



## JCG INVESTMENT HOLDINGS LTD.

(f.k.a China Medical (International) Group Limited)

ACRA Registration Number: 200505118M

(Incorporated in the Republic of Singapore)

**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 at 37 Jalan Pemimpin, Mapex Building, #07-13, Legacy Center Meeting Room, Singapore 577177 on Tuesday, 30 April 2019 at 2.30 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' Statement and the Auditors' Report. **(Resolution 1)**
- To re-elect Mr Yap Siew Sin who is retiring pursuant to Article 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. 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 on pages 132 to 145 of the annual report of the Company for the financial year ended 31 December 2018 ("Annual Report").* **(Resolution 2)**
- To re-elect Mr Ang Kok Huan who is retiring pursuant to Article 96 of the Company's Constitution.  
*Mr Ang Kok Huan, if re-elected, will remain as Interim Executive Chairman, a member of the Remuneration Committee and a member of the Nominating Committee. Additional information on Mr Ang Kok Huan may be found in Additional Information on Directors Seeking Re-Election on pages 132 to 145 of the Annual Report.* **(Resolution 3)**
- To re-elect Dr Lam Lee G who is retiring pursuant to Article 96 of the Company's Constitution.  
*Dr Lam Lee G, if re-elected, will remain as Chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nominating 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 on pages 132 to 145 of the Annual Report.* **(Resolution 4)**
- To re-elect Mr Cheung Wai Man, Raymond who is retiring pursuant to Article 96 of the Company's Constitution.  
*Mr Cheung Wai Man, Raymond, if re-elected, will remain as a member of the Audit Committee. Mr Cheung Wai Man, Raymond will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Additional information on Mr Cheung Wai Man, Raymond may be found in Additional Information on Directors Seeking Re-Election on pages 132 to 145 of the Annual Report.* **(Resolution 5)**
- To approve the payment of Directors' fees of S\$157,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears (FY2018: S\$220,000). **(Resolution 6)**
- To re-appoint Messrs Nexia TS Public Accounting Corporation for the financial year ending 31 December 2019 as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other business that may be transacted at an annual general meeting.

**AS SPECIAL BUSINESS**

- 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:
  - shares in the capital of the Company ("Shares");
  - convertible securities; or
  - additional securities issued pursuant to adjustment to (b) above; or
  - 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:
  - 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, 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. 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 is based on the total number of issued Shares excluding treasury shares 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 outstanding or subsisting at the time of the passing of this resolution, 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;
  - 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
  - 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)**

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Company Secretaries  
15 April 2019

**Explanatory Notes:**

- 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 shall be calculated based on the total number of issued Shares excluding treasury shares at the time of this ordinary resolution 8 above is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, share options or vesting of share awards which are outstanding or subsisting at the time this ordinary resolution 8 above is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

**Notes:**

- A member who is not a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the AGM. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
  - A member who is a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
- The instrument appointing a proxy or proxies must be 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.
- The instrument appointing the proxy must be deposited at the registered office of the Company at 80 Robinson Road #17-02 Singapore 068898 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- 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 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.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof or by attending the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.