



NOTICE IS HEREBY GIVEN that the Annual General Meeting of **UNITED FOOD HOLDINGS LIMITED** (the "**Company**") will be held by way of electronic means (via live webcast and audio only means) on 30 November 2020 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect the following Directors who are retiring pursuant to Bye-law 86(1) of the Company's Bye-laws:

Prof Ling Chung Yee [Retiring under Bye-law 86(1)] **(Resolution 2)**
[See explanatory note (i)]

Mr John Ng [Retiring under Bye-law 86(1)] **(Resolution 3)**
[See explanatory note (ii)]

*Prof Ling Chung Yee will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Prof Ling Chung Yee will be considered independent for the purpose of the Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").*

*Mr John Ng will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mr John Ng will be considered independent for the purpose of the Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").*

3. To approve the payment of Directors' fees of S\$190,000 for the year ending 31 March 2021, to be paid quarterly in arrears (2020: S\$190,000). **(Resolution 4)**
4. To re-appoint Foo Kon Tan LLP, Public Accountants and Chartered Accountants, Singapore as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms to be agreed by the Directors of the Company. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

6. Renewal of the General Issue Mandate

"THAT authority be and is hereby given to the Directors to:

- (a) (i) allot and issue shares in the Company whether by way of rights, bonus or otherwise;
- (ii) convertible securities;
- (iii) additional convertible securities arising from adjustments made to the exercise price or conversion price and, where appropriate, the number of convertible securities previously issued in the event of a rights issue, bonus issue or subdivision or consolidation of shares pursuant to Rule 829 of the Listing Manual; and/or
- (iv) shares arising from the conversion of convertible securities,

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

- (b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force, provided that:
- (1) the aggregate number of shares to be issued pursuant to this Ordinary Resolution (including shares to be issued in pursuance of convertible securities, made or granted pursuant to this Ordinary Resolution) does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (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 pursuance of convertible securities made or granted pursuant to this Ordinary Resolution) does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in capital of the Company (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 total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities;
 - (b) new shares arising from exercising shares options or vesting of share awards; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;provided that any adjustments made under sub-paragraphs (a) and (b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting as at the date this Ordinary Resolution is passed;
 - (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and
 - (4) unless earlier revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting is required by law or the Bye-laws of the Company to be held, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 6)

By Order of the Board

Chiang Wai Ming
Company Secretary

Singapore, 13 November 2020

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Explanatory Note to Resolutions to be passed –

- (i) Prof Ling Chung Yee, if re-elected, will remain as Chairman of Nominating Committee, a member of the Audit Committee and Remuneration Committee of the Company. Prof Ling Chung Yee will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Prof Ling Chung Yee is set out on Pages 28 to 32 of the Company's Annual Report.
- (ii) Mr John Ng, if re-elected, will remain as Chairman of Remuneration Committee, a member of the Nominating Committee and Audit Committee of the Company. Mr John Ng will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Mr John Ng is set out on Pages 28 to 32 of the Company's Annual Report.
- (iii) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an aggregate amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis.

Notes

1. The annual general meeting ("AGM") is being convened, and will be held, by electronic means to minimize physical interactions and Covid-19 transmission risk pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. In view thereof, Members will not be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast, submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Members will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers. In order to do so, Members must preregister at the Company's pre-registration website at the URL <http://on.skr.ma/ufh-agm> by 28 November 2020, 10.00 a.m. ("**Registration Deadline**"), to enable the verification of Members' status.

Corporate shareholders must also submit the Corporate Representative Certificate to the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, at srs.teamc@boardroomlimited.com in addition to the registration procedures as set out in paragraph above, by 28 November 2020, 10.00 a.m., for verification purpose.

Following the verification, authenticated Members will receive an email, which will contain the login instructions, password as well as the link to access the live audio-visual webcast of the AGM proceedings, by 29 November 2020, 12 noon. Members who do not receive an email by 29 November 2020, 12 noon, but have registered by the Registration Deadline should contact the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. via email at srs.teamc@boardroomlimited.com or call the general telephone number at +65 6536 5355 during office hours for assistance.

Members must not forward the abovementioned link to other persons who are not shareholders of the Company and who are not entitled to attend the AGM to avoid any technical disruptions or overload to the live audio-visual webcast.

4. Members may also submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM. In order to do so, their questions must be submitted via the Company's pre-registration website at the URL <http://on.skr.ma/ufh-agm> by the Registration Deadline, being 28 November 2020, 10.00 a.m.

The Company will endeavour to address all substantial and relevant questions submitted by shareholders prior to or during the AGM. The Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's website within 1 month after the date of the AGM.

Members will not be able to ask questions during the AGM held via live audio-visual webcast, and therefore it is important for Members who wish to ask questions to submit their questions in advance of the AGM.



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5. If a Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.

In appointing the Chairman of the AGM as proxy, a Member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form(s) must be submitted to in the following manner:
- (a) if submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamc@boardroomlimited.com.

in either case, by the Registration Deadline, 28 November 2020, 10.00 a.m., being no later than 48 hours before the time fixed for the AGM.

A Member who wishes to submit a Member Proxy Form and/or Depositor Proxy Form must complete and sign the Proxy Form(s), before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

In view of the elevated safe distancing measures which may make it difficult for Members to submit completed Proxy Forms by post, Members are strongly encouraged to submit completed Proxy Forms electronically via email.

7. The Chairman of the AGM, as proxy, need not be a Member of the Company
8. Due to the constantly evolving Covid-19 situation in Singapore, the Company may be required to change the arrangements for the AGM at short notice. Members are advised to check the announcement on SGXNet for the latest updates on the status of the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the member or Depositor's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member or a Depositor discloses the personal data of the member or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or Depositor's breach of warranty.

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IMPORTANT NOTICE TO MEMBERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE COMPANY'S ANNUAL GENERAL MEETING ("AGM")

General

1. The AGM is being convened, and will be held, by electronic means to minimize physical interactions and Covid-19 transmission risk pursuant to the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Save for printed copies of notice of AGM ("**Notice**") and Proxy Form(s), the Company's annual report for the financial year ended 31 March 2020 ("**Annual Report**") will not be sent to members. Annual Report, Notice and Member Proxy Form will be available to members by electronic means via publication on the Company's corporate website <https://unitedfood.com.sg/> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:-
 - (a) watching or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate will have to pre-register in the manner outlined in Note 3 below;
 - (b) submitting questions ahead of the AGM. Please refer to Notes 6 to 8 below for further details; and/or
 - (c) voting by proxy at the AGM. Please refer to Notes 9 to 18 below for further details.

Participation in the AGM via live webcast or live audio feed

3. A member of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast or listen to the "live" audio feed of the AGM proceedings ("**Live Webcast**"). To join the Live Webcast, the member must pre-register by **10.00 a.m. on 28 November 2020** (the "**Registration Deadline**") at the following URL : <http://on.skr.ma/ufh-agm> ("**AGM Website**"), and to enable the Company to verify the shareholders' status.
4. Following verification, the authenticated members of the Company will receive a confirmation email by **12 noon on 29 November 2020** with access link and the password details to access the audio-visual or audio-only stream. Members must not forward the above-mentioned link to other persons who are not members of the Company and who are not entitled to attend the AGM.
5. Member (including a depositor holding shares through The Central Depository (Pte) Limited) who have registered by the Registration Deadline in accordance with Note 3 above but do not receive an email by **12 noon on 29 November 2020** may contact the Company for assistance at the following email address : srs.teamc@boardroomlimited.com, with the following details included : (1) the member's full name, and (2) his/her/its identification/passport/registration number. Alternatively, the concerned member may call the general telephone number at +65 6536 5355 during office hours for assistance.

Submission of questions prior to the AGM

6. Please note that members will not be able to ask questions during the Live Webcast, and therefore it is important for members who wish to ask questions to submit their questions in advance. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or at the Company's businesses and operations not later than 10.00 a.m. on 28 November 2020. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) will endeavour to publish its responses to those questions on the SGXNet and the Company's website by 10.00 a.m. on 30 November 2020. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM. The Company will publish the minutes of the AGM and its responses to relevant and substantial questions that were not answered prior to the AGM on the SGXNet and the Company's website within one month after the date of AGM.



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7. All questions must be submitted not later than 10.00 a.m. on 28 November 2020 through any one of the following means :-
- (a) via email to email address: srs.teamc@boardroomlimited.com; or
 - (b) in physical copy by depositing the same at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623
8. If the questions are deposited in physical copy at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions : (i) the member's full name; and (ii) his/her/its identification/passport/registration number for verification purposes, failing which the submission will be treated as invalid.

Voting by proxy

9. Members (including depositors holding shares through The Central Depository (Pte) Limited) may only exercise their voting rights at the AGM via proxy voting. The accompanying printed Member proxy form and Depository proxy form for the AGM will be sent to members. Alternatively, the Member proxy form can be accessed via the Company's corporate website <https://unitedfood.com.sg/>, and will also be made available on the SGX website at the URL : <https://www.sgx.com/securities/company-announcements>.
10. A member with Shares registered in his/her/its name in the Register of Members who wish to vote on any or all of the resolutions at the AGM must submit a Member proxy form to appoint the Chairman of the Meeting as his/her/its proxy to do so on his/her/its behalf.
11. A depositor holding Shares through The Central Depository (Pte) Limited who is an individual or a corporation wishes to vote must appoint Chairman of the AGM as a nominee as The Central Depository (Pte) Limited's proxy to attend and vote on his/her/its behalf, by completing, signing and returning the Depositor proxy form and deposit the duly completed Depositor proxy form in the manner as set out in Note 13 below.
12. If a person or corporation who 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 wishes to vote and to be represented at the meeting, he/she/it should use the Depositor proxy form and the Member proxy form for, respectively, the Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members.
13. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner :
- a. if submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or
 - b. if submitted electronically, be submitted via email to the srs.teamc@boardroomlimited.com;

in either case, by not later than 28 November 2020, 10.00 a.m., being not later than forty-eight (48) hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first download and/or complete and sign the Member proxy form and/or Depositor proxy form (collectively known as proxy forms), before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

14. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointer or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation. **Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a certified copy thereof must be lodged with the instrument.**
15. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.
16. An electronic copy of the Company's annual report for the financial year ended 31 March 2020, Notice of AGM, Member proxy form and an accompanying announcement setting out the alternative arrangements for the AGM are available on :
 - a. the Company's corporate website at <https://unitedfood.com.sg/>; and
 - b. the SGX website at <https://www.sgx.com/securities/company-announcements>
17. Printed copies of Notice of AGM and proxy forms will be sent to members of the Company.
18. **Please note that shareholders will not be able to vote through the Live Webcast and can only vote with their proxy form(s) which are required to be submitted in accordance with the foregoing paragraphs.**

