
NOTICE OF EXTRAORDINARY GENERAL MEETING

BEVERLY JCG LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200505118M)

All capitalised terms in the Ordinary Resolutions below and defined in the circular dated 7 March 2025 to the shareholders of the Company (the “**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular. This Notice of EGM has also been made available on SGXNet and the Company’s website, which may be accessed at www.sgx.com/securities/company-announcements and at <https://www.beverlyjcg.com/investor-relations/announcements/>.

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of the Company will be held at Connection 4, Level 3, Amara Hotel, 165 Tanjong Pagar Road, Singapore 088539 on **Monday, 24 March 2025** at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolutions:

ORDINARY RESOLUTION 1:

THE PROPOSED ALLOTMENT AND ISSUANCE OF 49,447,956 DEBT CONVERSION SHARES TO DATO’ NG TIAN SANG @ NG KEK CHUAN PURSUANT TO THE PROPOSED DEBT CAPITALISATION

That:

- (a) approval be and is hereby given for the payment of S\$459,866 to Dato’ Ng Tian Sang @ Ng Kek Chuan, being his portion of the Capitalisation Amount, to be paid in DN Shares in lieu of cash;
- (b) approval be and is hereby given to the Directors to allot and issue the DN Shares to Dato’ Ng Tian Sang @ Ng Kek Chuan, subject to and otherwise in accordance with the terms and conditions set out in the Circular, whereby such DN Shares (i) shall, when issued and allotted, be free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the Shares in issue at the time of issue and allotment except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date on which the allotment and issuance of such DN Shares is completed; and (ii) shall be admitted to listing on the Catalist; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the proposed allotment and issuance of DN Shares and/or the transactions authorised by this ordinary resolution.

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTION 2:

THE PROPOSED ALLOTMENT AND ISSUANCE OF 8,215,053 DEBT CONVERSION SHARES TO MR. HOWARD NG HOW ER PURSUANT TO THE PROPOSED DEBT CAPITALISATION

That:

- (a) approval be and is hereby given for the payment of S\$76,400 to Mr. Howard Ng How Er, being his portion of the Capitalisation Amount, to be paid in HN Shares in lieu of cash;
- (b) approval be and is hereby given to the Directors to allot and issue the HN Shares to Mr. Howard Ng How Er, subject to and otherwise in accordance with the terms and conditions set out in the Circular, whereby such HN Shares (i) shall, when issued and allotted, be free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the Shares in issue at the time of issue and allotment except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date on which the allotment and issuance of such HN Shares is completed; and (ii) shall be admitted to listing on the Catalist; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the proposed allotment and issuance of HN Shares and/or the transactions authorised by this ordinary resolution.

ORDINARY RESOLUTION 3:

THE PROPOSED ALLOTMENT AND ISSUANCE OF 7,182,795 DEBT CONVERSION SHARES TO MR. YAP SIEAN SIN PURSUANT TO THE PROPOSED DEBT CAPITALISATION

That:

- (a) approval be and is hereby given for the payment of S\$66,800 to Mr. Yap Siean Sin, being his portion of the Capitalisation Amount, to be paid in YSS Shares in lieu of cash;
- (b) approval be and is hereby given to the Directors to allot and issue the YSS Shares to Mr. Yap Siean Sin, subject to and otherwise in accordance with the terms and conditions set out in the Circular, whereby such YSS Shares (i) shall, when issued and allotted, be free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the Shares in issue at the time of issue and allotment except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date on which the allotment and issuance of such YSS Shares is completed; and (ii) shall be admitted to listing on the Catalist; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the proposed allotment and issuance of YSS Shares and/or the transactions authorised by this ordinary resolution.

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTION 4:

THE PROPOSED ALLOTMENT AND ISSUANCE OF 516,129 DEBT CONVERSION SHARES TO MR. NG JWEE PHUAN @ FREDERICK (ERIC) PURSUANT TO THE PROPOSED DEBT CAPITALISATION

That:

- (a) approval be and is hereby given for the payment of S\$4,800 to Mr. Ng Jwee Phuan @ Frederick (Eric), being his portion of the Capitalisation Amount, to be paid in EN Shares in lieu of cash;
- (b) approval be and is hereby given to the Directors to allot and issue the EN Shares to Mr. Ng Jwee Phuan @ Frederick (Eric), subject to and otherwise in accordance with the terms and conditions set out in the Circular, whereby such EN Shares (i) shall, when issued and allotted, be free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the Shares in issue at the time of issue and allotment except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date on which the allotment and issuance of such EN Shares is completed; and (ii) shall be admitted to listing on the Catalist; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the proposed allotment and issuance of EN Shares and/or the transactions authorised by this ordinary resolution.

BY ORDER OF THE BOARD

7 March 2025

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The members of the Company are invited to attend physically at the EGM. **There will be no option for shareholders to participate virtually.** Documents in relation to this Circular (including the Circular, Notice of EGM and the Proxy Form) will be made available on SGXNET at www.sgx.com/securities/company-announcements and on the Company's website at <https://www.beverlyicg.com/investor-relations/announcements/>. Printed copies of this notice of EGM ("**Notice of EGM**") the Proxy Form and the Request Form will be sent to members via post.

Members' Queries

- (2) Members (including Central Provident Fund ("**CPF**") Investment Scheme members ("**CPF Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the EGM by:
- (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM (i) themselves personally; or (ii) through a prox(ies) or the Chairman of the EGM.

CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 March 2025, being seven (7) working days prior to the date of the EGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

- (3) A member who is not a Relevant Intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second named proxy as an alternate to the first named.

- (4) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant Intermediary**" has the meaning prescribed to it in Section 181 of the Companies Act:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (5) A member can appoint the Chairman of the EGM as his/her/its proxy **but** this is **not mandatory**.

If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction is given as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (6) The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be deposited in the following manner:
- (a) if sent by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) if by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.proxy@boardroomlimited.com,

in either case, not less than forty-eight (48) hours before the time set for the EGM, and in default the instrument of proxy shall not be treated as valid.

The instrument appointing a proxy(ies) must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of proxy.

In the case of a member whose shares are entered against his/her/its name in the Depository Register (as defined in Section 81SF of the SFA), the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have any shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time set for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

- (7) Members may raise questions at the EGM and/or submit questions related to the Resolutions to be tabled for approval at the EGM, in advance of the EGM. For members who would like to submit questions in advance of the EGM, they may do so by 5.00 p.m. on 14 March 2025:
- (a) in hard copy by sending by post and lodging the same at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) by email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamd@boardroomlimited.com.

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM as received from members before the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses made during the EGM to such questions together with the minutes of the EGM on SGXNET and the Company's website at <https://www.beverlyicq.com/investor-relations/announcements/> within one (1) month after the date of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Personal data privacy:

By attending the EGM and/or any adjournment thereof, submitting an instrument appointing a proxy/proxies and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or submitting any questions related to the resolutions to be tabled for approval at the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation, compilation and/or publication of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy/proxies and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy/proxies and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy/proxies and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.