JAPFA LTD
(Company Registration No. 200819599W)
(Incorporated in Singapore on 8 October 2008)
(the "**Company**")

(1) PROPOSED LISTING OF AUSTASIA GROUP LTD. ("AAG") ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG ("SEHK")

(2) CONDITIONAL DISTRIBUTION *IN SPECIE* TO ENTITLED SHAREHOLDERS OF THE COMPANY, OF SHARES IN AAG HELD AND TO BE HELD BY THE COMPANY, TO BE LISTED ON THE MAIN BOARD OF THE SEHK, BY WAY OF CAPITAL REDUCTION

- PRICING OF THE AAG GLOBAL OFFERING

1. INTRODUCTION

The board of directors (the "**Board**") of Japfa Ltd. (the "**Company**") refers to:

(a) the circular issued by the Company on 15 October 2022 (the "**Circular**"); and

(b) the Company's announcements dated 29 March 2022, 28 September 2022, 12 October 2022, 14 October 2022, 20 October 2022, 1 November 2022, 7 November 2022, 8 November 2022, 15 December 2022 (the "**AIP Announcement**"), 16 December 2022 (the "**Commencement of Public Offer Announcement**") and 20 December 2022.

in relation to, *inter alia*, the Proposed Listing and the Proposed Distribution by way of Capital Reduction.

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the Circular, the AIP Announcement and the Commencement of Public Offer Announcement.

2. PRICING OF THE AAG GLOBAL OFFERING

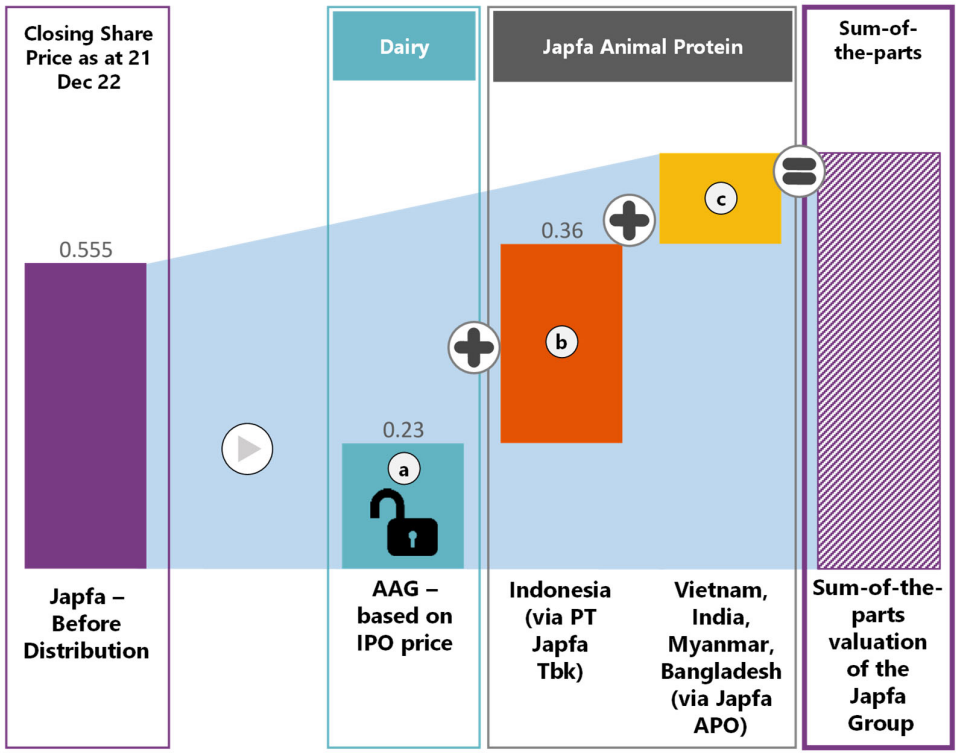
The AAG Offer Shares to be issued under the Global Offering have been priced at HK$6.40 per AAG Offer Share (exclusive of brokerage, transaction levies and trading fees) ("**Offer Price**").

Based on the Offer Price, the market capitalisation of AAG immediately following the Global Offering will be approximately HK$4,479 million (assuming the Over-allotment Option is not exercised, the completion of the Loan Capitalisation and the issuance of new AAG Shares in settlement of AAG share awards).

3. UNLOCKING VALUE FOR SHAREHOLDERS

The Proposed Distribution provides greater clarity to shareholders and investors of the respective value and business of Japfa Animal Protein and the AAG Group (represented by the header "Dairy") as illustrated below:

S$ per Japfa Share



For illustrative purposes only:

(a) the value of Japfa's interest in AAG is S$0.23 per Share based on the Offer Price[1];

(b) the value of Japfa's stake in its Indonesian public listed subsidiary, PT Japfa Tbk, is valued at S$0.36 per Share[2], which is based on the closing price of PT Japfa Tbk as of 21 December 2022; and

(c) Japfa also operates Animal Protein businesses in other countries ("**Japfa APO**"), comprising its operations in Vietnam, India, Myanmar and Bangladesh.

Together with the Proposed Listing, the Proposed Distribution is expected to unlock shareholder value as it creates a clearer investment proposition of the two business groups with listed market values which can be separately evaluated on their strategy, merits and risks.

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1 Based on the Offer Price of HK$6.40. Based on the Company's ownership of 388,629,464 AAG Shares representing 62.5% of AAG shares in issue as at the date of the AAG Prospectus of 621,807,139 and assuming 31,041,673 AAG Shares (as disclosed in the AAG Prospectus) issued to the Company pursuant to the Loan Capitalisation, translated into SGD at an exchange rate of 5.7687 SGD/HKD, the Company's interest in AAG translates to approximately S$466 million, which is calculated on a per-Share basis based on the outstanding Shares as at the date of this Announcement of approximately 2,040 million.

2 Based on the closing price of PT Japfa Tbk as of 21 December 2022 of IDR 1,310 per share multiplied by the Company's ownership of 6,500,176,516 shares in PT Japfa Tbk translated into SGD at an exchange rate of 11,545.20 SGD/IDR. The Company's interest in PT Japfa Tbk translates to approximately S$738 million, which is calculated on a per-Share basis based on the outstanding Shares as at the date of this Announcement of approximately 2,040 million.

4. CAUTIONARY STATEMENT

The Company wishes to highlight to Shareholders and other investors that the Proposed Listing is still subject to, *inter alia*, the fulfilment of certain conditions under the AIP, including the granting of the final approval for the listing of, and permission to deal in, the AAG Shares on the Main Board of the SEHK by the Listing Committee of the SEHK. There is no assurance that the final approval for the Proposed Listing will be granted.

Shareholders should note that there is no assurance that the Proposed Listing and/or the Proposed Distribution will materialise. The Proposed Listing and the Proposed Distribution are dependent on, *inter alia*, the requisite approvals from the relevant regulatory authorities. Further, the board of directors of AAG ("**AAG Board**") may, or the Directors may (as the case may be) notwithstanding that all requisite regulatory approvals have been obtained, in their sole and absolute discretion, decide not to proceed with the Proposed Listing and/or the Proposed Distribution if the AAG Board or the Directors (as the case may be) deem it not in the interests of AAG and/or the Company to proceed with the Proposed Listing and/or the Proposed Distribution, respectively.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company and should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they are in doubt as to the actions they should take.

By Order of the Board
Japfa Ltd.
Tan Yong Nang
Executive Director and Chief Executive Officer
Date: 22 December 2022