



CHINA MEDICAL (INTERNATIONAL) GROUP LIMITED

(Company Registration Number 200505118M)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 7 December 2018 to the shareholders of the Company (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of **China Medical (International) Group Limited** (the "Company") will be held at Raffles Marina Ltd, 10 Tuas West Drive, Chartroom, Singapore 638404 on 31 December 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

Shareholders should note that Ordinary Resolutions 1, 2, 3 and 4 are inter-conditional and the passing of Ordinary Resolutions 5 and 6 and Special Resolution 7 are contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4. For the avoidance of doubt, this means that if any of Ordinary Resolutions 1, 2, 3 and 4 is not approved, the other resolutions would not be tabled at the EGM. If Ordinary Resolutions 5 and 6 and Special Resolution 7 are not approved and Ordinary Resolutions 1, 2, 3 and 4 are approved, Ordinary Resolutions 1, 2, 3 and 4 will be undertaken.

ORDINARY RESOLUTION 1

THE PROPOSED CONSOLIDATION OF EVERY TWO (2) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED BY THE DIRECTORS, INTO ONE (1) ORDINARY SHARE

That subject to and contingent upon the passing of Ordinary Resolutions 2, 3 and 4 as set out in this notice of EGM, approval be and is hereby given:

- the consolidation of 8,812,778,946 existing Shares into 4,406,389,473 Consolidated Shares by consolidating every 2 existing ordinary shares in the capital of the Company held by Shareholders at the Books Closure Date into one (1) Consolidated Share in the manner set out in the Circular, fractional entitlements to be disregarded, and the number of Consolidated Shares which each Shareholder is entitled to resulting from the Proposed Share Consolidation, based on their holdings of Shares as at the Books Closure Date, shall be rounded down to the nearest whole Consolidated Share;
- any fractions of a Consolidated Share arising from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of Consolidated Shares to which Shareholders would otherwise be entitled to shall be dealt with in such manner as the Directors may in their absolute discretion may deem fit in the interests of the Company, including without limitation, aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- for the Directors to be authorised to fix the Books Closure Date and the date on which the Consolidated Shares will trade on the Catalist of the SGX-ST in board lots of one hundred (100) Consolidated Shares in their absolute discretion as they deem fit; and
- the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alternation or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Group.

ORDINARY RESOLUTION 2

THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 3,214,285,714 CONVERSION SHARES TO THE DEFERRED LIABILITY ASSIGNEES PURSUANT TO THE PROPOSED DEFERRED LIABILITY CONVERSION

That subject to and contingent upon the passing of Ordinary Resolutions 1, 3 and 4 as set out in this notice of EGM:

- approval be and is hereby granted for the Company to allot and issue up to 3,214,285,714 Conversion Shares to the Deferred Liability Assignees, on the terms and subject to the conditions of the Capitalisation Deed; and
- the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alternation or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Group.

ORDINARY RESOLUTION 3

THE PROPOSED ALLOTMENT AND ISSUE OF 2,857,142,857 SUBSCRIPTION SHARES AND 952,380,952 INVESTMENT WARRANTS TO REST INVESTMENTS LTD

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 4 as set out in this notice of EGM:

- approval be and is hereby granted for the Company to allot and issue 2,857,142,857 Subscription Shares and 952,380,952 Investment Warrants to Rest Investments Ltd, on the terms and subject to the conditions of the Subscription Agreement; and
- the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alternation or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Group.

ORDINARY RESOLUTION 4

THE TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO REST INVESTMENTS LTD ARISING FROM THE PROPOSED SHARE SUBSCRIPTION

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 as set out in this notice of EGM:

- approval be and is hereby granted for the Company to allot and issue the Subscription Shares to Rest Investments Ltd on and subject to the terms of the Subscription Agreement, the issuance of such Subscription Shares constituting a transfer of Controlling Interest in the Company to Rest Investments Ltd pursuant to Rule 803 of the Catalist Rules; and
- the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alternation or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Group.

ORDINARY RESOLUTION 5

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4 as set out in this notice of EGM, Mr Ang Kok Huan be and is appointed as an executive director of the Company with effect from the date of the EGM.

ORDINARY RESOLUTION 6

THE PROPOSED ALLOTMENT AND ISSUE OF 142,857,143 INTRODUCER SHARES TO TGC PRIVATE OFFICE PTE. LTD.

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4 as set out in this notice of EGM:

- approval be and is hereby granted for the Company to allot and issue 142,857,143 Introducer Shares to TGC Private Office Pte. Ltd.; and
- the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alternation or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Group.

SPECIAL RESOLUTION 7

THE CHANGE OF NAME

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4 as set out in this notice of EGM:

- the name of the Company be changed from "China Medical (International) Group Limited" to "JCG Investment Holdings Ltd." and that the name "China Medical (International) Group Limited" be substituted for "JCG Investment Holdings Ltd.";
- the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Special Resolution 7 or the transactions contemplated by the Proposed Change of Name as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- to the extent that any action in connection with the matters referred to in the above paragraphs of this Special Resolution 7 or the transactions contemplated by the Proposed Change of Name has been performed or otherwise undertaken (whether partially or otherwise).

BY ORDER OF THE BOARD

Hano Maeloa
Non-Executive Chairman
Singapore
Date: 7 December 2018

Notes:

- A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the EGM. 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 Companies Act) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, 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 representative or proxy 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 forty-eight (48) hours before the time appointed for the meeting.

Personal Data Privacy:

- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:
- 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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")
 - 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
 - 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.