

JAPAN FOODS HOLDING LTD

JAPAN FOODS HOLDING LTD.

(UEN 200722314M)

Incorporated in the Republic of Singapore

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 21 JULY 2021

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 Catalist (“**Catalist Rules**”), that on a poll vote, all of the resolutions set out in the Notice of Annual General Meeting (“**AGM**”) dated 6 July 2021, were duly passed by the Company’s shareholders at the AGM conducted via electronic means on 21 July 2021.

Valid votes cast at the AGM

Pursuant to Rule 704(15)(a) of the Catalist 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 2021, together with the Independent Auditors’ Report thereon	131,717,300	131,717,300	100.00%	0	0.00%
Ordinary Resolution 2 Approval of payment of final dividend of 1.75 Singapore cents per ordinary share for the financial year ended 31 March 2021	131,717,300	131,717,300	100.00%	0	0.00%
Ordinary Resolution 3 Approval of payment of Directors’ fees of S\$115,000	131,717,300	131,717,300	100.00%	0	0.00%
Ordinary Resolution 4 Re-election of Mr Wong Hin Sun, Eugene as a Director	131,717,300	131,717,300	100.00%	0	0.00%
Ordinary Resolution 5 Re-election of Mdm Lee Sok Koon, Constance as a Director	131,717,300	131,717,300	100.00%	0	0.00%

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 6 Approval of Mdm Lee Sok Koon, Constance's continued appointment as an Independent Director by all shareholders	131,717,300	131,717,300	100.00%	0	0.00%
Ordinary Resolution 7 Approval of Mdm Lee Sok Koon, Constance's continued appointment as an Independent Director by shareholders (excluding the directors and the chief executive officer of the Company, and their respective associates)	1,636,700	1,636,700	100.00%	0	0.00%
Ordinary Resolution 8 Re-appointment of Nexia TS Public Accounting Corporation as independent auditor of the Company	131,717,300	131,717,300	100.00%	0	0.00%
Ordinary Resolution 9 Authority to allot and issue shares in the capital of the Company and/or instruments pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore	131,717,300	131,717,300	100.00%	0	0.00%
Ordinary Resolution 10 Authority to grant awards and to issue shares under the Japan Foods Performance Share Plan	130,480,600	130,480,600	100.00%	0	0.00%
Ordinary Resolution 11 Renewal of the Share Buyback Mandate	131,717,300	131,717,300	100.00%	0	0.00%

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) 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 7.
- (ii) 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 1,236,700 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 10.

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

Mdm Lee Sok Koon, Constance was re-elected as a Director of the Company and her continued appointment as an Independent Director was also approved by shareholders by way of a two-tier voting process. Mdm Lee will remain as the Lead Independent Director, a member of the Audit and Risk Committee, the Chairperson of the Nominating Committee and the Remuneration Committee. The Board considers Mdm Lee to be independent for purposes of Rule 704(7) of the Catalist Rules.

BY ORDER OF THE BOARD

TAKAHASHI KENICHI
Executive Chairman and CEO
21 July 2021

This announcement has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor") in accordance with Rule 226(2)(b) 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 correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.