

### NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting ("31st AGM") of Apollo Food Holdings Berhad [Registration No.: 199401005792 (291471-M)] will be held at Function Room Key 1 & 2, Level 7, St Giles Southkey Hotel, Mid Valley Southkey, 1, Persiaran Southkey 1, Kota Southkey, 80150 Johor Bahru, Johor Darul Ta'zim, Malaysia on Thursday, 9th day of October 2025 at 10.00 a.m. to transact the following businesses:

### AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 April 2025 and the Reports of the Directors and Auditors thereon.

2. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company: -(Please refer to Explanatory Note 2)

(a) Dato' Chean See Yeong

(b) Met Depart (Addison) Add Depart (Please Please Please

(a) Dato' Cheah See Yeong
(b) Mr Johnson Kandasamy A/L David Nagappan
To approve the payment of Directors' fees for each Executive Director for the financial year ending 30 April 2026.
(Please refer to Explanatory Note 3)
To approve the payment of Directors' fees for each Non-Executive Director for the period commencing 1 May 2025 until the next Annual General Meeting to be held in year 2026.
(Please refer to Explanatory Note 4)
To approve the payment of Directors' hearths in the payment of Directors of Provided Note 1 in the payment of Directors' hearths in t Resolution 4

(Please refer to Explanatory Note 4)
To approve the payment of Directors' benefits at the capping amount of RM250,000.00 for the period commencing immediately after the 31st AGM until the next Annual General Meeting to be held in year 2026.
(Please refer to Explanatory Note 5)
To re-appoint Messrs KPMG PLT as Auditors of the Company and authorise the Directors to fix their remuneration. Resolution 5

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

7. Proposed Renewal of Authority for Share Buy-Back ("Proposed Share Buy-Back Renewal")

Resolution 7

Resolution 1

Resolution 2

Resolution 3

"THAT subject to compliance with the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company 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 and expedient in the interest of the Company provided that:

- The aggregate number of ordinary shares purchased by the Company shall not exceed 10% of the total number of issued shares of
- 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 reta b) 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.

AND THAT the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution 7 and shall continue

- 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

- 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." AND THAT the Directors be and are hereby authorized to take all such steps as necessary (including the opening and maintaining of depository

8. To transact any other business for which due notice has been given in accordance with the Companies Act 2016 and the Constitution of the Company

# By Order of the Board APOLLO FOOD HOLDINGS BERHAD

Wong Chee Yin (MAICSA 7023530) (SSM PC No.: 202008001953)

Johor Bahru

Date: 28 August 2025

The 31st Annual General Meeting ("AGM") of the Company will be held in a physical format, in accordance with Paragraph 8.27A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This format allows shareholders, proxies, corporate representatives, and/or attorneys to attend in person.

## For further details, please refer to the Administrative Guide for complete instructions on how to attend the AGM.

- 2. For the purpose of determining who shall be entitled to attend AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd For the purpose of determining who shall be entitled to attend AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 01 OCTOBER 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/fits behalf.

  A member entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.

  A member of the Company who is entitled to attend and vote at an AGM of the Company may appoint not more than 2 proxies to attend, participate, speak and vote instead of the member at the AGM.

  If 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 Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than 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
- appoint in respect of each ominious account it hoids. An exempt authorised nominee ferers to an authorised nominee defined under the 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 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the nstrument appointing the proxies.

  The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:

### (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, the proxy form can be deposited in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <a href="https://tiih.online">https://tiih.online</a>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the AGM or adjourned AGM 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 may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdict in which it is executed.

11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

12. Last date and time for lodging the proxy form is Tuesday, 07 October 2025 at 10.00 a.m..

13. Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:

(i) Identity card (NRIC) (Malaysian), or

(ii) Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or

- - Passport (Foreigner).
- 14. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointm authorised representative 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, in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
- in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

  The certificate of appointment of authorised representative should be executed in the following manner:

  (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

  (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:

  (a) at least 2 authorised officers, of whom one shall be a director; or

  (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

  15. It is important that you read the Administrative Guide for the conduct of the 31st AGM.

### **Explanatory Notes on Ordinary Business**

### 1. AGENDA ITEM NO. 1 - RECEIPT OF AUDITED FINANCIAL STATEMENTS

This item is for discussion purposes only, as Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require formal shareholder approval for the Audited Financial Statements. Therefore, this item is not subject to voting.

### ORDINARY RESOLUTIONS 1 TO 2 - RE-ELECTION OF DIRECTORS

Dato' Cheah See Yeong and Mr Johnson Kandasamy A/L David Nagappan are standing for re-election as Directors of the Company. Being eligible, they have offered themselves for re-election at the upcoming AGM.

The Board, after considering the Nomination Committee's recommendations based on the evaluation results of the Directors' performance and contribution for the financial year ended 30 April 2025, as well as fit and proper assessment, proposes to recommend the re-election of these Directors to shareholders for approval.

### 3. ORDINARY RESOLUTION 3 - APPROVAL FOR THE PAYMENT OF DIRECTORS' FEES TO EXECUTIVE DIRECTORS ("EDS")

The Company is committed to upholding transparency and good corporate governance practice. In compliance with Section 230(1) of the Companies Act 2016, the fees of the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

nitment, we provide a detailed disclosure of the proposed Directors' fees, ensuring that shareholders are

Ordinary Resolution 3 is proposed to seek shareholders' approval for the payment of Directors' fees for each Executive Director for the financial year ending 30 April 2026, as outlined below: -

Executive Directors' (EDs) Annual Fees		
	Financial Year Ending 30 April 2026 (RM)	
Directors' Fee	RM60,000	

The Board has resolved that EDs will not be paid Directors' Fees after the financial year ending 30 April 2026. Their remuneration will

The proposed Ordinary Resolution 3, if passed will facilitate the payment of fees to the EDs on a quarterly basis or in such manner as the Board may determine, upon the Directors discharging their responsibilities and rendering their services to the Company.

## 4. ORDINARY RESOLUTION 4 - APPROVAL FOR THE PAYMENT OF DIRECTORS' FEES TO NON-EXECUTIVE DIRECTORS ("NEDs")

The Company is committed to upholding transparency and good corporate governance practice. In compliance with Section 230(1) of the Companies Act 2016, the fees of the Directors of a listed company and its subsidiaries shall be approved at a general meeting

In line with this commitment, we provide a detailed disclosure of the proposed Directors' fees, ensuring that shareholders are well-informed.

Ordinary Resolution 4 is proposed to seek shareholders' approval for the payment of Directors' fees for each Non-Executive Director for the period commencing from 1 May 2025 until the next Annual General Meeting to be held in 2026, as outlined below: -

Non-Executive Directors' (NEDs) Annual Fees		
	Existing up to 30 April 2026	Revision from 1 May 2026 onwards
	RM	RM
Board of Directors	100,000	107,000
Audit Committee member	15,000	16,000
Remuneration Committee member	10,000	11,000
Nomination Committee member	10,000	11,000

e proposed Ordinary Resolution 4, if passed will facilitate the payment of fees to the NEDs on a quarterly basis or in such manner as ard may determine, upon the Directors discharging their responsibilities and rendering their services to the Company.

In the event the Directors' fees proposed are insufficient (e.g. due to the establishment of new Board Committees), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

### 5. ORDINARY RESOLUTION 5 - APPROVAL FOR THE PAYMENT OF DIRECTORS' BENEFITS

Following careful consideration of the recommendations from the RC, which were based on factors such as the current board size, the number of scheduled meetings, and the benefits required to retain Directors, the Board proposes the approval of the Directors' benefits for the period commencing immediately after the 31st AGM until the next AGM to be held in year 2026 by the shareholders

Ordinary Resolution 5 is proposed to seek shareholders' approval for the payment of Directors' Benefits not exceeding RM250,000 for the period commencing immediately after the 31st AGM and ending on the date of the next Annual General Meeting to be held in the year 2026.

The payment of the benefits to the Directors will be made on a quarterly basis and/or as and when incurred if the proposed Ordinary Resolution 5 has been passed at the 31st AGM. The Board is of the view that it is fair and equitable for the Directors to be paid the Directors' remuneration (excluding Director's fees) on a quarterly basis and/or as and when incurred, given that they have duly discharged their responsibilities and provided their services to the Company and the Group throughout the said period. In the event that the amount proposed is insufficient, approval will be sought at the next AGM for the shortfall.

### 6. ORDINARY RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS

The Board, upon reviewing the assessment conducted by the Audit Committee for the financial year ended 30 April 2025, and based on the Audit Committee's recommendation, proposes the re-appointment of Messrs KPMG PLT as the Auditors of the Company for the financial year ending 30 April 2026. In making this recommendation, the Audit Committee assessed various factors, the Auditors' skills, expertise, technical competence, industry knowledge, and resource capacity, Additionally, the Audit Committee evaluated the Auditors' ability to comply with relevant independence requirements and standards, their overall independence, and the audit fees.

The Board is satisfied with the evaluation results for the financial year ended 30 April 2025 and believes that Messrs KPMG PLT is well-position to continue conducting the audits of the Company and its subsidiaries for the financial year ending 30 April 2026, with satisfactory results.

### **Explanatory Notes on Special Business**

## 7. ORDINARY RESOLUTION 7 - PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK ("PROPOSED SHARE BUY-BACK

Ordinary Resolution 7, 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 28th August 2025 which is dispatched together with the Company's Annual Report 2025.