

JAPAN FOODS HOLDING LTD

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(UEN 200722314M)

Incorporated in the Republic of Singapore

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 20 JULY 2022

The board of directors ("**Board**") of Japan Foods Holding Ltd. (the "**Company**") is pleased to announce, pursuant to Rule 704(15) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**"), that on a poll vote, all of the resolutions set out in the Notice of Annual General Meeting ("**AGM**") dated 4 July 2022, were duly passed by the Company's shareholders at the AGM conducted via electronic means on 20 July 2022.

Valid votes cast at the AGM

Pursuant to Rule 704(15)(a) of the Catalyst Rules, the breakdown of all valid votes cast on each of the resolutions put to the vote at the AGM are set out below:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business					
Ordinary Resolution 1 Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2022, together with the Independent Auditors' Report thereon	131,518,250	131,118,250	99.70	400,000	0.30
Ordinary Resolution 2 Approval of payment of final dividend of 1.35 Singapore cents per ordinary share for the financial year ended 31 March 2022	131,518,250	131,118,250	99.70	400,000	0.30
Ordinary Resolution 3 Approval of payment of Directors' fees of S\$130,750	131,518,250	131,018,250	99.62	500,000	0.38
Ordinary Resolution 4 Re-election of Mr Takahashi Kenichi as a Director	16,703,450	16,303,450	97.61	400,000	2.39
Ordinary Resolution 5 Re-election of Mr Tan Lye Huat as a Director	131,518,250	131,118,250	99.70	400,000	0.30
Ordinary Resolution 6 Re-election of Mdm Chia Siok Mei as a Director	131,518,250	131,018,250	99.62	500,000	0.38

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 7 Approval of Mr Tan Lye Huat's continued appointment as an Independent Director by all shareholders	131,518,250	131,118,250	99.70	400,000	0.30
Ordinary Resolution 8 Approval of Mr Tan Lye Huat's continued appointment as an Independent Director by shareholders (excluding the directors and the chief executive officer of the Company, and their respective associates)	1,437,650	1,037,650	72.18	400,000	27.82
Ordinary Resolution 9 Re-appointment of Nexia TS Public Accounting Corporation as independent auditor of the Company	131,518,250	131,118,250	99.70	400,000	0.30
Ordinary Resolution 10 Authority to allot and issue shares in the capital of the Company and/or instruments pursuant to Section 161 of the Companies Act 1967 of Singapore	131,518,250	131,018,250	99.62	500,000	0.38
Ordinary Resolution 11 Authority to grant awards and to issue shares under the Japan Foods Performance Share Plan	130,602,100	130,202,100	99.69	400,000	0.31
Ordinary Resolution 12 Renewal of the Share Buyback Mandate	131,518,250	131,118,250	99.70	400,000	0.30

Details of parties who are required to abstain from voting on any resolutions

Pursuant to Rule 704(15)(b) of the Catalist Rules, the details of parties who are required to and have abstained from voting on the resolutions tabled at the AGM are set out below.

- (i) Mr Takahashi Kenichi holding in aggregate 114,814,800 ordinary shares in the capital of the Company, has abstained from voting at the AGM in respect of the Ordinary Resolution 4 in relation to his own re-election as a director of the Company.
- (ii) Pursuant to Rule 406(3)(d)(iii) of the Catalist Rules that will take effect from 1 January 2022, the Directors and Chief Executive Officer of the Company, and their associates, holding in aggregate 130,080,600 ordinary shares in the capital of the Company, are required to and have abstained from voting at the AGM in respect of the Ordinary Resolution 8.
- (iii) Pursuant to Rule 858 of the Catalist Rules, shareholders who are eligible to participate in the Japan Foods Performance Share Plan and including proxies of such shareholders, holding in aggregate 916,150 ordinary shares in the capital of the Company, are required to and have abstained from voting at the AGM in respect of the Ordinary Resolution 11.

Name of firm appointed as scrutineer

Finova BPO Pte. Ltd., was appointed as scrutineer for the AGM.

Re-election of Directors and continued appointment of Independent Director of the Company to the Audit and Risk Committee

Mr Tan Lye Huat was re-elected as a Director of the Company and his continued appointment as an Independent Director was also approved by shareholders by way of a two-tier voting process. Mr Tan will remain as an Independent Director, the Chairperson of the Audit and Risk Committee, and a member of the Nominating Committee and will cease to be a member of the Remuneration Committee. The Board considers Mr Tan to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Mdm Chia Siok Mei, Sylvia, who was re-elected as a Director of the Company, will remain as an Independent Director and member of the Audit and Risk Committee, the Nominating Committee and the Remuneration Committee. The Board considers Mdm Chia to be independent for the purposes of Rule 704(7) of the Catalist Rules.

BY ORDER OF THE BOARD

TAKAHASHI KENICHI
Executive Chairman and CEO
20 July 2022

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited ("Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.