
NOTICE OF EXTRAORDINARY GENERAL MEETING

BEVERLY JCG LTD.
(Incorporated in Singapore)
(Unique Entity Number 200505118M)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of Beverly JCG Ltd. (the “**Company**”) will be held on 27 June 2023 at 2.00 p.m. by way of electronic means 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 5 June 2023 (the "**Circular**"). This Notice of EGM has been made available on SGXNet and the Company's website and may be accessed at the URL <https://conveneagm.com/sg/beverlyjcgegm2023>. A printed copy of this Notice of EGM will NOT be despatched to members.*

ORDINARY RESOLUTION 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

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

- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 1.

ORDINARY RESOLUTION 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

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:

- (1) 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

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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

- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 2.

ORDINARY RESOLUTION 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

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:

- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 3.

ORDINARY RESOLUTION 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

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:

- (1) approval be and is hereby given for the allotment and issue of 2,755,454,546 new fully-paid

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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

- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 4.

ORDINARY RESOLUTION 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

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:

- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 5.

ORDINARY RESOLUTION 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

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:

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- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 6.

ORDINARY RESOLUTION 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

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:

- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 7.

ORDINARY RESOLUTION 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

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:

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- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 8.

ORDINARY RESOLUTION 9:

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

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

- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 9.

ORDINARY RESOLUTION 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

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:

- (1) 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

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respective BW Vendors as consideration for the Proposed Acquisition of BWARC (the **“Proposed Issuance of Consideration Shares (BWARC)”**); and

- (2) 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.

Note: Dato’ Ng and Howard Ng How Er and each of their Associates, including Datin’ Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 10.

ORDINARY RESOLUTION 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

That, subject to and contingent upon the passing of Ordinary Resolutions 1 to 10:

- (1) 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
- (2) 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.

Note: Dato’ Ng and Howard Ng How Er and each of their Associates, including Datin’ Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 11.

ORDINARY RESOLUTION 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

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

- (1) 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

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- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 12.

ORDINARY RESOLUTION 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

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:

- (1) 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
- (2) 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.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 13.

ORDINARY RESOLUTION 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

That, subject to and contingent upon the passing of Ordinary Resolutions 12 and 13:

- (1) 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
- (2) 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

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them may in their or each of their absolute discretion deem fit in the interests of the Group.

Note: Dato' Ng and Howard Ng How Er and each of their Associates, including Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 14.

ORDINARY RESOLUTION 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

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:

- (1) 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;
- (2) 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
- (3) 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.

ORDINARY RESOLUTION 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

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:

- (1) 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;
- (2) 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
- (3) 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.

ORDINARY RESOLUTION 17:

THE PROPOSED DEBT CAPITALISATION OF S\$210,000 AND THE PROPOSED ALLOTMENT

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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

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:

- (1) 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;
- (2) 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
- (3) 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.

ORDINARY RESOLUTION 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

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:

- (1) 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;
- (2) 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
- (3) 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.

ORDINARY RESOLUTION 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

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:

- (1) 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;

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- (2) 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
- (3) 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.

ORDINARY RESOLUTION 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

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:

- (1) 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;
- (2) 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
- (3) 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.

ORDINARY RESOLUTION 21:

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

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:

- (1) 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;
- (2) 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
- (3) 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

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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.

ORDINARY RESOLUTION 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

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 Catalyst Rules, and for the purpose of Chapter 9 of the Catalyst Rules:

- (1) 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 Catalyst Rules;
- (2) 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
- (3) 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.

Note: Dato' Ng and each of his Associates, including Howard Ng How Er, Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 22.

ORDINARY RESOLUTION 23:

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

That, subject to and contingent upon the passing of Ordinary Resolution 22:

- (1) pursuant to Rule 803 of the Catalyst 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
- (2) 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.

Note: Dato' Ng and each of his Associates, including Howard Ng How Er, Datin' Wong Ling Chu and Alexander Ng Zhonglie, will abstain from exercising any voting rights in relation to Ordinary Resolution 23.

ORDINARY RESOLUTION 24:

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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

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:

- (1) 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;
- (2) 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
- (3) 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.

ORDINARY RESOLUTION 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

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:

- (1) 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;
- (2) 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
- (3) 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:

THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "BEVERLY LTD."

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:

- (1) 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;

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- (2) 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
- (3) 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.

BY ORDER OF THE BOARD

5 June 2023

Dato' Ng Tian Sang @ Ng Kek Chuan

Deputy Chairman and Chief Executive Officer

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Notes:

General

- (1) The Extraordinary General Meeting (“EGM”) is being convened, and 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 dated 5 June 2023 will not be sent to members. Instead, the Circular dated 5 June 2023 will be sent to members by electronic means via publication on the SGX website at www.sgx.com/securities/company-announcements and on the Company’s website at <https://www.beverlyjcg.com/investor-relations/announcements/>.
- (2) Alternative arrangements relating to participation in the EGM proceedings via electronic means, submission of questions in advance of the EGM or during the EGM, and voting during the EGM or by appointing proxies, are set out below.

Participation in the EGM Proceedings

- (3) Members will not be able to attend the EGM in person. Members who wish to attend the EGM via electronic means must pre-register themselves or their appointed proxies at <https://conveneagm.com/sq/beverlyjcgegm2023> by no later than 2.00 p.m. on 25 June 2023, being 48 hours before the time fixed for the EGM, to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.
- (4) Following the verification, authenticated members and proxies will receive an email a day before the EGM, containing instructions on how to access the live audio-visual webcast and the live audio-only stream of the EGM proceedings. Members and proxies who have registered by the deadline on 25 June 2023, but do not receive an email by 2.00 p.m. on 26 June 2023, may contact the Company at ir@jcg-investment.com and provide their full name and identification/registration number.
- (5) Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (including those who hold shares under the Central Provident Fund Investment Scheme and/ or the Supplementary Retirement Scheme) and who wish to participate in the EGM proceedings via electronic means or submit questions in advance of the EGM, should contact their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) as soon as possible in order to make the necessary arrangements for them to do so.
- (6) A Depositor shall not be regarded as a member of the Company entitled to participate in the EGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

Submission of Questions

- (7) Members and proxies who have registered and been authenticated will be able to ask questions relating to the resolution to be tabled for approval at the EGM during the EGM by submitting text-based questions through the live chat function on the webcast platform. The Company will endeavour to address such questions during the EGM.
- (8) Members can also submit questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM in the following manner:
 - (a) via the pre-registration website at <https://conveneagm.com/sq/beverlyjcgegm2023>;
 - (b) by post to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07, Keppel Bay Tower, Singapore 098632; or
 - (c) by electronic mail to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamd@boardroomlimited.com,

in each case, to be received no later than 2.00 p.m. on 20 June 2023.

If the questions are submitted by post or electronic mail, the member’s full name and identification/registration number must be included for verification purposes, failing which the submission will be treated as invalid.

- (9) The Company will address substantial and relevant questions which are submitted in advance of the EGM by publishing the responses to the questions on SGXNet and the Company’s website at least 48 hours before the closing date and time for the lodgement of the proxy forms for the EGM.

Voting

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- (10) Members (whether individual or corporate) who wish to exercise their voting rights at the EGM may cast their votes remotely in real-time during the EGM or appoint proxies to vote on their behalf remotely in real-time during the EGM. Members may also appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM. The proxy form for the EGM is available on the SGX website at www.sgx.com/securities/company-announcements and on the Company's website at <https://www.beverlyjcg.com/investor-relations/announcements/>.
- (11) Unless otherwise permitted under the Companies Act, a member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote instead of him. A proxy (including the Chairman of the EGM as proxy) need not be a member of the Company. A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- (12) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the proxy form. Where a member appoints the Chairman of the EGM as his proxy, he must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid.
- (13) Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including those who hold shares under the Central Provident Fund Investment Scheme and/ or the Supplementary Retirement Scheme) and who wish to participate in the EGM proceedings via electronic means or to appoint proxies to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their instructions by 5.00 p.m. on 15 June 2023.
- (14) A member who wishes to submit a proxy form to appoint a proxy or proxies (including the Chairman of the EGM as proxy) must first download, complete and sign the proxy form, before submitting it:
- (a) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamd@boardroomlimited.com,

in either case, to be received not later than 2.00 p.m. on 25 June 2023, failing which the proxy form will be treated as invalid. Members are strongly encouraged to submit completed proxy forms electronically via email.

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 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 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.