

## **APPENDIX DATED 3 JULY 2015**

This Appendix (as defined herein) is circulated to the shareholders of Japan Foods Holding Ltd. (the “**Company**”) together with the Annual Report 2015. Its purpose is to provide shareholders of the Company with information relating to the proposed renewal of the IPT Mandate (as defined herein) to be tabled at the AGM (as defined herein) of the Company to be held on 21 July 2015 at 9.30 a.m. at The Possibility Room, Level 5, National Library Building, Singapore 188064.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Appendix to the purchaser or transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Ordinary Resolution (as defined herein) proposed to be passed in respect of the above matter is set out in the Notice of the AGM enclosed with the Annual Report 2015.

This Appendix has been reviewed by the Company’s sponsor, CIMB Bank Berhad, Singapore Branch (“**Sponsor**”) for compliance with the Catalist Rules (as defined herein). The Sponsor has not independently verified the contents of this Appendix. This Appendix has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Sponsor and the SGX-ST assume no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.

## **JAPAN FOODS HOLDING LTD.**

(Incorporated in the Republic of Singapore on 3 December 2007)  
(Company Registration No.: 200722314M)

### **APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE IPT MANDATE**

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## DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

|                                  |                                                                                                                                                                                  |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>“AGM”</i>                     | : Annual general meeting                                                                                                                                                         |
| <i>“Appendix”</i>                | : This appendix to Shareholders dated 3 July 2015 in relation to the proposed renewal of the IPT Mandate                                                                         |
| <i>“ARC”</i>                     | : The Audit and Risk Committee of the Company as at the date of this Appendix                                                                                                    |
| <i>“Board”</i>                   | : The board of directors of the Company as at the date of this Appendix                                                                                                          |
| <i>“Catalist”</i>                | : The sponsor-supervised listing platform of the SGX-ST                                                                                                                          |
| <i>“Catalist Rules”</i>          | : The SGX-ST Listing Manual Section B: Rules of the Catalist                                                                                                                     |
| <i>“CDP”</i>                     | : The Central Depository (Pte) Limited                                                                                                                                           |
| <i>“Companies Act”</i>           | : The Companies Act, Chapter 50 of Singapore, as amended or re-enacted from time to time                                                                                         |
| <i>“Company”</i>                 | : Japan Foods Holding Ltd.                                                                                                                                                       |
| <i>“Directors”</i>               | : Directors of the Company as at the date of this Appendix                                                                                                                       |
| <i>“Eugene Wong”</i>             | : Wong Hin Sun Eugene                                                                                                                                                            |
| <i>“Group”</i>                   | : The Company, its subsidiaries and associated companies (if any)                                                                                                                |
| <i>“Independent Directors”</i>   | : The Directors who are deemed independent for the purposes of the IPT Mandate, namely Takahashi Kenichi, Eugene Wong, Tan Lye Huat and Lee Sok Koon                             |
| <i>“Interested Person”</i>       | : Has the meaning ascribed to it in the Catalist Rules or as set out in paragraph 4.1 of this Appendix                                                                           |
| <i>“IPT Mandate”</i>             | : The general mandate approved by Shareholders pursuant to Chapter 9 of the Catalist Rules for the Group to enter into certain transactions with the Interested Person           |
| <i>“Latest Practicable Date”</i> | : 12 June 2015, being the latest practicable date prior to the printing of this Appendix                                                                                         |
| <i>“Mandated Transactions”</i>   | : Has the meaning ascribed to it as set out in paragraph 4.2 of this Appendix                                                                                                    |
| <i>“NTA”</i>                     | : Net tangible assets                                                                                                                                                            |
| <i>“Ordinary Resolution”</i>     | : A resolution proposed and passed as such by a majority consisting more than 50% of the total number of votes cast for and against such resolution at a meeting of Shareholders |

|                                         |                                                                                                                                                                                                                                                                                                                                                                                                   |
|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>“Register”</i>                       | : The register maintained by the Company setting out details of the Shareholders and their respective shareholdings                                                                                                                                                                                                                                                                               |
| <i>“SGX-ST”</i>                         | : Singapore Exchange Securities Trading Limited                                                                                                                                                                                                                                                                                                                                                   |
| <i>“Shareholders”</i>                   | : Persons (other than CDP) who are for the time being registered as holders of Shares in the Register of Members maintained by the Company and Depositors who have Shares entered against their names in the Depository Register                                                                                                                                                                  |
| <i>“Shares”</i>                         | : Ordinary shares in the capital of the Company                                                                                                                                                                                                                                                                                                                                                   |
| <i>“Shigemitsu Franchise Agreement”</i> | : The franchise agreement dated 10 September 2008 (as supplemented by a supplemental agreement dated 5 December 2008 and including any supplemental agreement to be entered into) between Shigemitsu Industry and the Company, in respect of the exclusive franchise rights to use the “Ajisen Ramen” trademarks and trade names in the territories of Singapore, Indonesia, Malaysia and Vietnam |
| <i>“Shigemitsu Industry”</i>            | : Shigemitsu Industry Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                   |
| <i>“Supply Agreement”</i>               | : The supply agreement entered into between Shigemitsu Industry and the Company dated 10 September 2008                                                                                                                                                                                                                                                                                           |
| <i>“2015 AGM”</i>                       | : The annual general meeting of the Company to be held on 21 July 2015 at 9.30 a.m.                                                                                                                                                                                                                                                                                                               |
| <i>“S\$”</i>                            | : Singapore dollars                                                                                                                                                                                                                                                                                                                                                                               |
| <i>“%” or “per cent.”</i>               | : Per centum or percentage                                                                                                                                                                                                                                                                                                                                                                        |

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

The term “**subsidiary**” shall have the meaning ascribed to it by Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and used in this Appendix shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Appendix shall be a reference to Singapore time unless otherwise stated.

References to persons shall include corporations.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

# JAPAN FOODS HOLDING LTD.

(Incorporated in the Republic of Singapore on 3 December 2007)

(Company Registration No.: 200722314M)

## Board of Directors:

Takahashi Kenichi (Executive Chairman and Chief Executive Officer)  
Shigemitsu Katsuaki (Non-executive Director)  
Tan Lye Huat (Lead Independent Director)  
Eugene Wong (Non-executive Director)  
Lee Sok Koon (Independent Director )

## Registered Office:

420 North Bridge Road  
#02-01 North Bridge Centre  
Singapore 188727

3 July 2015

To: The Shareholders of Japan Foods Holding Ltd.

Dear Sir/Madam,

## THE PROPOSED RENEWAL OF THE IPT MANDATE

### 1. INTRODUCTION

The Company has issued a Notice of AGM dated 3 July 2015 in relation to the 2015 AGM. Item 9 appearing under the heading “Special Business” in the Notice of AGM is an Ordinary Resolution for the proposed renewal of the IPT Mandate.

The purpose of this Appendix is to provide Shareholders with information relating to, and to seek their approval for, the Ordinary Resolution for the proposed renewal of the IPT Mandate.

### 2. CHAPTER 9 OF THE CATALIST RULES

Chapter 9 of the Catalist Rules governs transactions between a listed company or any of its subsidiaries or associated companies (which is an entity at risk) and interested persons. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders.

#### 2.1 Main terms used in Chapter 9 of the Catalist Rules

Under the Catalist Rules:

- (a) an “**entity at risk**” means:
  - (i) the listed company;
  - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
  - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (“**listed group**”), or the listed group and its interested person(s), has control over the associated company;
- (b) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules;

- (c) an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company, or an associate of any such director, chief executive officer or controlling shareholder;
- (d) a “**controlling shareholder**” is a person who holds directly or indirectly 15% or more of the nominal amount of all voting shares in a company (unless otherwise determined not to be by SGX-ST) or in fact exercises control over a company;
- (e) an “**associate**” in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means (i) his immediate family, (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more, and in relation to a substantial shareholder or controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more;
- (f) the term “**control**” means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
- (g) an “**interested person transaction**” means a transaction between an entity at risk and an interested person; and
- (h) a “**transaction**” includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of services, the issuance or subscription of securities, the granting of or being granted options, and the establishment of joint ventures or joint investments, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly.

## 2.2 Materiality thresholds

Save for transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and which are therefore excluded from the ambit of Chapter 9 of the Catalist Rules, an immediate announcement and/or approval of shareholders would be required in respect of transactions with interested persons if certain materiality thresholds (which are based on the value of the transaction as compared with the listed group’s latest audited consolidated NTA), are reached or exceeded.

In particular, an immediate announcement is required where:

- (a) the value of a proposed transaction is equal to or more than 3% of the listed group’s latest audited consolidated NTA; or
- (b) the aggregate value of all transactions entered into with the same interested person during the same financial year, amounts to 3% or more of the listed group’s latest audited consolidated NTA, and an announcement will have to be made immediately of the latest transaction and all future transactions entered into with that same interested person during the financial year.

Shareholders’ approval (in addition to an immediate announcement) is required where:

- (a) the value of a proposed transaction is equal to or more than 5% of the listed group’s latest audited consolidated NTA; or
- (b) the value of a proposed transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is equal to or more than 5% of the group’s latest audited consolidated NTA. The aggregation will exclude any transaction that has been approved by shareholders previously, or is the subject of aggregation with another transaction that has been previously approved by shareholders.

Chapter 9 of the Catalist Rules permits a listed company to seek a general mandate from its shareholders for recurrent transactions with interested persons which are of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate is subject to annual renewal.

### **3. THE PROPOSED RENEWAL OF THE IPT MANDATE**

#### **3.1 Existing IPT Mandate**

The Company had, at its AGM held on 22 July 2014, sought and obtained the approval of the Shareholders for the Company and its subsidiaries or any of them to enter into the Mandated Transactions.

The IPT Mandate is subject to annual renewal. The IPT Mandate was last renewed at the AGM of the Company held on 22 July 2014 and will expire at the 2015 AGM.

#### **3.2 Proposed Renewal of the IPT Mandate**

It is proposed that the IPT Mandate be tabled to Shareholders for renewal and approval at the 2015 AGM to be held on 21 July 2015 without any modifications.

Further details of the IPT Mandate are set out in paragraph 4 of this Appendix.

### **4. THE IPT MANDATE**

#### **4.1 Class of Interested Person**

The IPT Mandate will apply to transactions between the Group and Shigemitsu Industry (the “**Interested Person**”).

Shigemitsu Katsuaki, the Company’s non-executive Director, is the president and chief executive officer of Shigemitsu Industry. As at the Latest Practicable Date, Shigemitsu Industry has a share capital comprising 631,000 shares. Of this, Shigemitsu Katsuaki holds 283,000 shares, Shigemitsu Corporation (in which Shigemitsu Katsuaki holds a direct 100.0% shareholding interest) holds 158,000 shares, the family members of Shigemitsu Katsuaki hold 169,000 shares, while the remaining 21,000 shares are held by unrelated parties.

Shigemitsu Industry is a company incorporated in Japan and is the owner of the “Ajisen Ramen” brand. The Group has entered into, amongst others, the Shigemitsu Franchise Agreement and the Supply Agreement with Shigemitsu Industry. Shigemitsu Industry has investment in other companies operating the “Ajisen Ramen” brand in other parts of the world as well as other food businesses.

As at the Latest Practicable Date, each of Shigemitsu Industry and Shigemitsu Katsuaki own approximately 1.9% of the issued share capital of the Company.

#### **4.2 Categories of Interested Person Transactions**

The transactions with the Interested Person that will be covered by the IPT Mandate are the Group’s purchases of soup base and such other ingredients necessary for the “Ajisen Ramen” business from Shigemitsu Industry (“**Mandated Transactions**”) which arise in the normal course of the Group’s business.

#### **4.3 Rationale for and Benefits of the IPT Mandate**

The Mandated Transactions entered into or to be entered into by the Group in its ordinary course of business are necessary for its day-to-day operations. They are recurring transactions which are likely to occur with some degree of frequency and arise at any time and from time to time. The Directors are of the view that the IPT Mandate and the renewal of the IPT Mandate on an annual basis are to the benefit of the Group as it will eliminate, among others, the need for the Company to convene separate general meetings on each occasion to seek Shareholders’ approval as and when potential transactions with the Interested Person arise. This will

substantially reduce the administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives and adversely affecting the business opportunities.

The IPT Mandate is intended to facilitate transactions in the ordinary course of business of the Group which are transacted from time to time with the Interested Person, provided that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

## **5. REVIEW PROCEDURES FOR THE MANDATED TRANSACTIONS**

The following procedures have been implemented by the Group with a view to ensuring that the Mandated Transactions are undertaken on normal commercial terms and/or on arm's length basis; that is, the transactions are transacted on terms not more favourable to the Interested Person than if they were transacted with an unrelated third party, and are not prejudicial to the interest of the Company and its minority Shareholders.

The Company shall monitor transactions with the Interested Person as follows:

- (a) At the end of every quarter, the Company's Chief Financial Officer ("**CFO**") shall project indicative orders for the coming quarter and seek the approval of the ARC for such orders based on prices quoted by the Interested Person. The Interested Person shall provide to the Company documentary evidence that the prices of its supplies are no less favourable than those offered to its other franchisees around the world (such documentary evidence may include price lists quoted or invoices issued to such other franchisees) for review by the CFO.
- (b) In conjunction with financial reporting under the Catalist Rules (on a quarterly or half-yearly basis, as the case may be), the CFO shall report to the ARC the aggregate value of the Mandated Transactions conducted pursuant to the IPT Mandate during the relevant financial period and provide the ARC with such documentary evidence that the prices in the Mandated Transactions are no less favourable than those offered to the other franchisees as provided by the Interested Person. The ARC shall review the same and satisfy itself that the Mandated Transactions are on normal commercial terms, and are not prejudicial to the Company and its minority Shareholders.

The Company shall obtain a fresh mandate from Shareholders if the procedures above become inappropriate at any time in the opinion of the ARC.

## **6. SCOPE AND VALIDITY PERIOD OF THE IPT MANDATE**

- 6.1 Rule 905 and Rule 906 of the Catalist Rules do not apply to any transaction which has a value below S\$100,000 with an interested person and therefore technically, transactions below S\$100,000 need not be covered under the IPT Mandate. However, for practical reasons, the Company has been applying the same review procedures to all of the Group's purchases of soup base and ingredients for the "Ajisen Ramen" business from the Interested Person, including those transactions which are below S\$100,000 each.
- 6.2 Transactions with the Interested Person which do not fall within the ambit of the IPT Mandate, will be subject to the relevant provisions of Chapter 9 of the Catalist Rules, and/or other applicable provisions of the Catalist Rules and/or the Companies Act, if any.
- 6.3 If approved by the Shareholders at the 2015 AGM, the IPT Mandate will take effect from the date of the 2015 AGM, and will, unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company. Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent AGM of the Company, subject to satisfactory review by the ARC of its continued application to the Mandated Transactions.

## 7. DISCLOSURE TO SHAREHOLDERS

- 7.1 The Company will announce the aggregate value of the Mandated Transactions entered into pursuant to the IPT Mandate for each financial period which the Company is required to report on pursuant to the Catalist Rules and within the time required for the announcement of such report in accordance with the Catalist Rules.
- 7.2 Disclosure will also be made in the annual report of the Company of the aggregate value of the Mandated Transactions conducted pursuant to the IPT Mandate during the current financial year, and in the annual reports for the subsequent financial years during which the IPT Mandate is in force.

## 8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

### 8.1 Interests of Directors

The interests (both direct and indirect interests) of the Directors in the issued share capital of the Company, as recorded in the Register of Directors' shareholdings of the Company as at the Latest Practicable Date, are as follows:

|                                    | Direct Interest  |                  | Deemed Interest          |                  | Total Interest   |                  |
|------------------------------------|------------------|------------------|--------------------------|------------------|------------------|------------------|
|                                    | Number of Shares | % <sup>(1)</sup> | Number of Shares         | % <sup>(1)</sup> | Number of Shares | % <sup>(1)</sup> |
| <b>Directors</b>                   |                  |                  |                          |                  |                  |                  |
| Takahashi Kenichi                  | 114,814,800      | 66.0             | 8,100,000 <sup>(2)</sup> | 4.7              | 122,914,800      | 70.6             |
| Shigemitsu Katsuaki <sup>(3)</sup> | 3,360,600        | 1.9              | 3,360,600                | 1.9              | 6,721,200        | 3.8              |
| Eugene Wong <sup>(4)</sup>         | —                | —                | 8,365,800                | 4.8              | 8,365,800        | 4.8              |
| Tan Lye Huat                       | —                | —                | —                        | —                | —                | —                |
| Lee Sok Koon                       | —                | —                | —                        | —                | —                | —                |

#### Notes:

- <sup>(1)</sup> Based on the issued share capital of the Company of 174,006,000 Shares as at the Latest Practicable Date.
- <sup>(2)</sup> Takahashi Kenichi is deemed interested in the 8,100,000 Shares held by his deemed associate, Chan Chau Mui.
- <sup>(3)</sup> Shigemitsu Katsuaki is also the president and chief executive officer of Shigemitsu Industry. As at the Latest Practicable Date, Shigemitsu Industry has a share capital comprising 631,000 shares. Of this, Shigemitsu Katsuaki holds 283,000 shares, Shigemitsu Corporation (in which Shigemitsu Katsuaki holds a direct 100% shareholding interest) holds 158,000 shares, the family members of Shigemitsu Katsuaki hold 169,000 shares, while the remaining 21,000 shares are held by unrelated parties. Accordingly, Shigemitsu Katsuaki is deemed interested in all the Shares held by Shigemitsu Industry.
- <sup>(4)</sup> 7,165,800 and 1,200,000 shares are held by Sirius Venture Capital Pte. Ltd. and the spouse of Eugene Wong respectively. Eugene Wong is the managing director of Sirius Venture Capital Pte. Ltd. ("**Sirius Venture**"). As at the Latest Practicable Date, Eugene Wong holds 100% of ordinary shares in the capital of Sirius Venture. Accordingly, Eugene Wong is deemed interested in the Shares held by Sirius Venture.

## 8.2 Interests of substantial Shareholders

The interests (both direct and indirect interests) of the substantial Shareholders in the issued share capital of the Company, as recorded in the Register of substantial Shareholders' shareholdings of the Company as at the Latest Practicable Date, are as follows:

|                                | Direct Interest  |                  | Deemed Interest          |                  | Total Interest   |                  |
|--------------------------------|------------------|------------------|--------------------------|------------------|------------------|------------------|
|                                | Number of Shares | % <sup>(1)</sup> | Number of Shares         | % <sup>(1)</sup> | Number of Shares | % <sup>(1)</sup> |
| <b>Substantial Shareholder</b> |                  |                  |                          |                  |                  |                  |
| Takahashi Kenichi              | 114,814,800      | 66.0             | 8,100,000 <sup>(2)</sup> | 4.7              | 122,914,800      | 70.6             |

**Notes:**

<sup>(1)</sup> Based on the issued share capital of the Company of 174,006,000 Shares as at the Latest Practicable Date.

<sup>(2)</sup> Takahashi Kenichi is deemed interested in the 8,100,000 Shares held by his deemed associate, Chan Chau Mui.

## 9. ABSTENTION FROM VOTING

In accordance with the requirements of Chapter 9 of the Catalist Rules, Shigemitsu Industry and Shigemitsu Katsuaki will abstain and each of them has also undertaken that their respective associates will abstain, from voting on the Ordinary Resolution in relation to the proposed renewal of the IPT Mandate at the 2015 AGM.

In addition, each of Shigemitsu Industry, Shigemitsu Katsuaki and their respective associates shall not accept nomination as proxies or otherwise for voting in respect of the Ordinary Resolution in relation to the proposed renewal of the IPT Mandate at the 2015 AGM unless they are given specific instructions as to voting. Save as disclosed in this Appendix, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Mandated Transactions.

## 10. STATEMENT OF THE ARC

The ARC has reviewed the terms of the IPT Mandate and is satisfied that the guidelines and review procedures for the Mandated Transactions as set out above have not changed since the IPT Mandate was last renewed at the AGM of the Company held on 22 July 2014. The ARC is also of the view that the guidelines and review procedures for the Mandated Transactions are adequate to ensure that the Mandated Transactions will be transacted on arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If during the periodic reviews by the ARC, it is of the view that the established guidelines and review procedures for the Mandated Transactions are no longer appropriate or adequate to ensure that the Mandated Transactions will be transacted on arm's length basis and on normal commercial terms and would not be prejudicial to the interests of the Company and its minority Shareholders, the Company will seek a fresh mandate from Shareholders based on new guidelines and procedures for transactions with the Interested Person to ensure that transactions with the Interested Person will be on an arm's length basis and on normal commercial terms. During the period prior to obtaining a fresh mandate from the Shareholders, all transactions with the Interested Person will be subject to prior review and approval by the ARC.

## **11. DIRECTORS' RECOMMENDATION**

The Independent Directors, having considered, *inter alia*, the terms, the rationale and the benefits of the IPT Mandate and the statement of the ARC, are of the view that the IPT Mandate, as proposed to be renewed, is in the best interests of the Company and accordingly recommend that the Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the IPT Mandate at the 2015 AGM.

The Independent Directors, in rendering their recommendation, and the ARC, in rendering their confirmation, have not had regard to the specific investment objectives, financial situation, tax position or unique needs and constraints of any Shareholder. As different Shareholders would have different investment objectives, the Independent Directors recommend that any individual Shareholder who may require specific advice in relation to his Shares should consult his legal, financial, tax or other professional advisers.

## **12. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the IPT Mandate and the Group and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

Yours faithfully

For and on behalf of the Board of Directors of  
**JAPAN FOODS HOLDING LTD.**

Takahashi Kenichi  
Executive Chairman and Chief Executive Office

