**JAPFA LTD.**
(Company Registration No. 200819599W)
(Incorporated in Singapore on 8 October 2008)

**PROPOSED PRIVATISATION OF JAPFA LTD.**
**BY WAY OF A SCHEME OF ARRANGEMENT**

**LEAVE TO CONVENE THE SCHEME MEETING IN RELATION TO THE SCHEME**

## 1. INTRODUCTION

The board of directors (the "**Board**") of Japfa Ltd. (the "**Company**") refers to:

(a) the joint announcement dated 24 January 2025 (the "**Joint Announcement**") made by the Company, TAC 1 Pte. Ltd. ("**Joint Offeror A**") and TAC 2 Pte. Ltd. ("**Joint Offeror B**" and together with Joint Offeror A, the "**Joint Offerors**") in relation to the proposed privatisation of the Company through the acquisition by the Joint Offerors of all the issued and paid-up shares ("**Shares**") in the capital of the Company held by the shareholders ("**Shareholders**") of the Company (other than the Shares already held by Rangi Management Limited, Tasburgh Limited, Morze International Limited, Tallowe Services Inc. and Renaldo Santosa, by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore and the Singapore Code on Take-overs and Mergers; and

(b) the announcement dated 12 March 2025 (the "**Notice of Court Hearing Date Announcement**") made by the Company, in relation to the hearing date of the application in HC/OA 250/2025 (the "**Application**") that had been filed with the High Court of the Republic of Singapore (the "**Court**") for leave to convene the Scheme Meeting in the manner set out in the Application.

*Unless otherwise defined, capitalised terms used in this announcement (the "**Announcement**") shall bear the same meanings as set out in the Joint Announcement or the Notice of Court Hearing Date Announcement, as the case may be.*

## 2. LEAVE TO CONVENE THE SCHEME MEETING IN RELATION TO THE SCHEME

2.1. The Company would like to update Shareholders that the Court has today, at the hearing of the Application, granted leave to convene the Scheme Meeting for the purposes of considering and, if thought fit, approving the Scheme.

2.2. The Company will make further announcements in due course on the issuance of the Scheme Document to Shareholders and inform Shareholders on the date of the Scheme Meeting, in compliance with the applicable laws and regulations

2.3. Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Non-Conflicted Directors on the Scheme as well as the advice of the IFA to be set out in the Scheme Document.

**Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.**

## 3. DIRECTORS' RESPONSIBILITY STATEMENT

3.1. The directors of the Company (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to the Joint Offerors or any opinion expressed by the Joint Offerors) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the Company jointly and severally accept responsibility accordingly.

3.2. Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Joint Offerors), the sole responsibility of the directors of the Company has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the Company do not accept any responsibility for any information relating to or any opinion expressed by the Joint Offerors.

**By Order of the Board**

**Japfa Ltd.**
Tan Yong Nang
Executive Director and Chief Executive Officer
21 March 2025

*Any queries relating to this Announcement, the Acquisition or the Scheme should be directed during office hours to:*


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