

APOLLO FOOD HOLDINGS BERHAD
(Incorporated in Malaysia - Co. No. 291471-M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of Apollo Food Holdings Berhad (Co. No. 291471-M) will be held at Delima Room, Level 2, The Puteri Pacific Hotel, Jalan Abdullah Ibrahim, 80730 Johor Bahru, Johor Darul Takzim on Thursday, 23 October 2014 at 10.00 a.m. for the following purposes:-

AGENDA

Ordinary Business

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 April 2014 and the Reports of the Directors and Auditors thereon. | <i>(Please refer to Explanatory Note 1)</i> |
| 2. | To declare a first and final single tier dividend of 25% for the financial year ended 30 April 2014. | <i>Resolution 1</i> |
| 3. | To approve the payment of Directors' Fees for the financial year ended 30 April 2014. | <i>Resolution 2</i> |
| 4. | To re-appoint the following Director who is over the age of 70, pursuant to Section 129(6) of the Companies Act, 1965:

(i) Datuk P. Venugopal A/L V. K. Menon |

<i>Resolution 3</i> |
| 5. | To re-elect the following Directors retiring in accordance with Article 116 of the Articles of Association of the Company:

(i) Encik Abdul Rahim Bin Bunyamin; and
(ii) Mr. Ng Chet Chiang @ Ng Chat Choon |

<i>Resolution 4</i>
<i>Resolution 5</i> |
| 6. | To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. | <i>Resolution 6</i> |

Special Business

To consider and, if thought fit, to pass with or without any modification(s), the following Ordinary Resolutions:

7. ORDINARY RESOLUTION

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

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| (i) | "THAT authority be and is hereby given to Mr. Ng Chet Chiang @ Ng Chat Choon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." | <i>Resolution 7</i> |
| (ii) | "THAT authority be and is hereby given to En. Abdul Rahim Bin Bunyamin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." | <i>Resolution 8</i> |

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NOTICE OF ANNUAL GENERAL MEETING (continued)

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8. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board
APOLLO FOOD HOLDINGS BERHAD

Woo Min Fong (MAICSA 0532413)
Santhi Saminathan (MIA 37094)
Company Secretaries

Johor Bahru
01 October 2014

Notes:-

1. *A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.*
2. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
3. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
5. *Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.*
6. *The Proxy Form must be deposited with the Company Secretary at the Registered Office, Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time set for the Meeting.*
7. *For the purpose of determining a member who shall be entitled to attend the 20th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 81(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a general meeting Record of Depositor as at 14 October 2014. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his stead.*

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NOTICE OF ANNUAL GENERAL MEETING (continued)

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Explanatory Notes:

Ordinary Business

1. Item 1 of the Agenda
Explanatory Note 1

Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Articles of Association of the Company does not require a formal approval of the Shareholders. Hence, this Agenda is not put forward for voting.

Special Business

1. Item 7 of the Agenda
Ordinary Resolution

Continuing in Office as Independent Non-Executive Directors

The Ordinary Resolution 7 and 8 as proposed in Agenda 7 above relating to the continuation of Mr. Ng Chet Chiang @ Ng Chat Choon and En. Abdul Rahim Bin Bunyamin as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance MCCG 2012. The Nomination Committee had assessed the independence of Mr. Ng Chet Chiang @ Ng Chat Choon and En. Abdul Rahim Bin Bunyamin who each has served on the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. However, Mr. Ng Chet Chiang @ Ng Chat Choon and En. Abdul Rahim Bin Bunyamin has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The length of their service does not interfere with Mr. Ng Chet Chiang @ Ng Chat Choon and En. Abdul Rahim Bin Bunyamin ability and exercise of independent judgment as Independent Directors. Therefore, the Board has recommended that the approval of the shareholders be sought to continue to act as the Independent Non-Executive Directors of the Company.

CLOSURE OF BOOKS

To determine shareholders' entitlement to the dividend payment, if approved at the 20th Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 12 December 2014.

The dividend, if approved, will be paid on 9 January 2015 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 12 December 2014.

A depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares transferred into the depositor's securities account before 4.00 p.m. on 12 December 2014 in respect of ordinary transfers; and*
- (b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.*