

**SPC Global Holdings Ltd (ASX:SPG)**  
**(formerly The Original Juice Co. Ltd (ASX:OJC))**  
**Pre-Quotation Disclosure**

**12 December 2024**

SPC Global Holdings Ltd (ASX:SPG) (formerly The Original Juice Co. Ltd (ASX:OJC)) (the **Company**) provides the following information in connection with its re-admission to the official list of ASX.

Unless the context requires otherwise, defined terms in this document have the meaning given to them in the Company's replacement prospectus dated 22 November 2024 (**Prospectus**).

**1 Confirmation of completion of Offers**

The Company confirms the close of the Offers under the Prospectus and the issue of:

- (a) 1,586,922 Shares at an issue price of \$1.50 per Share to raise approximately \$2.38 million under the Priority Offer and the OJC Shareholder Offer;
- (b) 132,707,108 Consideration Shares to the SPC Vendors under the SPC Vendor Offer;
- (c) 28,333,333 Consideration Shares to the Nature One Dairy Shareholder under the Nature One Dairy Offer; and
- (d) 1,449,275 options over Shares (exercisable at \$1.38 each and expiring two years from the date of the Company's re-admission to ASX) to the Kuisine Vendors under the Kuisine Vendor Offer.

**2 Capital Structure**

The Company's capital structure at the date of this document is:

	Shares	Options
Securities on issue after Consolidation	29,626,185	900,000 <sup>1</sup>
Securities issued to the SPC Vendors (or their nominees)	132,707,108	Nil
Securities issued to the Nature One Dairy Shareholder (excluding Holdback Shares)	28,333,333	Nil
Issue of New Shares under the Priority Offer and OJC Shareholder Offer	1,586,922	Nil
Other Securities Issues	728,334	4,449,275 <sup>2</sup>
<b>TOTAL</b>	<b>192,981,882</b>	<b>13,449,275</b>

**Notes:**

- 1 Options expiring 30 June 2024, exercisable at \$1.48 each.
- 2 Includes the following:

- (a) 1,449,275 options over Shares (exercisable at \$1.38 each and expiring two years from the date of the Company's re-admission to ASX) issued to the Kuisine Vendors under the Kuisine Vendor Offer; and
- (b) 3,000,000 options over Shares (exercisable at \$1.50 each, subject to vesting) issued to Robert Iervasi under the LTI Plan. These options will vest across a 3 year period, with 1,000,000 options vesting each year, subject to the satisfaction of performance hurdles. The expiry date of these options is 5 years from the date of issue.

### 3 Escrowed Securities

- (a) A total of 27.63% of the Company's Shares will be subject to voluntary escrow, on the terms and conditions set out in section 7.11 of the Prospectus. This proportion of Shares subject to escrow equates to 80% of the total number of Shares held by interests associated with Kerry Smith, Hussein Rifai, Andrew Cohen, Nick Dimopoulos, Selva Nithan Thirunavukarasu and Brandt Family Holdings Pty Ltd, as outlined in the following table:

Shareholder	Shareholding	Shareholding as a % of total Shares	Shareholding subject to escrow as a % of total Shares
R&JS Smith Investments Pty Ltd (an entity associated with Kerry Smith)	5,000,000	2.59%	2.07%
Hajer Pty Ltd (an entity associated with Hussein Rifai)	23,015,496	11.93%	9.54%
Nehoc Pty Ltd (an entity associated with Andrew Cohen)	15,919,051	8.25%	6.60%
The Eights Nominees Pty Ltd (an entity associated with Selva Nithan Thirunavukarasu)	6,137,465 <sup>1</sup>	3.18%	2.54%
Brandt Family Holdings Pty Ltd	7,671,832	3.98%	3.18%
Topshield International Pte Ltd	8,895,215	4.61%	3.69%
<b>TOTAL</b>	<b>66,639,059</b>	<b>34.53%</b>	<b>27.63%</b>

**Note:**

- 1 The Eights Nominees Pty Ltd holds 29,152,961 Shares, but only the 6,137,465 Shares held on behalf of Selva Nithan Thirunavukarasu are subject to escrow arrangements.

- (b) The Company will have a free float of 72.37% on re-admission to the Official List of ASX.

### 4 Confirmation on the key transaction documents

The Company confirms that:

- (a) in respect of the SPC Acquisition:
  - (i) all conditions precedent relating to the MID and SPC Share Sale Agreement have been satisfied; and
  - (ii) completion of the SPC Acquisition (including the acquisition of 100% of the issued capital of SPC and issue of 132,707,108 Shares to the SPC Shareholders) has occurred;

- (b) in respect of the Nature One Dairy Sale Deed:
  - (i) all conditions precedent relating to the Nature One Dairy Sale Deed have been satisfied; and
  - (ii) completion of the Nature One Dairy Acquisition (including the issue of 28,333,333 Shares and payment of \$3,000,000 cash to the Nature One Dairy Vendor) has occurred. The parties have agreed to defer payment of the remaining cash consideration until 20 December 2024;
- (c) in respect of the Debt Facility, all conditions precedent relating to draw down of an amount not less than \$105 million have been satisfied; and
- (d) in respect of the Kuisine Vendor Offer:
  - (i) completion of acquisition of 100% of the issued capital of the Kuisine Group by SPC has occurred; and
  - (ii) completion of the Kuisine Vendor Offer (including the issue of the Kuisine Options) has occurred.

## **5 Change of Company Name**

The Company confirms that it has changed its name to "SPC Global Holdings Ltd" with ASIC.