

**JAPAN FOODS HOLDING LTD.**

(UEN 200722314M)

(Incorporated in the Republic of Singapore)

**IMPORTANT**

This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) including CPF/SRS Investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS Investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS Investors should approach their respective CPF Agent Bank or SRS Agent Bank (as the case may be) at least 7 working days before the AGM (i.e by 5.00 p.m. on 10 July 2023) to specify voting instructions

# PROXY FORM

**ANNUAL GENERAL MEETING**

(Please see notes overleaf before completing this Form)

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport no./Company Registration no.) of \_\_\_\_\_ (Address)

being a member/members of **Japan Foods Holding Ltd.** (the "Company") hereby appoint:-

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the Annual General Meeting (the "AGM") of the Company as \*my/our proxy/proxies to attend and to vote for \*me/us on \*my/our behalf at the AGM of the Company to be held at **Jasmine Room, ibis Singapore on Bencoolen, 170 Bencoolen Street, Singapore 189657 on Thursday, 20 July 2023 at 3:00 p.m.** and at any adjournment thereof.

Please note that where the Chairman of the AGM is appointed as proxy, the Proxy Form appointing the Chairman of the AGM must be directed, i.e., the member must indicate for each resolution whether the Chairman of the AGM is directed to vote "for" or "against" or "abstain" from voting. If no specific direction as to voting is given, the appointment of the Chairman of the AGM as proxy for the resolution will be treated as invalid at the AGM and at any adjournment thereof. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies will vote or abstain from voting at his/their\* discretion, as he/ they\* will on any other matter arising at the AGM and at any adjournment thereof.

The Ordinary Resolutions put to the vote at the AGM shall be decided by way of poll.

No.	Resolutions Relating to:	For**	Against**	Abstain**
	<b>Ordinary Business</b>			
1.	Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2023, together with the Independent Auditors' Report.			
2.	Approval of payment of final dividend of 1.00 Singapore cent per ordinary share.			
3.	Approval of payment of Directors' fees of S\$164,000 (2022: S\$130,750)			
4.	Re-election of Mr Wong Hin Sun, Eugene as a Director.			
5.	Re-election of Mdm Lee Sok Koon, Constance as a Director.			
6.	Re-election of Mdm Tan Cher Ting as a Director.			
7.	Re-appointment of CLA Global TS Public Accounting Corporation as auditor of the Company.			
	<b>Special Business</b>			
8.	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.			
9.	Renewal of the Share Buyback Mandate.			

\* Delete where inapplicable

\*\* If you wish to exercise all your votes "For" or "Against", please indicate with a tick (✓) in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" as appropriate in each resolution. If you wish to "Abstain" from voting on a resolution, please indicate with a tick (✓) in the "Abstain" box. Alternatively, please indicate the number of shares which you wish to abstain from voting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature(s) of Member(s) or Common Seal

Total number of Shares in:	No. of Shares
CDP Register	
Register of Members	

**IMPORTANT: PLEASE READ THE NOTES OVERLEAF**

**Notes: -**

1. The Annual General Meeting (the "AGM") of the Company will be held at Jasmine Room, ibis Singapore on Bencoolen, 170 Bencoolen Street, Singapore 189657 on Thursday, 20 July 2023 at 3.00 p.m. **There will be no option for Shareholders to participate virtually.**
2. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of Securities and Futures Act 2001 of Singapore or any statutory modification thereof, as the case may be), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman as proxy shall be deemed to relate to all the shares held by you.
3. The Notice of AGM, this Proxy Form and the Annual Report 2023 may be accessed on SGXNet at <https://www.sgx.com/securities/company-announcements> or the Company's corporate website at [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php). Printed copies of the Notice of AGM and this Proxy Form will be sent to members via post.
4. A Shareholder (whether individual or corporate) may vote live at the AGM or may appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM. Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of proxy for that resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/ proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the AGM or at any adjournment thereof.

Only Shareholders of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

5. A member who is not a Relevant Intermediary\* is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed an alternate to the first named.
6. A member of the Company who holds his/her/its shares through a Relevant Intermediary\* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the AGM as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions **at least seven (7) working days prior to the date of the AGM (i.e. by 5:00 p.m. on 10 July 2023 (Monday)).**

\* A Relevant Intermediary has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

7. Shareholders or their appointed proxy (other than the Chairman of the AGM) may speak and raise questions at the AGM. Shareholders of the Company (including CPF and SRS investors) are also encouraged to submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM in the following manner **no later than 5:00 p.m., on 12 July 2023 (Wednesday):**

- (a) by email to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
- (b) by post and be deposited with the Company's Share Registrar at 77 Robinson Road #06-03, Robinson 77, Singapore 068896.

8. Shareholders who submit questions via email or by post to the Company must provide the following information:

- (a) the Shareholder's full name;
- (b) the Shareholder's identification number (ie NRIC/Passport Number/Company Registration Number);
- (c) the Shareholder's contact number and email address; and
- (d) the number and the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

9. A proxy, including the Chairman of the AGM, need not be a Shareholder of the Company.

10. The Proxy Form must be submitted through any one of the following means:

- (a) by depositing a physical copy at the Company's Share Registrar's office at B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
- (b) by sending a copy of the completed and executed Proxy Form via email to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com), in each case, no later than 3:00 p.m., on 17 July 2023 (Monday) (being not less than seventy-two (72) hours before the time fixed for the AGM).

11. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

12. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

13. Where the Proxy Form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

14. The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy. In addition, in the case of Shareholders of the Company whose shares are entered against their names in the Depository Register, the Company may reject such Proxy Form(s) if the Shareholders are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

15. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and vote thereat unless his/her/its name appears on the Depository Register seventy-two (72) hours before the time appointed for holding the AGM.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing proxy(ies) to vote at the AGM and/or any adjournment thereof, a Shareholder of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 July 2023.