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

(1) PROPOSED LISTING OF AUSTASIA GROUP LTD. ("AAG") ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG ("SEHK")

- **RECEIPT OF CONDITIONAL LISTING APPROVAL FOR THE LISTING AND PERMISSION TO DEAL IN THE AAG SHARES ON THE MAIN BOARD OF THE SEHK**

- **ALLOTMENT RESULTS**

(2) CONDITIONAL DISTRIBUTION *IN SPECIE* TO ENTITLED SHAREHOLDERS OF THE COMPANY, OF SHARES IN AAG HELD AND TO BE HELD BY THE COMPANY, TO BE LISTED ON THE MAIN BOARD OF THE SEHK, BY WAY OF CAPITAL REDUCTION

- **LOAN CAPITALISATION**

- **DETERMINATION OF DISTRIBUTION RATIO**

1. INTRODUCTION

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

(a) the circular issued by the Company on 15 October 2022 (the "**Circular**"); and

(b) the Company's announcements dated 29 March 2022, 28 September 2022, 12 October 2022, 14 October 2022, 20 October 2022, 1 November 2022, 7 November 2022, 8 November 2022, 15 December 2022, 16 December 2022, 20 December 2022 and 22 December 2022 (the "**Previous Announcements**").

in relation to, *inter alia*, the Proposed Listing and the Proposed Distribution by way of Capital Reduction.

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the Circular, the AAG Prospectus and the Previous Announcements.

2. RECEIPT OF CONDITIONAL LISTING APPROVAL FOR THE LISTING AND PERMISSION TO DEAL IN THE AAG SHARES ON THE MAIN BOARD OF THE SEHK

The Company wishes to inform the shareholders of the Company (the "**Shareholders**") that the listing committee of SEHK has on 29 December 2022 granted its conditional approval to AAG for the listing of and permission to deal in the AAG Shares on the Main Board of the SEHK. Barring any unforeseen circumstances and assuming the Global Offering becomes unconditional at or before 8:00 a.m. on 30 December 2022, dealings in AAG Shares on the SEHK are expected to commence at 9:00 a.m. on 30 December 2022.

3. ALLOTMENT RESULTS

The Company wishes to announce the results of the applications received by AAG pursuant to the Global Offering:

3.1. Global Offering

Pursuant to the Global Offering, AAG has made an offering of 30,640,000 AAG Shares ("**AAG Offer Shares**") (assuming the Over-allotment Option (as defined below) is not exercised), comprising:

(a) 27,576,000 AAG Offer Shares ("**International Offer Shares**") issued under the International Offering (as defined in the AAG Prospectus) (subject to the Over-allotment Option), representing approximately 90% of the initial AAG Offer Shares under the Global Offering; and

(b) 3,064,000 AAG Offer Shares ("**Hong Kong Offer Shares**") issued under the Hong Kong Public Offering (as defined in the AAG Prospectus), representing approximately 10% of the initial AAG Offer Shares under the Global Offering.

3.2. International Offering

The International Offer Shares have been slightly over-subscribed, representing approximately 1.16 times of the number of 27,576,000 International Offer Shares initially available under the International Offering.

The final number of International Offer Shares available under the International Offering is 27,576,000 AAG Offer Shares, representing 90% of the total number of AAG Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option). There are a total of 107 placees under the International Offering.

3.3. Hong Kong Public Offering

The Hong Kong Offer Shares initially offered under the Hong Kong Public Offering have been moderately over-subscribed. A total of 1,971 valid applications have been received pursuant to the Hong Kong Public Offering for a total of 6,361,000 Hong Kong Offer Shares, representing approximately 2.08 times of the number of 3,064,000 Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering.

As no reallocation procedure has taken place, the final number of AAG Offer Shares under the Hong Kong Public Offering is 3,064,000 AAG Offer Shares, representing 10% of the total number of AAG Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), which have been allocated to 1,491 successful applicants under the Hong Kong Public Offering, among which 1,238 applicants have been allocated one board lot of AAG Offer Shares.

3.4. Cornerstone Investors

Based on the Offer Price of HK$6.40 per AAG Offer Share (exclusive of brokerage, transaction levies and trading fees), certain cornerstone investors ("**Cornerstone Investors**") have subscribed for a total of 24,308,000 AAG Shares pursuant to the relevant cornerstone investment agreements entered into

between AAG and the Cornerstone Investors[1], representing in aggregate (a) approximately 3.47% of the issued share capital of AAG immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised) and (b) approximately 79.33% of the total number of AAG Offer Shares of the Global Offering (assuming the Over-allotment Option is not exercised).

3.5. Over-allotment Option

In connection with the Global Offering, AAG has granted an over-allotment option to the International Underwriters (as defined in the AAG Prospectus) to require AAG to allot and issue up to an aggregate of 3,064,000 additional AAG Shares, representing 10% of the total number of AAG Offer Shares initially being offered under the Global Offering, at the Offer Price to cover the over-allocations in the International Offering, if any (the "**Over-allotment Option**"). The Over-allotment Option is exercisable by the Overall Coordinators (as defined in the AAG Prospectus) on behalf of the International Underwriters at any time from the Listing Date until Friday, 20 January 2023.

There has been an over-allocation of 3,064,000 AAG Offer Shares in the International Offering. As at the date of this announcement, the Over-allotment Option has not been exercised. In the event the Over-allotment Option is exercised, AAG will make the necessary announcements on the website of the SEHK at www.hkexnews.hk and AAG's website at www.austasiadairy.com.

4. LOAN CAPITALISATION

The Company wishes to announce that the Loan Capitalisation has taken effect today, 29 December 2022. Pursuant to the Loan Capitalisation, AAG has allotted and issued 31,041,673 new AAG Shares ("**Capitalised AAG Shares**") to the Company in satisfaction of the capitalisation of the Existing Shareholder's Loans in an aggregate amount of US$25,540,097, based on the Offer Price of HK$6.40 per AAG Offer Share (exclusive of brokerage, transaction levies and trading fees) and calculated based on an exchange rate of US$1.00:HK$7.77862, save that no fractions of an AAG Share shall be issued and any balance of the Existing Shareholder's Loans remaining following the Loan Capitalisation shall be repaid by AAG to the Company in full in cash.

Immediately following the completion of the Loan Capitalisation, Japfa holds 419,671,137 AAG Shares. This represents 64.28% of AAG's enlarged pre-IPO share capital[2], and 59.97% of AAG's enlarged post-IPO share capital (assuming the Over-allotment Option is not exercised).

5. DETERMINATION OF DISTRIBUTION RATIO

The Company wishes to announce the final distribution ratio in respect of the Proposed Distribution following, amongst others, completion of the Loan Capitalisation and the finalisation of the Offer Price.

Entitled Shareholders holding Shares as at 5.00 p.m. (Singapore time) on the Record Date will be entitled to receive their entitlements of the AAG Shares on the basis of one (1) AAG Share for every five (5) Shares held as at the Record Date, fractional entitlements (where applicable) to be disregarded.

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[1] The number of AAG Offer Shares allotted to each of the Cornerstone Investors was calculated based on an exchange rate of US$1.00:HK$7.77862 as disclosed in the AAG Prospectus and rounded down to the nearest whole board lot of 1,000 AAG Shares.

[2] Prior to issuance of AAG Offer Shares in connection with the Global Offering and AAG Shares in satisfaction of share awards to be issued at the Proposed Listing.

6. CAUTIONARY STATEMENT

Shareholders should note that there is no assurance that the Proposed Listing and/or the Proposed Distribution will materialise. The Proposed Listing and the Proposed Distribution are dependent on, *inter alia*, the underwriting agreements for the Proposed Listing becoming unconditional. Further, the board of directors of AAG ("**AAG Board**") may, or the Directors may (as the case may be) notwithstanding that all requisite regulatory approvals have been obtained, in their sole and absolute discretion, decide not to proceed with the Proposed Listing and/or the Proposed Distribution if the AAG Board or the Directors (as the case may be) deem it not in the interests of AAG and/or the Company to proceed with the Proposed Listing and/or the Proposed Distribution, respectively.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company and should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they are in doubt as to the actions they should take.

By Order of the Board
Japfa Ltd.
Tan Yong Nang
Executive Director and Chief Executive Officer
Date: 29 December 2022