JAPFA LTD

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

IMPORTANT:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance, voting by proxy at the AGM are set out in the Notice of Annual General Meeting dated 10 June 2020 which has been uploaded on SGXNET on the same day.
2. 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 votes, he/she/it must submit a proxy form to appoint the Chairman of the AGM to vote on his/her/its behalf. A member (whether individual or corporate) appointing the Chairman of the Meeting as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
3. If a CPF or SRS investor wishes to appoint the Chairman of the AGM as proxy, he/she should approach his/her respective CPF Agent Banks or SRS Operators to submit his/her votes by 5.00 p.m. on 15 June 2020 (Singapore Time), being seven (7) working days before the date of the AGM.

Personal Data Privacy
By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 10 June 2020.

PROXY FORM

ANNUAL GENERAL MEETING

*I/We _____ (Name) _____ (NRIC/Passport Number)

of _____ (Address)

being a *member/ members of Japfa Ltd ("the **Company**") hereby appoint the Chairman of the Annual General Meeting ("**AGM**"), as my/our proxy to attend and vote for me/us on my/our behalf at the AGM to be held by way of electronic means on Thursday, 25 June 2020 at 2.00 p.m. and at any adjournment thereof.

I/We direct my/our proxy to vote for or against the Ordinary Resolutions to be proposed at the AGM as indicated hereunder. In the absence of specified directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

NOTE: The Chairman of the AGM will be exercising his right under Regulation 86(2)(a) of the Constitution of the Company to demand a poll in respect of the Ordinary Resolutions to be put to the vote at the AGM and at any adjournment thereof. Accordingly, the Ordinary Resolutions at the AGM will be voted on by way of a poll.

	For*	Against*	Abstain*
Routine Business			
Ordinary Resolution 1 Adoption of the Directors' Statement, the Audited Financial Statements and the Auditor's Report			
Ordinary Resolution 2 Declaration of a first and final one-tier tax exempt dividend of 1.0 Singapore cent per ordinary share for the financial year ended 31 December 2019			
Ordinary Resolution 3 Re-election of Handojo Santosa @ Kang Kiem Han as a Director			
Ordinary Resolution 4 Re-election of Hendrick Kolonas as a Director			
Ordinary Resolution 5 Re-election of Tan Yong Nang as a Director			
Ordinary Resolution 6 Re-election of Kevin John Monteiro as a Director			
Ordinary Resolution 7 Re-election of Ng Quek Peng as a Director			
Ordinary Resolution 8 Re-election of Lien Siaou-Sze as a Director			
Ordinary Resolution 9 Re-election of Manu Bhaskaran as a Director			
Ordinary Resolution 10 Re-election of Tan Kian Chew as a Director			
Ordinary Resolution 11 To approve payment of Directors fee up to 31 March 2021 based on existing Directors' fee structure			
Ordinary Resolution 12 To re-appoint Ernst & Young LLP as Auditors of the Company and authorise the Directors to fix their remuneration			

Special Business			
Ordinary Resolution 13 Authority for Directors to issue additional shares and convertible instruments pursuant to Section 161 of the Companies Act, Cap 50			
Ordinary Resolution 14 Authority for Directors to offer and grant awards and issue shares in accordance with the provision of Japfa Performance Share Plan and pursuant to Section 161 of the Companies Act, Cap 50			
Ordinary Resolution 15 To approve the proposed renewal of the Share Purchase Mandate			

* If you wish to exercise all your votes "For", "Against" or to abstain from voting on the Ordinary Resolution, please indicate with a "✓" within the box provided. Alternatively, please indicate the number of votes that the Chairman of the Meeting as your proxy is directed to vote "For" or "Against" or to abstain from voting. In the absence of specific directions, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this _____ day of _____ 2020

Total Number of Shares Held

_____

Signature of member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES:-

1. If the member has Shares entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he/she/it should insert that number of Shares. If the member has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. If the member has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the number of Shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by the member.

2. Due to the current COVID-19 situation and the related safe distancing measures in Singapore, 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 submit an instrument of proxy to appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. A member (whether individual or corporate) appointing the Chairman of the AGM 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 of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

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

4. The instrument appointing the Chairman of the AGM as 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:

   (a) 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

   (b) if by email, be received by the Company's Share Registrar at japfa2020@boardroomlimited.com,

   in either case, by **2.00 p.m. on 22 June 2020** (being 72 hours before the time fixed for the AGM), in default the instrument of proxy shall not be treated as valid.

5. The instrument appointing the Chairman of the AGM 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 AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney duly authorised.

6. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. Relevant Intermediaries shall also appoint the chairman of the AGM to act as proxy and direct the vote at the AGM. Together with the instrument appointing a proxy, the Relevant Intermediaries shall provide to the Company an official cover letter and a list of attendees in excel format who would like to attend the AGM by way of a "live" webcast and/or "live" audio feed with each attendee's full name, NRIC/Passport No./Company Registration No., address, email address and no. of shares for verification purposes. Upon successful registration, authenticated attendees will receive an email confirmation by 2.00 pm on 24 June 2020 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 AGM proceedings.

8. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50 of Singapore).

9. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the instrument of proxy. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.