

# JB FOODS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201200268D)  
(the “Company”)

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## IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY’S ANNUAL GENERAL MEETING ON 23 JUNE 2020

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- (1) **NO DESPATCH OF PRINTED COPIES OF NOTICE OF ANNUAL GENERAL MEETING, PROXY FORM AND LETTER TO SHAREHOLDERS**
  - (2) **NO ATTENDANCE AT ANNUAL GENERAL MEETING**
  - (3) **ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT ANNUAL GENERAL MEETING**
1. **INTRODUCTION**

The board of directors (the “**Board**”) of the Company (and together with its subsidiaries, the “**Group**”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Relevant Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.

2. **DATE OF ANNUAL GENERAL MEETING**

The Directors wish to inform Shareholders that the Company has today issued the Notice of Annual General Meeting (“**AGM**”) dated 1 June 2020 (“**Notice of AGM**”). The AGM will be held by way of electronic means on 23 June 2020 at 10.00 a.m..

3. **NO DESPATCH OF PRINTED COPIES OF NOTICE OF AGM, PROXY FORM AND LETTER TO SHAREHOLDERS**

In line with the provisions under the Relevant Order, no printed copies of the Notice of AGM, the proxy form in respect of the AGM and the letter to shareholders dated 1 June 2020 in relation to special resolution 9 of the Notice of AGM (the “**Letter**”) will be despatched to Shareholders.

A copy of the annual report for the financial year ended 31 December 2019 (“**Annual Report 2019**”) has been uploaded on SGXNet and may be accessed at the Company’s website at the URL <https://www.jbcocoa.com/annual-report/> under “JB Foods Limited Annual Report 2019”.

A copy of the Notice of AGM, the proxy form and the Letter have been uploaded on SGXNet and are now also available on the Company’s website at the URL <https://www.jbcocoa.com/announcement/>.

A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the Company’s website.

Shareholders are advised to read the Notice of AGM carefully in order to decide whether they should vote in favour of or against the resolutions, or to abstain from voting on the resolutions, to be tabled at the AGM.

4. **NO ATTENDANCE AT AGM**

Due to the COVID-19 outbreak in Singapore, Shareholders will not be allowed to attend the AGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the

AGM by (a) watching the AGM proceedings via “live” webcast or listening to the AGM proceedings via “live” audio feed, (b) submitting questions in advance of the AGM, and/or (c) voting by proxy at the AGM. Please see paragraph 5 below for these alternative arrangements.

## 5. ALTERNATIVE ARRANGEMENTS

The following are the alternative arrangements which have been put in place for the AGM:

### (a) “Live” webcast and “live” audio feed

The Company’s Chairman will conduct the proceedings of the AGM by way of electronic means. Shareholders will be able to watch these proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed. In order to do so, Shareholders must follow these steps:

- Shareholders who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 10.00 a.m. on 21 June 2020, at the URL <https://sg.conveneagm.com/jbfoods>. Following the authentication of the Shareholders’ status as shareholders, authenticated Shareholders will receive an email by 22 June 2020, and will be able to access the “live” webcast using the account created. Shareholders who have received the email instructions must not forward the email instructions to other persons who are not shareholders or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the “live” webcast or “live” audio feed.
- Shareholders who do not receive an email by 10.00 a.m. on 22 June 2020, but who have registered by the deadline of 10.00 a.m. on 21 June 2020, should contact the Company at the following email address: [JBFAGM2020@jbcocoa.com](mailto:JBFAGM2020@jbcocoa.com).

### (b) Submission of questions in advance

Shareholders may also submit questions related to the resolutions to be tabled for approval at the AGM:

- All questions must be submitted by 10.00 a.m. on 21 June 2020:
  - via the pre-registration website at the URL <https://sg.conveneagm.com/jbfoods>;
  - in hard copy by sending personally or by post and lodging the same at the registered office of the Company at 80 Robinson Road, #17-02, Singapore 068898; or
  - by email to [JBFAGM2020@jbcocoa.com](mailto:JBFAGM2020@jbcocoa.com).
- Shareholders will need to identify themselves when posing questions by email or by mail by providing the following details:
  - the Shareholder’s full name as it appears on his/her/its CDP/CPF/SRS share records;
  - the Shareholder’s NRIC/Passport/UEN number;
  - the Shareholder’s contact number and email address; and
  - the manner in which the Shareholder holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

- The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from Shareholders either before or during the AGM.
- Please note that Shareholders will not be able to ask questions at the AGM during the “live” webcast and the “live” audio feed, and therefore it is important for Shareholders to submit their questions in advance of the AGM.

(c) *Proxy voting*

Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf:

- Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- The proxy form can be submitted to the Company in hard copy form or by email:
  - in hard copy and sent personally or by post, the proxy form must be deposited at the registered office of the Company at 80 Robinson Road, #17-02, Singapore 068898; or
  - if by email, the proxy form must be received by the Company at [JB FAGM2020@jbcocoa.com](mailto:JB FAGM2020@jbcocoa.com),

in either case, not less than 48 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

- Persons who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF and/or SRS investors) and who wish to participate in the AGM (“**Relevant Intermediary Participants**”) by (a) observing and/or listening to the AGM proceedings via the “live” webcast or the “live” audio feed in the manner provided in paragraph 5(a) above; (b) submitting questions in advance of the AGM in the manner provided in paragraph 5(b) above; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and/or SRS investors, their respective CPF Agent Banks and/or SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF and/or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes by 10.00 a.m. on 11 June 2020 in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than 48 hours before the time for holding the AGM.

**Important reminder: The Company would remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Shareholders should check SGXNet for updates on the AGM.**

The Company would like to thank all Shareholders for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

**BY ORDER OF THE BOARD**

Chua Cheow Khoo Michael  
Chairman

1 June 2020