

FOOD INNOVATORS HOLDINGS LIMITED

((Company Registration No. 201938544H)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Food Innovators Holdings Limited (the "**Company**") will be held at 135 Cecil Street, #10-01, Singapore 069536 on Monday, 30 June 2025 at 11.00 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 28 February 2025 together with the Auditor's Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Regulation 90 of the Constitution of the Company:
2.1 Mr Furukawa Kazuteru **(Resolution 2)**
2.2 Mr Saito Kazuya **(Resolution 3)**
*Mr Furukawa Kazuteru, upon re-election as Director of the Company, remain as the Executive Chairman and Executive Director of the Company. Detailed information of Mr Furukawa Kazuteru required pursuant to Rule 720(5) of the Listing Manual - Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**") can be found in the Annual Report.*
Mr Saito Kazuya will, upon re-election as Director of the Company, remain as the Chairman of Audit Committee and a member of Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information of Mr Saito Kazuya required pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report.
3. To approve the payment of Directors' fees of S\$27,540 for the financial year ended 28 February 2025. **(Resolution 4)**
[See Explanatory Note (i)]
4. To approve the payment of Directors' fees of up to S\$56,000 for the financial year ending 28 February 2026, to be paid monthly in arrears. **(Resolution 5)**
5. To re-appoint Messrs Forvis Mazars LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

7. **Authority to issue shares**
That pursuant to Section 161 of the Companies Act 1967 (the "**Act**") and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:
(a) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,
provided that:
(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such 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) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new Shares arising from the conversion or exercise of any convertible securities;
(b) new Shares arising from exercising of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
(c) any subsequent bonus issue, consolidation or subdivision of Shares;
Adjustments in accordance with sub-paragraphs (2)(a) or (2)(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 passing of this Resolution.
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (ii)] **(Resolution 7)**
8. **Authority to grant options and issue shares pursuant to Food Innovators Employee Share Option Scheme**
That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:
(i) offer and grant options in accordance with the provisions of Food Innovators Employee Share Option Scheme ("**Food Innovators ESOS**"); and
(ii) allot and issue or deliver from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the exercise of options granted under Food Innovators ESOS, provided always that the aggregate number of Shares to be allotted and issued pursuant to Food Innovators ESOS, when aggregated with the aggregate number of Shares issued and issuable or transferred and to be transferred in respect of all options granted under Food Innovators ESOS; and the aggregate number of Shares over which options and/or awards granted under any other share option, share incentive, performance share or restricted share plans implemented and in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
The authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iii)] **(Resolution 8)**

By Order of the Board

Tan Zhi Wei
Chai Li-Lin, Charlene
Company Secretaries
Singapore, 13 June 2025

Explanatory Notes:

- (i) **Ordinary Resolution 4** in item 3 above is to approve the payment of Directors' fees of S\$27,540 to Non-Executive and Independent Directors of the Company for the financial year ended 28 February 2025. The Directors' fees in respect of the financial year ended 28 February 2025 were pro-rated based on the duration of service of the Non-Executive and Independent Directors for the period commencing from 1 September 2024 to 29 February 2025.
- (ii) **Ordinary Resolution 7** in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders of the Company.
For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- (iii) **Ordinary Resolution 8** in item 8 above, if passed, will empower the Directors to offer and grant options, and to allot and issue new Shares in the capital of the Company, pursuant to Food Innovators ESOS, provided that the aggregate number of shares to be allotted and issued pursuant to Food Innovators ESOS shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

Notes:

1. The members of the Company are invited to attend the AGM in person. There will be no option for shareholders to participate virtually. Printed copies of this Notice and the Proxy Form will be sent by post to members. This notice, the Proxy Form and the Annual Report are also available on the Company's website (<https://fih.sg>) and the SGXNet (www.sgx.com/securities/company-announcements). A member will need an internet browser and PDF reader to view these documents.
2. A member who is not a relevant intermediary, is entitled to appoint one (1) or two (2) proxies to attend and vote at the AGM. Where such member's form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend 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's form of proxy 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 Proxy Form. A member who holds shares through Relevant Intermediary who wish to participate in the AGM should contact the Relevant Intermediary through which he/she holds such shares as soon as possible in order for the necessary arrangements to be made for participation in the AGM.
"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
4. A proxy need not be a member of the Company.
5. The Proxy Form must be deposited 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 sent by email to: srs.proxy@boardroomlimited.com, in each case, by 11.00 a.m. on Friday, 27 June 2025 (being not less than seventy-two (72) hours before the time appointed for the AGM of the Company).
Members are strongly encouraged to submit completed Proxy Forms electronically via email.
6. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by CDP to the Company.
7. SRS investors: (a) may vote at the AGM if they are appointed as proxies by their SRS operators, and should approach their 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 AGM, in which case they should approach their SRS operators to submit their votes at least seven (7) working days before the AGM (i.e. by 18 June 2025) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form on their behalf by the cut-off date.
8. **Submission of questions prior to the AGM**
Shareholders (including SRS investors) or where applicable their appointed proxy(ies) may submit questions related to the resolutions to be tabled at the AGM in advance via email to (info@fih.sg) by 20 June 2025 (5.00 p.m.). Responses from the Board and management of the Company on relevant and substantial questions received from shareholders will be published on the SGXNet (www.sgx.com/securities/company-announcements) and Company's website (<https://fih.sg/>) by 24 June 2025. Any relevant and substantial questions received after 5.00 p.m. of 20 June 2025 will be addressed during the AGM and the Company will publish the minutes of the AGM on the SGXNet and the Company's website within one (1) month after the date of AGM.
Shareholders or their corporate representative must state his/her full name and whether he/she is a shareholder or a corporate representative of a corporate shareholder. Any question without the identification details will not be addressed.

PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing the proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the pre-registration in accordance with this notice, or (c) submitting any question prior to the AGM in accordance with this notice, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of Proxy Forms appointing proxy(ies) for the AGM (including any adjournment thereof);
- (ii) the processing of the pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.