NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **32nd Annual General Meeting ("32nd 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, Malaysia** on **Thursday, 8th day of October 2026** 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 2026 and the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company: -
   (a) Mr. Cheah Jia Ming *Resolution 1*
   (b) Ms. Foo Swee Eng *Resolution 2*
3. To approve the payment of Non-Executive Directors' fees up to RM725,000 from the conclusion of the 32nd AGM until the next Company's AGM to be held in year 2027. *(Please refer to Explanatory Note 3)* *Resolution 3*
4. To approve the payment of Directors' benefits up to RM250,000 from the conclusion of the 32nd AGM until the next Company's AGM to be held in year 2027. *(Please refer to Explanatory Note 4)* *Resolution 4*
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 Resolutions:

6. Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 *Resolution 6*

"THAT pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:
a) the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorized to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

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

"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:-

a) The aggregate number of ordinary shares purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
b) 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.

AND THAT the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution 7 and shall continue to be in force until:

a) 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;
b) The expiration of the period within which the next AGM of the Company is required by law to be held; or
c) 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 here by authorized to deal with the ordinary shares purchased in their absolute discretion in the following matters: -

a) Cancel the Company shares so purchased; or
b) 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
c) Retain part of the Company shares so purchased as treasury shares and cancel the remainder of the Company Shares; or
d) 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."

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

Tan Kok Siong (LS0009932)
(SSM PC No.: 202008001592)
Wong Chee Yin (MAICSA 7023530)
(SSM PC No.: 202008001953)
Company Secretaries

Johor Bahru
Date: 27 August 2026

Notes:

1. The 32nd 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 to make available to the Company, a Record of Depositors as at **30 SEPTEMBER 2026**. 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/its behalf.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
9. 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, round Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

   (ii) By electronic means

   The proxy form can be electronically lodged with the Share Registrar of the Company via Vistra Share Registry and IPO (MY) Portal ("Vistra SRMY Portal") at https://srmy.vistra.com. 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 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, 06 October 2026** 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
    (iii) Passport (Foreigner).
14. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of 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. 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 32nd 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.

2. **ORDINARY RESOLUTIONS 1 TO 2 – RE-ELECTION OF DIRECTORS**

   Mr. Cheah Jia Ming and Ms. Foo Swee Eng 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 2026, as well as fit and proper assessment, proposes to recommend the re-election of the Directors to shareholders for approval.

3. **ORDINARY RESOLUTION 3 – APPROVAL OF DIRECTORS' FEES**

   Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors shall be approved at a general meeting.

   Ordinary Resolution 3 is proposed to seek shareholders' approval for the payment of Directors' fees up to RM725,000 for Non-Executive Directors from the conclusion of 32nd AGM until the the next Company's AGM to be held in year 2027, to allow for the remuneration of newly appointed directors.

   In the event the Directors' fees proposed is insufficient (e.g. due to the larger Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

4. **ORDINARY RESOLUTION 4 – APPROVAL OF DIRECTORS' BENEFITS**

   The Company is committed to upholding transparency and good corporate governance practice. In line with this commitment, we provide a detailed disclosure of the proposed Directors' benefits for the Directors, ensuring that shareholders are well-informed.

   Following careful consideration of the recommendations by the Remuneration Committee, 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 from the conclusion of the 32nd AGM until the next Company's AGM to be held in year 2027 by the shareholders.

   Ordinary Resolution 4 is proposed to seek shareholders' approval for the payment of Directors' Benefits up to RM250,000 from the conclusion of the 32nd AGM until the next Company's AGM to be held in year 2027.

5. **ORDINARY RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS**

   The Board has through the Audit Committee assessed the suitability and independence of the External Auditors, Messrs. KPMG PLT and considered the re-appointment of Messrs. KPMG PLT as Auditors of the Company. The Board and Audit Committee collectively agreed and satisfied that Messrs. KPMG PLT has the relevant criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Securities.

Explanatory Notes on Special Business

6. **RESOLUTION NO. 6 - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

   The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under the Listing Requirements of Bursa Securities.

   The Board of Directors of the Company is of the view that the Proposed General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. It will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company and this is the first General Mandate to be sought by the Company.

7. **ORDINARY RESOLUTION 7 – PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK ("PROPOSED SHARE BUY-BACK RENEWAL")**

   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 27th August 2026 which is dispatched together with the Company's Annual Report 2026.