
NOTICE OF EXTRAORDINARY GENERAL MEETING

JAPFA LTD.

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

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL <https://japfa.com/investors/general-report/agm-egm>.

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to shareholders of the Company dated 1 April 2024 (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of Japfa Ltd. (the "**Company**") will be held at York Hotel Singapore, Carlton Hall, Level 2, 21 Mount Elizabeth, Singapore 228516 on Thursday, 18 April 2024 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day) for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions set out below.

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED EXTENSION OF THE SUPPLY AGREEMENT AS AN INTERESTED PERSON TRANSACTION

THAT:

- (a) the approval be and is hereby given for the Proposed Extension of the Supply Agreement by way of entry into the Proposed 2024 Supply Agreement (the principal terms of which are set out in Section 2 of the Circular) and all the transactions contemplated thereby; and
- (b) the Directors and each of them be and are hereby severally authorised to complete and to do all acts and things (including, without limitation, approving, modifying and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Ordinary Resolution.

Note:

- (1) Pursuant to Rule 919 of the Listing Manual, each of Mr Renaldo Santosa and Ms Gabriella Santosa and their respective associates will abstain from voting on the Ordinary Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED RENEWAL OF THE JAPFA PERFORMANCE SHARE PLAN

THAT:

- (a) the approval be and is hereby given for the proposed renewal of the Existing Japfa PSP by way of the adoption of a new performance share plan which will continue to be known as the "Japfa Performance Share Plan" ("**Renewed Japfa PSP**") the details and rules of which are set out in the Circular and under which Awards of Shares may be granted to selected Participants;

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- (b) the Directors of the Company be and are severally authorised to:
- (i) establish and administer the Renewed Japfa PSP;
 - (ii) modify and/or amend the Renewed Japfa PSP from time to time, provided that such modification or amendment is effected in accordance with the provisions of the Renewed Japfa PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Renewed Japfa PSP; and
 - (iii) offer and grant Awards in accordance with the rules of the Renewed Japfa PSP; and
 - (iv) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) allot, issue and/or deliver from time to time such number of Shares in the capital of the Company as may be required to be allotted, issued and/or delivered pursuant to the vesting of Awards granted under the Renewed Japfa PSP, provided that aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Renewed Japfa PSP on any date, when aggregated with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen (15) per cent. of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day preceding the date of the relevant new Award; and
- (c) the Directors and any one of them be and are hereby severally authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board of Directors

Tan Yong Nang
Executive Director and Chief Executive Officer

1 April 2024

NOTES:

1. Submission of questions in advance of the EGM

A member may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM. To do so, all questions must be submitted by **Tuesday, 9 April 2024, 2.30 p.m.** for the purposes of the EGM:

- (i) 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; or
- (ii) by email to the Company's Share Registrar at JapfaAEGM2024@boardroomlimited.com.

A member will be required to provide the following details for verification purposes:

- (A) full name;
- (B) NRIC/FIN/Passport/Company Registration number;
- (C) email address; and
- (D) the manner in which they hold Shares.

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The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM received from Shareholders either before the EGM on SGXNET and the Company's website at the URL <https://japfa.com/investors/general-report/aggm-egm> before **Monday, 15 April 2024, 2.30 p.m.** (being 72 hours prior to the last date and time for lodgement of Proxy Form) or during the EGM.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

2. Voting by proxy

A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM 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) to attend, speak and vote on his/her/its behalf at the EGM, 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 EGM 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:

- (i) if in hard copy sent personally or by post, be lodged 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; or
- (ii) if sent by email, be received by the Company's Share Registrar at JapfaAEGM2024@boardroomlimited.com,

in either case, by **Monday, 15 April 2024, 2.30 p.m.** (being 72 hours before the time fixed for the EGM), and in default the instrument of proxy shall not be treated as valid.

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

A proxy need not be a member of the Company.

The instrument appointing proxy(ies) or the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing proxy(ies) or the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing proxy(ies) or the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

The Company shall be entitled to reject the instrument appointing proxy(ies) or the Chairman of the EGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing proxy(ies) or the Chairman of the EGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing proxy(ies) or the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by the CDP to the Company.

Please refer to Section 9 of the Circular for more details on how members may attend and participate in the EGM.

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PERSONAL DATA PRIVACY

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