

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 24 JULY 2019

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 28 June 2019, were duly passed by the Company’s shareholders at the AGM held on 24 July 2019.

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 Adoption of the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 March 2019, together with the Independent Auditors’ Report thereon	135,431,700	135,423,700	99.99%	8,000	0.01%
Ordinary Resolution 2 Payment of proposed final tax-exempt one-tier dividend of 1.10 Singapore cents per ordinary share for the financial year ended 31 March 2019	135,426,700	135,420,700	100.00%	6,000	0.00%
Ordinary Resolution 3 Approval of payment of S\$115,000 as fees to the directors of the Company (“ Directors ”) for the financial year ended 31 March 2019.	135,318,700	135,299,700	99.99%	19,000	0.01%
Ordinary Resolution 4 Re-election of Mr Wong Hin Sun, Eugene as a Director	135,399,700	135,343,700	99.96%	56,000	0.04%

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 5 Re-election of Mr Tan Lye Huat (who has served more than 9 years in office) as a Director	12,439,800 ⁽¹⁾	12,383,800 ⁽¹⁾	99.55% ⁽¹⁾	56,000 ⁽¹⁾	0.45% ⁽¹⁾
Ordinary Resolution 6 Re-appointment of Nexia TS Public Accounting Corporation as independent auditor of the Company	135,362,700	135,223,700	99.90%	139,000	0.10%
Ordinary Resolution 7 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	135,364,800	135,297,800	99.95%	67,000	0.05%
Ordinary Resolution 8 Authority to grant awards and to issue shares under the Japan Foods Performance Share Plan	126,833,500	126,774,500	99.95%	59,000	0.05%
Ordinary Resolution 9 Renewal of the Share Buyback Mandate	135,293,700	135,136,700	99.88%	157,000	0.12%

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 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 8,482,200 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 8.

Further to the above, as disclosed in the Company's Annual Report 2019, Mr Takahashi Kenichi, a controlling shareholder of the Company, and his associates, holding in aggregate 122,914,800 ordinary shares in the capital of the Company, have abstained from voting at the AGM in respect of the Ordinary Resolution 5.

Note:

- ⁽¹⁾ At the AGM, the results of ordinary Resolution 5 was based on 20,539,800 voting shares which had erroneously included 8,100,000 shares from an associate of Mr Takahashi Kenichi. The above results for ordinary Resolution 5 has been corrected to exclude those shares belonging to the associate of Mr Takahashi Kenichi. Post correction, it should be noted that ordinary Resolution 5 remains approved by shareholders.

Name of firm appointed as scrutineer

ZICO BPO Pte. Ltd. was appointed as scrutineer for the AGM.

Re-appointment of directors to the Company's Audit and Risk Committee

Mr Wong Hin Sun, Eugene who was re-elected as a Director of the Company at the AGM, will remain as the non-executive Vice Chairman of the Company, a member of the Audit and Risk Committee, a member of the Nominating Committee and a member of the Remuneration Committee. The Board considers Mr Wong to be non-independent for purposes of Rule 704(7) of the Catalist Rules.

Mr Tan Lye Huat who was re-elected as a Director of the Company at the AGM, 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.

BY ORDER OF THE BOARD

TAKAHASHI KENICHI
Executive Chairman and CEO
24 July 2019

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.