

BEVERLY JCG LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200505118M)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING

PLACE	:	The Annual General Meeting (“AGM”) was held by way of electronic means
DATE	:	28 April 2023
TIME	:	2.30 P.M.
PRESENT	:	As per attendance lists
NOTICE OF MEETING	:	The Notice convening this meeting was taken as read.
CHAIRMAN	:	Mr Yap Siew Sin was elected to chair the meeting.

COMMENCEMENT OF MEETING

Mr Yap Siew Sin welcomed the shareholders to the Company’s AGM.

The Chairman informed that in light of the COVID-19 situation and the safe social distancing measures in place, the Company’s AGM was being held by way of electronic means. He noted that alternative arrangements had been put in place to allow the Company’s shareholders, who had pre-registered in advance, to participate by watching the proceedings via “live” webcast or listening to the proceedings via “live” audio feed.

The Chairman introduced himself and the Board of Directors of the Company (“**Board**”).

The Chairman noted that the Company had requested shareholders to submit questions in advance of the AGM, and by 2.30 p.m. on 21 April 2023, no substantial and relevant questions had been received.

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

CORPORATE UPDATES

The Deputy CEO, Mr Howard Ng How Er, presented an update on the business and operations of Beverly Wilshire Medical Centre. Additionally, the Deputy Chairman and CEO, Dato’ Ng Tian Sang @ Ng Kek Chuan, provided the Shareholders with an update on the financial performance of the Group.

PROCEEDINGS OF MEETING

The Chairman informed that in line with the Listing Manual (Section B: Rules of Catalist) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), which requires all resolutions at general meetings to be voted by way of a poll and to enhance transparency so as to accord due respect to the full voting rights of shareholders, all resolutions tabled at this meeting would be voted on by way of a poll.

It was noted that The Board Advisory Pte Ltd has been appointed as the Polling Agent, Anton Management Solutions Pte Ltd has been appointed as the Scrutineers and AGM@Convene has been appointed as the live webcast service provider.

The Chairman noted that the Notice of AGM, having been circulated to the shareholders by publication via SGXNet and the Company's website and having been in the shareholders' hands for the statutory period, was taken as read.

ORDINARY BUSINESS:

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE DIRECTORS' STATEMENT AND THE AUDITORS' REPORT

The meeting proceeded to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' Statement and the Auditors' Report.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the AGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“That the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' Statement and the Auditors' Report be and are hereby approved and adopted.”

2. RE-APPOINTMENT OF DATO' NG TIAN SANG @ NG KEK CHUAN

It was noted that Dato' Ng Tian Sang @ Ng Kek Chuan, a Director of the Company, retiring under Regulation 90 of the Company's Constitution had indicated his consent to continue in office. Dato' Ng Tian Sang @ Ng Kek Chuan upon re-election, will remain as a Deputy Chairman and CEO, an Executive Director and a member of the Risk Management Committee.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the AGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“That Dato' Ng Tian Sang @ Ng Kek Chuan, a Deputy Chairman and Chief Executive Officer of the Company, who retires pursuant to Regulation 90 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.”

3. RETIREMENT OF MR YAP SIEAN SIN

It was noted that the chair was handed over to Mr Howard Ng How Er at this juncture as this resolution related to Mr Yap Siew Sin's retirement and re-election as a Director of the Company.

It was noted that Mr Yap Siew Sin, an Independent Non-Executive Chairman of the Company, retiring under Article 90 of the Company's Constitution had indicated his consent to continue

in office. Mr Yap Siew Sin upon re-election, will remain as the Independent Non-Executive Chairman of the Board of Directors, Chairman of the Nominating Committee and the Remuneration Committee, member of the Audit Committee and the Risk Management Committee.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the AGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

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

The chair of the AGM was then handed back to Mr Yap Siew Sin.

4. APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

The Board of Directors had recommended the payment of a sum of S\$156,000 as Directors’ fees for the financial year ending 31 December 2023.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the AGM electronically.

The following resolution was put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“That Directors’ fees of S\$156,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears, be and is hereby approved.”

5. RE-APPOINTMENT OF AUDITORS

Ordinary Resolution 5 on the Agenda was to re-appoint Messrs RT LLP as the Company’s Auditors, to hold office until the conclusion of the next AGM and to authorise the Directors to fix the Auditors’ remuneration.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the AGM electronically.

The following resolution was then put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“That Messrs RT LLP 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:

6. AUTHORITY TO ALLOT AND ISSUE NEW SHARES

Ordinary Resolution 6 on the Agenda was transacted as an Ordinary Resolution and it was to seek the shareholders' approval for the Directors to be granted the authority to issue new shares in the Company, the details of which are set out in the text of the Ordinary Resolution in item 7 of the Notice of AGM.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the AGM electronically.

The following resolution was then put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“That pursuant to Section 161 of the Companies Act 1967 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 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 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.”

7. AUTHORITY TO ALLOT AND ISSUE NEW SHARES PURSUANT TO THE JCG SHARE PERFORMANCE PLAN

Ordinary Resolution 7 on the Agenda was transacted as an Ordinary Resolution and it was to seek the shareholders’ approval for the Directors to be granted the authority to issue new shares pursuant to the JCG Share Performance Plan, the details of which are set out in the text of the Ordinary Resolution in item 8 of the Notice of AGM.

There were no questions in relation to the resolution previously received by the Company or asked by the Shareholders present at the AGM electronically.

The following resolution was then put to the meeting for vote and passed by way of a poll (detailed results of which are appended hereto):

“That the Directors of the Company be and are hereby authorised 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.”

RESULTS OF THE RESOLUTIONS

The results of the poll on each of the resolutions put to vote at the AGM are set out as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		No. of Shares	As a percentage of total number of votes for and against the resolution (%)	No. of Shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business					
<u>Ordinary Resolution 1</u> Adoption of Directors' Statement, Auditors Report and Audited Financial Statements for the financial year ended 31 December 2022	7,222,338,322	7,222,338,322	100.00	0	0.00
<u>Ordinary Resolution 2</u> Re-election of Dato' Ng Tian Sang @ Ng Kek Chuan as a Director of the Company	7,222,338,322	4,365,195,465	60.44	2,857,142,857	39.56
<u>Ordinary Resolution 3</u> Re-election of Mr Yap Sean Sin as a Director of the Company	7,222,338,322	7,222,338,322	100.00	0	0.00

<u>Ordinary Resolution 4</u> Approval of Directors' Fees for the financial year ending 31 December 2023	7,222,338,322	7,222,338,322	100.00	0	0.00
<u>Ordinary Resolution 5</u> Re-appointment of Messrs RT LLP as Auditors of the Company	7,222,338,322	7,222,338,322	100.00	0	0.00
Special Business					
<u>Ordinary Resolution 6</u> Authority to allot and issue shares	7,222,338,322	7,222,338,322	100.00	0	0.00
<u>Ordinary Resolution 7</u> Authority to allot and issue shares pursuant to the JCG Share Performance Plan	7,222,338,322	7,222,338,322	100.00	0	0.00

Notes:

1. Dato' Ng Tian Sang @ Ng How Er, who was re-elected as Director of the Company, shall remain as a Deputy Chairman and CEO, an Executive Director and a member of the Risk Management Committee.
2. Mr Yap Sian Sin, who was re-elected as Director of the Company, shall remain as the Independent Non-Executive Chairman of the Board of Directors, Chairman of the Nominating Committee and the Remuneration Committee, member of the Audit Committee and the Risk Management Committee. Mr Yap Sian Sin is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

There was no shareholder that is required under the Catalist Rules or applicable laws to abstain from voting on the resolutions put to vote at the AGM.

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

Mr Yap Siew Sin
Chairman of the meeting