# JAPFA LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 200819599W)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL https://japfa.com/investors/general-report/agm-egm. A printed copy of this Notice will NOT be despatched to members.

*All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to shareholders of the Company dated 11 January 2021.*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "**EGM**") of Japfa Ltd (the "**Company**") will be held by way of electronic means on 26 January 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the resolution set out below.

**ORDINARY RESOLUTION**

**THE PROPOSED DISPOSAL OF AN EFFECTIVE 80% INTEREST IN GREENFIELDS DAIRY SINGAPORE PTE. LTD.**

THAT:–

(a) approval be and is hereby given for the disposal by the Company of all of the shares in the capital of Greenfields Dairy Singapore Pte. Ltd. ("**GDS**") to Freshness Ltd. upon the terms and conditions of the share purchase agreement dated 6 December 2020 (the "**Share Purchase Agreement**") entered into by the Company, Freshness Ltd. and Freshness Holdings Ltd. (the "**Proposed Transaction**"); and

(b) the directors of the Company (the "**Directors**") and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Ordinary Resolution (including any amendment to the Share Purchase Agreement, execution of any other agreements or documents and procurement of third party consents).

By Order of the Board of Directors

Tan Yong Nang
Executive Director and Chief Executive Officer
11 January 2021

**Important Notice from the Company on COVID-19**

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. **Members should note that the Company may be required (including at short notice) to make further changes to its EGM arrangements as the situation evolves, and members are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.**

**1. No attendance at EGM**

Alternative arrangements have been put in place to allow members to participate at the EGM by watching the EGM proceedings through a "live" webcast through his/her/its mobile phones, tablets or computers or listening to the EGM proceedings via "live" audio feed via telephone. Members who pre-register to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolution to be tabled for approval at the EGM, and members who wish to exercise their voting rights may do so by voting by proxy at the EGM. Please see the paragraphs below for these alternative arrangements.

**2. Registration to attend the EGM Remotely**

A member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register by **2.00 p.m. on 23 January 2021** ("**Registration Cut-Off Date**") (being 72 hours before the time fixed for the EGM), at the URL www.japfa.com/egm2021. Members will be required to provide their full name, NRIC/Passport No./Company Registration No. and address for verification purposes.

Upon successful registration, authenticated members will receive an email confirmation by 5.00 p.m. on 25 January 2021 with their user log-in details, access password and the link to access the "live" webcast and/or telephone number for "live" audio feed of the EGM proceedings.

A member who does not receive any email by 5.00 p.m. on 25 January 2021, but who has registered by the Registration Cut-Off Date, should contact the Company's Share Registrar at the following email address: japfaegm2021@boardroomlimited.com.

**3. Prior submission of questions**

A member who pre-registers to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolution to be tabled for approval for the EGM. To do so, all questions must be submitted by **2.00 p.m. on 23 January 2021** (being 72 hours before the time fixed for the EGM):

(i) via the pre-registration website at the URL www.japfa.com/egm2021;

(ii) in hard copy by sending personally or by post and lodging the same at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

(iii) by email to the Company's Share Registrar at japfaegm2021@boardroomlimited.com.

The Company will address substantial and relevant questions relating to the resolution to be tabled for approval for the EGM either before the EGM on SGXNET and the Company's website at the URL https://japfa.com/investors/general-report/agm-egm or during the EGM, in accordance with COVID-19 Order Guidance.

**4. Voting by proxy only**

A member will not be able to vote online on the resolution to be tabled for approval at the EGM. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must submit an instrument of proxy to appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. A member (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the instrument of proxy, failing which the appointment will be treated as invalid.

The instrument of proxy, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:

(i) if sent personally or by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

(ii) if by email, be received by the Company's Share Registrar at japfaegm2021@boardroomlimited.com,

in either case, by **2.00 p.m. on 23 January 2021** (being 72 hours before the time fixed for the EGM), and in default the instrument of proxy shall not be treated as valid.

Investors who wish to vote should approach their relevant intermediaries as soon as possible to specify his/her voting instructions. SRS Investors who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective SRS Operators) to submit their voting instructions by **5.00 p.m. on 15 January 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by 2.00 p.m. on 23 January 2021.

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

The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act (Chapter 50) of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Please refer to Section 8 of the Circular for more details on how members may attend and participate in the EGM.

The Company apologises for any inconvenience caused and seeks the understanding and cooperation of all members to minimise the risk of community spread of the COVID-19. The Company, Group, officers and employees shall have no liability whatsoever to members, their proxies, corporate representatives or any other attendees arising out of or in connection with any of them being infected or suspected of being infected with COVID-19 or suffering any losses arising out of or in connection with attendance at the EGM of the Company and/or the Company taking precautionary measures at the Company's discretion in response to the COVID-19 situation.

**PERSONAL DATA PRIVACY**

By submitting a proxy form appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, and/or by registering to attend the EGM as detailed in Section 8 of the Circular, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.