

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd 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 Monday, 30th October 2017 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 2017 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 25 sen per share for the financial year ended 30 April 2017. | Resolution 1 |
| 3. To approve the payment of Directors' Fees for the financial year ended 30 April 2017. | Resolution 2 |
| 4. To approve the payment of Directors' benefits at the capping amount of RM56,250 from 1 May 2017 to the next Annual General Meeting of the Company to be held in year 2018. | Resolution 3 |
| 5. To re-appoint Datuk P. Venugopal who retires at the conclusion of this 23 rd AGM, as a Director of the Company. | Resolution 4 |
| 6. To re-elect the following Directors retiring in accordance with Article 116 of the Articles of Association of the Company: | |
| i. Mr. Liang Chiang Heng | Resolution 5 |
| ii. Encik Abdul Rahim Bin Bunyamin | Resolution 6 |
| 7. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

Special Business

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

8. **ORDINARY RESOLUTION**
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
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|---|---------------|
| 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 until the conclusion of the next Annual General Meeting of the Company." | Resolution 8 |
| 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 until the conclusion of the next Annual General Meeting of the Company." | Resolution 9 |
| 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 until the conclusion of the next Annual General Meeting of the Company." | Resolution 10 |
9. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016

By Order of the Board

APOLLO FOOD HOLDINGS BERHAD

Wong Chee Yin (MAICSA 7023530)

Santhi Saminathan (MIA 37094)

Company Secretaries

Johor Bahru

30 August 2017

NOTES

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member of the Company 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 in ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- 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.
- The Proxy Form must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time set for holding the Meeting.
- For the purpose of determining a member who shall be entitled to attend this 23rd Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 81(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a general meeting Record of Depositor as at 20 October 2017. 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.

EXPLANATORY NOTES

Ordinary Business

Item 1 of the Agenda

Explanatory Note 1

Agenda 1 is meant for discussion only as the provision of the Companies Act, 2016 and the Articles of Association constituting part of the Company's Constitution 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

Item 8 of the Agenda

Ordinary Resolution

Continuing in Office as Independent Non-Executive Directors

The Ordinary Resolution 8, 9 and 10 as proposed in Agenda 8 above pertaining to the approval by shareholders for Mr. Ng Chet Chiang @ Ng Chat Choon, En. Abdul Rahim Bin Bunyamin and Datin Paduka Hjh 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.

CLOSURE OF BOOKS

To determine shareholders' entitlement to the dividend payment, if approved at the 23rd Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 12 December 2017.

The dividend, if approved, will be paid on 9 January 2018 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 12 December 2017.

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

- shares transferred into the depositor's securities account before 4.00 p.m. on 12 December 2017 in respect of ordinary transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.