

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR DIRECTOR/CHIEF EXECUTIVE OFFICER
IN RESPECT OF INTERESTS IN SECURITIES**

FORM

1

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Director/Chief Executive Officer ("CEO") to give notice of his interests in the securities of the Listed Issuer under section 133, 137N or 137Y of the Securities and Futures Act (Cap. 289) (the "SFA"). Please note that the requirement to disclose interests in participatory interests applies **only** to a director and where the Listed Issuer is a Singapore-incorporated company.
3. This electronic Form 1 and a separate Form C, containing the particulars and contact details of the Director/CEO, must be completed by the Director/CEO or a person duly authorised by him to do so. The person so authorised should maintain records of information furnished to him by the Director/CEO.
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. A single form may be used by a Director/CEO for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of/of becoming aware of, the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
6. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 3 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
7. Except for item 4 of Part III, please select only one option from the relevant check boxes.
8. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
9. In this form, the term "Listed Issuer" refers to –
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;
 - (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
10. For further instructions and guidance on how to complete this notification form, please refer to section 6 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

JCG INVESTMENT HOLDINGS LTD.

2. Type of Listed Issuer:

- Company/Corporation
 Registered/Recognised Business Trust
 Real Estate Investment Trust

3. Name of Director/CEO:

NG TIAN SANG

4. Is the Director/CEO also a substantial shareholder/unitholder of the Listed Issuer?

- Yes
 No

5. Is the Director/CEO notifying in respect of his interests in securities of, or made available by, the Listed Issuer at the time of his appointment?

- Yes *(Please proceed to complete Part II)*
 No *(Please proceed to complete Part III)*

6. Date of notification to Listed Issuer:


29-Nov-2019

Part II - For a new Director/CEO giving notice of his interests at the date of appointment

1. Date of appointment as a Director/CEO of the Listed Issuer:

29-Nov-2019

2. Details of interest in securities:

Description of securities	Quantum of Interests			Circumstances giving rise to deemed interests <i>[You may attach a chart in item 3 to show how your deemed interests arise.]</i>	
	Direct Interest	Deemed Interest	Total		
(a) Ordinary voting shares/units of Listed Issuer	No. of ordinary voting shares/units held :	1,074,197,200	659,278,692	1,733,475,892	Dato' Ng Tian Sang @ Ng Kek Chuan is deemed to be interested in the 214,659,564, 222,309,564 and 222,309,564 ordinary shares held by Datin' Wong Ling Chu, Howard Ng How Er and Alexander Ng Zhonglie, who are his spouse and sons respectively, pursuant to completion of the proposed acquisition (the "Proposed Acquisition") as on 7 November 2019 as described in the announcements dated 21 May 2019, 2 August 2019, 26 August 2019, 17 September 2019, 9 October 2019, 16 October 2019, 1 November 2019 and 7 November 2019 (the "Previous Announcements").
	As a percentage of total no. of ordinary voting shares/units: 	6.98	4.29	11.27	
(b) Other shares/units (excluding ordinary voting shares/units) of Listed Issuer	No. of shares/units held:	0	0	0	N/A

(c) Rights/Options/Warrants over shares/units of Listed Issuer	No. of rights/options/warrants held:	305,708,041	46,537,317	352,245,358	Dato' Ng Tian Sang @ Ng Kek Chuan is deemed to be interested in the 15,152,439, 15,692,439 and 15,692,439 warrants convertible into 15,152,439, 15,692,439 and 15,692,439 ordinary shares held by Datin' Wong Ling Chu, Howard Ng How Er and Alexander Ng Zhonglie, who are his spouse and sons respectively, pursuant to completion of the Proposed Acquisition.
	No. (if known) of shares/units underlying the rights/options/warrants :	305,708,041	46,537,317	352,245,358	
(d) Debentures of Listed Issuer	Principal amount:	0	0	0	N/A
	No. (if known) of shares/units underlying convertible debentures:	0	0	0	
(e) Rights/Options over debentures of Listed Issuer	No. of rights/options held:	0	0	0	N/A
	Principal amount (if known) of debentures underlying the rights/options:	0	0	0	
(f) Contracts over shares of the Listed Issuer which the Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer	Principal value of contracts held:				N/A
	No. (if known) of shares/units underlying the contracts:				
(g) Participatory interests made available by Listed Issuer	No. of participatory interests held:	0	0	0	N/A

(h) Others (please specify)	Please see paragraph 5 below.	74,773,794 (shares) & 5,278,149 (warrants)	73,253,190 (shares) & 5,170,812 (warrants)	148,026,984 (shares) & 10,448,961 (warrants)	Ng Tian Sang @ Ng Kek Chuan is deemed to be interested in the 23,851,062, 24,701,064 and 24,701,064 ordinary shares and 1,683,606, 1,743,603 and 1,743,603 warrants convertible into 1,683,606, 1,743,603 and 1,743,603 ordinary shares that may be issued to Datin' Wong Ling Chu, Howard Ng How Er and Alexander Ng Zhonglie, who are his spouse and sons respectively, pursuant to certain milestones met in relation to the Proposed Acquisition.
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3. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

4. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

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(c) 15-digit transaction reference number of the relevant transaction in the Form 1 which was attached in the Initial Announcement:

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5. Remarks (if any):

Paragraph (2a): Ng Tian Sang holds 672,964,140 ordinary shares from the issuance of 2,295,000,000 consideration shares pursuant to the Proposed Acquisition and holds 250,000,000 ordinary shares pursuant to the share placement completed on 18 July 2019 (the "Share Placement"). For more information on the Proposed Acquisition, please refer to the Previous Announcements. For more information on the Share Placement, please refer to the announcements dated 21 May 2019, 10 July 2019, 18 July 2019 and 25 July 2019. In addition, Ng Tian Sang holds 116,233,060 shares via an off-market purchase and 35,000,000 shares from market purchase. The percentages calculated in paragraph (2a) are on the basis of an aggregate of 15,383,882,179 ordinary shares of the Listed Issuer that have been issued.

Paragraph (2c): Ng Tian Sang holds 297,503,354 warrants convertible into 297,503,354 ordinary shares pursuant to the Proposed Acquisition and holds 250,000,000 warrants convertible into 250,000,000 ordinary shares pursuant to the Share Placement. He has also been granted a call option to subscribe for, and the Listed issuer has a put option to require him to subscribe for, an additional 250,000,000 ordinary shares and 250,000,000 warrants convertible into 250,000,000 ordinary shares. In addition, Ng Tian Sang holds 8,204,687 warrants convertible into 8,204,687 ordinary shares via an off-market purchase.

Paragraph (2h): Pursuant to the Proposed Acquisition, Ng Tian Sang is entitled to 74,773,794 ordinary shares and

5,278,149 warrants convertible into 5,278,149 ordinary shares upon the satisfaction of certain milestones. Please refer to the Previous Announcements for more information.

Item 6 is to be completed by an individual submitting this notification form on behalf of the Director/CEO

6. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:


(b) Designation (*if applicable*):

(c) Name of entity (*if applicable*):


Transaction Reference Number (auto-generated):

9	6	9	7	2	7	4	3	0	1	4	3	7	1	1
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Part III - For an incumbent Director/CEO giving notice of an acquisition of, or a change in his interest in, securities of or made available by the Listed Issuer

Transaction **A** 

1. Date of acquisition of or change in interest:

2. Date on which Director/CEO became aware of the acquisition of, or change in, interest 
(if different from item 1 above, please specify the date):

3. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

4. Type of securities which are the subject of the transaction (more than one option may be chosen):

Ordinary voting shares/units of Listed Issuer

Other types of shares/units (excluding ordinary voting shares/units) of Listed Issuer

Rights/Options/Warrants over shares/units of Listed Issuer

Debentures of Listed Issuer

Rights/Options over debentures of Listed Issuer

Contracts over shares of the Listed Issuer which Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer

Participatory interests made available by Listed Issuer

Others (please specify):

5. Number of shares, units, rights, options, warrants, participatory interests and/or principal amount/value of debentures or contracts acquired or disposed of by Director/CEO:

6. Amount of consideration paid or received by Director/CEO (excluding brokerage and stamp duties):

7. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)
- Securities via physical settlement of derivatives or other securities
- Securities pursuant to rights issue
- Securities via a placement
- Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)

Other circumstances :


- Acceptance of employee share options/share awards
- Vesting of share awards
- Exercise of employee share options
- Acceptance of take-over offer for Listed Issuer
- Corporate action by Listed Issuer (*please specify*):

- Others (*please specify*):

8. Quantum of interests in securities held by Director/CEO before and after the transaction.
Please complete relevant table(s) below (*for example, Table 1 should be completed if the change relates to ordinary voting shares of the Listed Issuer; Table 4 should be completed if the change relates to debentures*):

9. Circumstances giving rise to deemed interests (*if the interest is such*):
[*You may attach a chart(s) in item 10 to illustrate how the Director/CEO's deemed interest, as set out in item 8 tables 1 to 8, arises*]

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10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 1 which was attached in the Initial Announcement:

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12. Remarks (if any):

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Transaction Reference Number (auto-generated):

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Item 13 is to be completed by an individual submitting this notification form on behalf of the Director/CEO.

13. Particulars of Individual submitting this notification form to the Listed Issuer:

- (a) Name of Individual:

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- (b) Designation (if applicable):

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- (c) Name of entity (if applicable):

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