

NOTICE OF EXTRAORDINARY GENERAL MEETING

JAPAN FOODS HOLDING LTD.

(Company Registration No.: 200722314M)

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of JAPAN FOODS HOLDING LTD. (the “**Company**”) will be held at Jasmine Room, ibis Singapore on Bencoolen, 170 Bencoolen Street, Singapore 189657 on Thursday, 20 July 2023 at 5.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION: PROPOSED ADOPTION OF THE PERFORMANCE SHARE PLAN 2023

That:

- (a) a new Performance Share Plan 2023 to be known as “Performance Share Plan 2023”, the rules and details of which have been set out in the Company’s circular dated 5 July 2023 (“**Circular**”), under which awards (“**Awards**”) of fully paid-up ordinary shares in the capital of the Company (“**Shares**”), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors, and other selected participants, details of which are set out in the Circular, be and is hereby approved;
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the Performance Share Plan 2023;
 - (ii) to modify and/or alter the Performance Share Plan 2023 from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Performance Share Plan 2023 and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Performance Share Plan 2023; and
 - (iii) subject to the same being allowed by law, to apply any share purchased under any share buyback mandate towards the satisfaction of Awards granted under the Performance Share Plan 2023; and
- (c) the Directors be and are hereby authorised to grant Awards in accordance with the provisions of the Performance Share Plan 2023 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Performance Share Plan 2023, provided that the aggregate number of Shares to be allotted and issued pursuant to the Performance Share Plan 2023, when added to the number of Shares issued and issuable in respect of all options granted or awards granted under any other share-based incentive schemes adopted by the Company and for the time being in force, shall not exceed 15.0% of the total issued and paid-up Shares (excluding treasury shares) on the day preceding the date on which the Award shall be granted.

By Order of the Board

Chew Pei Tsing
Company Secretary
Singapore

5 July 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

The Circular, Notice of EGM and the accompanying proxy form will be published on the Company's website at https://www.jfh.com.sg/html/ir_announcements.php and the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of EGM and the accompanying proxy form will be sent to members via post. Printed copies of the Circular will not be sent to members. A member who wishes to obtain a printed copy of the Circular should request the same via email to main@zicoholdings.com no later than 5:00 p.m., on 10 July 2023 (Monday).

Submission of Questions in Advance:

Members may submit questions relating to the Ordinary Resolution set out in the Notice of EGM in advance in the following manner no later than 5:00 p.m., on 12 July 2023 (Wednesday) (being at least 7 calendar days before the time appointed for holding the EGM):

- (a) by email to the Company's Share Registrar, B.A.C.S. Private Limited at 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.

Members, including SRS Investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport number/company registration numbers, contact numbers, shareholding types and number of shares held together with their submission of questions, to the office address or email address provided.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) (excluding SRS Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions related to the resolutions to be tabled for approval at the EGM based on the abovementioned instructions.

The Company's responses to questions from members before the stipulated deadline will be posted on the SGXNET and the Company's website at least 48 hours prior to the closing date and time for the lodgement of proxy forms.

Submission of Proxy Forms to Vote:

Members may submit a Proxy Form to appoint not more than two (2) proxy(ies) or representative to cast votes on their behalf. A proxy need not be a member of the Company.

The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

The completed Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:

- (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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

in each case, not less than 72 hours before the time appointed for holding the EGM that is no later than 5.00 p.m. on 17 July 2023. A member who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such Shares in order to submit their voting instructions at least seven (7) working days before the EGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf.

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy(ies) and/or representative of the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.