Notice of Annual General Meeting

JAPFA LTD

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

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting ("AGM") of Japfa Ltd (the "Company") will be held at York Hotel Singapore, Carlton Hall, Level 2, 21 Mount Elizabeth, Singapore 228516 on Tuesday, 15 April 2025 at 2.00 p.m. to transact the following business:

(A) ROUTINE BUSINESS

1.	To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2024, together with the Auditors' Report.	**Ordinary Resolution 1**
2.	To declare a final one-tier tax exempt dividend of 1.0 Singapore cent per ordinary share for the financial year ended 31 December 2024.	**Ordinary Resolution 2**
3.	To re-elect the following Directors, retiring pursuant to Regulation 112 of the Company's Constitution and who, being eligible, offer themselves for re-election:	
	Tan Hwee Hua @ Lim Hwee Hua (see Note 1)	**Ordinary Resolution 3**
	Kevin John Monteiro (see Note 2)	**Ordinary Resolution 4**
	Renaldo Santosa (see Note 3)	**Ordinary Resolution 5**
	Hendrick Kolonas (see Note 4)	**Ordinary Resolution 6**
	Manu Bhaskaran (see Note 5)	**Ordinary Resolution 7**
	Tan Kian Chew (see Note 6)	**Ordinary Resolution 8**
	Chia Wee Boon (See Note 7)	**Ordinary Resolution 9**
4.	To approve payment of Directors' fee up to the amounts set out in the Directors' Fee Table (see Note 8).	**Ordinary Resolution 10**
5.	To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	**Ordinary Resolution 11**

(B) SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions, with or without any modification:

6.	Authority for Directors to issue additional shares and convertible instruments pursuant to Section 161 of the Companies Act 1967	**Ordinary Resolution 12**

"That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be authorised and empowered to:

(i) (a) issue Shares whether by way of rights, bonus or otherwise; and/or

(b) make or grant offers, agreements or options (collectively, the "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(ii) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution is in force,

provided that:

(1) the aggregate number of Shares issued pursuant to this resolution (including Shares issued in pursuance to any Instruments made or granted pursuant to this resolution), does not exceed 50 per cent. of the total number of issued Shares excluding treasury Shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuant of Instruments made or granted pursuant to this resolution) does not exceed 20 per cent. of the total number of issued Shares excluding treasury Shares (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares in the capital of the Company at the time this resolution is passed (excluding treasury Shares), after adjusting for:

(i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed; and

(ii) any subsequent bonus issue or consolidation or subdivision of Shares;

(3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Companies Act 1967, the Listing Manual of the SGX-ST (including supplemental measures thereto) for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

7. To transact any other business of an Annual General Meeting.

By Order of the Board of Directors

Tan Yong Nang
Executive Director and Chief Executive Officer

28 March 2025

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Explanatory Notes:

1. Mdm Tan Hwee Hua @ Lim Hwee Hua, will upon re-election, continue to serve as the Chairman of the Board of Directors and Chairman of the Nominating Committee. Mdm Tan is an Independent Director.

2. Mr Kevin John Monteiro will, upon re-election, continue to serve as an Executive Director and the Chief Financial Officer of the Company.

3. Mr Renaldo Santosa, will, upon re-election, continue to serve as an Executive Director, Head of Strategic Projects and a member of the Nominating Committee.

4. Mr Hendrick Kolonas will, upon re-election, continue to serve as a Non-Executive Director and a member of the Remuneration Committee.

5. Mr Manu Bhaskaran, will upon re-election, continue to serve as the Chairman of the Remuneration Committee and a member of the Audit and Risk Committee. Mr Bhaskaran is an Independent Director.

6. Mr Tan Kian Chew, will upon re-election, continue to serve as the Chairman of the Audit and Risk Committee and a member of the Nominating Committee. Mr Tan is an Independent Director.

7. Mr Chia Wee Boon, will upon re-election, continue to serve as a member of the Audit and Risk Committee and the Remuneration Committee. Mr Chia is an Independent Director.

8.

	Directors' Fee	
Appointment	**Existing Fees (S$ Per Annum)**	**New Fees commencing 2Q2025 (S$ Per Annum)**
Board Chairman	145,000	145,000
Board Member	95,000	95,000
Audit Committee Chairman	25,000	25,000
Audit Committee Member	15,000	20,000
Remuneration Committee Chairman	20,000	20,000
Remuneration Committee Member	15,000	15,000
Nominating Committee Chairman	20,000	20,000
Nominating Committee Member	15,000	15,000
Lead Independent Director	12,000	12,000
Executive Directors	NIL	NIL

9. Ordinary Resolution 12 is to empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue Shares and Instruments in the Company, up to a number not exceeding 50% of the total number of Shares (excluding treasury Shares) (with a sub-limit of 20% of the total number of Shares (excluding treasury Shares) in respect of Shares to be issued other than on a pro rata basis to shareholders).

IMPORTANT NOTICE FOR SHAREHOLDERS:

1 AGM Documents

The Notice of AGM, Proxy Form, the Annual Report 2024 and Annual Report request form ("Request Form") have been made available by electronic means via publication on Company's corporate website at the URL https://japfa.com/investors/general-report/agm-egm. and on the SGX-ST website at the URL https://www.sgx.com/securities/company-announcements. Printed copies of these documents except for the Annual Report 2024, will also be delivered by post to the Members at their registered address.

The Notice of AGM will also be published on The Straits Times on Friday, 28 March 2025.

The Annual Report 2024 may be accessed at the Company's website at the URL https://japfa.com/investors/general-report/agm-egm. and on the SGX-ST website at the URL https://www.sgx.com/securities/company-announcements.

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Members who wish to receive a printed copy of the Annual Report 2024 may do so by completing the Request Form and sending it to the Company's Share Registrar by **Tuesday, 8 April 2025** through any of the following means:

(i) via email to JapfaAEGM2025@boardroomlimited.com; or

(ii) in hard copy by sending personally or by post and lodging the same at the Company's Share Registrar at: Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632.

2 Appointment of Proxy

(a) A member who is not a Relevant Intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

(c) "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

A proxy need not be a member of the Company.

A member who wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.

In relation to the appointment of proxy(ies), a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.

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 be deposited:

(i) by email to the Company's Share Registrar at JapfaAEGM2025@boardroomlimited.com; or

(ii) in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632.

In either case, **before Saturday, 12 April 2025**, **2.00 p.m.** and in default the instrument of proxy shall not be treated as valid

Investors who hold Shares through Relevant Intermediaries (including SRS Investors) who wish to vote should approach their relevant intermediaries (including their respective SRS Approved Banks) to submit their voting by **4 April 2025** (at least seven (7) working days before the date of the AGM).

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3 Submission of questions in advance of the AGM

A member may submit relevant questions relating to the resolutions to be tabled for approval at the AGM in advance. To do so, all questions must be submitted, by **Tuesday, 8 April 2025, 2.00 p.m.** through any of the following means:

(i) by email to the Company's Share Registrar at JapfaAEGM2025@boardroomlimited.com; or

(ii) in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632.

A member will be required to provide the following details for verification and if required, contact, purpose:

(i) Full Name;

(ii) NRIC/FIN/Passport/Company Registration number;

(iii) Email address;

(iv) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state if you hold your shares through a Relevant Intermediaries (including SRS Investors).

The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM received from Shareholders either before the AGM on SGXNET and the Company's website at the URL https://japfa.com/investors/general-report/agm-egm before 10 April 2025, 2.00 p.m. or during the AGM.

4 Vaccination-Differentiated Safe Management Measures (VDS)

The Company may implement such VDS and or community Safe Management Measures at the AGM as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in Singapore.

Personal data privacy:

By either (i) attending the AGM; (ii) submitting an instrument appointing a proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (iii) submitting any question in advance of, or at, the AGM; and/or (iv) submitting the Request Form to request for a printed copy of the Annual Report 2024, a Shareholder:

(a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (and/or its agents or service providers) for the following purposes:

(i) the processing, administration and analysis by the Company (and/or its agents or service providers) of instruments appointing proxy(ies) for the AGM (including any adjournment thereof);

(ii) the addressing of questions received from Shareholders in advance of or at the AGM and, if necessary, the following up with the relevant Shareholders in relation to such questions;

(iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(iv) in order for the Company (and/or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines,

(collectively, the "**Purposes**"),

(b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (and/or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;

(c) agrees to provide the Company with written evidence of such prior consent upon reasonable request;

(d) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty; and

(e) agrees and consents to such photographic, sound and/or video recordings of the AGM as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of the Scheme Shareholder (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she may propose/second) may be recorded by the Company (or its respective agents or service providers) for such purpose.

NOTICE OF BOOKS CLOSURE

Notice is hereby given that, subject to members' approval to the proposed payment of a final one-tier tax exempt dividend at the Eleventh Annual General Meeting scheduled to be held on 15 April 2025 the Company's Share Transfer Book and Register of Members, will be closed on 20 May 2025 at 5.00 p.m. for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate and Advisory Services Pte Ltd, at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632, up to 5.00 p.m. on 20 May 2025 will be registered to determine shareholders' entitlements to the dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares in the capital of the Company as at 5.00 p.m. on 20 May 2025 will be entitled to the final dividend.

Payment of the final dividend, if approved by members at the Eleventh Annual General Meeting will be made on 27 May 2025.

By Order of the Board
Japfa Ltd

Tan Yong Nang
Executive Director and Chief Executive Officer

28 March 2025