APOLLO

APOLLO FOOD HOLDINGS BERHAD
(Company No 291471-M)
(Incorporated in Malaysia)

APPENDIX I
IN RELATION TO
THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION

This is the Appendix I referred to Under Agenda 7 of the Notice of Annual General Meeting dated 9 October 2008.

Apollo Food Holdings Berhad
Proposed Amendments to the Articles of Association

Article No.	Existing Article	Proposed Articles	Rationale
4. (2) (a)	Issue of Shares Paragraph (1) of this Article shall be subject to the following restrictions, that is to say: no Director shall participate in an issue of shares or options to employees of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director <u>and unless he holds office in an executive capacity Provided always that</u> a non-executive Director may so participate in an issue of shares pursuant to a public issue or offer for sale;	4. Issue of Shares (2) [No change] (a) no Director shall participate in an issue of shares or options to employees of the Company unless shareholders in general meeting have approved of the specific allotment to be made to such Director. **A** non-executive Director may so participate in an issue of shares pursuant to a public issue or offer for sale;	Pursuant to Para 7.04 of the Listing Requirements
4.(2)(b)	no issue of preference shares shall be made which would result in the total nominal value of issued preference shares exceeding the total nominal value of the issued ordinary shares at any time.	4.(2)(b) [To delete]	Pursuant to Para 7.05 of the Listing Requirements
5.	Preference Shares <u>Subject to Article 4.(2)(b),</u> the Company shall have the power with the sanction of an ordinary resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference shares ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit Provided That:	5. Preference Shares **T**he Company shall have the power with the sanction of an ordinary resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference shares ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit Provided That:	Due to the deletion of 4.(2)(b)
5.(b)	the holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up;	5.(b) [To delete]	Pursuant to 7.08(2) of the Listing Requirements

Article No.	Existing Article	Proposed Articles	Rationale
44.	Suspension of Registration The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. Twelve (12) market days' notice of intention to close the said register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the purpose or purposes for which the register is being closed. At least three (3) market days prior notice shall be given to the Central Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days prior notice shall be given to the Central Depository.	44. Suspension of Registration The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. **Ten (10)** market days' notice of intention to close the said register shall be given to the Exchange. The said notice shall state the purpose or purposes for which the register is being closed. At least three (3) market days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days prior notice shall be given to the Depository.	In line with the amendment to the Listing Requirements whereby the timeframe to make announcement on the Book Closure has been shortened to ten (10) market days. It is also not a requirement under the Listing Requirements to publish the Notice of Book Closure in the daily newspaper.
47. (1) (a) (b)	Transmission of Securities from Foreign Register Where:- the securities of the Company are listed on an Approved Market Place[i.e. a stock market which is specified to be an approved market place in the Securities Industry (Central Depositories)(Exemption)(No.2) Order 1998]; and such company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment)(No.2) Act 1998, as the case may be, under the Rules of the Central Depository in respect of such securities,	47. Transmission of Securities from Foreign Register Where:- (a) the securities of the Company are listed on **another stock exchange**; and (b) such company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment)(No.2) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,	Pursuant to Para 7.14 of the Listing Requirements

Article No.	Existing Article	Proposed Articles	Rationale
(c)	such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place ("the Foreign Register"), to the register of holders maintained by the registrar of the company in Malaysia ("the Malaysian Register") provided that there shall be no change in the ownership of such securities.	(c) such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the **other stock exchange** to the register of holders maintained by the registrar of the company in Malaysia ("the Malaysian Register") **and vice versa** provided that there shall be no change in the ownership of such securities.	
47.(2)	For the avoidance of doubt, no company which fulfils the requirements of subparagraphs 1(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.	47.(2) [To delete]	Pursuant to Para 7.14(2)
80. (4)	Contents of Notice In addition, at least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, as the case may be, of every general meeting shall also be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed.	80. Contents of Notice (4) In addition, at least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, as the case may be, of every general meeting shall also be given by advertisement in **at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper** and in writing to each stock exchange upon which the Company is listed.	Pursuant to Para 7.17 of the Listing Requirements

Article No.	Existing Article	Proposed Articles	Rationale
81. (1) (2) (3)	Record of Depositors The Company shall request the Central Depository, in accordance with the Rules of the Central Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Central Depository, in accordance with the Rules of the Central Depository, to issue a Record of Depositors, as at a date not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). Subject to the Securities Industry (Central Depositories)(Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.	81. Record of Depositors (1) The Company shall request the Depository, in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. (2) The Company shall also request the Depository, in accordance with the Rules of the Depository, to issue a Record of Depositors, as at **the latest date which is reasonably practicable which shall in any event be** not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). (3) [No change]	Pursuant to Para 7.18 of the Listing Requirements
107.	Number of Directors Until otherwise determined by general meeting, the number of Directors shall not be less than two (2) and not more than eleven (11), all of whom shall be natural persons.	107. Number of Directors Until otherwise determined by general meeting, the number of Directors shall not be less than two (2) and not more than eleven (11).	Pursuant to the deletion of Para 7.23 of the Listing Requirements

Article No.	Existing Article	Proposed Articles	Rationale
111.	Disqualification of a Director	111. Disqualification of a Director	
	The office of Director shall become vacant, if the Director:	The office of Director shall become vacant, if the Director:	To add clarity and pursuant to Para 7.29 and 15.05(3) of the Listing Requirements
(a)	becomes bankrupt or makes any arrangement or composition with his creditors generally;	(a) becomes bankrupt or makes any arrangement or composition with his creditors generally **during his term of office**;	
(b)	becomes of unsound mind or a person liable to be dealt with in any way under the law relating to mental disorder;	(b) becomes of unsound mind or a person liable to be dealt with in any way under the law relating to mental disorder **during his term of office**;	
(c)	becomes prohibited by law from acting as a Director;	(c) [No change]	
(d)	resigns from his office by notice in writing <u>given</u> to the Company;	(d) Resigns from his office by notice in writing to the Company and **deposited at the Office**;	
(e)	is removed from his office by ordinary resolution of the Company in general meeting;	(e) [No change]	
(f)	is absent from more than 50% of the total number of board meetings held during a financial year;	**(f)** is absent from more than 50% of the total number of board meetings held during a financial year **or in the case of a Director appointed in the course of a financial year, then fifty (50) percent of the total board meeting held during his actual term of appointment in that financial year save and except in a case where the Exchange has granted a waiver to the Director from compliance with this requirement; and**	
(g)	is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act.	(g) [No change]	

Article No.	Existing Article	Proposed Articles	Rationale
152.(4)	Unclaimed Dividends Subject to the Unclaimed Money's Act 1965 all dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.	152.(4) Unclaimed Dividends All dividends unclaimed for one (1) year, shall be disposed off in accordance with the provisions of the Unclaimed Monies Act, 1965.	Pursuant to the Unclaimed Monies Act 1965
171. (1) (2) (3) (4) (5) (6)	Effect of the Listing Requirements Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done. Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done. If the Listing Requirements require s an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision. If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision. If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency. Nil	171. Effect of the Listing Requirements (1) [No change] (2) [No change] (3) [No change] (4) [No change] (5) [No change] (6) [No change] (7) **For the purpose of this Article, unless the context otherwise requires, "listing requirements" means the listing requirements of Bursa Malaysia Securities Berhad including any amendment to the listings requirements that may be made from time to time.**	

Article No.	Existing Article	**Proposed Articles**	Rationale
172.	Nil	**172. Amendment of Articles** **These Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing statutes, regulations and /or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the relevant stock exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary.**	To add clarity