

JAPAN FOODS HOLDING LTD

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(UEN 200722314M)

Incorporated in the Republic of Singapore

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 23 JULY 2018

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 6 July 2018, were duly passed by the Company’s shareholders at the AGM held on 23 July 2018.

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 Adoption of the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 March 2018, together with the Independent Auditors’ Report thereon	137,448,900	137,448,900	100.00%	0	0.00%
Ordinary Resolution 2 Payment of proposed final tax-exempt one-tier dividend of 1.30 Singapore cents per ordinary share for the financial year ended 31 March 2018	137,547,800	137,452,800	99.93%	95,000	0.07%
Ordinary Resolution 3 Approval of payment of S\$114,671 as fees to the directors of the Company (“ Directors ”) for the financial year ended 31 March 2018.	137,563,800	137,468,800	99.93%	95,000	0.07%
Ordinary Resolution 4 Re-election of Mdm Lee Sok Koon, Constance as a Director	137,318,400	137,318,400	100.00%	0	0.00%

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		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 Re-election of Mr Tan Lye Huat (who has served more than 9 years in office) as a Director	22,749,700	22,720,700	99.87%	29,000	0.13%
Ordinary Resolution 6 Re-appointment of Nexia TS Public Accounting Corporation as independent auditor of the Company	137,516,500	136,848,900	99.51%	667,600	0.49%
Ordinary Resolution 7 Authority to allot and issue shares in the capital of the Company and/or instruments pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore	137,409,500	135,296,500	98.46%	2,113,000	1.54%
Ordinary Resolution 8 Authority to grant awards and to issue shares under the Japan Foods Performance Share Plan	136,497,800	134,467,200	98.51%	2,030,600	1.49%
Ordinary Resolution 9 Renewal of the Share Buyback Mandate	137,288,500	137,288,500	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.

- (i) 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 855,500 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

Mdm Lee Sok Koon, Constance who was re-elected as a Director of the Company at the AGM, will remain as the Lead Independent Director, a member of the Audit and Risk Committee, the Chairperson of the Nominating Committee and the Remuneration Committee. The Board considers Mdm Lee to be 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 the Remuneration Committee. The Board considers Mr Tan to be independent for purposes of Rule 704(7) of the Catalist Rules.

BY ORDER OF THE BOARD

TAKAHASHI KENICHI
Executive Chairman and CEO
23 July 2018

*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.*