

JAPAN FOODS HOLDING LTD.

(UEN 200722314M)

(Incorporated in the Republic of Singapore)

PROXY FORM

IMPORTANT

- The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the Company's announcement dated 25 August 2020 which has been uploaded together with the Notice of AGM on SGXNet on the same day. The announcement and the Notice of AGM may also be accessed at the Company's website at the URL https://www.jfh.com.sg/html/ir_announcements.php
- A member will **not** be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **10.00 a.m. on 28 August 2020**, being seven (7) working days before the date of the AGM.
- Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50 (other than CPF/SRS investors) and who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries to in turn submit the Proxy Form to vote on their behalf.
- By submitting an instrument appointing the Chairman of the AGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 25 August 2020.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of Chairman of the AGM as a member's proxy to vote on his/her/its behalf at the AGM.

This form of proxy has been made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, the Company's website at the URL https://www.jfh.com.sg/html/ir_announcements.php and the online registration website at URL <https://globalmeeting.bigbangdesign.co/japan-foods/>. A printed copy of this proxy form will not be despatched to members.

I/We _____ (Name)
of _____ (Address)

being a *member/members of **JAPAN FOODS HOLDING LTD.** (the "**Company**") hereby appoint the Chairman of the Annual General Meeting ("**AGM**") as my/our proxy to vote for me/us on my/our behalf at the AGM of the Company to be held by electronic means on Wednesday, 9 September 2020 at 10.00 a.m. and at any adjournment thereof.

Voting will be conducted by poll. If you wish the Chairman of the AGM as your proxy to cast all your votes for or against a resolution proposed at the AGM, please indicate with a tick [✓] in the space provided under "For" or "Against". If you wish the Chairman of the AGM as your proxy to abstain from voting on a resolution proposed at the AGM, please indicate with a tick [✓] in the space provided under "Abstain". Alternatively, please indicate the number of shares as appropriate. If no specific direction as to voting is given, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

No.	Ordinary Resolutions	For	Against	Abstain
Ordinary Business				
1.	Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2020, together with the Independent Auditors' Report .			
2.	Approval of payment of final dividend of 0.25 Singapore cents per ordinary share.			
3.	Approval of payment of Directors' fees of S\$115,000 (2019: S\$115,000)			
4.	Re-election of Mr Takahashi Kenichi as a Director.			
5.	Re-election of Mr Tan Lye Huat as a Director.			
6.	Approval of Mr Tan Lye Huat's continued appointment as an Independent Director by all shareholders.			
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).			
8.	Approval of Mdm Lee Sok Koon Constance's continued appointment as an Independent Director by all shareholders.			
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).			
10.	Re-appointment of Nexia TS Public Accounting Corporation as auditor of the Company.			
Special Business				
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.			
12.	Authority to grant awards and to issue shares under the Japan Foods Performance Share Plan.			
13.	Renewal of the Share Buyback Mandate.			

Dated this _____ day of _____, 2020

Total Number of Shares in:	No. of Shares
CDP Register	
Register of Members	

Signature of Shareholder(s)/Common Seal of Corporate Shareholder



Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Due to the COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The instrument appointing the Chairman of the AGM as proxy (the "**Proxy Form**") may be accessed at the Company's website at URL https://www.jfh.com.sg/html/ir_announcements.php, the SGX website at URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy to attend, speak, vote on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **10.00 a.m. on 28 August 2020**, being seven (7) working days before the date of the AGM.

Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50 (other than CPF/SRS investors) and who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries through which they hold such shares as soon as possible in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to vote on their behalf.
4. The Chairman of the AGM, as proxy, need not be a member of the Company.

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**Affix
Postage
Stamp**

Japan Foods Holding Ltd.
c/o B.A.C.S. Private Limited
8 Robinson Road #03-00 ASO Building
Singapore 048544

First fold along this line

5. The Proxy Form must be submitted in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com or
 - (b) if in hard copy submitted by post, be deposited with the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544.

In either case, the Proxy Form shall be received by the Company not less than seventy-two (72) hours before the time appointed for the AGM, that is no later than 10.00 a.m. on 6 September 2020.

A member who wishes to submit the Proxy Form must first download, 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.

In view of the COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.

6. The Proxy Form must be executed under the hand of the appointor or of his or her attorney duly authorised in writing and may be submitted via email. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised and may be submitted via email. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company), if the Proxy Form is submitted by post, must be deposited with the Proxy Form (or if submitted via email, be emailed with the Proxy Form), failing which the Proxy Form may be treated as invalid.
7. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (including any related attachment). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by CDP to the Company.

Personal Data Privacy

By submitting an instrument appointing the Chairman of the AGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 25 August 2020.