

BEVERLY JCG LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200505118M)
(the “Company”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING

PLACE way of	:	The Extraordinary General Meeting (“EGM”) was held by electronic means
DATE	:	27 June 2023
TIME	:	2.00 P.M.
PRESENT	:	As per attendance lists
NOTICE OF MEETING	:	The Notice convening this meeting was taken as read.
CHAIRMAN	:	Mr Yap Siew Sin was elected to chair the meeting.

COMMENCEMENT OF MEETING

Mr Yap Siew Sin welcomed the shareholders to the Company’s EGM.

The Chairman informed that in light of the COVID-19 situation and in accordance with the current laws, the Company’s EGM was being held by way of electronic means. He noted that alternative arrangements had been put in place to allow the Company’s shareholders, who had pre-registered in advance, to participate by watching the proceedings via “live” webcast or listening to the proceedings via “live” audio feed.

The Chairman introduced himself and the Board of Directors of the Company (“**Board**”).

The Chairman noted that the Company had requested shareholders to submit questions in advance of the EGM, and by 2.00 p.m. on 23 June 2023, no substantial and relevant questions had been received.

As a quorum was present, the Chairman declared the meeting open.

PROCEEDINGS OF MEETING

The Chairman informed that in line with the Listing Manual (Section B: Rules of Catalist) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), which requires all resolutions at general meetings to be voted by way of a poll and to enhance transparency so as to accord due respect to the full voting rights of shareholders, all resolutions tabled at this meeting would be voted on by way of a poll.

It was noted that The Board Advisory Pte Ltd has been appointed as the Polling Agent, Anton Management Solutions Pte Ltd has been appointed as the Scrutineers and AGM@Convene has been appointed as the live webcast service provider.

The Chairman noted that the Notice of EGM, having been circulated to the shareholders by publication via SGXNet and the Company’s website and having been in the shareholders’ hands for the statutory period, was taken as read.

ORDINARY BUSINESS:

(1) THE PROPOSED ACQUISITION OF 44.2% SHAREHOLDING INTERESTS IN BEVERLY WILSHIRE MEDICAL CENTRE SDN. BHD. OF WHICH THE PROPOSED ACQUISITION FROM DATO' NG AND FAMILY CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES

Resolution 1 on the Agenda was to approve the proposed acquisition of 44.2% shareholding interests in Beverly Wilshire Medical Centre Sdn. Bhd. (“**BWKL**”) of which the proposed acquisition from Dato’ Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules. The details of the same and the rationale for and benefits of the proposed acquisition are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 2 to 11, for the purpose of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the acquisition of 44.2% of the shareholding interests in Beverly Wilshire Medical Centre Sdn. Bhd. from the respective BW Vendors, upon the terms and conditions of the sale and purchase agreement entered into by the Company and the respective Vendors on 4 April 2023, (the “Proposed Acquisition of BWKL”), of which the proposed acquisition from Dato’ Ng and Family constitutes an Interested Person Transaction under Chapter 9 of the Catalist Rules; and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 1 or the transactions contemplated by the Proposed Acquisition of BWKL as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(2) THE PROPOSED ALLOTMENT AND ISSUANCE OF 2,798,181,816 BW CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.0011 FOR EACH BW CONSIDERATION SHARE TO THE BW VENDORS AS CONSIDERATION FOR THE PROPOSED ACQUISITION OF BWKL UNDER RULE 805(1) OF THE CATALIST RULES, OF WHICH 1,789,157,450 BW CONSIDERATION SHARES ARE TO BE ISSUED TO DATO' NG AND FAMILY UNDER RULE 804 AND RULE 812 OF THE CATALIST RULES

Resolution 2 on the Agenda was to approve the proposed allotment and issuance of 2,798,181,816 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share to the BW vendors as consideration for the proposed acquisition of BWKL under Rule 805(1) of the Catalist Rules, of which 1,789,157,450 BW consideration shares are to be issued to Dato’ Ng and family under Rule 804 and Rule 812 of the Catalist Rules. The details of the same and the rationale for and benefits of the allotment and issuance of BW consideration shares are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 to 11, in connection with the Proposed Acquisition of BWKL and pursuant to Section 161 of the Companies Act and Rule 805(1), Rule 804 and Rule 812 of the Catalist Rules:

- (a) approval be and is hereby given for the allotment and issue of 2,798,181,816 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.0011 per share to the respective BW Vendors as consideration for the Proposed Acquisition of BWKL, of which 1,789,157,450 BW Consideration Shares are to be issued to Dato’ Ng and Family (the “Proposed Issuance of Consideration Shares (BWKL)”); and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 2 or the transactions contemplated by the Proposed Issuance of Consideration Shares (BWKL) as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(3) **THE PROPOSED ACQUISITION OF 49% SHAREHOLDING INTERESTS IN BEVERLY WILSHIRE MEDICAL CENTRE (JB) SDN. BHD. OF WHICH THE PROPOSED ACQUISITION FROM DATO’ NG AND FAMILY CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES**

Resolution 3 on the Agenda was to approve the proposed acquisition of 49% shareholding interests in Beverly Wilshire Medical Centre (JB) Sdn. Bhd. (“**BWJB**”) of which the proposed acquisition from Dato’ Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules. The details of the same and the rationale for and benefits of the proposed acquisition are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 2 and 4 to 11, for the purpose of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the acquisition of 49% of the shareholding interests in Beverly Wilshire Medical Centre (JB) Sdn. Bhd. from the respective BW Vendors, upon the terms and conditions of the sale and purchase agreement entered into by the Company and the respective Vendors on 4 April 2023, (the “Proposed Acquisition of BWJB”), of which the proposed acquisition from Dato’ Ng and Family constitutes an Interested Person Transaction under Chapter 9 of the Catalist Rules; and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 3 or the transactions contemplated by the Proposed Acquisition of BWJB as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(4) **THE PROPOSED ALLOTMENT AND ISSUANCE OF 2,755,454,546 BW CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.0011 FOR EACH BW CONSIDERATION SHARE TO THE BW VENDORS AS CONSIDERATION FOR THE PROPOSED ACQUISITION OF BWJB UNDER RULE 805(1) OF THE CATALIST RULES, OF WHICH 1,592,101,635 BW CONSIDERATION SHARES ARE TO BE ISSUED TO DATO' NG AND FAMILY UNDER RULE 804 AND RULE 812 OF THE CATALIST RULES**

Resolution 4 on the Agenda was to approve the proposed allotment and issuance of 2,755,454,546 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share to the BW vendors as consideration for the proposed acquisition of BWJB under Rule 805(1) of the Catalist Rules, of which 1,592,101,635 BW consideration shares are to be issued to Dato' Ng and family under Rule 804 and Rule 812 of the Catalist Rules. The details of the same and the rationale for and benefits of the allotment and issuance of BW consideration shares are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 3 and 5 to 11, in connection with the Proposed Acquisition of BWJB and pursuant to Section 161 of the Companies Act and Rule 805(1), Rule 804 and Rule 812 of the Catalist Rules:

- (a) approval be and is hereby given for the allotment and issue of 2,755,454,546 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.0011 per share to the respective BW Vendors as consideration for the Proposed Acquisition of BWJB, of which 1,592,101,635 BW Consideration Shares are to be issued to Dato' Ng and Family (the “Proposed Issuance of Consideration Shares (BWJB)”); and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 4 or the transactions contemplated by the Proposed Issuance of Consideration Shares (BWJB) as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(5) **THE PROPOSED ACQUISITION OF 49% SHAREHOLDING INTERESTS IN BEVERLY WILSHIRE AESTHETIC DENTAL CENTRE SDN. BHD. OF WHICH THE PROPOSED ACQUISITION FROM DATO' NG AND FAMILY CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES**

Resolution 5 on the Agenda was to approve the proposed acquisition of 49% shareholding interests in Beverly Wilshire Aesthetic Dental Centre Sdn. Bhd. (“BWAD”) of which the proposed acquisition from Dato' Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules. The details of the same and the rationale for and benefits of the proposed acquisition are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 4 and 6 to 11, for the purpose of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the acquisition of 49% of the shareholding interests in Beverly Wilshire Aesthetic Dental Centre Sdn. Bhd. from the respective Vendors, upon the terms and conditions of the sale and purchase agreement entered into by the Company and the respective Vendors on 4 April 2023, (the “Proposed Acquisition of BWAD”), of which the proposed acquisition from Dato’ Ng and Family constitutes an Interested Person Transaction under Chapter 9 of the Catalist Rules; and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 5 or the transactions contemplated by the Proposed Acquisition of BWAD as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(6) **THE PROPOSED ALLOTMENT AND ISSUANCE OF 207,272,728 BW CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.0011 FOR EACH BW CONSIDERATION SHARE TO THE BW VENDORS AS CONSIDERATION FOR THE PROPOSED ACQUISITION OF BWAD UNDER RULE 805(1) OF THE CATALIST RULES, OF WHICH 145,090,908 BW CONSIDERATION SHARES ARE TO BE ISSUED TO DATO’ NG AND FAMILY UNDER RULE 804 AND RULE 812 OF THE CATALIST RULES**

Resolution 6 on the Agenda was to approve the proposed allotment and issuance of 207,272,728 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share to the BW vendors as consideration for the proposed acquisition of BWAD under Rule 805(1) of the catalist rules, of which 145,090,908 BW consideration shares are to be issued to Dato' Ng and family under Rule 804 and Rule 812 of the Catalist Rules. The details of the same and the rationale for and benefits of the allotment and issuance of BW consideration shares are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 5 and 7 to 11, in connection with the Proposed Acquisition of BWAD and pursuant to Section 161 of the Companies Act and Rule 805(1), Rule 804 and Rule 812 of the Catalist Rules:

- (a) approval be and is hereby given for the allotment and issue of 207,272,728 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.0011 per share to the respective BW Vendors as consideration for the Proposed Acquisition of BWAD, of which 145,090,908 BW Consideration Shares are to be issued to Dato’ Ng and Family (the “Proposed Issuance of Consideration Shares (BWAD)”); and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver

all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 6 or the transactions contemplated by the Proposed Issuance of Consideration Shares (BWAD) as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(7) **THE PROPOSED ACQUISITION OF 49% SHAREHOLDING INTERESTS IN BEVERLY WILSHIRE AESTHETIC TROPICANA CITY MALL SDN. BHD. OF WHICH THE PROPOSED ACQUISITION FROM DATO' NG AND FAMILY CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES**

Resolution 7 on the Agenda was to approve the proposed acquisition of 49% shareholding interests in Beverly Wilshire Aesthetic Tropicana City Mall Sdn. Bhd. (“BWTCM”) of which the proposed acquisition from Dato' Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules. The details of the same and the rationale for and benefits of the proposed acquisition are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 6 and 8 to 11, for the purpose of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the acquisition of 49% of the shareholding interests in Beverly Wilshire Tropicana City Mall Sdn. Bhd. from the respective BW Vendors, upon the terms and conditions of the sale and purchase agreement entered into by the Company and the respective Vendors on 4 April 2023, (the “Proposed Acquisition of BWTCM”), of which the proposed acquisition from Dato' Ng and Family constitutes an Interested Person Transaction under Chapter 9 of the Catalist Rules; and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 7 or the transactions contemplated by the Proposed Acquisition of BWTCM as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(8) **THE PROPOSED ALLOTMENT AND ISSUANCE OF 369,090,910 BW CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.0011 FOR EACH BW CONSIDERATION SHARE AS CONSIDERATION FOR THE PROPOSED ACQUISITION OF BWTCM UNDER RULE 805(1) OF THE CATALIST RULES, OF WHICH 225,256,181 BW CONSIDERATION SHARES ARE TO BE ISSUED TO DATO' NG AND FAMILY UNDER RULE 804 AND RULE 812 OF THE CATALIST RULES**

Resolution 8 on the Agenda was to approve the proposed allotment and issuance of 369,090,910 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share as consideration for the proposed acquisition of BWTCM under Rule 805(1) of the Catalist Rules, of which 225,256,181 BW consideration shares are to be issued to Dato' Ng and family under Rule 804 and Rule 812 of the Catalist Rules. The details of the same and the rationale for and benefits of the allotment and issuance of BW consideration shares are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 7 and 9 to 11, in connection with the Proposed Acquisition of BWTCM and pursuant to Section 161 of the Companies Act and Rule 805(1), Rule 804 and Rule 812 of the Catalist Rules:

- (a) approval be and is hereby given for the allotment and issue of 369,090,910 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.0011 per share to the respective BW Vendors as consideration for the Proposed Acquisition of BWTCM, of which 225,256,181 BW Consideration Shares are to be issued to Dato’ Ng and Family (the “Proposed Issuance of Consideration Shares (BWTCM)”); and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 8 or the transactions contemplated by the Proposed Issuance of Consideration Shares (BWTCM) as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(9) THE PROPOSED ACQUISITION OF 13.6% SHAREHOLDING INTERESTS IN BEVERLY WILSHIRE MEDICAL ACADEMY AND RESEARCH CENTRE SDN. BHD

Resolution 9 on the Agenda was to approve the proposed acquisition of 13.6% shareholding interests in Beverly Wilshire Medical Academy and Research Centre Sdn. Bhd. (“**BWARC**”). The details of the same and the rationale for and benefits of the proposed acquisition are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 8 and 10 to 11:

- (a) approval be and is hereby given for the acquisition of 13.6% of the shareholding interests in Beverly Wilshire Academy and Research Centre Sdn. Bhd. From the respective BW Vendors, upon the terms and conditions of the sale and purchase agreement entered into by the Company and the respective Vendors on 4 April 2023, (the “Proposed Acquisition of BWARC”); and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 9 or the transactions contemplated by the Proposed Acquisition of BWARC as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(10) THE PROPOSED ALLOTMENT AND ISSUANCE OF 20,000,000 BW CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.0011 FOR EACH BW CONSIDERATION SHARE AS CONSIDERATION FOR THE PROPOSED ACQUISITION OF BWARC UNDER RULE 805(1) OF THE CATALIST RULES

Resolution 10 on the Agenda was to approve the proposed allotment and issuance of 20,000,000 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share as consideration for the proposed acquisition of BWARC under Rule 805(1) of the Catalist Rules. The details of the same and the rationale for and benefits of the allotment and issuance of BW consideration shares are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 9 and 11, in connection with the Proposed Acquisition of BWARC and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the allotment and issue of 20,000,000 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.0011 per share to the respective BW Vendors as consideration for the Proposed Acquisition of BWARC (the “Proposed Issuance of Consideration Shares (BWARC)”); and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 10 or the transactions contemplated by the Proposed Issuance of Consideration Shares (BWARC) as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(11) THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO DATO' NG TIAN SANG @ NG KEK CHUAN PURSUANT TO THE PROPOSED ACQUISITION OF THE BW ENTITIES

Resolution 11 on the Agenda was to approve the proposed transfer of controlling interest in the company to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed acquisition of the BW entities. The details of the same and the rationale for and benefits of the proposed transfer are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 to 10:

- (a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the Proposed Transfer of Controlling Interest to Dato' Ng Tian Sang @ Ng Kek Chuan upon the completion of the Proposed Acquisition of the BW Entities; and

- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 11 or the transactions contemplated by the Proposed Transfer of Controlling Interest as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(12) THE PROPOSED ACQUISITION OF 100% SHAREHOLDING INTERESTS IN BEVERLY BANGSAR SDN. BHD., OF WHICH THE PROPOSED ACQUISITION FROM DATO’ NG AND FAMILY CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES

Resolution 12 on the Agenda was to approve the proposed acquisition of 100% shareholding interests in Beverly Bangsar Sdn. Bhd. (“BBSB”), of which the proposed acquisition from Dato’ NG and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules. The details of the same and the rationale for and benefits of the proposed acquisition are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 13 and 14, for the purpose of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the acquisition of 100% of the shareholding interests in Beverly Bangsar Sdn. Bhd. from the respective BBSB Vendors, upon the terms and conditions of the sale and purchase agreement entered into by the Company and the respective BBSB Vendors on 4 April 2023 (the “Proposed Acquisition of BBSB”), of which the proposed acquisition from Dato’ Ng and Family constitutes an Interested Person Transaction under Chapter 9 of the Catalist Rules; and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 12 or the transactions contemplated by the Proposed Acquisition of BBSB as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(13) THE PROPOSED ALLOTMENT AND ISSUANCE OF 1,390,000,000 BBSB CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.0011 FOR EACH BBSB CONSIDERATION SHARE AS CONSIDERATION FOR THE PROPOSED ACQUISITION OF BBSB UNDER RULE 805(1) OF THE CATALIST RULES, OF WHICH 865,970,000 BW CONSIDERATION SHARES ARE TO BE ISSUED TO DATO’ NG AND FAMILY UNDER RULE 804 AND RULE 812 OF THE CATALIST RULES

Resolution 13 on the Agenda was to approve the proposed allotment and issuance of 1,390,000,000 BBSB consideration shares at an issue price of S\$0.0011 for each BBSB consideration share as consideration for the proposed acquisition of BBSB under Rule 805(1) of the Catalist Rules, of which 865,970,000 BBSB consideration shares are to be issued to Dato’ Ng and family under Rule 804 and Rule 812 of the Catalist Rules. The details of the same and the

rationale for and benefits of the allotment and issuance of BBSB consideration shares are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 12 and 14, in connection with the Proposed Acquisition of BBSB and pursuant to Section 161 of the Companies Act and Rule 805(1), Rule 804 and Rule 812 of the Catalist Rules:

- (a) approval be and is hereby given for the allotment and issue of 1,390,000,000 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.0011 per share to the respective BBSB Vendors as consideration for the Proposed Acquisition of BBSB, of which 865,970,000 BBSB Consideration Shares are to be issued to Dato’ Ng and Family (the “Proposed Issuance of Consideration Shares (BBSB)”); and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 13 or the transactions contemplated by the Proposed Issuance of Consideration Shares (BBSB) as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(14) THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO DATO’ NG TIAN SANG @ NG KEK CHUAN PURSUANT TO THE PROPOSED ACQUISITION OF BBSB

Resolution 14 on the Agenda was to approve the proposed transfer of controlling interest in the company to Dato’ Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed acquisition of BBSB. The details of the same and the rationale for and benefits of the proposed transfer are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 12 and 13:

- (a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the Proposed Transfer of Controlling Interest to Dato’ Ng Tian Sang @ Ng Kek Chuan upon the completion of the Proposed Acquisition of BBSB; and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 14 or the transactions contemplated by the Proposed Transfer of Controlling Interest as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(15) THE PROPOSED DEBT CAPITALISATION OF S\$105,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 95,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO ONG CHEE KOEN PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 15 on the Agenda was to approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Ong Chee Koen pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$105,000, upon the terms and conditions of the Deed entered into by the Company with Ong Chee Koen;
- (b) approval be and is hereby given for the allotment and issue of 95,454,545 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Ong Chee Koen pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 15 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(16) THE PROPOSED DEBT CAPITALISATION OF S\$105,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 95,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO PANG TEE NAM PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 16 on the Agenda was to approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Pang Tee Nam pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$105,000, upon the terms and conditions of the Deed entered into by the Company with Pang Tee Nam;
- (b) approval be and is hereby given for the allotment and issue of 95,454,545 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Pang Tee Nam pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 16 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(17) THE PROPOSED DEBT CAPITALISATION OF S\$210,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 190,909,091 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO CHONG WAN PING PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 17 on the Agenda was to approve the proposed debt capitalisation of S\$210,000 and the proposed allotment and issuance of 190,909,091 conversion shares at a conversion price of S\$0.0011 for each conversion share to Chong Wan Ping pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$210,000, upon the terms and conditions of the Deed entered into by the Company with Chong Wan Ping;
- (b) approval be and is hereby given for the allotment and issue of 190,909,091 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Chong Wan Ping pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 17 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(18) THE PROPOSED DEBT CAPITALISATION OF S\$105,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 95,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO DATO' SERI YEOH SOO ANN PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 18 on the Agenda was to approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of

S\$0.0011 for each conversion share to Dato' Seri Yeoh Soo Ann pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$105,000, upon the terms and conditions of the Deed entered into by the Company with Dato' Seri Yeoh Soo Ann;
- (b) approval be and is hereby given for the allotment and issue of 95,454,545 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Dato' Seri Yeoh Soo Ann pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 18 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(19) THE PROPOSED DEBT CAPITALISATION OF S\$210,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 190,909,091 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO YEE KOK LEONG PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 19 on the Agenda was to approve the proposed debt capitalisation of S\$210,000 and the proposed allotment and issuance of 190,909,091 conversion shares at a conversion price of S\$0.0011 for each conversion share to Yee Kok Leong pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$210,000, upon the terms and conditions of the Deed entered into by the Company with Yee Kok Leong;
- (b) approval be and is hereby given for the allotment and issue of 190,909,091 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Yee Kok Leong pursuant to the Proposed Debt Capitalisation; and

- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 19 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(20) THE PROPOSED DEBT CAPITALISATION OF S\$105,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 95,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO LEE HEUK PING PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 20 on the Agenda was to approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Lee Heuk Ping pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$105,000, upon the terms and conditions of the Deed entered into by the Company with Lee Heuk Ping;
- (b) approval be and is hereby given for the allotment and issue of 95,454,545 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Lee Heuk Ping pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 20 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

(21) PROPOSED DEBT CAPITALISATION OF S\$300,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 272,727,273 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO YAP MEE LEE PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 21 on the Agenda was to approve the proposed debt capitalisation of S\$300,000 and the proposed allotment and issuance of 272,727,273 conversion shares at a conversion price of S\$0.0011 for each conversion share to Yap Mee Lee pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$300,000, upon the terms and conditions of the Deed entered into by the Company with Yap Mee Lee;
- (b) approval be and is hereby given for the allotment and issue of 272,727,273 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Yap Mee Lee pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 21 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(22) THE PROPOSED DEBT CAPITALISATION OF S\$600,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 545,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO DATO' NG TIAN SANG @ NG KEK CHUAN PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 22 on the Agenda was to approve the proposed debt capitalisation of S\$600,000 and the proposed allotment and issuance of 545,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolution 23, in connection with the Proposed Debt Capitalisation, pursuant to Section 161 of the Companies Act and Rule 804, Rule 805(1) and Rule 812 of the Catalist Rules, and for the purpose of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$600,000, upon the terms and conditions of the Deed entered into by the Company with Dato' Ng Tian Sang @ Ng Kek Chuan which constitutes an Interested Person Transaction under Chapter 9 of the Catalist Rules;
- (b) approval be and is hereby given for the allotment and issue of 545,454,545 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver

all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 22 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(23) THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO DATO' NG TIAN SANG @ NG KEK CHUAN PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 23 on the Agenda was to approve the proposed transfer of controlling interest in the Company to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed transfer are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, subject to and contingent upon the passing of Ordinary Resolution 22:

- (a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the Proposed Transfer of Controlling Interest to Dato' Ng Tian Sang @ Ng Kek Chuan upon the completion of the Proposed Debt Capitalisation; and
- (b) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 23 or the transactions contemplated by the Proposed Transfer of Controlling Interest as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(24) THE PROPOSED DEBT CAPITALISATION OF S\$105,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 95,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO PANG TEE CHEW PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 24 on the Agenda was to approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Pang Tee Chew pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$105,000, upon the terms and conditions of the Deed entered into by the Company with Pang Tee Chew;
- (b) approval be and is hereby given for the allotment and issue of 95,454,545 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Pang Tee Chew pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 24 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

(25) THE PROPOSED DEBT CAPITALISATION OF S\$105,000 AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 95,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 FOR EACH CONVERSION SHARE TO YAU KOK SENG PURSUANT TO THE PROPOSED DEBT CAPITALISATION

Resolution 25 on the Agenda was to approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Yau Kok Seng pursuant to the proposed debt capitalisation. The details of the same and the rationale for and benefits of the proposed debt capitalisation are set out in the Circular dated 5 June 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that, in connection with the Proposed Debt Capitalisation and pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules:

- (a) approval be and is hereby given for the proposed capitalisation of S\$105,000, upon the terms and conditions of the Deed entered into by the Company with Yau Kok Seng;
- (b) approval be and is hereby given for the allotment and issue of 95,454,545 new fully-paid ordinary shares in the capital of the Company, at the conversion price of S\$0.0011 per share to Yau Kok Seng pursuant to the Proposed Debt Capitalisation; and
- (c) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 25 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

SPECIAL RESOLUTION 1:

(1) THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “BEVERLY LTD”

Special Resolution 1 on the Agenda was to approve the proposed change of name of the Company to Beverly Ltd. The text of the Special Resolution as set out in item 26 of the Notice is self-

explanatory.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the EGM electronically.

The following resolution was put to the meeting for vote and was not carried by way of a poll.

“That, in connection with the proposed change of name of the Company to "Beverly Ltd.":

- (a) approval be and is hereby given for the name of the Company to be changed from “Beverly JCG Ltd.” to “Beverly Ltd.”, and that the name “Beverly JCG Ltd.” be substituted for “Beverly Ltd.” wherever the latter name appears in the constitution of the Company;
- (b) the Directors or any of them be and are hereby authorised to complete and to do all acts and things as they may consider necessary or expedient for the purposes of or in connection with the Proposed Change of Name and to give effect to this Special Resolution 1 (including executing such documents as may be required, approving any amendments, alterations or modifications to any documents, and to sign, file, and/or submit any notices, forms and documents with or to the relevant authorities) as they shall think fit and in the interests of the Company; and
- (c) to the extent that any action in connection with the matters referred to in the above paragraphs of this Special Resolution 1 or the transactions contemplated by the Proposed Change of Name has been performed or otherwise undertaken (where partially or otherwise), such action or transactions be and are hereby ratified, confirmed and approved.”

RESULTS OF THE RESOLUTIONS

The results of the poll on each of the resolutions put to vote at the EGM are set out as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		No. of Shares	As a percentage of total number of votes for and against the resolution (%)	No. of Shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business					
<p><u>Ordinary Resolution 1</u></p> <p>To approve the proposed acquisition of 44.2% shareholding interests in Beverly Wilshire Medical Centre Sdn. Bhd. (“BWKL”) of which the proposed acquisition from Dato’ Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 2</u></p> <p>To approve the proposed allotment and issuance of 2,798,181,816 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share to the BW vendors as consideration for the</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49

proposed acquisition of BWKL under Rule 805(1) of the Catalist Rules, of which 1,789,157,450 BW consideration shares are to be issued to Dato' Ng and family under Rule 804 and Rule 812 of the Catalist Rules					
<p><u>Ordinary Resolution 3</u></p> <p>To approve the proposed acquisition of 49% shareholding interests in Beverly Wilshire Medical Centre (JB) Sdn. Bhd. (“BWJB”) of which the proposed acquisition from Dato' Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 4</u></p> <p>To approve the proposed allotment and issuance of 2,755,454,546 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share to the BW vendors as consideration for the proposed acquisition of BWJB under Rule 805(1) of the Catalist Rules, of which 1,592,101,635 BW consideration shares are to be issued to Dato' Ng and family</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49

under Rule 804 and Rule 812 of the Catalist Rules					
<p><u>Ordinary Resolution 5</u></p> <p>To approve the proposed acquisition of 49% shareholding interests in Beverly Wilshire Aesthetic Dental Centre Sdn. Bhd. (“BWAD”) of which the proposed acquisition from Dato' Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 6</u></p> <p>To approve the proposed allotment and issuance of 207,272,728 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share to the BW vendors as consideration for the proposed acquisition of BWAD under Rule 805(1) of the catalist rules, of which 145,090,908 BW consideration shares are to be issued to Dato' Ng and family under Rule 804 and Rule 812 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49

<p><u>Ordinary Resolution 7</u></p> <p>To approve the proposed acquisition of 49% shareholding interests in Beverly Wilshire Aesthetic Tropicana City Mall Sdn. Bhd. (“BWTCM”) of which the proposed acquisition from Dato' Ng and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 8</u></p> <p>To approve the proposed allotment and issuance of 369,090,910 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share as consideration for the proposed acquisition of BWTCM under Rule 805(1) of the Catalist Rules, of which 225,256,181 BW consideration shares are to be issued to Dato' Ng and family under Rule 804 and Rule 812 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49

<p><u>Ordinary Resolution 9</u></p> <p>To approve the proposed acquisition of 13.6% shareholding interests in Beverly Wilshire Medical Academy and Research Centre Sdn. Bhd. (“BWARC”)</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 10</u></p> <p>To approve the proposed allotment and issuance of 20,000,000 BW consideration shares at an issue price of S\$0.0011 for each BW consideration share as consideration for the proposed acquisition of BWARC under Rule 805(1) of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 11</u></p> <p>To approve the proposed transfer of controlling interest in the company to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed acquisition of the BW entities</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49

<p><u>Ordinary Resolution 12</u></p> <p>To approve the proposed acquisition of 100% shareholding interests in Beverly Bangsar Sdn. Bhd. (“BBSB”), of which the proposed acquisition from Dato' NG and family constitutes an interested person transaction under Chapter 9 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 13</u></p> <p>To approve the proposed allotment and issuance of 1,390,000,000 BBSB consideration shares at an issue price of S\$0.0011 for each BBSB consideration share as consideration for the proposed acquisition of BBSB under Rule 805(1) of the Catalist Rules, of which 865,970,000 BBSB consideration shares are to be issued to Dato' Ng and family under Rule 804 and Rule 812 of the Catalist Rules</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<p><u>Ordinary Resolution 14</u></p> <p>To approve the proposed transfer of controlling interest in the company to Dato' Ng Tian Sang @ Ng</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49

Kek Chuan pursuant to the proposed acquisition of BBSB					
<p><u>Ordinary Resolution 15</u></p> <p>To approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Ong Chee Koen pursuant to the proposed debt capitalisation</p>	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97
<p><u>Ordinary Resolution 16</u></p> <p>To approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Pang Tee Nam pursuant to the proposed debt capitalisation</p>	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97
<p><u>Ordinary Resolution 17</u></p> <p>To approve the proposed debt capitalisation of S\$210,000 and the proposed allotment and issuance of</p>	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97

190,909,091 conversion shares at a conversion price of S\$0.0011 for each conversion share to Chong Wan Ping pursuant to the proposed debt capitalisation					
<u>Ordinary Resolution 18</u> To approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Dato' Seri Yeoh Soo Ann pursuant to the proposed debt capitalisation	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97
<u>Ordinary Resolution 19</u> To approve the proposed debt capitalisation of S\$210,000 and the proposed allotment and issuance of 190,909,091 conversion shares at a conversion price of S\$0.0011 for each conversion share to Yee Kok Leong pursuant to the proposed debt capitalisation	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97

<p><u>Ordinary Resolution 20</u></p> <p>To approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Lee Heuk Ping pursuant to the proposed debt capitalisation</p>	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97
<p><u>Ordinary Resolution 21</u></p> <p>To approve the proposed debt capitalisation of S\$300,000 and the proposed allotment and issuance of 272,727,273 conversion shares at a conversion price of S\$0.0011 for each conversion share to Yap Mee Lee pursuant to the proposed debt capitalisation</p>	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97
<p><u>Ordinary Resolution 22</u></p> <p>To approve the proposed debt capitalisation of S\$600,000 and the proposed allotment and issuance of 545,454,545 conversion shares at a conversion price of S\$0.0011 for each</p>	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49

conversion share to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed debt capitalisation					
<u>Ordinary Resolution 23</u> To approve the proposed transfer of controlling interest in the Company to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to the proposed debt capitalisation	7,091,971,314	3,865,492,734	54.51	3,226,478,580	45.49
<u>Ordinary Resolution 24</u> To approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of S\$0.0011 for each conversion share to Pang Tee Chew pursuant to the proposed debt capitalisation	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97
<u>Ordinary Resolution 25</u> To approve the proposed debt capitalisation of S\$105,000 and the proposed allotment and issuance of 95,454,545 conversion shares at a conversion price of	9,786,029,270	6,559,550,690	67.03	3,226,478,580	32.97

S\$0.0011 for each conversion share to Yau Kok Seng pursuant to the proposed debt capitalisation					
<u>Special Resolution 1</u> To approve the proposed change of name of the Company to Beverly Ltd.	9,786,029,270	6,560,593,547	67.04	3,225,435,723	32.96

Notes:

1. Dato' Ng Tian Sang @ Ng Kek Chuan and his associates hold an aggregate of 2,694,057,956 shares and had abstained from voting on the Ordinary Resolutions 1-14, 22 and 23.
2. Mr. Howard Ng How Er and his associates hold an aggregate of 2,694,057,956 shares and had abstained from voting on the Ordinary Resolutions 1-14, 22 and 23.

There being no other business to transact, the Chairman of the meeting declared the Extraordinary General Meeting of the Company closed and thanked everyone for their attendance.

Mr Yap Sian Sin
Chairman of the meeting