

# **JCG INVESTMENT HOLDINGS LTD.**

(formerly known as China Medical (International) Group Limited)

(Incorporated in the Republic of Singapore)

(Company Registration Number: 200505118M)

(the “**Company**”)

## **MINUTES OF THE EXTRAORDINARY GENERAL MEETING**

**PLACE** : 37 Jalan Pemimpin, Mapex Building,  
#07-13, Legacy Center Meeting Room  
Singapore 577177

**DATE** : 30 April 2019

**TIME** : 3.20 P.M.

**PRESENT** : Please see Attendance List attached hereto.

**NOTICE OF MEETING** : The Notice convening this meeting was taken as read.

**CHAIRMAN** : Mr Ang Kok Huan was elected to chair the meeting.

## **QUORUM**

As a quorum was present, the Chairman declared the meeting open.

Unless otherwise defined herein, all capitalised terms used in this minutes shall have the same meanings as defined in the circular despatched to shareholders of the Company on 15 April 2019 in relation to the Proposed Adoption of the JCG Share Performance Plan.

## **ORDINARY RESOLUTION**

### **THE PROPOSED ADOPTION OF THE JCG SHARE PERFORMANCE PLAN**

There were no questions raised by the Shareholders. Mr Ang Kok Huan proposed the following ordinary resolution as set out in the Notice of the EGM and the proposal was seconded by Ms Tan Yeoh Yen. The following resolution was then put to the meeting to vote by way of a poll:

“That:

- (i) a share plan to be known as the JCG Share Performance Plan (the “**JCG SPP**”), the rules of which have been submitted to the meeting and, for the purpose of identification, under which awards (“Awards”) of fully paid-up ordinary shares in the capital of the Company (the “Shares”) will be granted, free of payment, to selected employees of the Group including the Group Executive Directors and Non-Executive Directors, and other selected participants, details of which are set out in the Circular to Shareholders dated 15 April 2019 (the “Circular”), be and is hereby approved;
- (ii) the Directors of the Company be and are hereby authorised:
  - (a) establish and administer the JCG SPP;

- (b) to modify and/or alter the JCG SPP from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the JCG SPP and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the JCG SPP; and
  - (c) subject to the same being allowed by law, to apply any shares purchased under any share buyback mandate towards the satisfaction of Awards granted under the JCG SPP;
- (iii) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the JCG SPP and to allot and issue from time to time such number of fully paid-up 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.”

The Chairman then appointed Anton Management Solutions Pte. Ltd. to act as the Scrutineers and The Board Advisory Pte. Ltd. to act as the Polling Agent. After which he handed the proceedings to the Polling Agent to explain the process.

The votes were counted by the Polling Agent and meeting adjourned for the votes to be checked by the Scrutineers.

### **RESULT OF THE RESOLUTION**

1. When the Meeting resumed, the result was announced.
2. It was noted that the number of votes in favour of the resolution relating to the Proposed Adoption of the JCG Share Performance Plan was 6,764,901,825 (99.98%) and the number of votes against the resolution was 1,350,000 (0.02%). Accordingly, the resolution was carried by a majority vote.

There being no other business to transact, the Chairman declared the Extraordinary General Meeting closed and thanked everyone for their attendance.

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Mr Ang Kok Huan  
Chairman