

JAPAN FOODS HOLDING LTD

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(UEN 200722314M)

Incorporated in the Republic of Singapore

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 9 SEPTEMBER 2020

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 25 August 2020, were duly passed by the Company’s shareholders at the AGM conducted via electronic means on 9 September 2020.

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 the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
Ordinary Business					
Ordinary Resolution 1 Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2020, together with the Independent Auditors' Report thereon	133,526,400	133,526,400	100	0	0
Ordinary Resolution 2 Approval of payment of final dividend of 0.25 Singapore cents per ordinary share for the financial year ended 31 March 2020	133,526,400	133,526,400	100	0	0
Ordinary Resolution 3 Approval of payment of Directors' fees of S\$115,000	133,526,400	133,526,400	100	0	0
Ordinary Resolution 4 Re-election of Mr Takahashi Kenichi as a Director	133,526,400	133,526,400	100	0	0
Ordinary Resolution 5 Re-election of Mr Tan Lye Huat as a Director	133,526,400	133,526,400	100	0	0

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 the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
Ordinary Resolution 6 Approval of Mr Tan Lye Huat's continued appointment as an Independent Director by all shareholders	133,526,400	133,526,400	100	0	0
Ordinary Resolution 7 Approval of Mr Tan Lye Huat's continued appointment as an Independent Director by shareholders (excluding the directors and the chief executive officer of the Company, and their respective associates)	1,124,600	1,124,600	100	0	0
Ordinary Resolution 8 Approval of Mdm Lee Sok Koon Constance's continued appointment as an Independent Director by all shareholders	133,526,400	133,526,400	100	0	0
Ordinary Resolution 9 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)	1,124,600	1,124,600	100	0	0
Ordinary Resolution 10 Re-appointment of Nexia TS Public Accounting Corporation as independent auditor of the Company	133,526,400	133,526,400	100	0	0
Ordinary Resolution 11 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	133,526,400	133,526,400	100	0	0
Ordinary Resolution 12 Authority to grant awards and to issue shares under the Japan Foods Performance Share Plan	132,840,700	132,840,700	100	0	0
Ordinary Resolution 13 Renewal of the Share Buyback Mandate	133,526,400	133,526,400	100	0	0

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, the Directors and Chief Executive Officer of the Company, and their associates, holding in aggregate 132,401,800 ordinary shares in the capital of the Company, are required to and have abstained from voting at the AGM in respect of the Ordinary Resolutions 7 and 9.
- (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 685,700 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 12.

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 Directors of the Company to the Audit and Risk Committee

Mr Tan Lye Huat was re-elected as a Director of the Company and his continued appointment as an Independent Director was also approved by shareholders by way of a two-tier voting process. Mr Tan will remain as the Chairman of the Audit and Risk Committee, a member of the Nominating Committee and the Remuneration Committee. The Board considers Mr Tan to be independent for purposes of Rule 704(7) of the Catalist Rules.

The continued appointment of Mdm Lee Sok Koon Constance 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, Chairman of the Nominating Committee and the Remuneration Committee and a member of the Audit and Risk 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
9 September 2020

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.