



JCG INVESTMENT HOLDINGS LTD.

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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of JCG Investment Holdings Ltd. (the “Company”, and together with its subsidiaries, the “Group”) will be held by way of electronic means on Monday, 29 June 2020 at 2.30 p.m. for the following purposes as set out below.

This Notice 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 will NOT be despatched to members.

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ Statement and the Auditors’ Report. **(Resolution 1)**
2. To re-elect Mr Yap Siew Sin who is retiring pursuant to Regulation 90 of the Company’s Constitution.  
*Mr Yap Siew Sin, when re-elected, will remain as Chairman of the Remuneration Committee and the Nominating Committee and a member of the Audit Committee and Risk Management Committee. Mr Yap Siew Sin will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (the “Catalist Rules”). Additional information on Mr Yap Siew Sin may be found in Additional Information on Directors Seeking Re-Election appended to this Notice.* **(Resolution 2)**
3. To re-elect Dr Lam Lee G who is retiring pursuant to Regulation 90 of the Company’s Constitution.  
*Dr Lam Lee G, if re-elected, will remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Remuneration Committee, the Nominating Committee and the Risk Management Committee. Dr Lam Lee G will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Additional information on Dr Lam Lee G may be found in Additional Information on Directors Seeking Re-Election appended to this Notice.* **(Resolution 3)**
4. To re-elect Dato’ Ng Tian Sang @ Ng Kek Chuan who is retiring pursuant to Regulation 96 of the Company’s Constitution.  
*Dato’ Ng Tian Sang @ Ng Kek Chuan, if re-elected, will remain as Executive Chairman and Chief Executive Officer of the Company and a member of the Risk Management Committee. Additional information on Dato’ Ng Tian Sang @ Ng Kek Chuan may be found in Additional Information on Directors Seeking Re-Election appended to this Notice.* **(Resolution 4)**
5. To re-elect Mr Howard Ng How Er who is retiring pursuant to Regulation 96 of the Company’s Constitution.  
*Mr Howard Ng How Er, if re-elected, will remain as an Executive Director and Deputy CEO of the Company and a member of the Risk Management Committee. Additional information on Mr Howard Ng How Er may be found in Additional Information on Directors Seeking Re-Election appended to this Notice.* **(Resolution 5)**
6. To approve the payment of Directors’ fees of S\$296,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears (FY2019: S\$157,000). **(Resolution 6)**
7. To re-appoint Messrs Nexia TS Public Accounting Corporation for the financial year ending 31 December 2020 as the Company’s auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other business that may be transacted at an annual general meeting.

## AS SPECIAL BUSINESS

9. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without modifications:

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Catalist Rules, the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue:

- a) shares in the capital of the Company (“**Shares**”);
- b) convertible securities; or
- c) additional securities issued pursuant to adjustment to (b) above; or
- d) Shares arising from the conversion of securities in (b) and (c) above,

in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:

- (i) the aggregate number of Shares and convertible securities that may be issued must not be more than 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings. For the purpose of determining the aggregate number of Shares and convertible securities that may be issued under this resolution, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings is based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for (aa) new Shares arising from the conversion or exercise of convertible securities; (bb) new Shares arising from exercising of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (cc) any subsequent bonus issue, consolidation or subdivision of Shares. Adjustments in accordance with (aa) or (bb) above are only to be made in respect of new shares arising from convertible securities, share options or Share awards which were issued and outstanding or subsisting at the time this resolution is passed;
- (ii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (iii) unless revoked or varied by the Company in a general meeting, such authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.” [See Explanatory Note (i)]

**(Resolution 8)**

10. To consider and, if thought fit, to authorise the Directors of the Company to grant awards (“**Awards**”) in accordance with the provisions of the JCG Share Performance Plan (“**JCG SPP**”) and to allot and issue from time to time such number of fully paid-up ordinary shares in the capital of the Company (the “**Shares**”) as may be required to be allotted and issued pursuant to the vesting of Awards under the JCG SPP, provided that the aggregate number of Shares available under the JCG SPP, when added to all Shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.

**(Resolution 9)**

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Company Secretaries

5 June 2020

## Explanatory Notes:

- (i) The ordinary resolution 8 proposed above, if passed, will empower the Directors from the passing of the AGM until the date of the next annual general meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding, in total, 100% of the number of issued Shares in the capital of the Company at the time of passing of this resolution, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company. For determining the aggregate number of Shares that may be issued the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time of this ordinary resolution 8 above is passed after adjusting for new Shares arising from (aa) the conversion or exercise of convertible securities, (bb) share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and (cc) any subsequent bonus issue, consolidation or subdivision of Shares. Adjustments in accordance with (aa) or (bb) above are only to be made in respect of new shares arising from convertible securities, share options or Share awards which were issued and outstanding or subsisting at the time this resolution is passed.

## Notes:

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

In particular, the AGM will be held by way of electronic means and a member will be able to watch the proceedings of the AGM 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 login details created during the registration process to access the webcast and audio feed of the proceedings of the AGM 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 AGM 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 AGM proceedings in whatever form is also strictly prohibited.

Members may also submit questions related to the resolutions to be tabled for approval at the AGM. 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](mailto: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 AGM, the Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members.

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

- 2) **A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.** In appointing the Chairman of the AGM 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 AGM may be accessed at the URL <http://sg.conveneagm.com/JCGInvestment>.
- 3) The Chairman of the AGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially 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](mailto:ir@jcg-investment.com),

in either case, not less than 48 hours before the time for holding the AGM, 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 AGM 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 AGM, 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 AGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the AGM 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 AGM in the manner provided in Note 1) above; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, 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 AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2.30 p.m. on 18 June 2020.
- 7) The Annual Report for the financial year ended 31 December 2019 may be accessed at the Company's website at the URL <https://www.jcg-investment.com/investor-relations/annual-report/> under "Annual Report 2019", and has also been made available on SGXNet.

#### **Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof or by attending the AGM and/or any adjournment thereof, submitting any details of Relevant Intermediary Participants in connection with the AGM, submitting any questions to the Company or pre-registering for the "live" webcast or "live" audio feed of the AGM, 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 AGM as proxy, submission of questions and pre-registration of members for the AGM (including any adjournment thereof) and the preparation, compilation and publication of the attendance lists, minutes and other documents relating to the AGM (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.

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Yap Siean Sin, Dr Lam Lee G, Dato' Ng Tian Sang @ Ng Kek Chuan and Mr Howard Ng How Er are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 29 June 2020 ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Rule 720(5) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**"), the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules is set out below:

	<b>MR YAP SIEAN SIN</b>	<b>DR LAM LEE G</b>	<b>DATO' NG TIAN SANG @ NG KEK CHUAN</b>	<b>MR HOWARD NG HOW ER</b>
Date of Appointment	27 June 2017	14 May 2018	29 November 2019	29 November 2019
Date of last re-appointment (if applicable)	30 April 2019	30 April 2019	Not Applicable	Not Applicable
Age	60	60	73	42
Country of principal residence	Singapore	Singapore	Malaysia	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (" <b>NC</b> ") and has reviewed and considered the qualification, work experience and suitability of Mr Yap Siean Sin for re-appointment as an Independent Director of the Company. The Board has reviewed and concluded that Mr Yap Siean Sin possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (" <b>NC</b> ") and has reviewed and considered the qualification, work experience and suitability of Dr Lam Lee G for re-appointment as the Lead Independent Director of the Company. The Board has reviewed and concluded Dr Lam Lee G possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (" <b>NC</b> ") and has reviewed and considered the qualification, work experience and suitability of Dato' Ng Tian Sang @ Ng Kek Chuan for re-appointment as the Executive Chairman and Chief Executive Officer of the Company. The Board has reviewed and concluded Dato' Ng Tian Sang @ Ng Kek Chuan possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (" <b>NC</b> ") and has reviewed and considered the qualification, work experience and suitability of Mr Howard Ng How Er for re-appointment as an Executive Director and Deputy Chief Executive Officer of the Company. The Board has reviewed and concluded Mr Howard Ng How Er possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	<b>MR YAP SIEAN SIN</b>	<b>DR LAM LEE G</b>	<b>DATO' NG TIAN SANG @ NG KEK CHUAN</b>	<b>MR HOWARD NG HOW ER</b>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Executive. Dato' Ng Tian Sang @ Ng Kek Chuan is responsible for overseeing the overall management of the Group's business. In addition, Dato' Ng Tian Sang @ Ng Kek Chuan will be tasked with leading the strategic review of the Group's business as well as implementing the future plans of the Group as approved by the Board.	Executive. Mr Howard Ng How Er assists the Chief Executive Officer in the overall management of the Group's business.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee and Risk Management Committee.	Lead Independent Director, Chairman of Audit Committee, and a member of the Nominating Committee, Remuneration Committee and Risk Management Committee.	Executive Chairman, Chief Executive Officer and a member of the Risk Management Committee.	Executive Director, Deputy Chief Executive Officer and a member of the Risk Management Committee.
Professional qualifications	Corporate member of the Royal Institute of British Architects, Malaysian Institute of Town Planners, Malaysian Institute of Architects, British Institute of Interior Design, and an Associate Member of the British Institute of Building Engineers.	Solicitor of the High Court of Hong Kong, Accredited Mediator of the Centre for Effective Dispute Resolution, Fellow of CMA Australia, the Institute of Public Accountants, the Institute of Financial Accountants, the Hong Kong Institute of Arbitrators, and the Hong Kong Institute of Directors, and Honorary Fellow of CMA Australia, the Hong Kong Institute of Facility Management and the University of Hong Kong School of Professional and Continuing Education.	Malaysian Institute of Accountants (MIA), Certified Public Accountant (CPA), Member of Australian Institute of Company Directors (AICD) and International Honorary President of Western Australia Chinese Chamber of Commerce (WACCC)	Not Applicable

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	<b>MR YAP SIEAN SIN</b>	<b>DR LAM LEE G</b>	<b>DATO' NG TIAN SANG @ NG KEK CHUAN</b>	<b>MR HOWARD NG HOW ER</b>
Working experience and occupation(s) during the past 10 years	<u>2009 – present</u> Executive Director in Spring Rise Pte Ltd	<u>May 2017 - present</u> Macquarie Infrastructure and Real Assets (Hong Kong) Limited – Non-executive Chairman – Hong Kong and ASEAN Region, Chief Adviser to Macquarie Infrastructure and Real Assets Asia	<u>June 2020 – present</u> Executive Chairman and Chief Executive Officer, JCG Investment Holdings Ltd.	<u>2020 – present</u> Non-Executive Director, Natasha Beverly Sdn Bhd
	<u>1995 – present</u> Executive Director in Cavacole (S) Pte Ltd	<u>May 2015 - April 2017</u> Macquarie Infrastructure and Real Assets (Hong Kong) Limited – Chairman – ASEAN Region, Senior Adviser to Macquarie Infrastructure and Real Assets Asia	<u>2019 - May 2020</u> Non-Executive Chairman, JCG Investment Holdings Ltd.	Non-Executive Director, Spinalive Beverly Sdn. Bhd.
	<u>May 2007 to March 2015</u> Macquarie Capital (Hong Kong) Limited – Chairman – Indochina, Myanmar and Thailand, Senior Adviser – Asia (and formerly Chairman – Hong Kong)	<u>2019 – present</u> Executive Director, Beverly Medical Centre Sdn Bhd	<u>2019 – 2020</u> Non-Executive Director, Beverly Bangsar Sdn Bhd	Non-Executive Director, Beverly Ipoh Sdn. Bhd.
		<u>2016 – present</u> Executive Director, Beverly Wilshire Medical Centre Sdn Bhd	<u>2016 – present</u> Executive Director, Beverly Wilshire Medical Centre (JB) Sdn Bhd	Non-Executive Director, JCG-Beverly Pte Ltd
		Executive Director, Beverly Wilshire Tropicana City Mall Sdn Bhd	Executive Director, Beverly Wilshire Medical Academy and Research Centre Sdn Bhd	Executive Director, Beverly Medical Centre Sdn Bhd
		Executive Director, Beverly Wilshire Medical Centre Sdn Bhd	Executive Director, Beverly Wilshire Medical Centre Sdn Bhd	Executive Director, Beverly Bangsar Sdn Bhd
		Executive Director, Beverly Wilshire Tropicana City Mall Sdn Bhd	Executive Director, Beverly Wilshire Medical Centre Sdn Bhd	Executive Director, Beverly Wilshire Medical Centre (JB) Sdn Bhd
		Executive Director, Beverly Wilshire Medical Academy and Research Centre Sdn Bhd	Executive Director, Beverly Wilshire Tropicana City Mall Sdn Bhd	Executive Director, Beverly Wilshire Medical Centre Sdn Bhd
		Non-Executive Director, Beverly Wilshire Hair Transplant Sdn Bhd	Non-Executive Director, Beverly Wilshire Cosmetic Surgery Centre Sdn Bhd	Executive Director, Beverly Wilshire Medical Academy and Research Centre Sdn Bhd
				Non-Executive Director, Beverly Wilshire Hair Transplant Sdn Bhd
				<u>2015 – 2017</u> Director, City Centre Holdings Pty Ltd

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
			<p><u>2011 – 2015</u> Senior Independent Non-Executive Director and Chairman of various committees including Audit, Risk Management and Remuneration Committee, Tropicana Corporation Bhd.</p> <p><u>2006 – 2010</u> Executive Deputy Chairman, Midwest Corporation Ltd</p>	<p><u>2013 – 2015</u> Senior GM, Govt Liason and Business Development, Tropicana Danga Cove Sdn Bhd</p> <p><u>2010 – 2013</u> Senior Manager Business Development, Iskandar Waterfront Sdn Bhd</p> <p><u>2008 – 2009</u> - Business &amp; Export Manager, Frankland River Olive Co Ltd</p>
Shareholding interest in the listed issuer and its subsidiaries	No	No	Yes	Yes
			Refer to Appendix A,	Refer to Appendix B.
Any relationship (including immediate family relationships with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	Yes. Father of the Executive Director and Deputy Chief Executive Officer of the Company, Mr Howard Ng How Er.	Yes, Son of Executive Chairman and Chief Executive Officer of the Company, Dato' Ng Tian Sang.
Conflict of Interest (including any competing business)	No	No	Yes. Dato' Ng Tian Sang @ Ng Kek Chuan and his two sons, Mr Howard Ng How Er and Mr Alexander Ng Zhonglie (collectively, "DFN Family") are shareholders of Beverly Bangsar Sdn Bhd ("Beverly Bangsar") which is in the business of provision of aesthetic medical services and in a competing business with the Group. Mr Howard Ng How Er and Mr Alexander Ng Zhonglie are directors of Beverly Bangsar while Dato' Ng Tian Sang @ Ng Kek Chuan has resigned as a director with effect from 1 June 2020.	Yes. Mr Howard Ng is a shareholder and director of Beverly Bangsar which is in the business of provision of aesthetic medical services and in a competing business with the Group.  While DFN Family owns 70% of Beverly Bangsar, The Sloane Group Sdn. Bhd. owns the other 30%. The Company is currently in negotiations with the Proposed Vendors to enter into a sales and purchase agreement to purchase at least 51% and up to 100% stake in Beverly Bangsar. The Company will provide updates to SGX and shareholders in due course and at the appropriate juncture.



# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
		<p>Dato' Ng Tian Sang @ Ng Kek Chuan had declared to the Company that he was negotiating the purchase of a stake in Beverly Bangsar at the same time he was negotiating the injection of Beverly Wilshire group of companies into the Company. DFN Family completed the acquisition of 70% of Beverly Bangsar in September 2019.</p> <p>While DFN Family owns 70% of Beverly Bangsar, The Sloane Group Sdn. Bhd. owns the other 30% (collectively, the "Proposed Vendors"). The Company is currently in negotiations with the Proposed Vendors to enter into a sales and purchase agreement to purchase at least 51% and up to 100% stake in Beverly Bangsar. The Company will provide updates to SGX and shareholders in due course and at the appropriate juncture.</p>	
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
Other Principal Commitments* Including Directorships# (for the last 5 years)	<p>Past (for the past 5 years):</p> <ul style="list-style-type: none"> <li>- China Real Estate Grp Ltd.</li> <li>- Cosmos Gateway Sdn. Bhd.</li> <li>- Huizhou Energy Sdn. Bhd.</li> <li>- Indusplex Sdn. Bhd.</li> <li>- WTE Holdings Pte. Ltd.</li> </ul> <p>Present:</p> <ul style="list-style-type: none"> <li>- Spring Rise Pte Ltd</li> <li>- Cavacole (S) Pte Ltd</li> <li>- Snap Innovations Sdn. Bhd.</li> <li>- Pacific Coast Pte. Ltd.</li> <li>- Spring Malaysia (MM2H) Sdn. Bhd.</li> <li>- Timur Baiduri Sdn. Bhd.</li> <li>- Arealink Corporation Sdn. Bhd.</li> <li>- Seni Rancang (M) Sdn. Bhd.</li> <li>- Moi Siean Holdings Sdn. Bhd.</li> <li>- Jururancang YSS (Sole Proprietorship)</li> <li>- Arkitek Seni Perunding. (Sole Proprietorship)</li> </ul>	<p>Past (for the past 5 years):</p> <ul style="list-style-type: none"> <li>- Hsin Chong Group Holdings Limited</li> <li>- Glorious Sun Enterprises Limited</li> <li>- Green Leader Holdings Group Limited</li> <li>- Xi'an Haitiantian Holdings Company Limited</li> <li>- Rowsley Limited</li> <li>- Vietnam Equity Holding</li> <li>- Roma Group Limited</li> <li>- Imagi International Holdings Limited</li> <li>- UDL Holdings Limited</li> <li>- Heng Fai Enterprises Limited</li> <li>- Mingyuan Medicare Development Company Limited</li> <li>- Ruifeng Petroleum Chemical Holdings Ltd</li> </ul> <p>Present:</p> <ul style="list-style-type: none"> <li>- Adamas Finance Asia Limited</li> <li>- Aurum Pacific (China) Group Limited</li> <li>- AustChina Holdings Limited</li> <li>- China LNG Group Limited</li> <li>- China Real Estate Group</li> <li>- China Shandong Hi-Speed Financial Group Limited</li> <li>- CSI Properties Limited</li> <li>- Elife Holdings Limited</li> <li>- Greenland Hong Kong Holdings Limited</li> <li>- Haitong Securities Company Limited</li> <li>- Hang Pin Living Technology Company Limited</li> <li>- Huarong Investment Stock Corporation Limited</li> <li>- Kidsland International Holdings Limited</li> <li>- Mei Ah Entertainment Group Limited</li> <li>- Mingfa Group (International) Company Limited</li> </ul>	<p>Past (for the past 5 years):</p> <ul style="list-style-type: none"> <li>- Tropicana Corporation Bhd.</li> <li>- Fortune Star Vision Sdn Bhd</li> <li>- Glory Green Sdn Bhd</li> <li>- Global Synergy Avenue Sdn Bhd</li> <li>- Index Vibrant Sdn Bhd</li> <li>- Tropicana Danga Senibong Holding Sdn Bhd</li> <li>- Lido Waterfront Boulevard Sdn Bhd</li> <li>- Demi Hasrat Sdn Bhd</li> <li>- Enhance Benefits Sdn Bhd</li> <li>- Advantage Summer Sdn Bhd</li> <li>- Tropicana Danga Senibong Sdn Bhd***</li> </ul> <p>***Dato' Ng Tian Sang @ Ng Kek Chuan was previously a director in the above-mentioned entity which are in the process of winding up. He confirms that the above company was solvent immediately prior to the commencement of its winding up proceedings.</p> <p>Present:</p> <ul style="list-style-type: none"> <li>- Beverly Bangsar Sdn Bhd</li> </ul>	<p>Past (for the past 5 years):</p> <ul style="list-style-type: none"> <li>- Wealthy Acorn Sdn Bhd</li> </ul> <p>Present:</p> <ul style="list-style-type: none"> <li>- Beverly Bangsar Sdn Bhd</li> </ul>
* "Principal Commitments" has the same meaning as defined in the Code.				
# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)				

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
	<ul style="list-style-type: none"> <li>- National Arts Entertainment and Culture Group Ltd.</li> <li>- Singapore eDevelopment Ltd</li> <li>- Sunwah International Limited</li> <li>- Sunwah Kingsway Capital Holdings Limited</li> <li>- Thomson Medial Group Limited</li> <li>- Tianda Pharmaceuticals Limited</li> <li>- TMC Life Sciences Berhad</li> <li>- Top Global Limited</li> <li>- Vongroup Limited</li> </ul> <p><u>Principle Commitments</u> - <u>voluntary/pro-bono/</u> <u>community service</u> <u>roles:</u></p> <ul style="list-style-type: none"> <li>- Hong Kong Cyberport Management Company Limited</li> <li>- Pacific Basin Economic Council (PBEC)</li> <li>- United Nations Economic and Social Commission for Asia and the Pacific (UN ESCAP) Sustainable Business Network (ESBN)</li> </ul>		

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?

No

No

No

No

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	Yes  During the period between July 2014 and March 2015, Dr Lam Lee G served as an Independent Non-executive Director of Ruifeng Petroleum Chemical Holdings Limited ("Ruifeng Petroleum"), a company incorporated in the Cayman Islands, the shares of which were listed on the Stock Exchange of Hong Kong and delisted on 6 February 2017. It was previously engaged in the petrochemical business. A winding-up petition was served on Ruifeng Petroleum on 12 August 2015 due to failure to pay a judgment debt relating to an outstanding amount of a promissory note issued by Ruifeng Petroleum back in 2011 (3 years before Dr Lam Lee G's appointment as an independent non-executive director). On 16 November 2015, Ruifeng Petroleum was wound up by the High Court of Hong Kong. Ruifeng Petroleum was solvent when Dr Lam Lee G was an Independent Non-Executive Director, and since the time when the listing of Ruifeng Petroleum's shares was cancelled, no claims have been made against Dr Lam Lee G and he is not aware of any threatened or potential claims against him, and there are no outstanding claims and/or liabilities as a result of Ruifeng Petroleum's dissolution.	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	<b>MR YAP SIEAN SIN</b>	<b>DR LAM LEE G</b>	<b>DATO' NG TIAN SANG @ NG KEK CHUAN</b>	<b>MR HOWARD NG HOW ER</b>
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-	No	No	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or				
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or				
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or				
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?				

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR YAP SIEAN SIN	DR LAM LEE G	DATO' NG TIAN SANG @ NG KEK CHUAN	MR HOWARD NG HOW ER
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No

## Disclosure applicable to the appointment of Director only

Any prior experience as a director of a listed company?	Not Applicable	Not Applicable	Not Applicable	Not Applicable
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If yes, please provide details of prior experience.

If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.

Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).



# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

## Appendix A

### Dato' Ng Tian Sang @ Ng Kek Chuan

#### - Disclosure of Shareholding Interests in the Listed Issuer and its Subsidiaries\*

			No. of ordinary shares/ warrants	No. of ordinary shares/ warrants	No. of ordinary shares/ warrants
		Shares/ Warrants	Direct Interests	Deemed interests	Total
Listed Issuer	JCG Investment Holdings Ltd	Shares Warrants	1,074,297,200 305,708,041	775,511,751 54,742,003	1,849,708,951 360,450,044
Subsidiary	Beverly Wilshire Medical Centre Sdn Bhd	Shares	3,737,405	3,942,885	7,680,290
Subsidiary	Beverly Wilshire Medical Centre (JB) Sdn Bhd	Shares	1,772,444	1,739,736	3,512,180
Subsidiary	Beverly Wilshire Tropicana City Mall Sdn Bhd	Shares	220,509	213,174	433,683
Subsidiary	Beverly Wilshire Aesthetic Dental Centre Sdn Bhd	Shares	656,347	262,538	918,885
Subsidiary	Beverly Wilshire Hair Transplant Sdn Bhd	Shares	2,440	1,960	4,400
Subsidiary	Beverly Wilshire Medical Academy and Research Centre Sdn Bhd	Shares	-	101,210	101,210
Subsidiary	Beverly Wilshire Cosmetic Surgery Centre Sdn Bhd	Shares	-	2,829	2,829

\* Excluding shares held under trust deed:

- (i) The Company's wholly-owned subsidiary JCG-Beverly Pte. Ltd. ("**JCGB**") had entered into a trust deed dated 20 September 2019 with Dato' Ng Tian Sang @ Ng Kek Chuan, Mr Alexander Ng Zhonglie and Mr Howard Ng How Er (collectively, the "**BMC Trustees**") in respect of 100 ordinary shares in the issued and paid-up share capital of Beverly Medical Centre Sdn. Bhd. ("**BMC Trust Deed**"). Pursuant to the BMC Trust Deed, the BMC Trustees declared a trust over the 100 ordinary shares, being the entire issued and paid-up share capital of Beverly Medical Centre, in favour of JCGB.

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

## Appendix B

### Howard Ng How Er

#### – Disclosure of Shareholding Interests in the Listed Issuer and its Subsidiaries\*

			No. of ordinary shares/warrants	No. of ordinary shares/warrants	No. of ordinary shares/warrants
		Shares/Warrants	Direct Interests	Deemed interests	Total
Listed Issuer	JCG Investment Holdings Ltd	Shares	265,358,845	-	265,358,845
		Warrants	18,731,212	-	18,731,212
Subsidiary	Beverly Wilshire Medical Centre Sdn Bhd	Shares	1,314,295	-	1,314,295
Subsidiary	Beverly Wilshire Medical Centre (JB) Sdn Bhd	Shares	579,912	-	579,912
Subsidiary	Beverly Wilshire Tropicana City Mall Sdn Bhd	Shares	71,058	-	71,058
Subsidiary	Beverly Wilshire Aesthetic Dental Centre Sdn Bhd	Shares	131,269	-	131,269
Subsidiary	Beverly Wilshire Hair Transplant Sdn Bhd	Shares	980	-	980
Subsidiary	Beverly Wilshire Medical Academy and Research Centre Sdn Bhd	Shares	-	17,320	17,320
Subsidiary	Beverly Wilshire Cosmetic Surgery Centre Sdn Bhd	Shares	-	484	484

\* Excluding shares held under trust deed:

- (i) The Company's wholly-owned subsidiary JCG-Beverly Pte. Ltd. ("**JCGB**") had entered into a trust deed dated 20 September 2019 with Dato' Ng Tian Sang @ Ng Kek Chuan, Mr Alexander Ng Zhonglie and Mr Howard Ng How Er (collectively, the "**BMC Trustees**") in respect of 100 ordinary shares in the issued and paid-up share capital of Beverly Medical Centre Sdn. Bhd. ("**BMC Trust Deed**"). Pursuant to the BMC Trust Deed, the BMC Trustees declared a trust over the 100 ordinary shares, being the entire issued and paid-up share capital of Beverly Medical Centre, in favour of JCGB.
- (ii) The Company's wholly-owned subsidiary JCGB had entered into a trust deed dated 24 January 2020 with Mr Howard Ng How Er in respect or ordinary shares held by Mr Howard Ng How Er in the issued and paid-up share capital of Natasha Beverly Sdn. Bhd. (the "**NB Trust Deed**"). Pursuant to the NB Trust Deed, all the shares held by Mr Ng How Er declared a trust over all the shares held by him in the issued and paid-up share capital of Natasha Beverly Sdn. Bhd. in favour of JCGB.
- (iii) The Company's wholly-owned subsidiary JCGB had entered into a trust deed dated 17 April 2020 with Mr Howard Ng How Er in respect or ordinary shares held by Mr Howard Ng How Er in the issued and paid-up share capital of Beverly Ipoh Sdn. Bhd. (the "**BI Trust Deed**"). Pursuant to the BI Trust Deed, all the shares held by Mr Ng How Er declared a trust over all the shares held by him in the issued and paid-up share capital of Beverly Ipoh Sdn. Bhd. in favour of JCGB.