

JB FOODS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201200268D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at **Level 8, 5 Senoko Road, Tee Yih Jia Food Hub, Singapore 758137** on **Wednesday, 29 July 2026 at 10.30 a.m.** to transact the following businesses as set out below.

This Notice has been made available on SGXNet and the Company's website and may be accessed at the URL <https://www.jbcocoa.com/announcement/>. A printed copy of this Notice will be despatched to members.

ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2026 together with the Director's Statement and the Auditors' Report thereon. **Resolution 1**
2. To declare a final tax-exempt (one-tier) cash dividend of 4.50 Singapore cents per ordinary share for the financial year ended 31 March 2026. **Resolution 2**
3. To re-elect the following Directors who retire in accordance with Article 98 of the Company's Constitution and who, being eligible, offer themselves for re-election:
 - (a) Mr Lim Tong Lee **Resolution 3**
 - (b) Dr Goi Seng Hui **Resolution 4**

Mr Lim Tong Lee will, upon re-election as a Director of the Company, remain as Independent Director and Chairman of the Board, as well as the Chairman of the Remuneration Committee and a member of each of the Audit Committee and Nominating Committee.

Dr Goi Seng Hui will, upon re-election as a Director of the Company, remain as Vice Chairman of the Board, a Non-Executive and Non-Independent Director of the Company, as well as a member of each of the Audit Committee and Remuneration Committee.
4. To approve the payment of directors' fees of S\$189,000 for the financial year ending 31 March 2027, to be paid quarterly in arrears. **Resolution 5**
5. To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
6. To transact any other business that may be transacted at an Annual General Meeting.

SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following resolutions with or without modifications:

7. **ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES** **Resolution 7**
 - (A) "That, pursuant to Section 161 of the Companies Act 1967 and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (B) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:

- (a) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (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 (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and
- (d) unless revoked or varied by the Company in 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 of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (i)]

8. **ORDINARY RESOLUTION – PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE** **Resolution 8**

That:

- (A) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**"), for the proposed renewal of the mandate for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the interested person transactions falling within the types of Mandated IPTs described in the appendix to the Annual Report for the financial year ended 31 March 2026 (the "**Appendix**") with the Interested Person described in the Appendix, particulars of which are set out in the Appendix, provided that such Mandated IPTs are (i) made on normal commercial terms and will not be prejudicial to the interest of the Company and its minority Shareholders and (ii) in accordance with the review procedures for such Mandated IPTs (the "**IPT Mandate**");

- (B) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, 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 of the Company is required to be held, whichever is the earlier; and
- (C) the Directors of the Company (other than Dr Goi Seng Hui) and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the IPT Mandate as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

[See Explanatory Note (iii)]

By Order of the Board

Ong Beng Hong
Joint Company Secretary
 14 July 2026

Explanatory Note:

- (i) The Ordinary Resolution 7, if passed, will empower the Directors from the date of this Meeting until the conclusion of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, or when revoked or varied by the Company in general meeting, whichever is earlier, to allot and issue further shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum as set out in the resolution.
- (ii) The Ordinary Resolution 8, if passed, will empower the Directors of the Company (other than Dr Goi Seng Hui) to continue to enter into Mandated IPTs, on normal commercial terms and in accordance with the guidelines and procedures of the Company for the Mandated IPTs as described in the Appendix. This authority will continue in force until the next Annual General Meeting of the Company.

Notes on the conduct of the AGM:

- (1) The members of the Company are invited to attend physically at the Annual General Meeting (the **"Meeting"** or **"AGM"**). **There will be no option for shareholders to participate virtually.** Printed copies of the Annual Report (together with the appendix attached to it) will NOT be sent to members. Members should complete the request form (**"Request Form"**) and return the Request Form to the Company as indicated on the Request Form should the members wish to receive a physical copy of the Annual Report. This Notice, the Proxy Form, Request Form and Annual Report are available to members by electronic means via publication on SGXNet at the URL at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <https://www.jbcocoa.com/announcement/>. A member will need an internet browser and PDF reader to view these documents. A physical copy of this Notice, the Proxy Form and Request Form will be sent to the members of the Company.

(2) Arrangements for participation in the AGM physically

Members (including CPFIS and SRS investors) may participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
- (c) voting at the AGM:
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

CPFIS and SRS investors who wish to appoint the Chairman of the Meeting (and not third party prox(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 6 below for details.

In the event members encounter flu-like symptoms prior to the Meeting, members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the Meeting.

(3) Relevant Intermediary

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM.
- (b) A member who is a relevant intermediary is entitled to appoint more than two 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.

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

- (4) A proxy need not be a member of the Company.
- (5) A member can appoint the Chairman of the Meeting as his/her/its proxy, **but** this is **not mandatory**.

- (6) CPFIS/SRS investors who hold shares through CPF Agent Banks/SRS Operators:
- (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least 7 working days prior to the date of AGM i.e. **by 5.00 p.m. on 17 July 2026**.
- (7) Submission of instrument of proxy or proxy ("**Proxy Form**") – **by 10.30 a.m. on 26 July 2026**
- The Proxy Form must be submitted through any one of the following means:
- (a) if submitted personally or by post, be deposited at the Registered Office of the Company at 80 Robinson Road, #17-02, Singapore 068898; or
 - (b) if submitted by email, be received by the Company at jbfagm2026@jbcocoa.com,
- in either case, not less than 72 hours before the time appointed for holding the Meeting i.e. **by 10.30 a.m. on 26 July 2026**, failing which, the Proxy Form will not be treated as valid.
- (8) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (9) Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.
- (10) Submission of questions by members in advance of the Meeting – **by 21 July 2026**
- (a) Members may also submit questions related to the resolutions to be tabled for approval at the Meeting. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company ("**Shares**"), must be submitted **by 21 July 2026** via email to jbfagm2026@jbcocoa.com or by post to the registered office of the Company at 80 Robinson Road, #17-02 Singapore 068898.
 - (b) The Company will publish the responses to substantial and relevant questions on the SGX website at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <https://www.jbcocoa.com/announcement/> **by 10.30 a.m. on 24 July 2026**.
 - (c) The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to at (b) above, at the Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- Minutes of AGM – The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, or by attending the Annual General Meeting, 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 Annual General Meeting (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), the publication of the names and comments of the members at the Annual General Meeting 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. In addition, by attending the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.