

JCG INVESTMENT HOLDINGS LTD.

(Incorporated in Singapore)
(Company Registration No. 200505118M)

IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S EXTRAORDINARY GENERAL MEETING ON 29 JUNE 2020

- (1) NO DESPATCH OF PRINTED COPIES OF NOTICE OF EXTRAORDINARY GENERAL MEETING, CIRCULAR AND PROXY FORM
- (2) NO ATTENDANCE AT EXTRAORDINARY GENERAL MEETING
- (3) ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The board of directors (the “**Board**”) of JCG Investment Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Relevant Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.

2. DATE OF EXTRAORDINARY GENERAL MEETING

The Directors wish to inform Shareholders that the Company has today issued the Notice of Extraordinary General Meeting (“**EGM**”) dated 5 June 2020 (“**Notice of EGM**”). The EGM will be held by way of electronic means on Monday, 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).

3. NO DESPATCH OF PRINTED COPIES OF NOTICE OF EGM, CIRCULAR AND PROXY FORM

In line with the provisions under the Relevant Order, no printed copies of the Notice of EGM, the circular dated 5 June 2020 (the “**Circular**”) and the proxy form in respect of the EGM will be despatched to Shareholders.

A copy of the Notice of EGM, the Circular and the proxy form have also been uploaded on SGXNet and the Company’s website and may be accessed at the URL <http://sg.convneagm.com/JCGInvestment>.

A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the Company's website.

Shareholders are advised to read the Notice of EGM carefully in order to decide whether they should vote in favour of or against the ordinary resolutions, or to abstain from voting on the ordinary resolutions, to be tabled at the EGM.

4. NO ATTENDANCE AT EGM

Due to the COVID-19 outbreak in Singapore, Shareholders will not be allowed to attend the EGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via "live" webcast or listening to the EGM proceedings via "live" audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM. Please see paragraph 5 below for these alternative arrangements.

5. ALTERNATIVE ARRANGEMENTS

The following are the alternative arrangements which have been put in place for the EGM:

(a) "Live" webcast and "live" audio feed

The Company's Executive Chairman and Chief Executive Officer, Dato' Ng Tian Sang @ Ng Kek Chuan, and the Company's Executive Director, Mr Ang Kok Huan, will conduct the proceedings of the EGM by way of electronic means. Shareholders will be able to watch these proceedings through a "live" webcast or listen to these proceedings through a "live" audio feed via their mobile phones, tablets or computers. In order to do so, Shareholders must follow these steps:

- Shareholders who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by 2.30 p.m. on 26 June 2020, at the URL <http://sg.conveneagm.com/JCGInvestment>.

Following the authentication of the Shareholders' status as shareholders, authenticated Shareholders 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, shareholders should not share their login details to access the "live" webcast or "live" audio feed of the EGM proceedings to anyone else. Recording of the "live" webcast of the EGM proceedings in whatever form is also strictly prohibited.

(b) Submission of questions in advance

Shareholders may also submit questions related to the resolutions to be tabled for approval at the EGM:

- All questions must be submitted by 2.30 p.m. on 26 June 2020:

- via the pre-registration website at the URL <http://sg.conveneagm.com/JCGInvestment>;
 - 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
 - by email to ir@jcg-investment.com.
- Shareholders will need to identify themselves when posing questions by email or by mail by providing the following details:
 - the Shareholder’s full name as it appears on his/her/its CDP/CPF/SRS share records;
 - the Shareholder’s NRIC/Passport/UEN number;
 - the Shareholder’s contact number and email address; and
 - the manner in which the Shareholder holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that 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 Shareholders.
- The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company’s website, and the minutes will include the responses to the questions referred to above.
- Please note that Shareholders will not be able to ask questions at the EGM “live” during the webcast and the audio feed, and therefore it is important for Shareholders to submit their questions in advance of the EGM.

(c) *Proxy voting*

Shareholders will not be able to vote online on the resolutions to be tabled for approval at the EGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the EGM to vote on their behalf:

- Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- The proxy form can be submitted to the Company in hard copy form or by email:

- if in hard copy and sent by post, the proxy form must 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
- if by email, the proxy form must 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.

- Persons who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF or 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 paragraph 5(a) above; (b) submitting questions in advance of the EGM in the manner provided in paragraph 5(b) 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 in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf not less than 48 hours before the time for holding the EGM.

6. SUMMARY OF KEY DATES / DEADLINES

In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates	Actions
6 June 2020 (Saturday)	Shareholders may begin to pre-register at 9.00 a.m. for “live” webcast or “live” audio feed of the EGM proceedings.
3.30 p.m. on 18 June 2020 (Thursday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
2.30 p.m. on 26 June 2020 (Friday)	Deadline for the shareholders to: <ul style="list-style-type: none"> • pre-register for “live” webcast or “live” audio feed of the EGM proceedings; and • submit questions in advance in relation to the resolutions to be tabled for approval at the EGM.
3.30 p.m. on 27 June 2020 (Saturday)	Deadline for shareholders to submit proxy forms appointing the Chairman of the EGM as proxy.

28 June 2020 (Sunday)	Non-validated shareholders will receive an email informing them of the invalid status.
Date and time of EGM – 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) on 29 June 2020 (Monday)	Enter the email and password to access the “live” webcast or “live” audio feed of the EGM proceedings.

7. FURTHER INFORMATION

For further information on the conduct of the EGM and the alternative arrangements, shareholders can refer to the Company’s website and at the following URL <http://sg.conveneagm.com/JCGInvestment>.

Important reminder: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its EGM arrangements at short notice. Shareholders should check the above URL and SGXNet for updates on the EGM.

The Company would like to thank all Shareholders for their patience and co-operation in enabling the Company to hold its EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

BY ORDER OF THE BOARD

5 June 2020

This announcement has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Stamford Corporate Services Pte. Ltd. (the “Sponsor”).

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Vanessa Ng (Telephone: +65 6389 3065 and Email: vanessa.ng@morganlewis.com).