



JCG INVESTMENT HOLDINGS LTD.

JCG INVESTMENT HOLDINGS LTD.
(Incorporated in Singapore)
(Company Registration No. 200505118M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of JCG Investment Holdings Ltd. (the “**Company**”) will be held on 29 June 2020 at 3.30 p.m. (or as soon as practicable immediately 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) 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 2020 (the “**Circular**”). This Notice of EGM has been made available on SGXNet and the Company’s website and may be accessed at the URL <http://sg.conveneagm.com/JCGInvestment>. A printed copy of this Notice of EGM will NOT be despatched to members.*

ORDINARY RESOLUTION 1:

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE OF UP TO 6,802,407,763 NEW ORDINARY SHARES (THE “RIGHTS SHARES”) IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.001 PER RIGHTS SHARE, WITH UP TO 6,802,407,763 FREE DETACHABLE WARRANTS, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY AT THE RECORD DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED, AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED;

That the renounceable non-underwritten rights cum warrants issue of up to 6,802,407,763 new ordinary shares in the capital of the Company (the “**Rights Shares**”) at the issue price of S\$0.001 per Rights Share, with up to 6,802,407,763 free detachable warrants (the “**Warrants**”), with each Warrant carrying the right to subscribe for one (1) new ordinary share (“**Warrant Share**”) in the capital of the company at an exercise price of S\$0.001 per Warrant Share, on the basis of one (1) Rights Share for every three (3) existing ordinary shares in the capital of the Company held by the shareholders of the Company (the “**Shareholders**”) at a time and date to be determined (the “**Record Date**”), and one (1) Warrant for every one (1) Rights Share subscribed, fractional entitlements to be disregarded (the “**Rights Cum Warrants Issue**”), be and is hereby approved and authority be and is hereby given to the Board of Directors of the Company to:

- (a) create and issue:
 - (i) such number of Rights Shares as the Directors may determine up to 6,802,407,763 Rights Shares at an issue price of S\$0.001 for each Rights Share;
 - (ii) such number of Warrants as the Directors may determine up to 6,802,407,763 Warrants in registered form to be issued together with the Rights Shares, each such Warrant to entitle the holder thereof to subscribe for one (1) Warrant Share at an exercise price of S\$0.001 for each Warrant Share at any time during the period commencing on the date of issue of the Warrants and expiring at 5.00 p.m. on the date immediately preceding the third (3rd) anniversary of the date of issue of the Warrants subject to the terms and conditions of the deed poll (the “**Deed Poll**”) constituting the Warrants to be executed by the Company on such terms and conditions as the Directors may deem fit; and
 - (iii) such further Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such further Warrants to rank pari passu with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);
- (b) provisionally allot and issue up to 6,802,407,763 Rights Shares with up to 6,802,407,763 Warrants at an issue price of S\$0.001 for each Rights Share on the basis of one (1) Rights Share for every three (3) existing ordinary shares in the capital of the Company held by the Shareholders as at the Record Date, and one (1) free Warrant for every one (1) Rights Share, fractional entitlements to be disregarded; and

- (c) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
- (i) up to 6,802,407,763 Warrant Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such Warrant Shares (when issued and paid) to rank pari passu in all respects with the then existing shares of the Company (save as may otherwise be provided in the terms and conditions of the Deed Poll) save for any dividends, rights, allotments or other distributions the record date for which falls before the date of issue of the Warrant Shares; and
 - (ii) on the same basis as paragraph (c)(i) above, such further ordinary shares in the capital of the Company as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (a)(iii) above,

on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may deem fit:

- A. the provisional allotments of the Rights Shares with Warrants under the Rights Cum Warrants Issue shall be made on a renounceable basis to the Shareholders whose names appear in the Register of Members of the Company or the records of the Central Depository (Pte) Limited (“**CDP**”) as at the Record Date with registered addresses in Singapore or who have, at least three (3) market days prior to the Record Date, provided to the CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents, on the basis of one (1) Rights Share for every three (3) existing ordinary shares in the capital of the Company then held by the Shareholders, and one (1) Warrant for every one (1) Rights Share subscribed or in such other proportions as the Directors may deem fit;
- B. no provisional allotment of the Rights Shares with Warrants shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date or who have not, at least three (3) market days prior thereto, provided to the CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (the “**Foreign Shareholders**”);
- C. the entitlements to the Rights Shares with Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the rights entitlements relating thereto to purchasers of the provisional allotment of the Rights Shares with Warrants traded on the SGX-ST through the book-entry (scripless) settlement system thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company;
- D. the entitlements to the Rights Shares with Warrants not taken up or allotted for any reason (other than allotments to Foreign Shareholders referred to above) shall be used to satisfy excess applications or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
- E. the Rights Shares when issued and fully paid up will rank pari passu in all respects with the then existing ordinary shares in the capital of the Company save for any dividends, rights, allotments or other distribution, the record date for which falls before the date of issue of the Rights Shares,

and the Directors be and are hereby authorised to take such steps, do all such acts and things, make such amendments to the terms of the Rights Cum Warrants Issue, the Rights Shares and the Warrants and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

ORDINARY RESOLUTION 2:

THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO DFN PURSUANT TO THE PROPOSED RIGHTS CUM WARRANTS ISSUE

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

- (a) approval be and is hereby given for the allotment and issue of Rights Shares with Warrants and/or Excess Rights Shares with Warrants (if any) to DFN on and subject to the terms of the Proposed Rights Cum Warrants Issue and to the extent that such Rights 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 DFN pursuant to Rule 803 of the Catalist Rules; and
- (b) the Directors (other than DFN and Howard Ng How Er) 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 to DFN and to give effect to this Ordinary Resolution 2 (including any 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 TAN SUYING PURSUANT TO THE PROPOSED RIGHTS CUM WARRANTS ISSUE

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

- (a) approval be and is hereby given for the allotment and issue of Rights Shares with Warrants and/or Excess Rights Shares with Warrants (if any) to Tan Sying on and subject to the terms of the Proposed Rights Cum Warrants Issue and to the extent that such Rights 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 Tan Sying 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 to Tan Sying and to give effect to this Ordinary Resolution 3 (including any 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 GRANT OF THE OPTION TO NATASHA SKINCARE (MALAYSIA) SDN BHD TO REQUIRE THE COMPANY TO PURCHASE ALL (AND NOT ONLY SOME) OF THE SHARES HELD BY NATASHA SKINCARE (MALAYSIA) SDN BHD IN NATASHA BEVERLY SDN BHD PURSUANT TO RULE 1018(1) OF THE CATALIST RULES

That:

- (a) approval be and is hereby given for the grant of the NSC Option to NSC on and subject to the terms of the Proposed Grant of the NSC Option pursuant to Rule 1018(1) 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 Proposed Grant of the NSC Option and to give effect to this Ordinary Resolution 4 (including any amendment to the Shareholders' Agreement, 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 CHANGE OF NAME OF THE COMPANY TO "BEVERLY JCG LTD."

That:

- (a) approval be and is hereby given for the name of the Company to be changed from "JCG Investment Holdings Ltd." to "Beverly JCG Ltd." and that the name "JCG Investment Holdings Ltd." be substituted for "Beverly JCG Ltd."; 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 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 is hereby ratified, confirmed and approved.

BY ORDER OF THE BOARD

5 June 2020

Dato' Ng Tian Sang @ Ng Kek Chuan

Executive Chairman and Chief Executive Officer

Notes:

- (1) Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 5 June 2020 entitled "Important Notice to Shareholders Regarding the Company's Extraordinary General Meeting on 29 June 2020" which has been uploaded together with this Notice of EGM on SGXNet on the same day. This announcement may also be accessed at the URL <http://sg.conveneagm.com/JCGInvestment>.

In particular, the EGM will be held by way of electronic means and a member will be able to watch the proceedings of the EGM through a "live" webcast or listen to these proceedings through a "live" audio feed via his/her/its mobile phones, tablets or computers. In order to do so, a member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register at the URL <http://sg.conveneagm.com/JCGInvestment> for verification purposes. The website will open for pre-registration from 9.00 a.m. on 6 June 2020 and will close at 2.30 p.m. on 26 June 2020. Following authentication of his/her/its status as members, authenticated members will be able to use their log in details created during the registration process to access the webcast and audio feed of the proceedings of the EGM at the URL <http://sg.conveneagm.com/JCGInvestment>. Non-validated members will receive an email informing them of the invalid status by 28 June 2020. Members are reminded that the EGM proceedings are private. As such, members should not share their login details to access the "live" webcast or "live" audio feed of the AGM proceedings to anyone else. Recording of the "live" webcast of the EGM proceedings in whatever form is also strictly prohibited.

Members may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 2.30 p.m. on 26 June 2020:

- (a) via the pre-registration website at the URL <http://sg.conveneagm.com/JCGInvestment>;
- (b) in hard copy by sending by post and lodging the same at the office of our Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or
- (c) by email to ir@jcg-investment.com.

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

During the EGM, the Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM as received from members.

Please note that members will not be able to ask questions at the EGM "live" during the webcast and the audio feed, and therefore it is important for members to submit their questions in advance of the EGM.

- (2) **A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.** In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the EGM may be accessed at the URL <http://sg.conveneagm.com/JCGInvestment>.
- (3) The Chairman of the EGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notorially certified copy thereof, must:
- (a) if sent by post, be deposited at the office of our Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or
 - (b) if submitted by email, be received by the Company at ir@jcg-investment.com,

in either case, not less than 48 hours before the time for holding the EGM, and in default the instrument of proxy shall not be treated as valid.

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.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- (4) The instrument appointing the Chairman of the EGM as proxy must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (5) The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
- (6) Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the EGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the EGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note 1) above; (b) submitting questions in advance of the EGM in the manner provided in Note 1) above; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3.30 p.m. on 18 June 2020.
- (7) The Circular may be accessed at the Company's website at the URL <https://www.jcg-investment.com>, and have also been made available on SGXNet.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof or by attending the EGM and/or any adjournment thereof, submitting any details of Relevant Intermediary Participants in connection with the EGM, submitting any questions to the Company or pre-registering for the "live" webcast or "live" audio feed of the EGM, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service provider) of the appointment of the Chairman of the EGM as proxy, submission of questions and pre-registration of members for the EGM (including any adjournment thereof) and the preparation, compilation and publication 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 or service providers) 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 Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents or service provider) of the personal data of such Relevant Intermediary Participants 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.