JAPFA LTD.
(Company Registration Number: 200819599W)
(Incorporated in Singapore on 8 October 2008)

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE
– RESULTS OF RIGHTS ISSUE

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*Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meaning as ascribed to them in the Company's offer information statement in relation to the Rights Issue (the "**Offer Information Statement**") lodged with the Monetary Authority of Singapore on 14 January 2020. Any reference to the time of day herein shall be a reference to Singapore time.*

1. INTRODUCTION

The board of directors (the "**Board**" or the "**Directors**") of Japfa Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 18 December 2019 ("**Rights Issue Announcement**"), 3 January 2020 and 14 January 2020 in relation to the renounceable non-underwritten rights issue (the "**Rights Issue**") of up to 188,137,749 new ordinary shares in the capital of the Company (the "**Rights Shares**") at an issue price of S$0.50 for each Rights Share, on the basis of one (1) Rights Share for every ten (10) existing ordinary shares in the capital of the Company, fractional entitlements to be disregarded.

2. RESULTS OF THE RIGHTS ISSUE

2.1. Level of subscription

The Board wishes to announce that, based on the total issued share capital of the Company of 1,863,338,291 Shares (excluding treasury Shares) as at the Books Closure Date, a total of 186,333,829 Rights Shares were available for subscription under the Rights Issue. As at the close of the Rights Issue on 31 January 2020 (the "**Closing Date**"), the Rights Issue was oversubscribed. Valid acceptances of and excess applications for a total of 249,771,436 Rights Shares, representing approximately 134.05% of the 186,333,829 Rights Shares available under the Rights Issue, were received.

Details of the valid acceptances and excess applications for the Rights Shares received are as follows:

	Number of Rights Shares	**As a percentage of the total number of Rights Shares available for subscription under the Rights Issue (%)**
Valid acceptances	182,009,606[(1)]	97.68
Excess applications	67,761,830[(2)]	36.37
Total	249,771,436	134.05

Notes:

(1) Includes 113,608,260 Rights Shares accepted and subscribed for (or in respect of which subscription and payment had been procured) by the Undertaking Shareholder, pursuant to the Deed of Undertaking. Any discrepancy between the aforesaid total figure and the sum of the figures shown in each of the Rights Issue Announcement and the Offer Information Statement is due to rounding.

(2) Includes excess application for 22,391,740 Rights Shares by the Undertaking Shareholder, pursuant to the Deed of Undertaking.

2.2. Allocation of Rights Shares for excess applications

The provisional allotments of 4,324,223 Rights Shares which were not validly accepted or subscribed for by the Entitled Shareholders, their renouncees and/or Purchasers under the Rights Issue, will be allocated to satisfy the valid excess applications for the Rights Shares. In the allotment of excess Rights Shares, preference will be given to the rounding of odd lots (if any), and the Directors and substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares.

Based on the results of the Rights Issue, the resultant shareholding of the Undertaking Shareholder after the Rights Issue will be approximately 51.81% of the enlarged share capital of 2,049,672,120 Shares (excluding treasury Shares).

2.3. Allotment and issue of Rights Shares

In the case of Entitled Depositors, their renouncees and Purchasers with valid acceptances and/or (if applicable) successful applications for Excess Rights Shares, share certificate(s) representing such number of Rights Shares will be sent to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send to the relevant subscribers, at their own risk, a notification letter stating the number of Rights Shares credited to their Securities Accounts.

2.4. Distribution of the net sale proceeds from "nil-paid" rights entitlements in respect of Foreign Shareholders

Of the total 144,650 Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders, a total of 144,650 Rights Shares were sold "nil-paid" on the SGX-ST during the provisional allotment trading period as provided for in the Offer Information Statement.

The net proceeds from the sale of the “nil-paid” rights entitlements, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date and sent to them by means of a crossed cheque at their own risk by ordinary post, or in such other manner as they may have agreed with CDP for payment of any cash distributions. If the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Manager, CDP, the Share Registrar and/or their respective officers in connection therewith.

2.5. Net proceeds from the Rights Issue

The Company has raised net proceeds of approximately S$92.6 million (after deducting estimated expenses of approximately S$0.6 million) from the Rights Issue ("**Net Proceeds**"). In line with the information disclosed in the Offer Information Statement, the Company intends to utilise the Net Proceeds as follows:

Use of Net Proceeds	Amount to be repaid using Net Proceeds
Repayment of the revolving facility	US$12.5 million (equivalent to approximately S$16.9 million)
Repayment of the term facility	US$9.6 million (equivalent to approximately S$13.0 million)
Partial repayment of the revolving facility under the Syndicated Facilities Agreement	US$46.5 million (equivalent to approximately S$62.7 million)

Total indebtedness which will be reduced: US$68.6 million (equivalent to approximately S$92.6 million) will be used to repay the above indebtedness

The currency conversions in the table above are based on an exchange rate of US$1 : S$1.3507 as published on the Authority's website on the Latest Practicable Date.

Pending the deployment of the Net Proceeds, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets or marketable securities, used to repay short-term revolving facilities and/or used for any other purpose on a short-term basis as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

3. REFUND FOR INVALID OR UNSUCCESSFUL ACCEPTANCES AND EXCESS APPLICATIONS

In the case of any acceptance of Rights Shares and (if applicable) application for Excess Rights Shares which is invalid or unsuccessful, or if an Entitled Shareholder applies for Excess Rights Shares but no Excess Rights Shares are allotted to that Entitled Shareholder, or if the number of Excess Rights Shares allotted to that Entitled Shareholder is less than the number applied for, the amount paid on acceptance and (if applicable) application, or the surplus application monies, as the case may be, will be refunded to the relevant Entitled Shareholder and Purchaser or their renouncee by CDP on behalf of the Company without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date by any one or a combination of the following:

(a) in respect of Entitled Depositors, if they accept and/or (if applicable) apply by way of Electronic Application, by crediting the applicants' bank accounts with the relevant Participating Bank, at their own risk, with the appropriate amount within three (3) business days after the commencement of trading of the Rights Shares, the receipt by such bank being a good discharge by the Company, the Manager and CDP of their obligations, if any; or

(b) in respect of Entitled Depositors, if they accept and (if applicable) apply through CDP, by means of a crossed cheque for the appropriate amount drawn in Singapore currency on a bank in Singapore and sent to them by ordinary post and at their own risk to their mailing addresses as maintained with CDP or in such other manner as they may have agreed with CDP for the payment of any cash distributions, within three (3) business days after the commencement of trading of the Rights Shares.

4. LISTING OF RIGHTS SHARES

The Company expects that 186,333,829 Rights Shares will be allotted and issued on or about 7 February 2020.

The 186,333,829 Rights Shares are expected to be listed and quoted on the SGX-ST on or about 10 February 2020 and trading of the Rights Shares will commence with effect from 9.00 a.m. on the same day. The Company will release an announcement to advise Shareholders on the date for the listing of and quotation for the Rights Shares on the SGX-ST in due course. The in-principle approval granted by the SGX-ST on 3 January 2020 is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, and/or its subsidiaries.

The Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

Following the allotment and issuance of the Rights Shares, the number of issued Shares (excluding treasury Shares) has increased from 1,863,338,291 Shares to 2,049,672,120 Shares.

The Company wishes to take this opportunity to thank Shareholders for their support in ensuring the successful completion of the Rights Issue.

BY ORDER OF THE BOARD
JAPFA LTD.

Tan Yong Nang
Executive Director and Chief Executive Officer
4 February 2020