

# JAPAN FOODS HOLDING LTD

## JAPAN FOODS HOLDING LTD.

(Incorporated in the Republic of Singapore on 3 December 2007)  
(Company Registration No. 200722314M)

---

### LIVE WEBCAST OF THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 9 SEPTEMBER 2020

---

#### 1. INTRODUCTION

The board of directors ("**Board**") of Japan Foods Holding Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, the holding of general meetings of companies (the "**Alternative Arrangement**"); and
- (c) the joint statement released by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, providing additional guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place.

#### 2. DATE OF ANNUAL GENERAL MEETING ("**AGM**")

With reference to the Alternative Arrangement, the Company wishes to inform that it shall hold its AGM on Wednesday, 9 September 2020 at 10.00 a.m. by electronic means through "live" audio-visual webcast or "live" audio-only stream to transact the businesses set out in the Notice of AGM dated 25 August 2020.

#### 3. NO DESPATCH OF PRINTED COPIES OF ANNUAL REPORT 2020, NOTICE OF AGM, PROXY FORM AND APPENDIX TO THE NOTICE OF AGM IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

In line with the provisions under the Order, **no printed copies of the Annual Report 2020, Notice of AGM, proxy form and Appendix in relation to the proposed renewal of the Share Buyback Mandate will be despatched** to the members of the Company.

These documents have been published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and made available on the Company's website at the URL [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php). A member will need an internet browser and PDF reader to view these documents on SGXNet and the Company's website.

#### 4. NO PERSONAL ATTENDANCE AT THE AGM

Due to the current COVID-19 restriction orders in Singapore, **members will not be able to attend the AGM in person**. Please see paragraph 5 below for the alternative arrangements.

#### 5. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION AT THE AGM

Members may participate at the AGM by:

- (a) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream;
- (b) submitting questions (if any) in advance of the AGM; and/or
- (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on the members’ behalf at the AGM.

Details of the steps and deadlines for pre-registration, submission of questions in advance and voting at the AGM are set out in Paragraph 8 below and the **Appendix** to this announcement.

#### 6. PERSON HOLDING SHARES THROUGH RELEVANT INTERMEDIARIES (AS DEFINED IN SECTION 181 OF THE COMPANIES ACT (CHAPTER 50 OF SINGAPORE))

Persons holding shares through Central Provident Fund (“**CPF**”) and Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS investors**”) who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream; and/or (b) submitting questions (if any) in advance of the AGM, should follow the steps for pre-registration and/or pre-submission of questions set out in the **Appendix** to this announcement.

**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.**

Persons who hold shares of the Company through relevant intermediaries (“**Investors**”) (other than CPF/SRS investors) who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream; (b) submitting questions (if any) in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, **should contact the relevant intermediaries through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.**

#### 7. RECORD AND PAYMENT DATES FOR THE 2020 DIVIDEND

Subject to the approval of the shareholders of the Company (“**Shareholders**”) to be obtained for the proposed final tax-exempt one-tier dividend of 0.25 Singapore cents per ordinary share (“**2020 Dividend**”) for the financial year ended 31 March 2020, the Share Transfer Books and Register of Members of the Company will be closed on 17 September 2020 for the purpose of determining Shareholders’ entitlements to the 2020 Dividend.

Duly completed registrable transfers received by the Company’s Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 up to 5.00 p.m. on 16 September 2020 will be registered to determine Shareholders’ entitlements to the 2020 Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited (“**CDP**”) are credited with Shares as at 5.00 p.m. on 16 September 2020 will be entitled to the 2020 Dividend.

Payment of the 2020 Dividend, if approved by Shareholders at the AGM of the Company, will be made on 1 October 2020.

## 8. KEY DATES / DEADLINES

In summary, the key dates / deadlines which Shareholders should take note of are set out in the table below:

Dates	Event
25 August 2020	Members may begin to: <ul style="list-style-type: none"> <li>- Pre-register at <a href="https://globalmeeting.bigbangdesign.co/japan-foods/">https://globalmeeting.bigbangdesign.co/japan-foods/</a> URL for “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings; and</li> <li>- Submit questions (if any) in advance to the Company’s Share Registrar, B.A.C.S. Private Limited at <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a></li> </ul>
10.00 a.m. on 28 August 2020	Deadline for CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks and/or SRS Operators to submit their votes.
10.00 a.m. on 4 September 2020	Deadline for members to: <ul style="list-style-type: none"> <li>- Pre-register for “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings; and</li> <li>- Submit questions (if any) in advance to the Company’s Share Registrar, B.A.C.S. Private Limited at <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a></li> </ul>
10.00 a.m. on 6 September 2020	Deadline for members to submit proxy form for AGM.
By 10.00 a.m. on 7 September 2020	Authenticated members will receive an email which will contain user ID and password details, as well as the link to access the “live” audio-visual webcast and/or a telephone number to access the “live” audio-only stream of the AGM proceedings (the “ <b>Confirmation Email</b> ”).  Members who do not receive the Confirmation Email by 10.00 a.m. on 7 September 2020, but have registered by 10.00 a.m. on 4 September 2020, should email the Company’s Share Registrar, B.A.C.S. Private Limited at <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a>
10.00 a.m. on 9 September 2020 (Date and time of AGM)	<ul style="list-style-type: none"> <li>- Click on the link in the Confirmation Email and enter the user ID and password to access the “live” audio-visual webcast of the AGM proceedings; or</li> <li>- Call the telephone number in the Confirmation Email to access the “live” audio-only stream of the AGM proceedings.</li> </ul>
5.00 p.m. on 16 September 2020	Record date for determining entitlements to the 2020 Dividend (subject to members’ approval at the AGM).
1 October 2020	Payment date for the 2020 Dividend (subject to members’ approval at the AGM).

## 9. FURTHER INFORMATION

Members who observe the AGM proceedings are reminded that the AGM's private invitation to members to attend the AGM via "live" audio-visual webcast and "live" audio-only stream must not be forwarded to anyone who is not a member of the Company or who is not authorised to attend the AGM.

**RECORDING OF THE AGM PROCEEDINGS** in whatever form is also **STRICTLY PROHIBITED**. The Company seeks members' patience and understanding during the AGM proceedings in the event of any technical disruptions.

## 10. IMPORTANT REMINDER

Due to the constantly evolving COVID-19 situation in Singapore, the Company may take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by regulatory authorities, in order to curb the spread of COVID-19 and may be required to change the arrangements for the AGM at short notice. Members are reminded to regularly check the SGXNet for updates on the Company's AGM.

The Company would like to thank all members for your patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

## BY ORDER OF THE BOARD

TAKAHASHI KENICHI  
Executive Chairman and CEO

25 August 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.*

## APPENDIX

### Steps for Pre-Registration, Submission of Questions in Advance and Voting at the AGM

Members will be able to observe the AGM proceedings through a “live” audio-visual webcast via mobile phones, tablets or computers or listen to these proceedings through a “live” audio-only stream via telephone, submit questions (if any) in advance of the AGM and voting by appointing the Chairman of the AGM as proxy to attend, speak and vote on his/her/their behalf at the AGM.

To do so, members will need to complete the following steps:

Matters	Details
<p><b>Pre-Registration</b></p>	<p><b>Members must pre-register at the pre-registration website at URL <a href="https://globalmeeting.bigbangdesign.co/japan-foods/">https://globalmeeting.bigbangdesign.co/japan-foods/</a> from 25 August 2020, till 10.00 a.m. on 4 September 2020 (the “Pre-Registration Deadline”), to enable the Company to verify his/her/their status as members. Members are encouraged to pre-register early from 25 August 2020.</b></p> <p>Following the verification, authenticated members will receive an email by <b>10.00 a.m. on 7 September 2020</b> (the “Confirmation Email”).</p> <p>The Confirmation Email will contain user ID and password details as well as the link to access the “live” audio-visual webcast and/or a telephone number to access the “live” audio-only stream of the AGM proceedings.</p> <p>Members who do not receive the Confirmation Email by <b>10.00 a.m. on 7 September 2020</b>, but have registered by Pre-Registration Deadline, should email the Company’s Share Registrar, B.A.C.S. Private Limited at <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a> .</p> <p>Investors who hold shares of the Company through relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50 (other than CPF/SRS investors) will not be able to pre-register at URL <a href="https://globalmeeting.bigbangdesign.co/japan-foods/">https://globalmeeting.bigbangdesign.co/japan-foods/</a> for the “live” audio-visual webcast or “live” audio-only stream. If they wish to participate in the “live” audio-visual webcast or “live” audio-only stream, they should approach their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made for their participation in the “live” audio-visual webcast or “live” audio-only stream.</p>
<p><b>Submission of Questions (if any) in Advance</b></p>	<p><b><u>Means of Submission</u></b></p> <p><b>Members will not be able to ask questions during the “live” audio-visual webcast and “live” audio-only stream of the AGM, and therefore it is important for members to pre-register and submit their questions (if any) in advance of the AGM.</b></p> <p>If members have any questions in relation to any resolution tabled for an approval at the AGM, members <b>must submit</b> the questions through any one of the following means:</p> <p><b>(i) <i>via the pre-registration website</i></b></p> <p>Members who pre-register to observe and/or listen to the live AGM proceedings may submit their questions via the pre-registration website at URL <a href="https://globalmeeting.bigbangdesign.co/japan-foods/">https://globalmeeting.bigbangdesign.co/japan-foods/</a> ; or</p>

	<p><b>(ii) via email</b></p> <p>Members may submit their questions via email to the Company's Share Registrar, B.A.C.S. Private Limited at <a href="mailto:main@zicoholdings.com">main@zicoholdings.com</a> .</p> <p>If the questions are sent via email, please provide us with the following details:</p> <ol style="list-style-type: none"> <li>(1) The full name of member;</li> <li>(2) Identification / registration number; and</li> <li>(3) The manner in which the shares are held in the Company (e.g. via CDP/CPF/SRS)</li> </ol> <p>for verification purposes, failing which the submission will be treated as invalid.</p> <p><b><u>Deadline for Submission of Questions</u></b></p> <p>All questions must be submitted by the <b>Pre-Registration Deadline</b>.</p> <p><b>Investors holding shares through relevant intermediaries (other than CPF/SRS investors) will not be able to submit questions related to the resolutions to be tabled for approval at the AGM directly and should approach their respective relevant intermediaries through which they hold shares as soon as possible in order for the necessary arrangements to be made for them to submit questions in advance of the AGM.</b></p> <p><b><u>Addressing Questions</u></b></p> <p>The Company will endeavour to address all substantial and relevant questions received from members relating to the agenda of meeting during the AGM through the "live" audio-visual webcast and "live" audio-only stream or prior to the AGM by publishing the responses to those questions via SGXNet and on the Company's website at the URL <a href="https://www.jfh.com.sg/html/ir_announcements.php">https://www.jfh.com.sg/html/ir_announcements.php</a> .</p> <p><b><u>Minutes of AGM</u></b></p> <p>We will publish the minutes of the AGM on SGXNet and on the Company's website within one month after the date of AGM.</p>
<p><b>Submission of Proxy Form</b></p>	<p><b><u>Appointment of Chairman of the AGM as Proxy</u></b></p> <p>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, in accordance with the instructions on the instrument appointing the Chairman of the AGM as proxy ("<b>Proxy Form</b>").</p> <p><b><u>Specific Voting Instructions</u></b></p> <p>Where a member (whether individual or corporate) appointing the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting (i.e. vote for or vote against), 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.</p>

### **Submission of Proxy Forms**

The Chairman of the AGM, as proxy, need not be a member of the Company.

The Proxy Form must be submitted to the Company in the following manner:

- (i) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com) ;
- (ii) 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 a 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 the completed Proxy Forms by post, members are strongly encouraged to submit the completed Proxy Forms electronically via email.**

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 contact 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 by **10.00 a.m. on 6 September 2020**.