



18 November 2024
ASX Announcement (ASX:OJC)

Prospectus lodged in connection with transformative merger

The Original Juice Company (**OJC** or the **Company**) (ASX:OJC) is pleased to announce the lodgement of its prospectus on 15 November 2024 in connection with its proposed re-listing on ASX (**Prospectus**). The Prospectus includes an offer to eligible OJC shareholders, and other select investors and existing SPC employees to raise between \$1 million and \$5 million (before costs) and is a key milestone towards implementation of the transformative merger between OJC, SPC Global Limited (**SPC**) and the powdered milk business owned by Nature One Dairy (Australia) Pte Ltd (**Nature One Dairy**) (**Proposed Transaction**), as announced on 2 October 2024.

Highlights

- The merger of OJC, SPC and the powdered milk business owned by Nature One Dairy (**NOD Business**) creates a market leading Australian and global food and beverage company (**Merged Group**).
- OJC to raise between \$1 million and \$5 million (before costs), with the ability to take oversubscriptions, to support OJC's re-listing.
- Eligible OJC shareholders, other select investors and existing SPC employees may participate in the offer.
- The Company anticipated to be reinstated to trading in mid-December 2024.

Details of Capital Raise

The Company is undertaking an offer of between 666,667 to 3,333,334 new fully paid ordinary shares in OJC (**Shares**) at an issue price of \$1.50 per new Share to raise between \$1 million and \$5 million (before costs), with an ability to take oversubscriptions (**Capital Raise**). The Capital Raise is not underwritten.

The Capital Raise is conditional upon the following events occurring:

- the minimum subscription amount of \$1 million is raised under the Capital Raise;
- the Company receives conditional approval for re-quotation of its Shares on ASX;
- Resolutions 1 to 4 set out in the notice of meeting dated 24 October 2024 are passed at OJC's general meeting to be held on 22 November 2024; and
- completion of the SPC acquisition and NOD Business acquisition.

The Capital Raise will comprise the following two offers:

- a **Priority Offer**, which consists of an offer to select investors and existing SPC employees who have received an invitation from OJC; and
- an **OJC Shareholder Offer**, being an offer to eligible existing shareholders of OJC.

Applications under the Capital Raise must be for a minimum of \$2,250 and can only be made by completing and lodging an application form. Eligible investors under the Priority Offer and eligible OJC shareholders under the OJC Shareholder Offer will receive a personalised invitation to apply for Shares. Application forms will not be made available until after the exposure period has expired on 22 November 2024.

The allotment of new Shares under the Priority Offer and the OJC Shareholder Offer will be determined by the Company's directors, and applications may be scaled back if there are oversubscriptions.

Indicative Timetable

The indicative timetable for the Capital Raise and the broader Proposed Transaction is set out below.

| Event | Date |
|---|------------------|
| Notice of Meeting despatched to Shareholders | 24 October 2024 |
| Lodgement of the Prospectus with ASIC | 15 November 2024 |
| Extraordinary General Meeting | 22 November 2024 |
| Opening Date of the Priority Offer and the OJC Shareholder Offer | 25 November 2024 |
| Closing Date of the Priority Offer and the OJC Shareholder Offer | 5 December 2024 |
| Effective date for Share Consolidation | 5 December 2024 |
| Last day for trading in pre-consolidation securities | 6 December 2024 |
| Trading on a post-consolidated basis commences on a deferred settlement basis | 9 December 2024 |
| Record date for Share Consolidation | 10 December 2024 |
| First day for the Company to update its register for the Consolidation, despatch post-Consolidation holding statements and notify ASX | 12 December 2024 |
| Completion of the SPC Acquisition and Nature One Dairy Acquisition | 13 December 2024 |
| Allotment of Shares under this Prospectus (on a post-Consolidation basis) | 13 December 2024 |
| Despatch of holding statements for Shares under the Offers | 16 December 2024 |

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| Last day for the Company to update its register for the Consolidation, despatch post-Consolidation holding statements and notify ASX | 17 December 2024 |
| Anticipated date the suspension is lifted and the Company's Securities re-commence trading on ASX under the ASX code "SPG" (subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and subject to ASX agreeing to reinstate the Company's Shares to quotation) | 19 December 2024 |

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the directors reserve the right to vary these dates, including the Closing Date, without prior notice.

Additional Information

Further information and application instructions for the Capital Raise are detailed in the prospectus lodged on 15 November 2024.

Before deciding whether to apply for Shares under the Capital Raise, you should read the Prospectus in its entirety and consider the risk factors that could affect the performance of the Company, and carefully consider these factors in the light of your investment objectives, financial situation and particular needs (including financial and taxation issues).

The Board recommends that you seek professional guidance from your stockbroker, lawyer, accountant or professional adviser before deciding whether to apply for the Shares offered under the Prospectus.

If you have any questions in request of the Capital Raise or the Prospectus, please contact the OJC Offer Information Line on 1300 816 156 (within Australia) or +61 2 8072 1416 (outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday (Business Days only) during the Offer Period (as set out in the above indicative timetable).

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This announcement was authorised by the OJC Board.

For more information, please contact:

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About The Original Juice Company

The Original Juice Co. Limited (ASX: OJC) is an Australian-based food processing company that uses a combination of conventional juice processing equipment and custom-developed equipment and processes to manufacture a range of high-quality juices, fibres, infused fruits



and fruit waters that are sold as branded products or ingredients to customers domestically and overseas.

OJC uses a range of processing technologies, including Counter Current Extraction (CCE) technology which was developed in conjunction with Australia's CSIRO to extract juice from fruit and vegetables. Its processing facilities are currently located in Mill Park, Victoria. OJC is aiming to generate shareholder value through exploring opportunities for growth in the functional food, beverage and nutraceutical markets in Australian and key international markets, including China.

For more information visit: <https://www.ojcltd.com.au/>