

JAPAN FOODS HOLDING LTD

JAPAN FOODS HOLDING LTD.

(UEN 200722314M)

Incorporated in the Republic of Singapore

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 24 JULY 2017

The board of directors (“**Board**”) of Japan Foods Holding Ltd. (the “**Company**”) is pleased to announce, pursuant to Rule 704(15) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), that on a poll vote, all of the resolutions set out in the Notice of Annual General Meeting (“**AGM**”) dated 7 July 2017, were duly passed by the Company’s shareholders at the AGM held on 24 July 2017.

Valid votes cast at the AGM

Pursuant to Rule 704(15)(a) of the Catalist Rules, the breakdown of all valid votes cast on each of the resolutions put to the vote at the AGM are set out below:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
Ordinary Business					
Ordinary Resolution 1 To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 March 2017, together with the Independent Auditors’ Report thereon	141,780,900	141,779,900	100.00	1,000	0.00
Ordinary Resolution 2 To declare a final tax-exempt one-tier dividend of 1.25 cents per ordinary share for the financial year ended 31 March 2017	141,735,900	141,717,000	99.99	18,900	0.01
Ordinary Resolution 3 To approve the payment of S\$119,000 as fees to the directors of the Company (“ Directors ”) for the financial year ended 31 March 2017. (FY2016: S\$119,000)	141,739,100	141,734,100	100.00	5,000	0.00
Ordinary Resolution 4 To re-elect Mr Wong Hin Sun, Eugene as a Director pursuant to Regulation 98 of the Company’s Constitution	141,777,900	141,776,900	100.00	1,000	0.00

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
Ordinary Resolution 5 To re-elect Mr Tan Lye Huat as a Director of the Company	141,636,000	141,629,000	100.00	7,000	0.00
Ordinary Resolution 6 To re-appoint Nexia TS Public Accounting Corporation as independent auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors of fix their remuneration	141,119,900	141,110,900	99.99	9,000	0.01
Ordinary Resolution 7 Authority to allot and issue shares in the capital of the Company and/or instruments	141,512,700	140,062,900	98.98	1,449,800	1.02
Ordinary Resolution 8 Authority to grant awards and to issue shares under the Japan Foods Performance Share Plan	141,017,300	141,016,200	100.00	1,100	0.00
Ordinary Resolution 9 Renewal of the Share Buyback Mandate	141,594,200	141,594,200	100.00	0	0.00

Details of parties who are required to abstain from voting on any resolutions

Pursuant to Rule 704(15)(b) of the Catalist Rules, the details of parties who are required to and have abstained from voting on the resolutions tabled at the AGM are set out below.

- Pursuant to Rule 858 of the Catalist Rules, shareholders who are eligible to participate in the Japan Foods Performance Share Plan and including proxies of such shareholders, holding in aggregate 567,900 ordinary shares in the capital of the Company, are required to and have abstained from voting at the AGM in respect of the ordinary Resolution 8.

Name of firm appointed as scrutineer

Pursuant to Rule 704(15)(c) of the Catalist Rules, ZICO BPO Pte. Ltd. was appointed as scrutineer for the AGM.

Re-appointment of directors to the Company's Audit and Risk Committee

Mr Wong Hin Sun, Eugene who was re-elected as a Director of the Company at the AGM, will remain as the non-executive Vice Chairman of the Company, a member of the Audit and Risk Committee, a member of the Nominating Committee and a member of the Remuneration Committee. The Board considers Mr Wong Hin Sun, Eugene to be non-independent for purposes of Rule 704(7) of the Catalist Rules.

Mr Tan Lye Huat who was re-elected as a Director of the Company at the AGM, will remain as the Chairman of the Audit and Risk Committee, a member of the Nominating Committee and a member of the Remuneration Committee. The Board considers Mr Tan Lye Huat to be independent for purposes of Rule 704(7) of the Catalist Rules. To demonstrate good governance, Mr Tan Lye Huat relinquished his appointment as Lead Independent Director of the Company at the conclusion of the AGM. Madam Lee Sok Koon Constance, an Independent Director of the Company, has consented to take up the office of Lead Independent Director of the Company immediately following the conclusion of the AGM.

Retirement of director and note of appreciation

Mr Shigemitsu Katsuaki did not seek re-election as a Director of the Company under Regulation 98 of the Company's Constitution and he retired at the conclusion of the AGM. The announcement of his cessation as required under Rule 704(6) of the Catalist Rules was released via SGXNet on 6 July 2017.

The Board would like to record their appreciation to Mr Shigemitsu Katsuaki for his contribution and wished him well.

BY ORDER OF THE BOARD

TAKAHASHI KENICHI
Executive Chairman and CEO
24 July 2017

This announcement has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor") for compliance with the Catalist Rules. The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.