



JCG INVESTMENT HOLDINGS LTD.

(f.k.a China Medical (International) Group Limited)

ACRA Registration Number: 200505118M

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting ("EGM") of JCG Investment Holdings Ltd. (the "Company") will be held on 26 August 2019 at 3.30 p.m. at 600 North Bridge Road, Parkview Square, Level 24, Conference Room, Singapore 188778 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 2 August 2019 (the "Circular").

ORDINARY RESOLUTION 1:

THE PROPOSED ACQUISITION OF 51% OF THE SHAREHOLDING INTERESTS IN EACH OF THE TARGET ENTITIES;

That, subject to and contingent upon the passing of Ordinary Resolution 2 and Ordinary Resolution 3:

- (a) approval be and is hereby given for the acquisition of 51% of the shareholding interests in each of the Target Entities from the Vendors, upon the terms and conditions of the sale and purchase agreements entered into by the Company and the Vendors on 16 May 2019 (the "Agreements"); and
- (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 Acquisition and to give effect to this Ordinary Resolution 1 (including any amendment to the Agreements, execution of any other agreements or documents and procurement of third party consents) as they shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 2:

THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 2,550,000,000 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.002 FOR EACH CONSIDERATION SHARE, WITH UP TO 180,000,000 WARRANTS, TO THE VENDORS, AS CONSIDERATION FOR THE PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3:

- (a) approval be and is hereby given for the allotment and issue of up to 2,550,000,000 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.002 per share, with up to 180,000,000 warrants of the Company, convertible into 180,000,000 new fully-paid ordinary shares in the capital of the Company at an exercise price of S\$0.002 per warrant, to the Vendors as consideration for the Proposed Acquisition; and
- (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 Allotment (Vendors) and to give effect to this Ordinary Resolution 2 (including any amendment to the Agreements, execution of any other agreements or documents and procurement of third party consents) as they shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 3:

THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO DATO' NG TIAN SANG @ NG KEK CHUAN PURSUANT TO THE PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2:

- (a) approval be and is hereby given for the allotment and issue of Consideration Shares and Warrants to the Vendors on and subject to the terms of the Proposed Acquisition and to the extent that such Consideration Shares and Warrant Shares, upon exercise of the Warrants, to be allotted and issued by the Company constitutes a potential transfer of a Controlling Interest in the Company to Dato' Ng Tian Sang @ Ng Kek Chuan pursuant to Rule 803 of the Catalist Rules; and
- (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 Potential Transfer of Controlling Interest and to give effect to this Ordinary Resolution 3 (including any amendment to the Agreements, execution of any other agreements or documents and procurement of third party consents) as they shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 4:

THE PROPOSED ALLOTMENT AND ISSUANCE OF 68,850,000 INTRODUCER SHARES AT AN ISSUE PRICE OF S\$0.002 FOR EACH INTRODUCER SHARE TO THE INTRODUCER AS CONSIDERATION FOR HIS INTRODUCTION OF THE VENDORS TO THE COMPANY

That, subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3:

- (a) approval be and is hereby given for the allotment and issue of 68,850,000 new fully-paid ordinary shares in the capital of the Company, at the issue price of S\$0.002 per share, to Goh Chin Guan, the Introducer, as satisfaction of the Introducer Fees; and
- (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 Allotment (Introducer) and to give effect to this Ordinary Resolution 4 (including any amendment to the Agreements, execution of any other agreements or documents and procurement of third party consents) as they shall think fit and in the interests of the Company.

SPECIAL RESOLUTION 1:

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

That:

- (a) approval be and is hereby given for the amendments proposed to be made to the Constitution as set out in the Circular; and
- (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 Amendments to the Constitution 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.

BY ORDER OF THE BOARD

2 August 2019

Ang Kok Huan

Interim Executive Chairman/Chief Executive Officer

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two (2) proxies to attend and vote in his/her stead. 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.

- (2) Pursuant to Section 181 of the Companies Act (Cap. 50), a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, 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 proxy form.

"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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 (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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.
- (3) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100.0% of the shareholding and any second named proxy as an alternate to the first named.
 - (4) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 600 North Bridge Road, Parkview Square, #06-02, Singapore 188778 not less than 48 hours before the time set for holding the Extraordinary General Meeting.
 - (5) The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
 - (6) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited not less than 72 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

Personal Data Privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the personal data of the member by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation 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) 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 proxy(ies) and/or representative(s) of the member to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of the proxy(ies) 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 breach of warranty of the member.