

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

To: The Shareholders of Apollo Food Holdings Berhad

Dear Sir/Madam,

**ADDENDUM TO THE NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING (“22<sup>ND</sup> AGM”) AND THE PROXY FORM**

Reference is made to the Notice of the 22<sup>ND</sup> AGM submitted to Bursa Malaysia Securities Berhad (“Bursa Securities”) via Bursa Link on 29 August 2016 (Reference no. GMA-29082016-00002) and the Proxy Form submitted to Bursa Securities via Bursa Link on 30 August 2016 (Reference no: DCS-29082016-00001).

We wish to inform that the purpose of this Addendum is to add the following:-

- (i) Resolution no.10 for Agenda 8: Special Resolution - Proposed Amendments to Article 101,158 and 159 of the Company’s Article of Association of the Notice of the 22<sup>ND</sup> AGM; and
- (ii) Resolution no.10 to the Proxy Form.

This Addendum is dated 4<sup>th</sup> October 2016.

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(Incorporated in Malaysia - Co. No. 291471-M)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 22<sup>nd</sup> 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 Wednesday, 26<sup>th</sup> October 2016 at 10:00 a.m. for the following purposes:-

**AGENDA**

**Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 30 April 2016 and the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve a first and final single tier dividend of 30 sen per share for the financial year ended 30 April 2016. *Resolution 1*
3. To approve the payment of Directors' Fees for the financial year ended 30 April 2016. *Resolution 2*
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 *Resolution 3*
5. To re-elect the following Directors retiring in accordance with Article 116 of the Articles of Association of the Company:
  - (i) Datin Paduka Hjh Aminah Binti Hashim; and *Resolution 4*
  - (ii) Mr. Ng Chet Chiang @ Ng Chat Choon *Resolution 5*
6. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration *Resolution 6*

**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**

- (i) "THAT approval 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, in accordance with the Malaysian Code of Corporate Governance 2012 until the conclusion of the next Annual General Meeting of the Company." *Resolution 7*
- (ii) "THAT approval 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, in accordance with the Malaysian Code of Corporate Governance 2012 until the conclusion of the next Annual General Meeting of the Company." *Resolution 8*

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**NOTICE OF ANNUAL GENERAL MEETING (continued)**

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- (iii) "THAT approval be and is hereby given to Datin Paduka Hjh Aminah Binti Hashim, 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, in accordance with the Malaysian Code of Corporate Governance 2012 until the conclusion of the next Annual General Meeting of the Company." *Resolution 9*

**8. SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO ARTICLE 101, 158 and 159 OF THE COMPANY'S ARTICLE OF ASSOCIATION**

- "THAT the proposed amendments to Article 101, 158 and 159 of the Articles of Association of the Company as set out in Appendix 1 be and is hereby approved." *Resolution 10*

9. 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  
Date: 30 August 2016

**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 and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.*
2. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings 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 authorized.*
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 22<sup>nd</sup> 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 19 October 2016. 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 for the Audited Financial Statements. 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, 8 and 9 as proposed in Agenda 7 above pertaining to the approval by shareholders for Mr. Ng Chet Chiang @ Ng Chat Choon, En. Abdul Rahim Bin Bunyamin and Datin Paduka Hj Aminah Binti Hashim to continue in office as Independent Non-Executive Directors of the Company. The Nomination Committee has assessed the independence of each of the directors who has served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that the directors have 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 their ability and exercise of independent judgment as Independent Directors. Therefore, the Board has recommended that the approval of the shareholders be sought for them to continue to act as the Independent Non-Executive Directors of the Company.*

**2. Item 8 of the Agenda**  
**Special Resolution**

**Proposed Amendments to Article 101, 158 and 159 of the Company's Article Of Association ("Proposed Amendments")**

*The Proposed Amendments are to streamline the Article 101, 158 and 159 of the Company's Articles of Association to be aligned with the amendments to the Main Market Listing Requirements ("MMLR").*

**CLOSURE OF BOOKS**

*To determine shareholders' entitlement to the dividend payment, if approved at the 22<sup>nd</sup> Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 13 December 2016.*

*The dividend, if approved, will be paid on 9 January 2017 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 13 December 2016.*

*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 13 December 2016 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.*