and issuance of the Directors' Shares to the Existing Directors pursuant to Rule 804 and Rule 812 of the Catalyst Rules.

The Creditors (save for the Existing Directors) have confirmed to the Company that they are currently not persons to whom the Company is prohibited from issuing shares to, as provided for by Rule 812(1) of the Catalyst Rules. Accordingly, none of the Debt Conversion Shares will be issued and allotted to any restricted person under Rule 812(1) of the Catalyst Rules, save for the allotment and issuance of Directors' Shares to the Existing Directors for which the approval of Shareholders will be sought in a general meeting.

7.2. **Rule 805(1) of the Catalist Rules**

Section 161 of the Companies Act 1967 of Singapore and Rule 805(1) of the Catalist Rules provide, inter alia, that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer unless the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer is made pursuant to a general mandate previously obtained from shareholders of the issuer by resolution in a general meeting as provided in Rule 806(1) of the Catalist Rules.

The Company is seeking specific Shareholders' approval for the allotment and issuance of the Directors' Shares to the Existing Directors in accordance with Rule 805(1) of the Catalist Rules. The Company will be relying on the Share Issue Mandate (defined below in paragraph 8.1 of this announcement) for the allotment and issuance of the Former Directors' and Doctor's Shares. Please refer to paragraph 8.1 below for further details.

7.3. **Interested Person Transaction under Chapter 9 of the Catalist Rules**

Dato' Ng is the Deputy Chairman and Chief Executive Officer of the Company; Mr Howard Ng is the Executive Director; and Deputy Chief Executive Officer of the Company and Mr Yap and Mr Eric Ng are Independent Directors of the Company. As Dato' Ng, Mr Howard Ng, Mr Yap and Mr Eric Ng are Directors of the Company, they are deemed to be interested persons under Chapter 9 of the Catalist Rules. However, by virtue of Rule 915(8) of the Catalist Rules, where the transaction involves the payment of, amongst others, Directors' fees and employment remuneration, such transactions need not comply with the requirements of, amongst others, Rules 905, 906 and 907 of the Catalist Rules.

Although the Proposed Debt Capitalisation would be considered "interested person transactions" pursuant to Chapter 9 of the Catalist Rules, the Outstanding Debt (including the Capitalisation Amount) and the issue and allotment of the Directors' Shares pursuant thereto are in settlement of the outstanding directors' salaries and directors' fees, and accordingly, the Company is not required to obtain Shareholders' approval under Chapter 9 of the Catalist Rules.

7.4. **Abstention from Voting**

Pursuant to Rules 804 and 812 of the Catalist Rules, (a) Dato' Ng and his associates, (b) Mr Howard Ng and his associates, (c) Mr Yap and his associates, and (d) Mr Eric Ng and his associates, shall abstain from exercising their voting rights in respect of all Shares owned by them and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed Debt Capitalisation and the issue and allotment of the Directors' Shares to Dato' Ng, Mr Howard Ng, Mr Yap and Mr Eric Ng respectively.

8. **AUTHORITY FOR THE ALLOTMENT AND ISSUANCE OF FORMER DIRECTORS' AND DOCTOR'S SHARES TO THE FORMER DIRECTORS AND DOCTOR**

- 8.1. The Former Directors' and Doctor's Shares to be allotted and issued to the Former Directors and Doctor will be allotted and issued pursuant to the share issue mandate (the "**Share Issue Mandate**") obtained at the annual general meeting of the Company held on 29 April 2024 (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, in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions

and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that, *inter alia*, the aggregate number of Shares and convertible securities that may be issued must not be more than 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings.

- 8.2. As at the date of the AGM, the total number of issued Shares (excluding treasury shares and subsidiary holdings) was 589,532,745. Accordingly, the total number of Shares that may be issued pursuant to the Share Issue Mandate is 589,532,745 Shares, of which the maximum number of Shares that can be issued other than on a pro rata basis is 294,766,372 Shares. As at the date of this announcement, 164,964,336 Shares have been issued pursuant to the completion of the various corporate exercises as per the Company's announcements on 16 May 2024, 31 May 2024, 10 January 2025 and 6 February 2025. Accordingly, the remaining total number of Shares that may be issued pursuant to the Share Issue Mandate is 424,568,409 Shares. As such, the 15,755,912 Former Directors' and Doctor's Shares which may be issued pursuant to the Debt Capitalisation Deeds fall within the limits of the Share Issue Mandate.

9. FINANCIAL EFFECTS OF THE PROPOSED DEBT CAPITALISATION AND ALLOTMENT AND ISSUANCE OF DEBT CONVERSION SHARES

The following tables illustrating the financial effects of the Proposed Debt Capitalisation on the Company have been computed based on the latest audited consolidated financial statements of the Group for FY2023, a Conversion Price of S\$0.0093 and disregarding the expenses to be incurred in relation to the Proposed Debt Capitalisation.

9.1. NTA per Share

Assuming that the Proposed Debt Capitalisation was completed on 31 December 2023, the effect on the Company's NTA per share as at 31 December 2023 would be as follows:

As at 31 December 2023	Before the Proposed Debt Capitalisation	After the Proposed Debt Capitalisation
NTA attributable to the equity holders of the Company as at 31 December 2023 (S\$'000)	(1,912)	(1,158)
Number of Shares	757,274,859 ⁽¹⁾	838,392,704
NTA per Share (S\$ cents)	(0.252)	(0.138)

Note:

- (1) The number of issued shares includes the additional shares that were issued pursuant to the recent completion of the Rights Cum Warrants Issue, the Share Awards, the completion of the Proposed Transactions and the Exercise of Warrants as per the Company's announcements on 22 February 2024, 22 March 2024, 16 May 2024, 31 May 2024, 6 January 2025, 10 January 2025 and 6 February 2025 respectively, assuming the shares were issued as at 31 December 2023.

9.2. Loss per Share (“LPS”)

Assuming that the Proposed Debt Capitalisation was completed on 1 January 2023, the effect on the Company’s LPS for FY2023 would be as follows:

For FY2023	Before the Proposed Debt Capitalisation	After the Proposed Debt Capitalisation
Group loss after tax attributable to the equity holders of the Company	2,218	2,218
Weighted average number of Shares (excluding treasury shares)	624,530,999 ⁽¹⁾	705,648,844
LPS per Share (S\$ cents)	0.355	0.314

Note:

(1) The number of issued shares includes the additional shares that were issued pursuant to the recent completion of the Rights Cum Warrants Issue, the Share Awards, the completion of the Proposed Transactions and the Exercise of Warrants as per the Company’s announcements on 22 February 2024, 22 March 2024, 16 May 2024, 31 May 2024, 6 January 2025, 10 January 2025 and 6 February 2025 respectively, assuming the shares were issued as at 1 January 2023.

10. CONFIRMATION BY DIRECTORS

The Proposed Debt Capitalisation will not result in any new cash proceeds for the Company. The Directors are of the opinion that after taking into consideration the present bank facilities available to the Group and the operating cash flows of the Group, the working capital available to the Group is sufficient to meet its present requirements.

11. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement in relation to each of the Existing Directors, none of the Directors or substantial Shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Debt Capitalisation (other than through their respective shareholdings and/or directorships in the Company, if any).

12. CIRCULAR AND EGM

The Company will be convening an extraordinary general meeting (“EGM”) to seek, among others, (a) DN Independent Shareholders’ approval for the allotment and issuance of DN Shares to Dato’ Ng, (b) HN Independent Shareholders’ approval for the allotment and issuance of HN Shares to Mr Howard Ng, (c) YSS Independent Shareholders’ approval for the allotment and issuance of YSS Shares to Mr Yap, and (d) EN Independent Shareholders’ approval for the allotment and issuance of EN Shares to Mr Eric Ng. A circular containing, *inter alia*, the notice of the EGM and details of the Proposed Debt Capitalisation will be despatched to the Shareholders in due course.

13. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of each Debt Capitalisation Deed entered into with each Creditor is available for inspection at the Company’s registered office at 160 Robinson Road, #05-08, Singapore

Business Federation Center, Singapore 068914 during normal business hours for a period of three (3) months from the date of this announcement.

14. FURTHER ANNOUNCEMENTS

The Company will make further announcements on the Proposed Debt Capitalisation as and when there are material developments.

15. 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 Proposed Debt Capitalisation, and 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.

16. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution in trading their Shares as there is no certainty or assurance as at the date of this announcement that the Proposed Debt Capitalisation will be completed or that no changes will be made to the terms thereof as it is subject to the fulfilment of terms and conditions set out in the Debt Capitalisation Deed (including the Conditions). The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully, and should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

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

3 March 2025

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Jerry Chua (Tel: (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.

APPENDIX 1

Following the completion of the Proposed Debt Capitalisation and assuming no further new Shares were issued by the Company, the changes in shareholding interests of the Creditors in the Company are set out below:

Name of Creditor	Debt Capitalisation Amount	Before the Proposed Debt Capitalisation		Details of the Proposed Debt Conversion Shares and Allotment and Issuance of the Debt Conversion Shares			After the Proposed Debt Conversion	
		Number of Shares Held	Number of Shares held as a percentage of the Existing Issued Share Capital ⁽¹⁾	Number of Debt Conversion Shares to be Allotted and Issued	Number of Debt Conversion Shares held as a percentage of the Existing Issued Share Capital ⁽¹⁾	Number of Debt Conversion Shares held as a percentage of the Enlarged Issued Share Capital ⁽²⁾	Number of Shares Held	Number of Shares held as a percentage of the Enlarged Issued Share Capital ⁽²⁾
Dato' Ng ⁽³⁾	S\$459,866	70,777,780	9.35%	49,447,956	6.53%	5.90%	120,225,736	14.34%
Mr Howard Ng	S\$76,400	35,049,712	4.63%	8,215,053	1.08%	0.98%	43,264,765	5.16%
Dr Lam	S\$31,932	1,087,320	0.14%	3,433,548	0.45%	0.41%	4,520,868	0.54%
Mr Yap	S\$66,800	-	-	7,182,795	0.95%	0.86%	7,182,795	0.86%
Mr Cheung	S\$37,800	722,000	0.10%	4,064,516	0.54%	0.48%	4,786,516	0.57%
Mr Kong	S\$15,808	-	-	1,699,784	0.22%	0.20%	1,699,784	0.20%
Mr Eric Ng	S\$4,800	7,422,600	0.98%	516,129	0.07%	0.06%	7,938,729	0.95%
Dr Mohamad Nasir Bin Zahari @ Johari	S\$60,990	-	-	6,558,064	0.87%	0.78%	6,558,064	0.78%

Notes:

(1) Based on existing issued and paid-up share capital of the Company of 757,274,859 Shares as at the date of this announcement ("Existing Issued Share Capital").

(2) Based on the 81,117,845 Debt Conversion Shares and the enlarged issued and paid-up share capital of the Company of 838,392,704 Shares and assuming no further allotment and issuance of new Shares prior to completion of the Proposed Debt Conversion ("**Enlarged Issued Share Capital**").

(3) Dato' Ng Tian Sang @ Ng Kek Chuan is deemed to be interested in the Shares held by Datin' Wong Ling Chu, Howard Ng How Er and Alexander Ng Zhonglie ("**Dato' Ng and Family**").

Hence, as of the date of this announcement, Dato' Ng's interest in the Shares (held directly or indirectly) is approximately 21.15% of the existing share capital of 757,274,859 Shares.

After completion of the Proposed Debt Capitalisation, Dato' Ng's interest in the Shares (held directly or indirectly) is approximately 25.98% of the enlarged share capital of 838,392,704 Shares.

After completion of the Proposed Debt Capitalisation and assuming (i) the conversion of only all convertible securities held by Dato' Ng and Family and (ii) all other convertibles (not otherwise held by Dato' Ng and Family) are not converted, Dato' Ng's interest in the Shares (held directly or indirectly) is approximately 26.24% of the enlarged share capital of 841,392,704 Shares.

After completion of the Proposed Debt Capitalisation and assuming the conversion of all convertible securities of the Company, Dato' Ng's interest in the Shares (held directly or indirectly) is approximately 26.03% of the enlarged share capital of 848,227,586 Shares.