

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of Apollo Food Holdings Berhad [Registration No.: 199401005792 (291471-M)] will be conducted virtually through live streaming from broadcast venue at Tricor Business Centre, Gemilang Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur ("Broadcast Venue") using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its TIH Online website at <https://tth.online> on Wednesday, 23rd day of October 2024 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 2024 and the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
- To approve a single tier final dividend of 5 sen per share for the financial year ended 30 April 2024. *Resolution 1*
- To approve the payment of Directors' Fees of RM265,000 for the financial year ended 30 April 2024. *Resolution 2*
- To approve the payment of Directors' Fees of RM525,000 for the financial year ending 30 April 2025. *Resolution 3*
- To approve the payment of Directors' benefits at the capping amount of RM250,000.00 from 24 October 2024 to the next Annual General Meeting of the Company to be held in year 2025. *Resolution 4*
- To re-elect the following Directors retiring in accordance with the Constitution of the Company:
 - Ms Foo Swee Eng - Clause 76(3) *Resolution 5*
 - Dato' Cheah See Yeong - Clause 78 *Resolution 6*
 - Mr Cheah Jia Ming - Clause 78 *Resolution 7*
 - Dato' Sri Muthanna bin Abdullah - Clause 78 *Resolution 8*
- To re-appoint Messrs KPMG PLT 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 Resolution:

- Proposed establishment of Share Buy-Back Authority *Resolution 10*

"THAT subject to the provisions of the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, the Articles of Association of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and any other relevant authority or approval for the time being in force or may be amended from time to time, approval be and is hereby given to the Company to purchase such number of ordinary shares as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company ("Proposed Share Buy-back"), provided that:-

- The aggregate number of ordinary shares to be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- The maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution 8 and shall continue to be in force until:

- The conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which this resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions;
- The expiration of the period within which the next AGM of the Company is required by law to be held; or
- The authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors be and are hereby authorized to deal with the ordinary shares purchased in their absolute discretion in the following matters: -

- Cancel the Company shares so purchased; or
- Retain all or part of the Company shares so purchased as treasury shares for distribution as share dividends to shareholders and/or resell on the market of Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- Retain part of the Company shares so purchased as treasury shares and cancel the remainder of the Company Shares; or
- Deal with the Company shares so purchased in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time.

And such authority to deal with the Company shares so purchased shall continue to be valid until all such Company shares have been dealt with by the Directors.

AND THAT the Directors be and are hereby authorized to take all such steps as necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Board may in their discretion deem necessary and to do all such acts and things the Directors may deem fit and expedient in the best interest of the Company."

- Proposed Gratuity Payment to the Former Directors

- "That approval be and is hereby given for the Company to make gratuity payment of RM112,000 to Mr Liang Chiang Heng, the former 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*
- "That approval be and is hereby given for the Company to make gratuity payment of RM104,000 to Mr Liang Kim Poh, the former 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*
- "That approval be and is hereby given for the Company to make gratuity payment of RM24,000 to Encik Halid bin Hasbullah, the former Independent and 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*

- 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)
(SSM PC No.: 202008001953)
Company Secretary

Johor Bahru
Date: 28 August 2024

Notes:-

- The 30th AGM will be conducted virtually through live streaming from Broadcast Venue using the RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its TIH Online website at <https://tth.online>. Members are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at this 30th AGM via RPV facilities provided by Tricor. Members/proxies/corporate representatives/attorneys are advised to follow the procedures of RPV as stated in the Administrative Guide of the 30th AGM.
- According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
- For the purpose of determining who shall be entitled to participate this 30th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 15 October 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate this 30th AGM via RPV.
- A member entitled to participate at this 30th AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to participate at the 30th AGM of the Company may appoint not more than two (2) proxies to participate instead of the member at the Annual General Meeting.

- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic form. In the case of appointment made in hardcopy form, the Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. In the case of electronic appointment, the Form of Proxy must be deposited via TIH Online at <https://tth.online>. Please follow the procedure as set out in the Administrative Guide of the 30th AGM for the electronic lodgement of Form of Proxy. All Form of Proxy submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned Annual General Meeting at which the person named in the appointment proposes to vote.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned Annual General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.
- Last date and time for lodging the Form of Proxy is **Monday, 21 October 2024 at 10.00 a.m.**
- For a corporate member who has appointed a representative instead of a proxy to participate in this meeting must request authorised representative to register himself/herself for RPV via TIH Online website at <https://tth.online>. Please follow the Procedures for RPV in the Administrative Guide of the 30th AGM.

Explanatory Notes:

Ordinary Business

- ITEM 1 OF THE AGENDA – AUDITED FINANCIAL STATEMENT**

Agenda 1 is meant for discussion only as the provision of the Companies Act, 2016 does not require formal approval of the Shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

- ITEM 2 OF THE AGENDA
ORDINARY RESOLUTION 1: SINGLE TIER FINAL DIVIDEND**

The Board has considered a Single Tier Final Dividend of 5 sen per share recommended for the shareholders' approval and the Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts become due within 12 months immediately after the distributions are made on 07 November 2024 in accordance with the requirement under Section 132(2) and (3) of the Companies Act 2016.

- ITEM 3 TO 5 OF THE AGENDA
ORDINARY RESOLUTION 2: PAYMENT OF DIRECTORS' FEE 2024
ORDINARY RESOLUTION 3: PAYMENT OF DIRECTORS' FEE 2025
ORDINARY RESOLUTION 4: PAYMENT OF DIRECTORS' BENEFITS**

In compliance with Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Ordinary Resolutions 2 are proposed to seek shareholders' approval for the payment of Directors' fees of RM265,000 for the financial year ended 30 April 2024.

The Ordinary Resolutions 3 are proposed to seek shareholders' approval for the payment of Directors' fees of RM525,000 for the financial year ending 30 April 2025.

The total estimate of Directors' Benefits payable under Ordinary Resolution 4 comprised of meetings allowances and travelling and accommodation allowances for all Directors for the period from the October 2024 until next AGM of the Company to be held in year 2025.

- ITEM 6 OF THE AGENDA
ORDINARY RESOLUTION 5 TO 8: RE-ELECTION OF DIRECTORS**

Please refer to the Statement Accompanying Notice of AGM for information.

- ITEM 7 OF THE AGENDA
ORDINARY RESOLUTION 9: RE-APPOINTMENT OF AUDITORS**

The Board has through the Audit Committee, considered the re-appointment of Messrs KPMG PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 30th Annual General Meeting are disclosed in the Audit Committee Report of the 2024 Annual Report.

Special Business

- ITEM 8 OF THE AGENDA
RESOLUTION 10: PROPOSED ESTABLISHMENT OF SHARE BUY-BACK AUTHORITY**

The Ordinary Resolution 10, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total issued shares of the Company at any time within the same period stipulated in the Listing Requirements. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company. Further details are set out in the Share Buy-Back Statement dated 28 August 2024 which is dispatched together with the Company's Annual Report 2024.

- ITEM 9 OF THE AGENDA
RESOLUTION 11 TO 13: PROPOSED GRATUITY PAYMENT TO THE FORMER DIRECTORS**

The Ordinary Resolution 11, if passed, will give approval to the Company to make payment of gratuity amounting to RM112,000 to Mr Liang Chiang Heng, in recognition and appreciation of his long services and contributions to the Company.

The Ordinary Resolution 12, if passed, will give approval to the Company to make payment of gratuity amounting to RM104,000 to Mr Liang Kim Poh, in recognition and appreciation of his long services and contributions to the Company.

The Ordinary Resolution 13, if passed, will give approval to the Company to make payment of gratuity amounting to RM24,000 to En Halid bin Hasbullah, in recognition and appreciation of his long services and contributions to the Company.

CLOSURE OF BOOKS

To determine shareholders' entitlement to the dividend payment, if approved at the 30th Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 24 October 2024.

The dividend, if approved, will be paid on 07 November 2024 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 24 October 2024.

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

- shares transferred into the depositor's securities account before 5.00p.m. on 24 October 2024 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.