



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th 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 Tuesday, 30th October 2018 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 2018 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 20 sen per share for the financial year ended 30 April 2018. *Resolution 1*
3. To approve the payment of Directors' Fees for the financial year ended 30 April 2018. *Resolution 2*
4. To approve the payment of Directors' benefits at the capping amount of RM56,000 from 1 May 2018 to the next Annual General Meeting of the Company to be held in year 2019. *Resolution 3*
5. To re-elect the following Directors retiring in accordance with the Constitution of the Company:
 - (i) Mr. Liang Kim Poh - Article 116 *Resolution 4*
 - (ii) Datin Paduka Hj. Aminah Binti Hashim - Article 116 *Resolution 5*
 - (iii) Datuk Shireen Ann Zaharah Binti Muhiudeen - Article 122 *Resolution 6*
 - (iv) Ms. Foo Swee Eng - Article 122 *Resolution 7*
 - (v) En. Halid Bin Hasbullah - Article 122 *Resolution 8*
6. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 9*

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**
"Subject to the passing of Resolution 5, that approval be and is hereby given to Datin Paduka Hj. 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
8. Proposed Gratuity Payment for Former Directors
 - (a) "That approval be and is hereby given for the Company to make gratuity payment of RM76,000.00 to Datuk P. Venugopal A/L V.K. Menon, the former Non-Independent Non-Executive Director of the Company and that authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary to give full effect to this resolution."
Resolution 11
 - (b) "That approval be and is hereby given for the Company to make gratuity payment of RM115,000.00 to Mr Ng Chet Chiang @ Ng Chat Choon, the former Independent Non-Executive Director of the Company and that authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary to give full effect to this resolution."
Resolution 12
 - (c) "That approval be and is hereby given for the Company to make gratuity payment of RM68,000.00 to En. Abdul Rahim Bin Bunyamin, the former Independent Non-Executive Director of the Company and that authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary to give full effect to this resolution."
Resolution 13
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

Yong May Li (LS 0000295)

Wong Chee Yin (MAICSA 7023530)

Company Secretaries

Johor Bahru

Date: 30 August 2018

Notes:-

1. 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.
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 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.
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 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.
7. For the purpose of determining a member who shall be entitled to attend this 24th 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 19 October 2018. 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

1. 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

1. Item 7 of the Agenda

Ordinary Resolution

Continuing in Office as Independent Non-Executive Directors

The Ordinary Resolution 10 as proposed in Agenda 7 above pertaining to approval by shareholders for Datin Paduka Hj. Aminah Binti Hashim to continue in office as Independent Non-Executive Director of the Company. The Nomination Committee and the Board holds the view that she remain objective and independent in carrying out her roles and responsibilities as member of the Board and Board Committees. The length of her service does not interfere with her ability and exercise of independent judgment as Independent Director. Therefore, the Board has recommended that the approval of the shareholders be sought for her to continue to act as Independent Non-Executive Director of the Company.

2. Item 8 of the Agenda

Ordinary Resolution

Proposed Gratuity Payments for Former Directors

The Ordinary Resolution 11, 12 and 13, if passed, will give approval to the Company to make payment of gratuity amounting to RM76,000.00 to Datuk P. Venugopal A/L V.K. Menon, RM115,000.00 to Mr. Ng Chet Chiang @ Ng Chat Choon and RM68,000.00 to En. Abdul Rahim Bin Bunyamin respectively in recognition and appreciation of their long services and contributions to the Company.

CLOSURE OF BOOKS

To determine shareholders' entitlement to the dividend payment, if approved at the 24th Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 12 December 2018.

The dividend, if approved, will be paid on 9 January 2019 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 12 December 2018.

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 2018 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.