

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 ANNUAL GENERAL MEETING

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

DATE : 30 April 2019

TIME : 2.30 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, Mr Ang Kok Huan declared the meeting open.

ORDINARY BUSINESS:

1. ADOPTION OF REPORTS AND ACCOUNTS

The meeting proceeded to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Directors’ Statement and the Auditors’ Report.

There were no questions raised by the Shareholders. Mr Ang Kok Huan proposed the motion which was seconded by Mr Lau Yuen Chian and the following resolution was then put to the meeting for vote by way of a poll:

“That the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Directors’ Statement and the Auditors’ Report be and are hereby approved and adopted.”

2. RE-APPOINTMENT OF MR YAP SIEAN SIN

It was noted that Mr Yap Siean Sin, a Director of the Company, retiring under Article 90 of the Company’s Constitution had signified his consent to continue in office. Mr Yap Siean Sin, upon re-election, will remain as Chairman of the Remuneration Committee and the Nominating Committee and a member of the Audit Committee. Mr Yap Siean 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**”).

There were no questions raised by the Shareholders. Mr Ang Kok Huan proposed the re-election of Mr Yap Siew Sin as a Director of the Company and the proposal was seconded by Ms Tan Yeoh Yen. The following resolution was put to the meeting for vote by way of a poll:

“That Mr Yap Siew Sin, a Director of the Company, who retires pursuant to Article 90 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

3. RE-APPOINTMENT OF MR ANG KOK HUAN

It was noted that the next resolution on the Agenda was to re-elect Mr Ang Kok Huan, a Director retiring under Article 96 of the Company’s Constitution. At this juncture, Mr Ang Kok Huan handed over the chair of the meeting to Mr Cheung Wai Man, Raymond.

It was noted that Mr Ang Kok Huan, a Director of the Company, retiring under Article 96 of the Company’s Constitution had signified his consent to continue in office. Mr Ang Kok Huan, upon re-election, will remain as Interim Executive Chairman, a member of the Remuneration Committee and a member of the Nominating Committee.

There were no questions raised by the Shareholders. Mr Cheung Wai Man, Raymond proposed the re-election of Mr Ang Kok Huan as a Director of the Company and the proposal was seconded by Mr Ng Gar Wing. The following resolution was put to the meeting for vote by way of a poll:

“That Mr Ang Kok Huan, a Director of the Company, who retires pursuant to Article 96 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

The chair of the meeting was then handed back to Mr Ang Kok Huan.

4. RE-APPOINTMENT OF DR LAM LEE G

It was noted that Dr Lam Lee G, a Director of the Company, retiring under Article 96 of the Company’s Constitution had signified his consent to continue in office. Dr Lam Lee G, upon re-election, 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.

There were no questions raised by the Shareholders. Mr Ang Kok Huan proposed the re-election of Dr Lam Lee G as a Director of the Company and the proposal was seconded by Ms Tan Yeoh Yen. The following resolution was put to the meeting for vote by way of a poll:

“That Dr Lam Lee G, a Director of the Company, who retires pursuant to Article 96 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

5. RE-APPOINTMENT OF MR CHEUNG WAI MAN, RAYMOND

It was noted that Mr Cheung Wai Man, Raymond, a Director of the Company, retiring under Article 96 of the Company’s Constitution had signified his consent to continue in office. Mr Cheung Wai Man, Raymond, upon re-election, 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.

There were no questions raised by the Shareholders. Mr Ang Kok Huan proposed the re-election of Mr Cheung Wai Man, Raymond as a Director of the Company and the proposal was seconded by Mr Lau Yuen Chian. The following resolution was put to the meeting for vote by way of a poll:

“That Mr Cheung Wai Man, Raymond, a Director of the Company, who retires pursuant to Article 96 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

6. APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2019

The Board of Directors had recommended the payment of a sum of S\$157,000 as Directors’ fees for the financial year ending 31 December 2019.

There were no questions raised by the Shareholders. Mr Ang Kok Huan proposed the motion to approve the payment of the Directors’ fees and the proposal was seconded by Mr Ng Gar Wing. The following resolution was put to the meeting for vote by way of a poll:

“That Directors’ fees of S\$157,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears, be and is hereby approved.”

7. RE-APPOINTMENT OF AUDITORS

It was noted that Messrs Nexia TS Public Accounting Corporation had expressed their willingness to continue in office.

There were no questions raised by the Shareholders. Mr Ang Kok Huan proposed the motion to re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company and the proposal was seconded by Mr Lau Yuen Chian. The following resolution was then put to the meeting for vote by way of a poll:

“That Messrs Nexia TS Public Accounting Corporation be re-appointed as Auditor of the Company to hold office until the next Annual General Meeting at a fee to be determined by the Directors.”

SPECIAL BUSINESS:

8. AUTHORITY TO ALLOT AND ISSUE NEW SHARES

Mr Ang Kok Huan proposed the following ordinary resolution and the proposal was seconded by Ms Tan Yeoh Yen. The following resolution was then put to the meeting for vote by way of a poll:

“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**”); or
- (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, 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 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;
- (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.”

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.

RESULTS OF THE RESOLUTIONS

1. When the Meeting resumed, the results were announced.
2. It was noted that the number of votes in favour of the resolution relating to the adoption of Directors’ statement, Auditors’ report and audited financial statements for the financial year ended 31 December 2018 was 6,761,251,825 (100%) and the number of votes against the resolution was 0 (0%). Accordingly, the resolution was carried by a majority vote.
3. It was noted that the number of votes in favour of the resolution relating to the re-election of Mr Yap Siean Sin as a Director of the Company was 6,760,901,825 (99.995%) and the number of votes against the resolution was 350,000 (0.005%). Accordingly, the resolution was carried by a majority vote.
4. It was noted that the number of votes in favour of the resolution relating to the re-election of Mr Ang Kok Huan as a Director of the Company was 6,760,901,825 (99.995%) and the number of votes against the resolution was 350,000 (0.005%). Accordingly, the resolution was carried by a majority vote.
5. It was noted that the number of votes in favour of the resolution relating to the re-election of Dr Lam Lee G as a Director of the Company was 6,760,901,825 (99.995%) and the number of

votes against the resolution was 350,000 (0.005%). Accordingly, the resolution was carried by a majority vote.

6. It was noted that the number of votes in favour of the resolution relating to the re-election of Mr Cheung Wai Man, Raymond as a Director of the Company was 6,760,901,825 (99.995%) and the number of votes against the resolution was 350,000 (0.005%). Accordingly, the resolution was carried by a majority vote.
7. It was noted that the number of votes in favour of the resolution relating to the approval of Directors' fees for the financial year ending 31 December 2019 was 6,760,901,825 (99.995%) and the number of votes against the resolution was 350,000 (0.005%). Accordingly, the resolution was carried by a majority vote.
8. It was noted that the number of votes in favour of the resolution relating to the re-appointment of Messrs Nexia TS Public Accounting Corporation as Auditors of the Company was 6,761,251,825 (100%) and the number of votes against the resolution was 0 (0%). Accordingly, the resolution was carried by a majority vote.
9. It was noted that the number of votes in favour of the resolution relating to the authority to allot and issue shares was 6,760,901,825 (99.995%) and the number of votes against the resolution 350,000 (0.005%). Accordingly, the resolution was carried by a majority vote.

There being no other business to transact, Mr Ang Kok Huan declared the Annual General Meeting of the Company closed and thanked everyone for their attendance.

Mr Ang Kok Huan
Chairman