

CROWD-SOURCED FUNDING OFFER DOCUMENT

DATED 10 JUN 2021



**BBT
CLUB**

BUBBLE TEA CLUB PTY LTD

CROWD-SOURCED FUNDING OFFER DOCUMENT

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Dated 10.06.2021

OFFER OF FULLY-PAID ORDINARY SHARES IN BUBBLE TEA CLUB PTY LTD AT \$1.50 PER SHARE TO RAISE A MAXIMUM OF \$2,000,000

This crowd-sourced funding (**CSF**) offer document relates to the Offer of fully-paid ordinary shares in Bubble Tea Club Pty Ltd. This Offer is made under the CSF regime in Part 6D.3A of the Corporations Act 2001 (**Corporations Act**).

Issuer

Bubble Tea Club Pty Ltd
ACN 640 745 571

Intermediary

Birchal Financial Services Pty Ltd
AFSL 502618

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SECTION 1. RISK WARNING

Crowd-sourced funding is risky. Issuers using this facility include new or rapidly growing ventures. Investment in these types of ventures is speculative and carries high risks.

You may lose your entire investment, and you should be in a position to bear this risk without undue hardship.

Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares.

Your investment is unlikely to be liquid. This means you are unlikely to be able to sell your shares quickly or at all if you need the money or decide that this investment is not right for you.

Even though you have remedies for misleading statements in the offer document or misconduct by the company, you may have difficulty recovering your money.

There are rules for handling your money. However, if your money is handled inappropriately or the person operating the platform on which this offer is published becomes insolvent, you may have difficulty recovering your money.

Ask questions, read all information given carefully, and seek independent financial advice before committing yourself to any investment.



SECTION 2. INFORMATION ABOUT THE COMPANY

Hey Guys,

It's Pam and Jenny, the co-founders of Bubble Tea Club. In the peak of COVID, April 2020 last year, we turned the bitter tea of losing our income into a \$2+ million business - all within 12 months of starting¹.

COVID hit us pretty hard.

The marketing work Pam did for her hospitality clients evaporated overnight and Jeny was stood down from her job as an optometrist.

We weren't going to take our COVID job losses lying down. We quickly picked ourselves up and came up with a raft of potential ideas, and one really popped - DIY bubble tea kits.

Pam² said to Jenny, 'imagine if people could easily make bubble tea from home without breaking the bank?'

The next day, Jenny and Justin (another co-founder) rocked up to Pam's house with bubble tea ingredients made in Taiwan. Pam shot content in her living room, Tim and Yi (the final co-founders) set up the website and we launched within four days.



LETTER FROM THE FOUNDERS

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1. The company launched its website on 10th of April 2020, but was incorporated on 6 May 2020.
2. Individual has provided consent for inclusion of this statement.

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And as soon as we uploaded the kits and a DIY video on social media- likes, comments, shares and sales went viral from the start.

It's never really stopped since then. And we don't intend to stop.

We're ready to double down on the strategies we know work to turn this Aussie brand into a global business.

We know there is demand as we launched our marketing campaigns into the United States and Canada where we identified the customer acquisition cost is lower than in Australia.

To tap into this demand, we are aiming to send our products to these regions and champion them the same we've done for Australia.

To do this, we need to bolster our team and systems, onboard advisors and consultants, and bring in extra stock and funds to make it happen. That's where equity crowdfunding came in. There's no better way to say thank you than by sharing our success with our community. That's you!

Afterall, you're the ones who got us here. Our community is at the core of our business. We honestly wouldn't be here today without their support.

We're going global and want you on board. Are you ready to take it to the next level?

JENNY LE & PAM YIP
Co-Founders & Directors



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2.1 COMPANY DETAILS

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This offer of shares is made by
Bubble Tea Club Pty Ltd
ACN 640 745 571
(Company).

COMPANY DETAILS

Company name
Bubble Tea Club Pty Ltd
ACN 640 745 571

Date of incorporation
06.05.2020

Registered office
6 Edinburgh St,
Oakleigh South VIC 3167
AUSTRALIA

Principal place of business
6 Edinburgh St,
Oakleigh South VIC 3167
AUSTRALIA

Other related companies
N/A

OFFER DETAILS

Offer type
Crowd-sourced funding

Offer date
10.06.2021

Offer details
Offer of fully-paid
ordinary shares in
Bubble Tea Club Pty Ltd
at \$1.50 per share to raise
a maximum of \$2,000,000



2.2 DESCRIPTION OF THE BUSINESS

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2.2.1 ABOUT THE COMPANY

Here's the tea about Bubble Tea Club.

Bubble tea is a phenomenon all across the world but before Bubble Tea Club existed, you would have to order from a bubble tea store to satisfy your bubble tea craving.

Imagine not being able to make your own coffee or tea and always having to pay someone \$7-9 to make it for you. Absolutely wild.

That's before Bubble Tea Club existed. We sell DIY bubble tea kits that are convenient, cost-effective and best of all, they taste as good as the shops!



We're founded on the values of premium quality, strong sense of community and personable experience.

Our mission is to empower our customers by letting them take control of their experience from when they make their bubble tea drink to when they interact with Bubble Tea Club.

Over 20,000 customers have been making their bubble tea at home. COVID lockdowns resulted in the perfect environment for the Bubble Tea Club to exponentially grow.

And thanks to the fanatical nature of our customers - Bubble Tea Club is now gearing up for global expansion and are inviting all Australians to buy shares in their company.

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2.2.2 PRODUCTS/ SERVICES

We offer premium DIY bubble tea kits, toppings, single top up items and merchandise to enhance the bubble tea making experience.

✓ Our DIY bubble tea drinks are **affordable**, starting at AUD \$2.25 a serve (for a brown sugar milk tea with pearls).

✓ They're **accessible**, shipping all across Australia.

✓ They're **fun and easy to make**, with free & easy-to-follow recipes on our website.

✓ They're **convenient**. Whether you're craving bubble tea at 11pm or 5am, you can easily head to your pantry to make bubble tea.

SO, WHAT DOES BBT CLUB OFFER?

BBT KITS

DIY Bubble Tea Kits range from 5 packs to 365 packs (yep, a year's worth) and include:

- **Milk Tea Kits** (includes Original milk tea) includes flavoured powder or teabag, creamer powder, fructose syrup and tapioca balls (optional)
- **Fruit Tea Kits** include tea bags (green tea or black tea base), fruit syrup, fructose and tapioca balls (optional)
- **Brown Sugar Milk Tea** includes brown sugar syrup and tapioca pearls (optional)
- **Limited edition collab kits** which are found on our website.



Though we recommend purchasing our reusable cups and reusable straws to reduce single-use waste!

Customers simply visit our website for free and easy to follow recipes.



TOPPINGS

All of the bubble tea drinks can be consumed with optional **toppings** to enhance the experience, such as:

- Tapioca
- Jellies
- Popping Pearls



SINGLE ITEMS

Single top up items allow customers to purchase items individually instead of being in a kit.



MERCH

Merchandise include:

- Reusable cups
- Reusable straws
- Shakers
- Tote bags, key chains, hats, stickers and more!



We're more than just bubble tea kits.
We're about the best experience.

That's why we also collaborated
with MasterChef contestants, Plate
of Origin contestants and influencers³
to release limited edition kits with
recipes.

We've even partnered with local
Aussie businesses to support them
- like Melbourne Bush Food.



3. Plate of Origin contestant - Thanh Truong (Fruit Nerd): <https://www.instagram.com/p/CMQjvI6DsQP/>,
<https://www.instagram.com/p/COhhFCgDcrv/>
JasmineTXO: <https://www.instagram.com/p/CMl8ScaDGzQ/>
Masterchef contestant Bryan Zhu (LNY): <https://www.instagram.com/p/CLJIL-6jWKq/>
Masterchef Christmas collaborations announcement: <https://www.instagram.com/p/CHpISXojXu5/>
Masterchef contestant Jess Lemon: <https://www.instagram.com/p/CGzChP8Do76/>
Masterchef contestant Derek Lau: <https://www.instagram.com/p/CEi3OJFDEEq/>



Social Media

Having spent the last decade in maintaining and growing online communities for brands, our marketing team is fluent in social media. We've gone viral since day one with 1000s of comments on our Facebook posts.

This wasn't a stroke of luck but the ability to resonate with the community by strategically producing valuable and meaningful content.

You can find us on

Instagram (@bubbleteaclubau), Facebook (/bubbleteaclubau) and TikTok (/bubbleteaclubau).

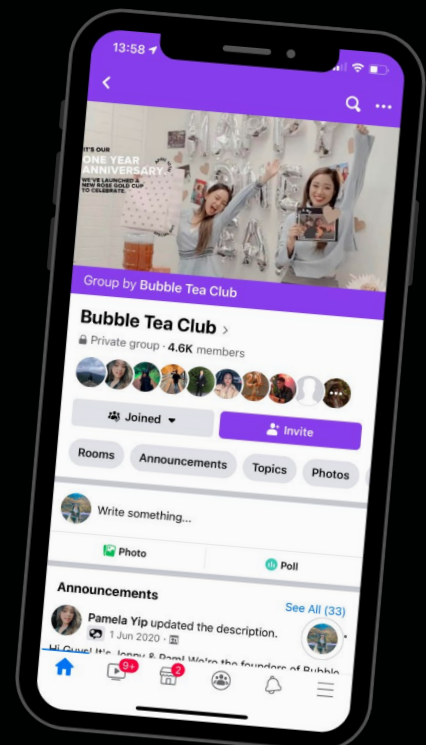
To amplify our reach, we partner with industry leaders and innovators who champion our paid marketing channels such as Google, Facebook and Instagram ads.



Community

The community is at the heart of everything we do.

We have an active and extremely loyal Facebook community. Everyone connects through the love of DIY bubble tea, sharing their recipes, creations and feedback. We even reach out to them to help with business decisions such as which flavours to release and even which couriers we should partner with!



signing and overall experience. Customers love sharing Bubble Tea. Since launching, we've had (age) at least one Bubble Tea lover every day on Instagram Stories about Bubble Tea Club's products!

A vibrant collage featuring various individuals enjoying BBT CLUB products. It includes children drinking from reusable cups, adults holding up their favorite flavors like Strawberry Flavored Powder and Coconut Jelly, and a cat wearing a purple hoodie. The background is black, making the colorful drinks and packaging stand out.

hips
can to partner with small businesses

Partnerships

We also plan to partner with small businesses with the aim to develop new flavours you cannot get anywhere else.

It also means we get to support small businesses.



- **Derek Lau**
- **Jess Lemon**
- **Bryan Zhu**
- **Sarah Tiong**
- **Sandeep Pandit**
- **Anushka Zargaryan**
- **Thanh Truong Fruit Nerd**
- **JasmineTXO**



Influencers

Whether it's TikTok, Instagram, Facebook, YouTube, WeChat, Twitch or Little Red Book, etc. you name it. We're across it.

40 influencers with a collective following of over 8M followers.



Bubble Tea is a phenomenon all across the world. It's tea but better thanks to the 'bubbles'. The bubbles are traditionally referring to tapioca balls (aka boba) but also include jellies and popping pearls.

According to Fortune Business Insights 2020, the global bubble tea market size was **\$2.02 BILLION USD** in 2019 and is projected to reach **\$3.39 BILLION USD** by the end of 2027⁴.

Bubble Tea Club not only serves the existing bubble tea market in Australia, but has been a trailblazer for the product in Australia and encourages customers who have never had the drink before to try it for the first time.

To put into perspective, instant coffee currently makes up 44.5% of the coffee market⁵.

Our social media presence, brand credibility and social proof has allowed us to reach an international audience and generate demand from the United States and Canada.

Our Shopify data indicates that from January 2021 to May 2021, approximately 14% of the traffic to our Australian website came from the United States and Canada. We also regularly receive direct messages on our Instagram and Facebook accounts asking us to ship to these countries!

Bubble Tea Club is committed to empowering our community. We allow them to take control of their experience from when they first interact with us to when they're making their bubble tea at home.

Additionally, the feedback we have received from our customers has told us that a large number of customers are trying bubble tea for the first time using the DIY kits, expanding Bubble Tea Club's market every day. With this knowledge and a vibrant, trustworthy brand, we believe we can replicate this success overseas.

4. Source: <https://www.fortunebusinessinsights.com/industry-reports/bubble-tea-market-101564>

5. Cloutman, N. (2020, November) Tea and Coffee Manufacturing in Australia: OD5293. IBISWorld. Retrieved June 1, 2021, from <https://www.ibisworld.com/au/industry/tea-coffee-manufacturing/5293/>



Indirect Competitors

- Physical bubble tea stores, such as (but not limited to): Gongcha, ChaTime, Coco, ShareTea
- Ready pre-made bubble tea drinks you can buy off the shelf.

Both do not allow customers the ability to customise their bubble tea drink to exactly how they like.



By focusing on high quality ingredients and partnering with MasterChef contestants to develop recipes, we can ensure our drinks are just as (if not better) than bubble tea stores! Limited edition flavours also means our drinks are not readily available to purchase in stores.

- Bubble Tea Wholesalers

Do not offer consumer friendly sizes and are not focused on brand experience.



Direct Competitors

Bubble Tea Club has been a trailblazer for DIY Bubble Tea Kits, introducing 5 to 365 packs/serves. Yep, a year's worth of bubble tea. Unsurprisingly we've inspired some new entrants in the DIY Bubble Tea space, but the strength of our community and our customer focus gives us confidence that we will lead the DIY Bubble Tea category for the years to come.

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6. As the customer is under the age of 18, consent to reproduce this photo and quote has been provided by parent/guardian.

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High Quality

- Bubble tea ingredients straight from Taiwan - home of bubble tea. That's like sourcing leather from Italy.
- We've had customers say to us they've never gone back to a store after making their own bubble tea from Bubble Tea Club.

Brand Experience

- We've built a brand universe around Bubble Tea Club by ensuring we're attentive to every customer touch-point.

- Campaigns are interactive and innovative.

- Products are shareable from the box it comes in, packaging, bubble tea drinks and colours. Everyday since we've launched, we have had a customer tag us on social media sharing their experience.

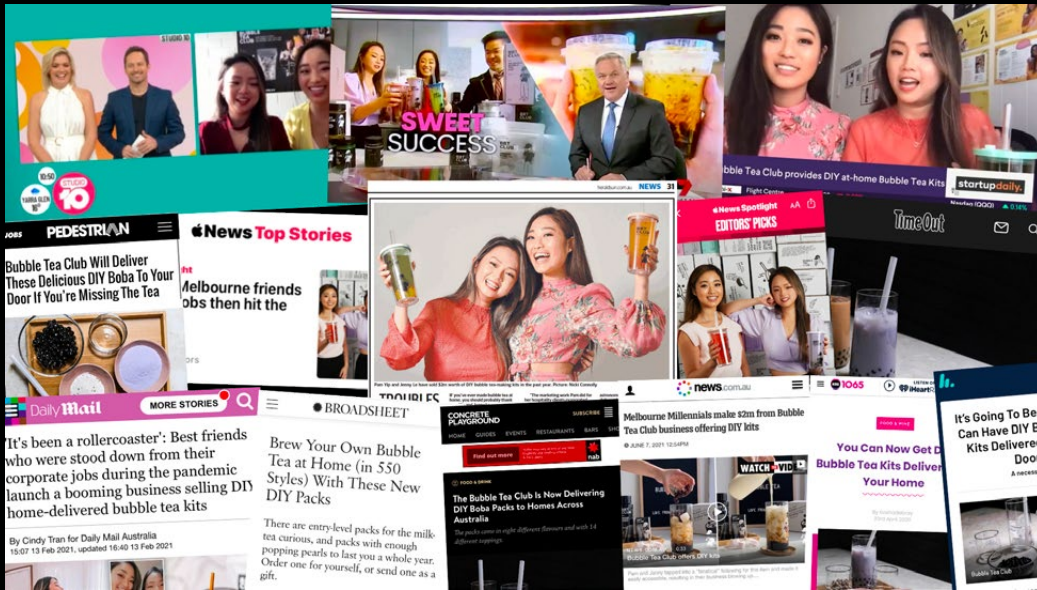
Convenience and Affordable

- Shelf life means you can store the products in your fridge or pantry from 3 months (popping pearls and jellies) up to 18 months (powders) depending on the product.
- DIY kits start at \$2.25 AUD a serve (Brown sugar with pearls) which is much more affordable than buying the drink.



Credibility

Media Features: Daily Mail, 7 News, The Herald Sun, New.com.au, Business Insider, AusBiz, Apple News Spotlight, Google News Highlights



Customer Service

- We genuinely care and we know our customers, who we call Bubblers do too!
- We've been nominated for a People's Choice award⁷ within the first few months of launching.
- We're constantly praised for our approach to customer service via our Facebook group - Bubble Tea Club.

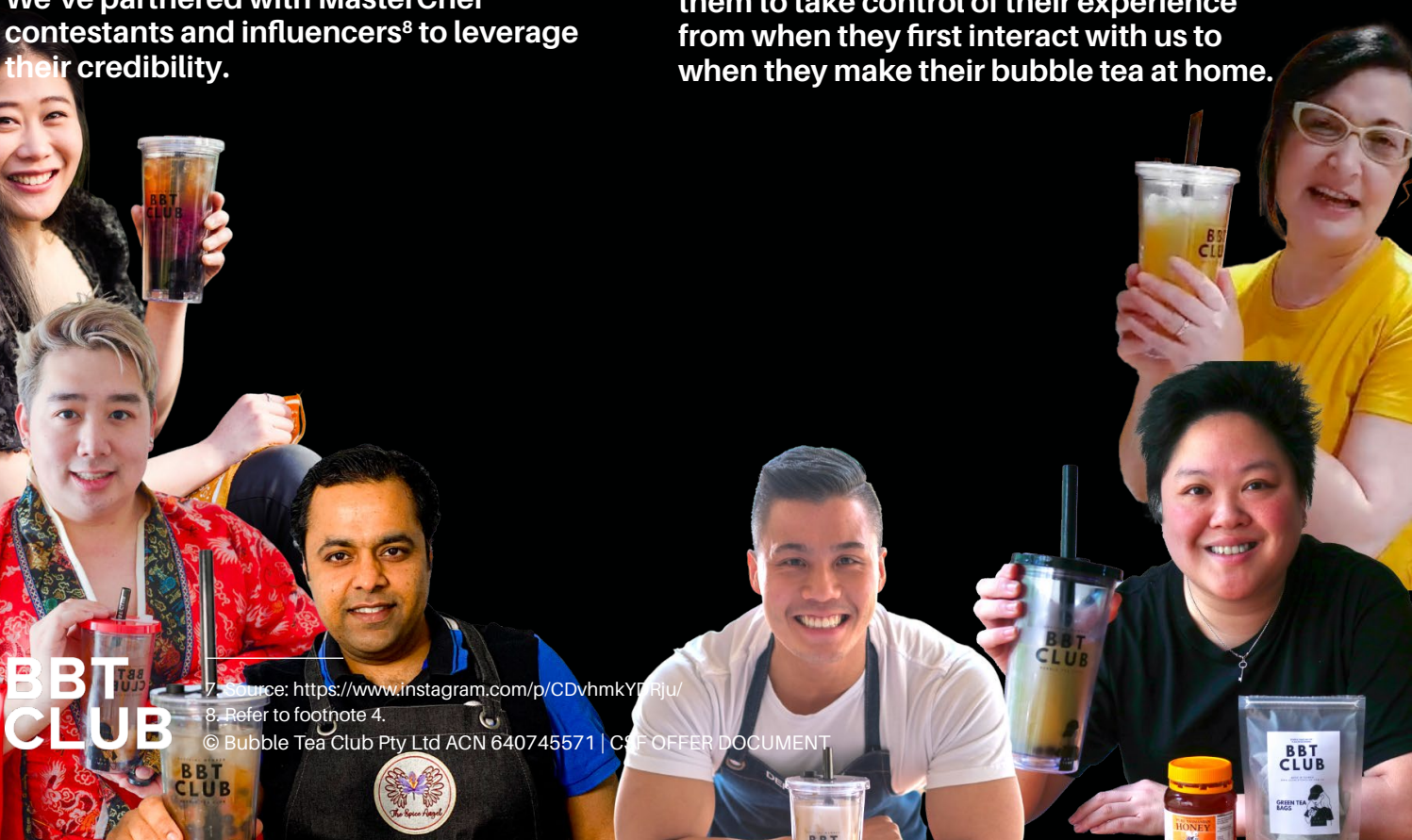
Collaborations

We've partnered with MasterChef contestants and influencers⁸ to leverage their credibility.

Community Driven

Since the day we started, we've always listened to our customer feedback and made sure we took them into account when we make our business decisions. For example, we had a customer suggest paper straws instead of plastic and we sent all orders out with paper straws the next day. We ask them which flavours they would like to see launched and even ask them to help us decide which courier to use!

We empower our community, allowing them to take control of their experience from when they first interact with us to when they make their bubble tea at home.



BBT CLUB

7. Source: <https://www.instagram.com/p/CDvhmKYRjU/>

8. Refer to footnote 4.

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2.3 BUSINESS AND REVENUE MODEL

Bubble Tea Club is an E-commerce company that generates revenue (>\$2m in 12 months)⁹ through online sales of DIY Bubble Tea Kits. It drives traffic to the website through social media, collaborations, PR, partnerships, SEO, paid marketing etc, as well as maintaining a passionate and active community across its social media platforms resulting in a loyal customer base. Bubble Tea Club has established a strong brand through its marketing and is leading the market in the DIY bubble tea space.

With the push to ship products overseas, Bubble Tea Club will increase its sales and marketing spend to grow its brand awareness for these new and larger markets. With an average order value of \$79 AUD, Table 1 illustrates how our revenue model scales.

Table 1. Illustrative Revenue Model

NUMBER OF ORDERS	AVERAGE ORDER VALUE	REVENUE
100	\$79	\$7,900
1,000	\$79	\$79,000
100,000	\$79	\$7,900,000

A larger consumer base will give greater purchasing power, reducing the cost per unit (CPU) and increasing profit margin. As part of our marketing and sales strategy, we intend to increase our average order value.

Some of our product range is still packed in Australia and in order to meet international minimum order quantity (MOQ) in Taiwan, this crowd source funding will open up this channel of getting all our products packed in Taiwan, therefore further reducing our CPU. Bubble Tea Club plans to re-invest profits in marketing campaigns and collaborations, generating further awareness of the brand.

Bubble Tea Club is a special E-commerce company and separate from the competition for the following reasons: **20**

- Bubble Tea Club is a relatable brand which the Bubble Tea Club team are talking to their community and listens to feedback.
- We strongly believe that our customers and community members (or "Bubblers") are engaging with our brand by choosing what flavour drop they want to see next, therefore empowering them to be and feel involved.
- The first to market DIY bubble tea concept in Australia which focuses on premium quality ingredients while being cost effective.
- It is so easy and fun to make which enhances the overall experience of making your own bubble tea. So much so that people join our Facebook community, become bubblers and post photos of them making the drink and creating new concoctions, leading to customer experience and customer retention.

We also see on average 25% of our customers make a repeat purchase. As instant bubble tea is a relatively new market, we are still monitoring the seasonality and lifetime value of our customers. However, the Bubble Tea industry is still in its early adoption phase, having only been around for 40 years (compared to coffee which has been around for 500 years).

With the right people on board, a second core revenue can be introduced via subscription services to further increase customer retention.



2.4 BUSINESS STRATEGY

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The global bubble tea market expected to grow to \$4.2 billion USD by 2027 according to an industry analysis by Grandview Research. This suggests to us that there's a huge opportunity, even in Australia and New Zealand for us to capture.

However, a focus on international expansion now on the horizon, the steps leading to an eventual successful launch are outlined with three major phases:



PHASE 1. Test & Learn the Market

Early in 2021, we soft launched our marketing campaigns and social media ads into North America to test the demand. We fulfilled orders from Australia, New Zealand, United States and Canada.

Bubble Tea Club was intentional with marketing campaigns and encouraged consumers to answer surveys to help gain insight on customers and regions Bubble Tea Club could expand to.

In this phase, we are aggressively learning the market and generating leads for when we are ready to hard launch.

To support the expansion, it will be critical that our internal team structure and processes support the scale.

With the support of advisors and consultants who have decades of experience and have been involved with international expansion, we've identified consultants who would be critical in the success.



PHASE 2. Boots on the Ground

With a local team in place, the supply chain optimised and ready for scale, in conjunction with the marketing plan, Bubble Tea Club will send products to customers overseas with local fulfillment.

We will limit our initial range and progressively release the remaining product line to build up demand.

Our focus in this phase will be on:

- Getting boots on the ground and ready to sell
- Implementation of our supply chain plan
- Marketing to push our products to the masses
- Ensuring our processes are built to scale

PHASE 3. Scale

Bubble Tea Club will then look to build on the solidified team, marketing and optimise supply chain as the business grows and scales.

Our focus in this phase will be on:

- Building of our Community
- Innovative and creative ways to market to our international audience
- Growth
- Ensuring our high standards of customer experience
- Rolling out quality products to add to our product line

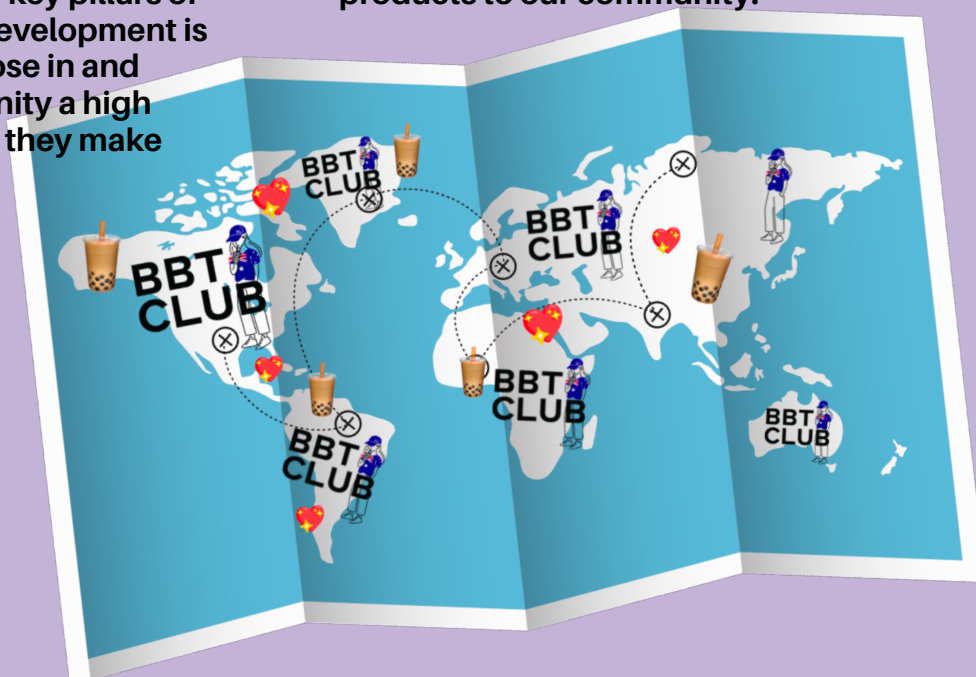
Product Roadmap

In keeping with our company vision of experience, community and quality - our product roadmap reflects that and shows each part of our vision in our journey to constant improvement of our products.

In keeping with the three key pillars of our vision, our product development is focused on providing those in and about to join our community a high quality experience when they make their bubble tea.

The Bubble Tea Club product roadmap has a keen eye on continual innovation and improvements upon our existing products.

It also shows Bubble Tea Club's focus on continuing to produce and provide new products to our community.



Our product line has an exciting journey ahead, this journey is broken up into three phases:



PHASE 2. Grow

- Products to enhance 'home cafe' experience
- Collaboration campaign drops
- Further addition of Flavours to our product line
- Accessories which our customers are proud to carry around: Tote Bags, Drawstring Bags, Keychains, Stickers, Clothing, Caps etc.

PHASE 1. Launch

CORE

- Fruit Tea Syrups
- Milk Tea Powders
- Tea Bags

TOPPINGS

- Tapioca Pearls
- Popping Pearls
- Jellies

MERCHANDISE

- Reusable Cups
- Reusable Straws
- Shaker

OPTIONAL

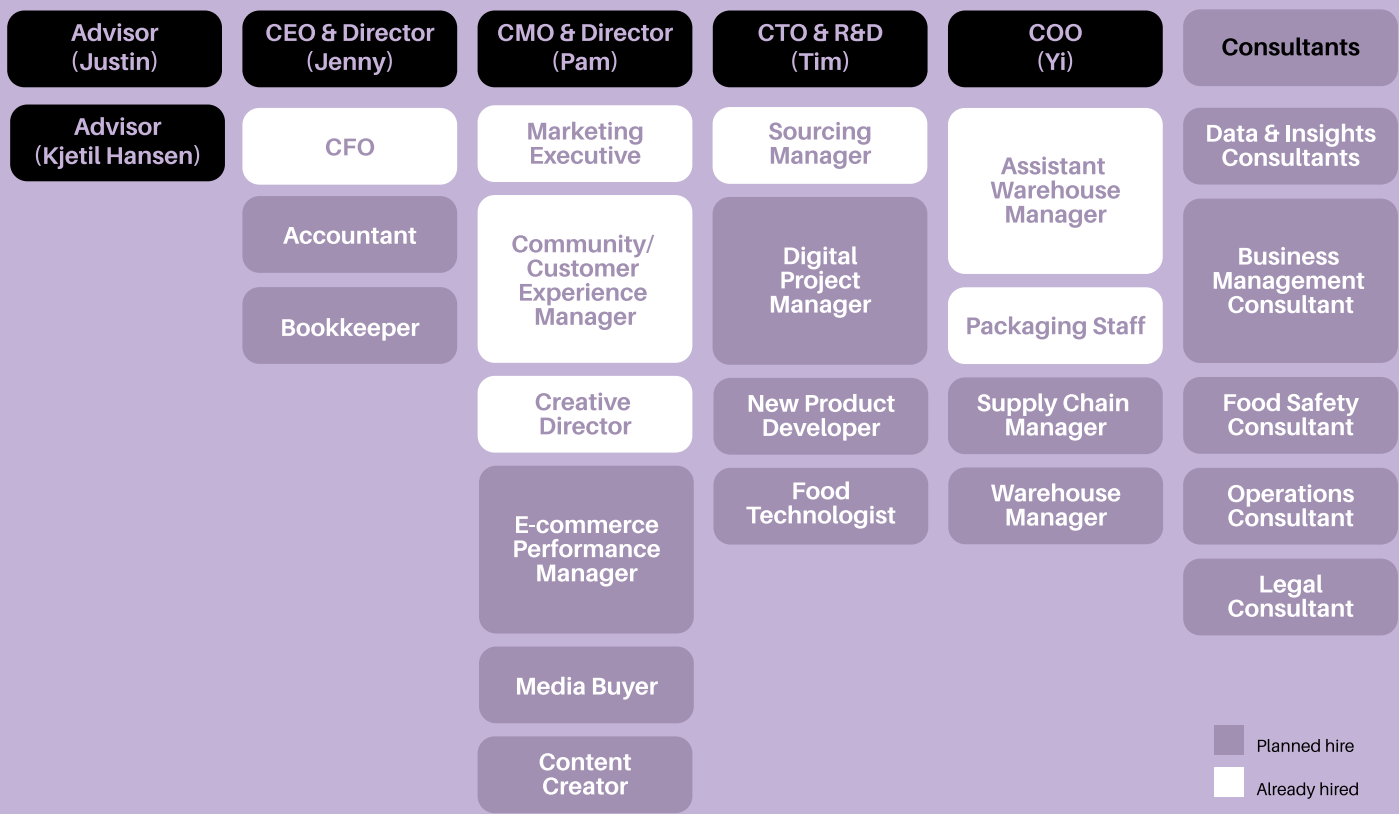
- Creamer
- Fructose



PHASE 3. Innovate

- Community driven products
- Products which portray different ways to drink bubble tea
- Improved & innovative packaging
- Constant refinements and improvements on our formulas





2.6 CAPITAL STRUCTURE

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2.6.1 ISSUED CAPITAL (BEFORE AND AFTER THE OFFER)

Table 2 below sets out the issued capital of the Company before the final stages of the Offer.

Table 2. Issued capital of the Company before the Offer

SHAREHOLDERS	SHARE TYPE	SHARES
Justin Huang	Ordinary	4,000,000 (40%)
Pamela Yip	Ordinary	2,000,000 (20%)
Jenny Le	Ordinary	2,000,000 (20%)
Yi Xuan Ong	Ordinary	2,000,000 (20%)
TOTAL		10,000,000 (100%)



Table 3 sets out the issued capital of the Company following the Offer on a fully diluted basis.

SHARES	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Existing Shares	10,000,000 (96.77%)	10,000,000 (88.24%)
Offer Shares	333,333 (3.23%)	1,333,333 (11.76%)
TOTAL	10,333,333 (100%)	11,333,333 (100%)

2.6.2 RIGHTS AND LIABILITIES ASSOCIATED WITH SECURITIES

As at the date of this Offer, the only class of shares on issue are ordinary shares. There is no shareholders agreement between the existing shareholders and as such, the rights and liabilities associated with the shares are as set out in the Company's constitution.

Under the Constitution, the Board has the power to refuse a transfer of shares to a third party. A more detailed description of the rights and liabilities associated with the shares is set out in Section 3.3 below. A copy of the Company's Constitution is available on the Intermediary's platform.

2.6.3 SOURCES OF FINANCING, INCLUDING DEBT FINANCING AND OTHER FINANCING

There were previously loans owed by the Company to current shareholders. As at the date of this Offer Document, all loans have been paid back.

2.6.4 EMPLOYEE SHARE OPTION PLAN (ESOP)

Within the next 6 to 12 months, the Company has plans to implement an Employee Share Option Plan (ESOP) to retain and attract the best talent to Bubble Tea Club. The ESOP allocation pool will be between 5 to 10% and will dilute all shareholders accordingly.



2.7 DIRECTORS AND SENIOR MANAGERS

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2.7.1 OUR DIRECTORS AND MANAGEMENT



KJETIL HANSEN
Advisor

Meet Kjetil (KJ) Hansen, founder and CEO of Deliciou, who began the company with a mission to make plant-based food delicious and easy for everyone.

He launched the seasoning online where the response was incredible, leading Deliciou to become the highest rated seasoning of all time.

What started Deliciou off in 2015 at KJ's kitchen table has now grown into a game-changing business that shakes up what it means to eat plant based. Deliciou not only has launched its products all over Australia and on supermarket shelves, but also has gone global to reach the international market.

KJ will be jumping on as an Advisor for Bubble Tea Club where his wealth of experience around Business Strategy, Digital Marketing, Supply Chain, R&D, eCommerce, Finance, Team and Branding will help scale the business globally.



JUSTIN HUANG
Advisor

Justin Huang is the co-founder of Pokéd, Scroll Ice Cream and Gameology.

He has a keen interest in F&B, e-commerce and startups. He is currently helping to grow Australia's fastest fintech, Airwallex.

Justin is a Co-Founder in the Bubble Tea Club and has been an advisor for them since inception, sharing his 10+ years of experience with the team.





JENNY LE
Chief Executive Officer (Chief Bubbler)
/ Director

DESCRIPTION OF DUTIES

- Vision for the company short term and long term
- Managing the senior team and departments, and overlooking the business as a whole
- Setting routine and cadence for the management team
- Hiring the head of each department
- Main point of communication for high level decisions

SKILLS AND EXPERIENCE

Jenny's background is a little left field - she has her Masters of Optometry with experience working in retail and teams. She has a natural apt for business and is able to think logically and adapt to changes whilst being organised. She has been able to pinpoint blindspots in the business and able to problem solve.

Jenny has been a part of an accelerator program called 'Atto', which helped kickstart knowledge into legal, finance and marketing aspects of business, as well as being introduced to a lot of support from other like minded entrepreneurs.





PAMELA YIP
Chief Marketing Officer
/ Director

DESCRIPTION OF DUTIES

- Champion marketing strategy for Bubble Tea Club
- Optimise revenue growth and profitability
- Build and maintain brand universe around Bubble Tea Club
- Manage Bubble Tea Club's community
- Manage campaigns for new product launches and promotions
- Manage creative pipeline for marketing activities
- Manage agencies and consultant who optimise our marketing channel performance
- Innovate the e-commerce and marketing space
- Working closely with the senior management team to ensure cross collaboration to grow the business.
- Oversee growth into new regions including the United States, Canada and United Kingdom

SKILLS AND EXPERIENCE

Pam is passionate about marketing, building online communities and connecting people through food.

She built her first online business through social media at the age of 16. This propelled her to pursue a double degree in Marketing and Management from Monash University. She's since accumulated a decade of experience under her belt, working both in both agency and client side.

Her time at 7-Eleven Australia allowed her to immerse herself in product development, operations, supply chain & process improvement.

She's helped market 100s of hospitality brands (such as Box Hill Australia, Zomato Australia, Sulbing etc) through VSNRY digital. A content focused agency she co-founded.





YI XUAN ONG
Head of Operation

DESCRIPTION OF DUTIES

- Monitor day to day operation
- Implement and improve process that will reduce company operating cost and maximize output
- Set goals for operational efficiency and increase productivity
- Maintain operational quality control

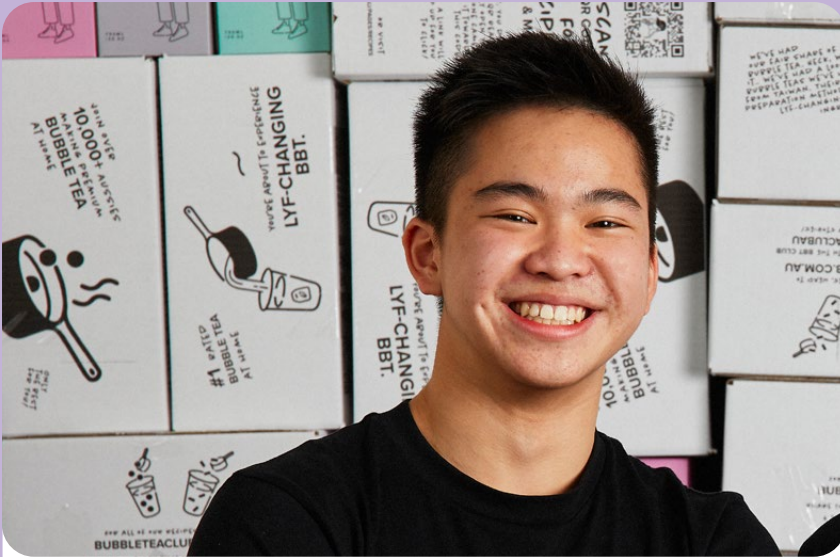
SKILLS AND EXPERIENCE

Yi graduated in Computer Science at RMIT but his interests were not with computer science. Hence, he decided to find a part time job in the hospitality industry (Pokéd) and fell in love with the industry. He did this while running his own E-commerce store selling online.

With his eagerness and an aptitude for learning, he quickly got promoted from a part-time kitchen hand to a full-time store manager.

During the pandemic, he decided to go full time into Bubble Tea Club developing processes and managing the operations team while looking after the supply chain.





TIM HUANG
Chief Technology Officer

DESCRIPTION OF DUTIES

- Overseeing Development of new products and packaging
- Overseeing the manufacturing process
- Optimising Ecommerce website
- Management of creative online experiences
- Innovating the Customer Experience
- International Growth Project Management
- Managing Product Sourcing
- Ensuring Quality Assurance and Compliance

SKILLS AND EXPERIENCE

While Tim is only 16 years old, he should not be underestimated. At 15, he was on channel 10 and ABC news for creating 'We Are Open Now', a website helping restaurants during the pandemic.

He's ability to absorb information and problem solve has greatly contributed to Bubble Tea Club such as building and maintaining the website, looking after customer service and setting up our international supply chain. Tim's interests are in software and product development with a keen interest in product excellence.

Tim approaches problems with a structured, process and data oriented approach.



2.8 RISKS FACING THE BUSINESS

An investment in Bubble Tea Club Pty Ltd should be seen as high-risk and speculative.

A description of the main risks that may impact the Company's business is below. Investors should read this section carefully before deciding to apply for shares under the Offer. There are also other, more general risks associated with the Company (for example, risks relating to general economic conditions or the inability to quickly or easily sell your shares).

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RISK	DESCRIPTION
Funding risk	<p>The Company is in the process of raising funds to achieve its strategic business objectives and to cover its projected operating expenses. The Company may not raise all of the required funding and therefore not achieve all of its business objectives.</p> <p>The Company may also need to raise additional funds in the future from investors or third parties. There is no assurance that the Company will be able to obtain additional rounds of funding on substantially the same terms as outlined in this Offer Document or at all. The Company's value may be materially affected if the required additional funding is not available.</p>
Key person risk	<p>As an early stage business, the Company is susceptible to the loss of key team members as they are considered critical to the continued success of the Company. If a key team member was lost, due to illness for example, this could significantly affect the Company's ability to continue its operations or achieve its business objectives as the case may be.</p>
Brand risk	<p>If the Company does not maintain consistent levels of quality and service in its offering, the Company's brand and reputation could be damaged. In an increasingly connected world, damage to a company's brand and reputation can be catastrophic. The Company is acutely aware of this risk and is vigilant to ensure that it maintains a consistently high level of product quality and customer service.</p>



Startup risk

The Company has a limited operating history and will build the business with the funds raised through this crowd-sourced funding offer.

As an early stage business, the Company is subject to all of the risks associated with early stage companies, including uncertainty around the volume and origin of revenue streams, size and existence of repeat customers, and risks associated with evolving technology.

The commercial success of the business will depend on many factors including the Company's ability to attract and retain quality staff and loyal customers.

Intellectual property risk

The protection of the Company's intellectual property is critical to our business and commercial success. If we are unable to protect or enforce the Company's intellectual property rights, there is a risk that other companies will copy our product and technology, which could adversely affect our ability to compete in the market.

Failure to secure/ loss of supplier or customer

As an ecommerce business, we rely on securing suppliers to provide our products to clients. Inability to secure or lose a major supplier or customer is a real risk for us, especially as we rely on overseas suppliers and manufacturers.

Supply Chain

Risks posed by the supply chain to the business include: International Trade Wars, COVID-19, oil prices and reliance on stable freight conditions. Other risks include inaccurate ordering and stock management.



Below are the financial statements of the Company for the financial year ended 30 June 2020, which have been prepared in accordance with the Accounting Standards. Financial information for the 11 months ended 31 May 2021 have also been included, based on management accounts, and accordingly may be subject to change.

2.9.1 BALANCE SHEET

	31 MAY 2021	30 JUN 2020
Assets		
Bank		
Bank Accounts	58,409	46,134
Total Bank	58,409	46,134
Current Assets		
Accounts Receivable	19,113	2,461
Stock on Hand	71,087	-
Other Current Assets	1,140	1,000
Total Current Assets	91,340	3,461
Fixed Assets		
Office Equipment	12,296	-
Less Accumulated Depreciation on Office Equipment	(12,296)	-
Total Fixed Assets	-	-
Non-current Assets		
Other Non-current Assets	25,850	-
Total Non-current Assets	25,850	-
TOTAL ASSETS	175,599	49,595
Liabilities		
Current Liabilities		
Accounts Payable	16,618	51,887
Other Current Liabilities	1,598	(8,593)
Total Current Liabilities	18,216	43,294
TOTAL LIABILITIES	18,216	43,294
NET ASSETS	157,383	6,301
Equity		
Current Year Earnings	151,082	5,301
1000 \$1 Shares	1,000	1,000
Retained Earnings	5,301	-
Total Equity	157,383	6,301



2.9.2 PROFIT AND LOSS STATEMENT

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JUL 2020-MAY 2021 APR -JUN2020

Trading Income

Sales	2,140,483	261,474
Total Trading Income	2,140,483	261,474

Cost of Sales

COGS	773,831	175,847
Total Cost of Sales	773,831	175,847

Gross Profit

1,366,652 85,627

Operating Expenses

Advertising	450,679	26,689
Afterpay Fees	23,705	-
Bank Fees	1,262	10
Bank Revaluations	442	-
Birchall advertising	5,000	-
Cleaning	3,131	-
Commissions	3,168	-
Consulting & Accounting	7,559	-
Depreciation	12,296	-
Entertainment	10	-
General Expenses	(627)	6,333
Income Tax Expense	1,458	-
Legal expenses	5,725	-
Merchant Fees	3	-
Minor Tools & Equipment	1,128	4,770
Motor Vehicle Expenses	29	-
Office Expenses	12,894	-
PayPal Fees	25,138	-
Printing & Stationery	4,850	3,119
Realised Currency Gains	768	-
Rent	31,939	2,727
Repairs and Maintenance	3,760	-
Sampling & Testing	277	181
Shopify Fees	22,576	1,545
Staff Amenities	3,255	1,055
Subcontractors	104,484	33,000
Subscriptions	29,087	357
Superannuation	16,329	-
Telephone & Internet	1,414	-
Travel - International	3	-
Travel - National	335	540
Unrealised Currency Gains	-	-
Wages and Salaries	174,446	-
Shipping Expenses	269,045	-
Total Operating Expenses	1,215,569	80,326

Net Profit

151,082 5,301

**BBT
CLUB**



2.9.3 CASH FLOW STATEMENT

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JUL 2020-MAY 2021 APR-JUN 2020

Operating Activities

Receipts from customers	2,143,054.01	261,778.83
Payments to suppliers and employees	(2,141,331.80)	(215,644.82)
Cash receipts from other operating activities	81,900.21	-
Cash payments from other operating activities	(767.63)	-
Net Cash Flows from Operating Activities	82,854.79	46,134.01

Investing Activities

Proceeds from sale of property, plant and equipment	1,684.73	-
Payment for property, plant and equipment	(13,981.17)	-
Other cash items from investing activities	(97,076.55)	(1,000.00)
Net Cash Flows from Investing Activities	(109,372.99)	(1,000.00)

Financing Activities

Other cash items from financing activities	39,235.29	1,000.05
Net Cash Flows from Financing Activities	39,235.29	1,000.05

Net Cash Flows	12,717.09	46,134.06
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Cash and Cash Equivalents

Cash and cash equivalents at beginning of period	46,134.06	-
Net change in cash for period	12,717.09	46,134.06
Effect of exchange rate changes on cash	(441.81)	-
Cash and cash equivalents at end of period	58,409.34	46,134.06

2.9.4 STATEMENT OF CHANGES IN EQUITY

JUL 2020-MAY 2021 APR-JUN 2020

Equity

Opening Balance	6,301.02	
1000 \$1 Shares	-	1,000.00
Current Year Earnings	151,082.47	5,301.02
Total Equity	157,383.49	6,301.02



2.9.5 MANAGEMENT COMMENTS ON HISTORICAL PERFORMANCE AND OUTLOOK

The company started just over a year ago in May 2020 and hitting the market fast. Brought virality and social media further boosting sales (>\$2mill in 12 months)¹¹, so the company's historical performance has exceeded expectations in the last 13 months since inception and had positive cash flow, however in order to hit the North American market quicker, we needed more funds to reinvest into stock and processes.

The first six months were focused on product development and customer experience in Australia. Due to the rapid growth of the company, the next 6 months meant that the focus was on solving logistical issues such as where to fit stock and the growing team, and planning growth strategies. In order to continue the growth into new domains, it is important to hire expertise and advisors who have industry experience and have been involved in international expansion. We have also developed a go-to market plan based on our understanding of the previous 13 months. We have formulated an ideal customer profile and demographic and while funds have been allocated to it, it has been seen more as an investment rather than an expenditure.

Therefore, we want to invest more into stock in order to be able to fulfill international demands, invest into marketing while assessing KPI's and investing into people and profit from our investments from 2023 onwards.

Given the company is community-focused with active community members, loyal followings, great product reviews and great branding, Bubble Tea Club is optimistic about the business growth.

Comments on revenue outlook are inherently uncertain and should not be solely relied upon as they are subject to change, uncertainty and unexpected events, many of which cannot be controlled. Accordingly, actual results are likely to differ from the forecasts. No representation or assurance is or can be given that the forecasts will be achieved. Past performance is no guarantee of future performance. This revenue outlook has been prepared by Bubble Tea Club Pty Ltd and has not been validated by an independent third party.

2.10 LEGAL OR DISCIPLINARY ACTIONS AGAINST THE COMPANY

There are no legal or disciplinary actions against the company.



SECTION 3. INFORMATION ABOUT THE OFFER

3.1 TERMS OF THE OFFER

Bubble Tea Club Pty Ltd is offering up to 1,333,333 shares at an issue price of \$1.50 per share to raise up to a maximum of \$2,000,000.

The key terms and conditions of the Offer are set out below.

Table 5. Terms of the Offer

TERM	DETAILS
Shares	Fully-paid ordinary shares
Price	\$1.50 per share
Minimum Subscription	\$500,000 (333,333 shares)
Maximum Subscription	\$2,000,000 (1,333,333 shares)
Minimum Parcel size	\$250.00
Opening Date	10.06.2021 12PM (AEST)
Closing Date	24.06.2021 12PM (AEST)

A description of the rights associated with the shares is set out in Section 3.3.

To participate in the Offer, you must submit a completed application form together with the application money via the Intermediary's platform. The Intermediary's website provides instructions on how to apply for shares under the Offer at www.birchal.com.

The Intermediary must close the Offer early in certain circumstances. For example, if the Maximum Subscription is reached, the Offer must be closed. If the Minimum Subscription is not reached or the Offer is closed but not completed, you will be refunded your application money.

Investors may withdraw their application during the Cooling-off Period. Further information on investor cooling-off rights can be found in Section 4 of this CSF offer document.

The Offer is not underwritten and there is no guarantee that these funds will be raised.



The table below sets out the intended use of funds raised under this Offer based on the minimum and maximum subscription amounts.

INTENDED USE	MINIMUM SUBSCRIPTION: \$500,000	MAXIMUM SUBSCRIPTION: \$2,000,000
Marketing	\$47,200	\$500,000
Senior management team, advisors & consultants (Business Development focus)	\$230,000	\$557,200
Operational staff	\$50,000	\$200,000
Inventory	\$60,000	\$300,000
Freight and couriers	\$20,000	\$100,000
R&D	\$20,000	\$80,000
Intellectual property	\$20,000	\$50,000
Compliance	\$10,000	\$30,000
Rent	\$10,000	\$60,000
Birchal costs	\$32,800	\$122,800
TOTAL	\$500,000	\$2,000,000

The Offer costs include the Intermediary's fees under the hosting agreement between the Company and the Intermediary.

These fees are up to 6% of all funds raised by the Company through Birchal Financial Services Pty Ltd (Intermediary), plus \$2,800 for administration and setup costs.



- Hire additional team members and advisors to assist with scaling
- Product development and commercialising
- Cover operating costs of the company

Other than as specified above, no other payments from the funds raised will be paid (directly or indirectly) to related parties, controlling shareholders, or any other persons involved in promoting or marketing the Offer.

We expect that the Maximum Subscription amount will be sufficient to meet the Company's short-term objectives over the next 18-24 months.

If only the Minimum Subscription amount is raised, the Company will require further funding to be able to carry out our intended activities over the next 12-18 months. In such circumstances, the Company may consider undertaking a further CSF offer under the CSF regime. Until additional funding is obtained, we will scale back on marketing and hiring and continue to focus our cash resources on buying stock to meet demands.



3.3 RIGHTS ASSOCIATED WITH THE SHARES

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Immediately after issue, the ordinary shares will be fully-paid shares. There will be no liability on the part of shareholders and the shares will rank equally with the shares currently on issue.

The rights associated with the shares are set out in the Company's constitution. These rights are described below. A copy of the constitution is available on the Intermediary's platform.

3.3.1 VOTING RIGHTS

Each shareholder has one vote on a show of hands and, on a poll, one vote for each share held.

3.3.2 DIVIDENDS

All shareholders have a right to receive any dividends declared and paid by the Company. The directors have a discretion and may resolve to pay dividends, subject to their obligations under the Corporations Act (for example, they cannot pay dividends unless the Company's assets are sufficiently in excess of its liabilities immediately before the dividend is declared and where it may materially prejudice the Company's ability to pay its creditors).

3.3.3 GENERAL MEETINGS AND NOTICES

Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares. Shareholders who hold at least 5% of the votes which may be cast at a general meeting of the Company have the power to call and hold a meeting themselves or to require the directors to call and hold a meeting.

3.3.4 ELECTION AND REMOVAL OF DIRECTORS

Shareholders may vote to elect and remove directors at a general meeting by way of special resolution (75%).

3.3.5 WINDING-UP

If the Company is wound up and there are any assets left over after all the Company's debts have been paid, the surplus is distributed to shareholders after secured and unsecured creditors of the Company.



3.3.6 RESTRICTIONS ON SALE AND TRANSFER

The Constitution includes pre-emption rights that provide that if the Company wishes to issue additional shares of a particular class, the board of the Company must first offer those shares to all Shareholders who hold 13% or more of the total issued Shares of that class.

Exceptions to the pre-emption rights above apply to:

- shares issued as a result of one or more conversions of equity securities (such as under the Convertible Note);
- shares issued to fund a buy-back, cancellation, purchase or redemption of any equity securities by the Company;
- shares issued under an approved employee share option agreement.

The Shares may be sold or disposed of in accordance with the Company's Constitution.

3.3.7 RESTRAINTS

To protect the interests of the Company, the Constitution also sets out certain shareholder restraints in Clause 24. Namely, for a maximum period of two years from when a shareholder ceases to be a shareholder of the Company and within Australia, each shareholder must ensure that it does not undertake any of the actions set out in Clause 24.1(a) - (e).

3.3.8 OTHER SHAREHOLDER TERMS

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The Company Constitution also sets out the following Shareholder terms:

Drag and tag along rights

Drag along rights at 50% - meaning that if 50% of the ordinary shares on a fully diluted basis are offered to an unrelated buyer or to a shareholder, then the buyer may also buy your shares as well.

Tag along

Tag along rights at 50% - meaning that if shareholders holding 50% or more of the share capital seek to sell their portion - you have the right to sell at the same price to the buyer at the same time.

3.4 WHAT CAN I DO WITH MY SHARES?

Shares in the Company are considered illiquid as they cannot be transferred or sold. However, there are numerous possible circumstances that may create an opportunity for shareholders to exit their investment in the Company. These include, but are not limited to:

- A trade purchase of the Company
- A listing on a registered stock exchange (eg. the ASX)
- A private equity investment in the Company
- A share buy-back by the Company

There is no guarantee that any of the exit options will eventuate.



3.5 INVESTOR REWARDS

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In addition to being a shareholder of Bubble Tea Club Pty Ltd, a range of rewards are being offered for investors.

These include:

- Exclusive BBT Club Investor Keychain
- Tier 1 and 2 Lifetime Discount Code

The table below sets out the investor rewards based on the amount invested.

REWARD	> \$250	> \$5,000	> 10,000	METHOD OF DELIVERY
Exclusive Bubble Tea Club Investors Keychain	YES	YES	YES	Bubble Tea Club will contact investors via registered email to provide a promo code to claim on the website where we can collect their email addresses.
Tier 1 Lifetime 5% Discount Code	NO	YES	NO	Bubble Tea Club will reach out to investors' emails used to sign up after the offer round is closed with instructions to set up the lifetime discount code (discount does not apply on shipping).
Tier 2 Lifetime 10% Discount Code	NO	NO	YES	Bubble Tea Club will reach out to investors' emails used to sign up after the offer round is closed with instructions to set up the lifetime discount code (discount does not apply on shipping).



SECTION 4. INFORMATION ABOUT INVESTOR RIGHTS

4.1 COOLING-OFF RIGHTS

If you are a retail investor, you have the right to withdraw your application under this Offer and to be repaid your application money. If you wish to withdraw your application for any reason (including if you change your mind about investing in the Company), you must do so within five (5) business days of making your application (Cooling-off Period).

You must withdraw your application via the Intermediary's platform by following the link and the instructions within your portfolio on the Intermediary's platform.

After your withdrawal has been processed, the Intermediary will refund the application money to your nominated account as soon as practicable.

4.2 COMMUNICATION FACILITY FOR THE OFFER

You can ask questions about the Offer on the communication facility available on the Intermediary's platform. You can also use the communication facility to communicate with other investors, with the Company and with the Intermediary about this Offer.

You will be able to post comments and questions about the Offer and see the posts of other investors on the communication facility. The Company and/or the Intermediary will also be able to respond to questions and comments posted by investors.

Officers, employees or agents of the Company, and related parties or associates of the Company or the Intermediary, may participate in the facility and must clearly disclose their relationship to the Company and/or Intermediary when making posts on the facility.

Any comments made in good faith on the communication facility are not subject to the advertising restrictions in the Corporations Act.



4.3.1 ANNUAL REPORT

While the Company is currently a small proprietary company that is not required to prepare annual financial reports and directors' reports, if we successfully complete this Offer, then we will be required to prepare and lodge these annual reports with ASIC (within four months of the financial year end). The Company has a 30 June year end and its financial reports must be lodged by 31 October each year.

Our financial reports are currently not required to be audited as we are a small proprietary company. This means that the Company's financial reports will not be subject to auditor oversight and, therefore, there will be no independent assurance of the Company's financial statements. However, the directors are still required to ensure that the financial statements give a true and fair view of the Company's financial position and performance and that the financial statements comply with the accounting standards.

We may be required to have our financial reports audited in the future if we raise more than \$3 million from CSF offers (including this current offer and any future offers) or otherwise become a large proprietary company.

4.3.2 DISTRIBUTION OF ANNUAL REPORT

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. However, shareholders can access the annual report on the Company's share registry website at the following address at **cakequity.com** (free of charge) or can purchase the report from ASIC.



4.3.3 RELATED PARTY TRANSACTIONS

If we successfully complete this Offer, the rules on related party transactions in Chapter 2E of the Corporations Act will apply to the Company (for so long as we continue to have CSF shareholders). This means that the Company is required to obtain shareholder approval before giving financial benefits to related parties of the company (e.g. directors and their spouses, children or parents), subject to certain exceptions (such as reasonable remuneration provided to directors).

4.3.4 TAKEOVERS

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If we successfully complete this Offer and have more than 50 shareholders, the takeover rules in the Corporations Act will only apply to the Company in a very limited way. If someone wants to buy more than 20% of the voting shares in the Company, they will be able to do so without complying with the takeover rules. This means a person may be able to get control of the Company without making a formal takeover bid to all shareholders or without seeking shareholder approval.

Shareholders will not have the benefit of the full protections under the takeover rules, which means you may not have the right to vote on or participate in a change of control of the company. However, the general principles of ensuring shareholders have sufficient information and time to consider a change of control, and all have a reasonable and equal opportunity to participate in any benefits, will apply to the Company. In addition, the Takeovers Panel has jurisdiction to hear disputes relating to control of the Company.



Company means Bubble Tea Club Pty Ltd ACN 640 745 571.

Cooling-off Period means the period ending five business days after an application is made under this Offer, during which an investor has a right to withdraw their application and be repaid their application money.

CSF means crowd-sourced funding under Part 6D.3A of the Corporations Act 2001 (Cth).

Intermediary means Birchall Financial Services Pty Ltd AFSL 502618.

Maximum Subscription means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer.

Minimum Subscription means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer.

Offer means an offer of fully-paid ordinary shares by the Company under this CSF offer document.

Retail investor has the meaning given to the term “retail client” under the Corporations Act.

