

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Beverly JCG Ltd. (the “**Company**”) will be held by electronic means on 28 April 2023 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modification, the following ordinary resolution:

*Unless otherwise defined, all capitalised terms herein shall have the same meanings as defined in the circular to shareholders of the Company dated 13 April 2023 (the “**Circular**”).*

ORDINARY RESOLUTION 1: THE PROPOSED RATIFICATION OF THE PAST RECURRING IPTS

THAT:

- (a) the Past Recurring IPTs entered into between the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, and Beverly Bangsar Sdn. Bhd. during the Relevant Period, being interested person transactions for the purposes of Chapter 9 of the Catalist Rules (“**Chapter 9**”) be and are hereby ratified, confirmed and approved; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modification to any document and affix the Common Seal of the Company to any such documents if required) as they or he may consider expedient or necessary in the interests of the Company to give effect to the transactions contemplated and/or authorised by and/or in connection with the Proposed Ratification of Past Recurring IPTs and/or this Ordinary Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED RATIFICATION OF LOAN GRANTED BY DATO’ NG TIAN SANG @ NG KEK CHUAN TO THE COMPANY PURSUANT TO THE ADVANCE AGREEMENTS

THAT:

- (a) the Advance Agreements entered into between the Company and Dato’ Ng Tian Sang @ Ng Kek Chuan, being interested person transactions for the purposes of Chapter 9, be and are hereby ratified, confirmed and approved; and
- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modification to any document and affix the Common Seal of the Company to any such documents if required) as they or he may consider expedient or necessary in the interests of the Company to give effect to the transactions contemplated and/or authorised by and/or in connection with the Advance Agreements, the Loan, the Proposed Ratification of Loan and/or this Ordinary Resolution.

ORDINARY RESOLUTION 3: THE PROPOSED RATIFICATION OF THE PROVISION OF CORPORATE SUPPORT SERVICES BY THE COMPANY TO THE BW MALAYSIA ENTITIES PURSUANT TO THE SERVICE AGREEMENT

THAT:

- (a) the Service Agreement entered into between the Company and the BW Malaysia Entities, being an interested person transaction for the purposes of Chapter 9, be and are hereby ratified, confirmed and approved; and

- (b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modification to any document and affix the Common Seal of the Company to any such documents if required) as they or he may consider expedient or necessary in the interests of the Company to give effect to the transactions contemplated and/or authorised by and/or in connection with the Service Agreement, the Corporate Support Services, the Proposed Ratification of Provision of Corporate Support Services and/or this Ordinary Resolution.

ORDINARY RESOLUTION 4: THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into the Mandated Transactions with the Mandated Interested Person, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders and (ii) in accordance with the review procedures for such Mandated Transactions (the “**IPT General Mandate**”);
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (c) the Independent Directors of the Company and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the IPT General Mandate as they or each of them may in their or each of their sole and absolute discretion deem fit in the interests of the Company; and
- (d) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modification to any document and affix the Common Seal of the Company to any such documents if required) as they or he may consider expedient or necessary in the interests of the Company to give effect to the transactions contemplated and/or authorised by and/or in connection with the proposed adoption of the IPT General Mandate and/or this Ordinary Resolution (including approving any amendments to the IPT General Mandate or variation orders).

By order of the Board of Directors

Tan Swee Gek
Company Secretary
13 April 2023
Singapore

Notes:

- (1) The EGM of the Company will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular, this Notice together with the proxy form will not be sent to members. Instead, these documents will be sent to members by electronic means via publication on the Company's website at <https://www.beverlyjcg.com/investor-relations/announcements/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the chairman of the meeting of the Company (the "**Chairman of the Meeting**") in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by proxy or "live" at the EGM, are set out in the Instructions to the Shareholders for Extraordinary General Meeting on pages I-1 to I-6 of the Circular.
- (3) **As a precautionary measure due to the current COVID-19 situation in Singapore, a member will not be able to attend the EGM in person.** Members may watch the EGM proceedings through a live webcast using their computers, tablets or mobile phones or listen to the proceedings through a live audio-only stream via telephone.

To access the live webcast and the audio-only stream, members need to register by no later than 3.00 p.m. on 26 April 2023, being 48 hours before the time fixed for the EGM ("**Registration Deadline**") to enable the Company to verify their status. Authenticated members will receive an email a day before the EGM, containing the link and the telephone number through which the live webcast and the live audio-stream can be accessed, and the login details and credentials.

Members can register by clicking on Beverly JCG's Registration Portal URL link: <https://conveneagm.com/sg/beverlyjcgagm2023> and all members are advised to register as early as possible. Members are also advised to check the Junk folder of their email in case the emails are directed there instead of Inbox. Members who registered by the Registration Deadline but do not receive an email response by 3.00 p.m. on 27 April 2023, may contact the Company at ir@jcg-investment.com.

- (4) **A member (whether individual or corporate) may appoint proxy(ies) or the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM, or by voting "live" at the EGM.** The accompanying proxy form for the EGM will be published on the Company's website at <https://www.beverlyjcg.com/investor-relations/announcements/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (5) Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The proxy form is not valid for use by persons holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (including CPF/SRS investors) ("**Investors**") and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors who wish to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2023.

- (6) A proxy need not be a member of the Company.
- (7) The Instrument appointing the Chairman of the Meeting or such other person as proxy must be submitted to the Company in the following manner: (a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamd@boardroomlimited.com, in either case not less than 48 hours before the time appointed for the EGM, i.e. no later than 3.00 p.m. on 26 April 2023. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.

- (8) A member who pre-registers to watch the live webcast or listen to the audio-only stream may also submit questions relating to the business of this EGM in the following manner: (a) via the pre-registration website by clicking on Beverly JCG's Registration Portal URL link: <https://conveneagm.com/sg/beverlyjcgagm2023>; (b) by email to the Company's Share Registrar at srs.teamd@boardroomlimited.com; or (c) in hardcopy by sending by post and lodging the same at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, no later than 3.00 p.m. on 21 April 2023.

Due to the current COVID-19 situation, members are strongly encouraged to submit their questions via the pre-registration website or email. The Company will endeavour to address all substantial and relevant questions as soon as possible and in any case, before trading hours on 24 April 2023 (that is, no later than 48 hours prior to the closing date and time for the lodgement of the proxy form) by publishing the responses to questions on the Company's website and on the SGXNet.

- (9) As the printed copies of the Circular will not be sent to members, it can be accessed at the Company's website at <https://www.beverlyjcg.com/investor-relations/announcements/> and on the SGX website at <https://www.sgx.com/securities/prospectus-circulars-offer-documents>.
- (10) Minutes of the EGM will be published on the SGXNet and the Company's website. Members and investors are advised to check the SGXNet and/or the Company's website regularly for updates.

Personal data privacy:

By submitting an instrument 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 member's personal data by the Company (or its agents) for the purpose of 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 member's proxy(ies) and/or representative(s) 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 such 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 member's breach of warranty.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

In addition, the Company may upon the request of any member, provide such member with a copy of the minutes of the EGM which may contain a member's personal data as explained above. By participating in the EGM, raising any questions and/or proposing/seconding any motion, a member will be deemed to have consented to have his personal data recorded and dealt with for the purposes and in the manner explained above.