

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 25<sup>th</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, 30<sup>th</sup> October 2019 at 10:00 a.m. for the following purposes:-

**AGENDA**
**Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 30 April 2019 and the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
- To approve a first and final single tier dividend of 20 sen per share for the financial year ended 30 April 2019. *Ordinary Resolution 1*
- To approve the payment of Directors' Fees for the financial year ended 30 April 2019. *Ordinary Resolution 2*
- To approve the payment of Directors' benefits at the capping amount of RM56,000.00 from 30 October 2019 to the next Annual General Meeting of the Company to be held in year 2020. *Ordinary Resolution 3*
- To re-elect the following Directors retiring in accordance with the Constitution of the Company:
  - Mr. Liang Chiang Heng - Article 116 *Ordinary Resolution 4*
  - Datin Paduka Hj. Aminah Binti Hashim - Article 116 *Ordinary Resolution 5*
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 6*

**Special Business**

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

- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** *Ordinary Resolution 7*  
 "THAT subject to passing of Ordinary Resolution 5, 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."
- PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION ("PROPOSED ALTERATION")** *Special Resolution*  
 THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution attached hereto as Annexure A with effect from the date of passing this special resolution.  
 THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."
- 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: 29 August 2019

**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, 13<sup>th</sup> 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 25<sup>th</sup> 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 18 October 2019. 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 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 5 of the Agenda**
**Ordinary Resolution 4 & 5 – Re-election of Directors**

Mr. Liang Chiang Heng and Datin Paduka Hj. Aminah Binti Hashim are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 25<sup>th</sup> AGM.

The Board of Directors has through the Nomination Committee carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

The profiles of the Directors standing for re-election are set out in Directors' Profile on pages 31 to 32 of the 2019 Annual Report.

**2. Item 7 of the Agenda**
**Ordinary Resolution 7 - Continuing in Office as Independent Non-Executive Directors**

The proposed resolution in Agenda 7 above, if passed will approve and authorise Datin Paduka Hj. Aminah Binti Hashim to continue to act as Independent Non-Executive Director of the Company.

The Nomination Committee and the Board has assessed the independence of Datin Paduka Hj. Aminah Binti Hashim and of the view that she remains 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.

**3. Item 8 of the Agenda**
**Special Resolution 1 - Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a new Constitution ("Proposed Alteration")**

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the Annexure A enclosed together with this Notice of General Meeting of the Company dated 29 August 2019.

**CLOSURE OF BOOKS**

To determine shareholders' entitlement to the dividend payment, if approved at the 25<sup>th</sup> Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 12 December 2019.

The dividend, if approved, will be paid on 8 January 2020 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 12 December 2019.

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 2019 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.