

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **UNITED FOOD HOLDINGS LIMITED** (the “**Company**”) will be held at Level 3, Thinking Space 3, HomeTeamNS Bedok Reservoir, 900 Bedok North Rd Singapore 479994 on Friday, 29 December 2023 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 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors who are retiring pursuant to the following:

Mr Chng Hee Kok	[Retiring under the Company’s Bye-law 86(1)]	(Resolution 2)
<i>[See explanatory note (i)]</i>		
Prof Ling Chung Yee	[Retiring under the Company’s Bye-law 86(1)]	(Resolution 3)
<i>[See explanatory note (ii)]</i>		
Mr Zhao Ling	[Retiring under the Company’s Bye-law 85(2)]	(Resolution 4)
<i>[See explanatory note (iii)]</i>		
3. To approve the payment of Directors’ fees of S\$190,000 for the financial year ended 31 March 2023, to be paid quarterly in arrears (2022: S\$190,000). **(Resolution 5)**
4. To approve the payment of additional Directors’ fees of S\$30,000 payable to Independent Directors for the financial year ended 31 March 2022. **(Resolution 6)**
[See explanatory note (iv)]
5. 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 7)**
6. 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:

7. **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 of Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
- (iv) shares arising from the conversion of convertible securities,

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

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- (b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any convertible securities made or granted by the Directors while this Ordinary Resolution was in force, provided that:
- (1) the aggregate number of shares and convertible securities 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 and convertible securities 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 the 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 at the time of the passing of this Ordinary Resolution;
 - (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 (v)]

(Resolution 8)

By Order of the Board

Chiang Wai Ming
Company Secretary

Singapore, 14 December 2023

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Explanatory Note to Resolutions to be passed –

- (i) Mr Chng Hee Kok will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee, a member of the Nominating Committee and Remuneration Committee of the Company. Mr Chng Hee Kok will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, further information on Mr Chng Hee Kok is set out on Pages 29 to 36 of the Company's Annual Report.
- (ii) Prof Ling Chung Yee will, upon re-election as a Director of the Company, remain as Chairman of Nominating Committee, a member of the Remuneration Committee and Audit 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 of SGX-ST, further information on Prof Ling Chung Yee is set out on Pages 29 to 36 of the Company's Annual Report.
- (iii) Mr Zhao Ling will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee, a member of the Audit Committee and Nominating Committee of the Company. Mr Zhao Ling will be considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, further information on Mr Zhao Ling is set out on Pages 29 to 36 of the Company's Annual Report.
- (iv) The Board proposed additional directors' fees for the year ended 31 March 2022 payable to Mr Chng Hee Kok, Prof Ling Chung Yee and Mr Zeng Wei, the three Independent Directors in view of their contribution and participation for the additional works rendered in 2022.
- (v) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting ("**AGM**") until the date of the next AGM, 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 members of the Company [including depositor holding shares through the Central Depository (Pte) Limited ("**Depositor**")] are invited to attend **physically** at the Annual General Meeting ("**AGM**"). There will be **no option** for members to participate virtually.
2. Members (including Depositors) may raise questions at the AGM or submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM. For members who would like to submit questions in advance of the AGM, they may submit their questions via the following methods by Thursday, 21 December 2023, 10.00 a.m.:
 - a) if submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - b) be submitted via email to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamc@boardroomlimited.com.

Members submitting questions are requested to state: (a) their full name; and (b) the member's identification/registration number, failing which the Company shall be entitled to regard the submission as invalid. The Company will publish its responses to the substantial and relevant questions submitted by members prior to the abovementioned deadline by Friday, 22 December 2023, which is at least 48 hours before the proxy form deadline.

For questions received after 21 December 2023, the Company will endeavour to address all substantial and relevant questions submitted by shareholders prior to or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's website within one (1) month after the date of the AGM.

3. A member (including Depositor) can appoint the Chairman of the AGM as his/her/its proxy **but** this is **not mandatory**.

If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
4. A Depositor who is unable to attend the AGM and wishes to appoint a nominee as The Central Depository (Pte) Limited's proxy to attend and vote on his/her/ its behalf, must complete, sign and return the Depositor Proxy Form in the manner as described under items 6 and 7 below.
5. A member with shares registered in his name in the Register of Members who is unable to attend the AGM and wishes to appoint a proxy to attend and vote at the AGM in his/ her/ its stead, he/ she/ it should complete, sign and return the Member Proxy Form in the manner as described under items 6 and 7 below.

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6. A Member Proxy Form and Depositor Proxy Form (collectively known as “**Proxy Forms**”) must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Forms are executed by a corporation, they must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Forms are executed by an attorney on behalf of the appointor, a letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Forms, failing which the Proxy Forms may be treated as invalid.
7. The Proxy Forms 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., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; 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 Wednesday, 27 December 2023 at 10.00 a.m., being no later than 48 hours before the time fixed for the AGM.

A Member and a Depositor who wish to submit a Member Proxy Form and Depositor Proxy Form must complete and sign the Proxy Forms respectively, before submitting them by post to the address provided above, or before sending them by email to the email address provided above.

8. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
9. A member who is Central Provident Fund Investment Scheme member (“**CPF Investor**”) and/or Supplementary Retirement Scheme investor (“**SRS Investor**”) may participate in the AGM by: (a) attending the AGM in person; (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or (c) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies). CPF Investor and SRS Investor who wishes to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 18 December 2023, being seven (7) working days prior to the date of the AGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the AGM. We encourage members to mask up when attending the AGM.

10. The Chairman of the AGM, as proxy, need not be a Member of the Company
11. The Notice of AGM, Member Proxy Form, Request Form (to request for printed copy of the Annual Report) and the Annual Report will be sent to members by electronic means via publication on the Company’s website at https://www.unitedfood.com.sg/ir/corporate_information.htm and on the SGXNet at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of AGM, Proxy Forms and Request Form will also be sent by post to members. Members who wish to receive a printed copy of the Annual Report are required to complete the Request Form and email it to srs.teamc@boardroomlimited.com, or post it to the Company’s Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 by 20 December 2023.

*A Relevant intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a capital markets services license holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the AGM and/or any adjournment thereof, a member of the Company or a Depositor, (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 the appointment of the proxy(ies) and representative(s) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.