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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 15th Annual General Meeting of Apollo Food Holdings Berhad (Co No 291471-M) will be held at Mutiara Room, Level 2, The Puteri Pacific Hotel, Jalan Abdullah Ibrahim, 80730 Johor Bahru, Johor Darul Takzim on Thursday, 29 October 2009 at 10.00 a.m. for the following purposes:-

1.	To receive the Audited Financial Statements for the financial year ended 30 April 2009 and the Reports of the Directors and Auditors thereon.	
2.	To declare a final dividend of 20% less 25% income tax for the financial year ended 30 April 2009.	Resolution 1
3.	To approve Directors' fees for the financial year ended 30 April 2009.	Resolution 2
4.	To re-elect the following Directors retiring under Article 116 of the Articles of Association of the Company:	
	(i) Mr Liang Kim Poh	Resolution 3
	(ii) Encik Abdul Rahim Bin Bunyamin	Resolution 4
5.	To re-appoint Messrs. Yeo & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration.	Resolution 5
	Special Business	
6.	To consider and, if thought fit, to pass with or without modification, the following ordinary resolution pursuant to Section 132D of the Companies Act, 1965:	Resolution 6
	"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares so issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."	
7.	To transact any other matter for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.	

By Order of The Board

Woo Min Fong (MAICSA 0532413)
Yap Wai Bing (MAICSA 7023640)
Company Secretaries

Johor Bahru
6 October 2009

NOTICE OF ANNUAL GENERAL MEETING (Continued)

NOTES:-

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A member shall be entitled to appoint more than one (1) proxy, to attend and vote at the same Meeting.
3. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. 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 authorised.
6. The Proxy Form must be deposited with the Company Secretary at the Registered Office, Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor Darul Ta'zim not less than 48 hours before the time set for the Meeting.
7. **Explanatory Note on Special Business – Resolution 6**

   The Company had, during its Fourteenth Annual General Meeting ("AGM") held on 31 October 2008, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.

   The resolution proposed in the Agenda 6 above, if passed, will empower the Directors of the Company from the date of the above meeting until the next Annual General Meeting unless previously revoked or varied at a general meeting, to issue shares in the Company up to an aggregate number not exceeding ten per centum of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company.

   At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT the final dividend of 20% less 25% income tax for the financial year ended 30 April 2009, if approved by members, will be paid on 12 January 2010 to members whose name appear in the Record of Depositors at the close of business on 17 December 2009.

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

a. shares transferred into the depositor's securities account before 4.00 p.m. on 17 December 2009 in respect of ordinary transfers;

b. shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Profile of Directors standing for re-election

- Please refer to the section on Profile of Directors on pages 26 to 27.

Securities holdings in the Company and its subsidiaries by the directors standing for re-election.

The Directors' shareholdings as at 1 September 2009

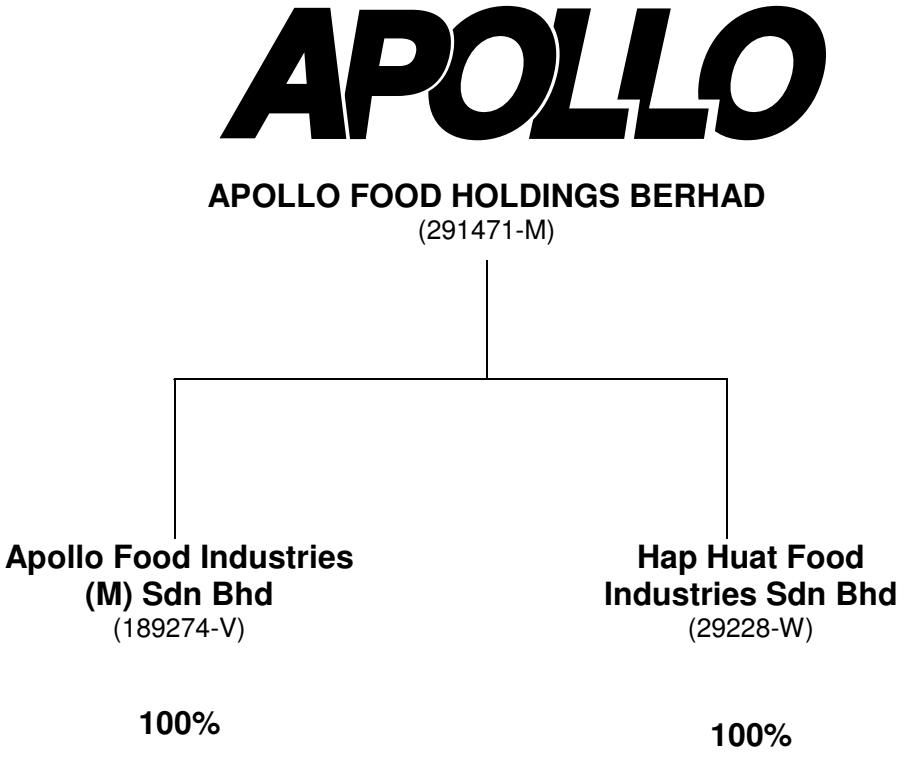
	Ordinary shares of RM 1.00 each			
Name of Directors	**Direct Interest**		**Deemed Interest**	
	No	**%**	**No**	**%**
Liang Kim Poh	225,000	0.28	41,048,415 *1	51.31
Abdul Rahim Bin Bunyamin	20,000	0.03	10,000 *2	0.01

Note :

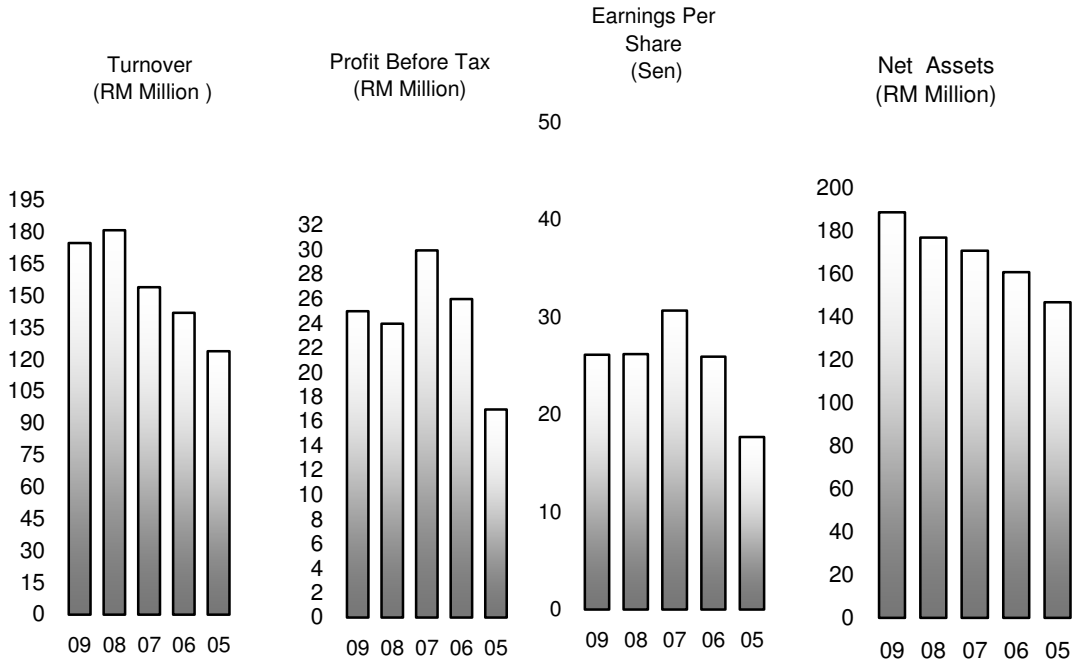
*1 *By virtue of his interest in Keynote Capital Sdn Bhd*

*2 *By virtue of the shares held by his spouse.*

GROUP STRUCTURE



FINANCIAL HIGHLIGHTS



Group	2009	2008	2007	2006	2005
Financial results (RM'000)					
Turnover	175,337	181,144	154,272	142,370	124,443
Profit Before Tax	25,442	24,364	30,104	26,366	17,228
Profit After Tax	20,918	20,975	24,553	20,763	14,167
Profit Attributable to Members	20,918	20,975	24,553	20,763	14,167
Dividends	9,000	14,680	14,480	11,520	14,128
Financed by (RM'000)					
Shareholders' Funds	188,962	177,044	170,749	160,676	146,805
Net Assets	188,962	177,044	170,749	160,676	146,805
Statistics					
Earnings Per Share (Sen)	26.15	26.22	30.69	25.95	17.71
Gross Dividend Per Share (Sen)	15.00	25.00	25.00	20.00	23.00
Net Assets Per Share (RM)	2.36	2.21	2.13	2.01	1.84

CORPORATE INFORMATION

BOARD OF DIRECTORS

Liang Chiang Heng *(Executive Chairman cum Managing Director)*
Liang Kim Poh *(Executive Director)*
Ng Chet Chiang @ Ng Chat Choon (*Independent Non-Executive Director*)
Datuk P. Venugopal A/L V.K. Menon (*Non-Independent Non-Executive Director*)
Abdul Rahim Bin Bunyamin (*Independent Non-Executive Director)*
Datin Paduka Hjh. Aminah Binti Hashim *(Independent Non-Executive Director)*

COMPANY SECRETARIES

Woo Min Fong (MAICSA 0532413)
Yap Wai Bing (MAICSA 7023640)

REGISTERED OFFICE

Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor
Tel No. 07-3322088 Fax No. 07-3328096

PRINCIPAL PLACE OF BUSINESS

70, Jalan Langkasuka, Larkin Industrial Area, 80350 Johor Bahru, Johor.
Tel No. 07-2365096, 2365097 Fax No. 07-2374748 E-mail. apollof@apollofood.com.my

SHARE REGISTRAR

Chua, Woo & Company Sdn Bhd (122754-U)
Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor.
Tel No. 07-3322088 Fax No. 07-3328096

AUDITORS

Yeo & Associates (AF 0626)
46-03, Jalan Tun Abdul Razak, Susur Satu, 80000 Johor Bahru, Johor.
Tel No. 07-2220688 Fax No. 07-2220689

PRINCIPAL BANKERS

AmBank Berhad
AmInvestment Services Berhad
OCBC Bank (Malaysia) Berhad
RHB Bank Berhad
Malayan Banking Berhad

STOCK EXCHANGE LISTING

Main Market of the Bursa Malaysia Securities Berhad

STATEMENT OF CORPORATE GOVERNANCE

The Board recognises the importance of good governance to support the Group's continued growth and success. It is committed to continuously improving and enhancing the Group's procedures from time to time to ensure that the principles and best practices in corporate governance recommended in the Malaysian Code on Corporate Governance ("the Code") are applied within the group to protect and enhance its shareholders' value.

Set out below is a statement on the extent of the Group's application of the principles of the Code and compliance with the best practices provisions:

Board Balance and Composition

The Board currently consists of six (6) Directors:

Two (2) Executive Directors (including the Executive Chairman cum Managing Director)
One (1) Non- Independent Non-Executive Director
Three (3) Independent Non-Executive Directors

The Board comprises an appropriate balance of Directors with diverse experience and expertise required for the effective stewardship of the Group and independence in decision making at Board level. The Board is headed by an Executive Chairman who is also the Managing Director responsible for implementing decisions of the Board. The Board is mindful of the convergence of the two roles, but is comfortable that there is no undue risk involved as all related party transactions are strictly dealt with in accordance with the listing requirements and with independent consultants to advise other Board members and shareholders. Further to this, sufficient number of Independent Directors will be maintained which will meet the requirements of Bursa Securities in relation to one-third Independent Directors. A brief profile of each Director is presented on pages 26 and 27.

More than one-third of the Board are Independent Non-Executive Directors thereby bringing objective, independent judgement to the decision making process. As and when conflict of interest arises, the Director concerned would declare his interest and abstain from the decision-making process.

The Board retains full and effective control of the Group. This includes responsibility for determining the Group's overall strategic direction, development and control. Key matters, such as approval of annual and quarterly results, acquisitions and disposals of assets, as well as material agreements, major capital expenditures, budgets, long range plans and succession planning for top management are reserved for the Board.

Board Meetings

The Board normally meet 4 times a year with additional meetings convened as and when necessary. During the year ended 30 April 2009, the Board met 5 times, where it deliberated upon and considered a variety of matters including the Group's financial results, major investments, strategic decisions and the direction of the Group.

In the periods between the Board Meetings, Board approvals were sought via circular resolutions, which were attached with sufficient information required to make informed decision.

STATEMENT OF CORPORATE GOVERNANCE (Continued)

Details of Board members attendance at Board meetings are as follows:

Name	Number of Board meetings held during the year	Number of meetings attended by Directors
Liang Chiang Heng	5	5
Liang Kim Poh	5	5
Ng Chet Chiang @ Ng Chat Choon	5	4
Datuk P. Venugopal A/L V. K. Menon	5	5
Abdul Rahim Bin Bunyamin	5	5
Datin Paduka Hjh. Aminah Binti Hashim	5	5

Supply of Information

Notices, agendas and Board papers of each meeting are issued in a timely manner prior to the meetings to enable Directors to obtain further explanations/ clarifications, where necessary, in order to be properly briefed before the meeting.

All Directors have access to the advice and services of the Company Secretary in carrying out their duties. If necessary, the Directors may seek external advice and call for additional clarification and data to assist them in forming their opinion and findings in the lead up to Board decisions.

Directors' Training

All Directors have completed the Mandatory Accreditation Programme (MAP). Directors are encouraged to attend seminars and education programmes to further enhance their skills and knowledge and to keep abreast with relevant changes and developments in the market place to assist them in the discharge of their duties as Directors.

Details of the training programmes attended by the Directors during the financial year ended 30 April 2009 were as follows:

Name	Courses Attended
Liang Chiang Heng	• Interpack Processes and Packaging • Directors' and Corporate Governance • Corporate Social Responsibility – The Malaysian Prospective • International Sweet and Chocolate Fair 2010
Liang Kim Poh	• Directors' and Corporate Governance • Corporate Social Responsibility – The Malaysian Prospective

STATEMENT OF CORPORATE GOVERNANCE (Continued)

Directors' Training (Continued)

Name	Courses Attended
Ng Chet Chiang @ Ng Chat Choon	• Directors' and Corporate Governance • Corporate Social Responsibility – The Malaysian Prospective
Datuk P. Venugopal A/L V.K. Menon	• Directors' and Corporate Governance • Corporate Social Responsibility – The Malaysian Prospective
Abdul Rahim Bin Bunyamin	• Directors' and Corporate Governance • Corporate Social Responsibility – The Malaysian Prospective
Datin Paduka Hjh. Aminah Binti Hashim	• Directors' and Corporate Governance • Corporate Social Responsibility – The Malaysian Prospective

All Directors will continue to attend relevant seminars and programmes as a continuous process as recommended by Bursa Malaysia Securities Berhad.

Appointment & Re-election of Directors

The identification and appointment of new Directors undergoes a process led by the Nomination Committee. There is a familiarisation programme in place for new Directors, which included visit to the factory, meeting with the senior management as appropriate, to facilitate their understanding of the Company's business and operations.

In accordance with the Company's Articles of Association, nearest to one third (1/3) of the Directors, including the Managing Director, shall retire from office at every Annual General Meeting but shall be eligible for re-election provided always that each Director shall retire at least once every three years. Directors who are appointed by the Board during the financial year are subject to re-election by the shareholders at the next Annual General Meeting held following their appointments. Director(s) over seventy years of age are required to submit himself/themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

STATEMENT OF CORPORATE GOVERNANCE (Continued)

Remuneration Committee

The Remuneration Committee was established on 29 June 2000 with clear terms of reference. It comprises three Independent Non-Executive Directors, one Non-Independent Non-Executive Director and one Executive Chairman cum Managing Director and its composition is as follows:-

Chairman

Ng Chet Chiang @ Ng Chat Choon - Independent Non-Executive Director

Members

Liang Chiang Heng – Executive Chairman cum Managing Director

Datuk P. Venugopal A/L V.K Menon – Non-Independent Non-Executive Director

Abdul Rahim Bin Bunyamin - Independent Non-Executive Director

Datin Paduka Hjh. Aminah Binti Hashim – Independent Non-Executive Director

The Committee meets at least once a year. The Remuneration Committee reviews and makes recommendations to the Board as to the remuneration and other entitlements of the Executive Directors to ensure that they are rewarded appropriately for their contribution to the Group's growth and profitability. Remuneration of Non-Executive Directors is linked to their level of responsibilities.

The Executive Directors play no part in the deliberations and decisions on their remuneration. The remuneration and entitlements of Non-Executive Directors are decided by the Board with the Director concerned abstaining from deliberations and voting on decisions in respect of his remuneration.

The Directors' fees are subject to shareholders' approval at the Annual General Meeting.

Aggregate remuneration of the Directors categorised into appropriate components for the financial year ended 30th April 2009 are as follows:

	Executive Directors RM	**Non-Executive Directors RM**
Salaries, bonus and allowances	2,881,754	26,750
Other emoluments	178,013	12,000
Pension – defined contribution plans	367,800	-
Fees	58,000	108,000
TOTAL	**3,485,567**	**146,750**

The number of Directors whose total remuneration falls within the respective band are as follows:

	No of Directors	
Range of remuneration	**Executive Directors**	**Non Executive Directors**
Below RM 50,000	-	4
RM 50,001 - RM 100,000	-	-
RM 1,200,001 - RM1,250,000	1	-
RM 2,350,001 - RM2,400,000	1	-
TOTAL	**2**	**4**

The Remuneration Committee met once during the financial year, attended by all its members.

STATEMENT OF CORPORATE GOVERNANCE (Continued)

Nomination Committee

The Nomination Committee was established on 23 March 2000 with clear defined terms of reference. It comprises three Independent Non-Executive Directors and one Non-Independent Non-Executive Director and its composition is as follows:

Chairman

Ng Chet Chiang @ Ng Chat Choon – Independent Non-Executive Director

Members

Datuk P. Venugopal A/L V.K Menon – Non-Independent Non-Executive Director

Abdul Rahim Bin Bunyamin - Independent Non-Executive Director

Datin Paduka Hjh. Aminah Binti Hashim - Independent Non-Executive Director

The Committee is responsible for making recommendations to the Board on appointment of all new members to the Board and Committees of the Board and it provides a formal and transparent procedure for such appointments. The Committee will review the required mix of skills and experience of the Directors on the Board in determining the appropriate balance and size of Executive and Non-Executive participation.

The Nomination Committee met once during the financial year, attended by all its members.

Audit Committee

The composition of membership and the terms of reference of the Audit Committee and other pertinent information about the Audit Committee and its activities are highlighted in the Audit Committee Report set out on Pages 16 to 23 of the Annual Report.

ACCOUNTABILITY AND AUDIT

Financial Reporting

In presenting the annual financial statements and quarterly announcement of results to shareholders, the Directors take responsibility to present a balanced and accurate assessment of the Group's position and prospects. The Audit Committee assists the Board in scrutinising the information for disclosure to ensure accuracy and transparency.

State of Internal Controls

The Board acknowledges its responsibility of maintaining a good system of internal controls covering not only financial controls but also operational and compliance controls as well as risk assessments. The internal control system is designed to meet the Group's particular needs and to manage and minimise the risks to which it is exposed. This system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, and not absolute, assurance against material misstatement, fraud or loss. Ongoing reviews are continuously being carried out to ensure the effectiveness, adequacy and integrity of the systems of internal controls in safeguarding the Group's assets and therefore shareholders' investment in the Group.

The internal auditors report independently to the Audit Committee. The Statement of Internal Control is set out on Page 24 and 25 of the Annual Report.

STATEMENT OF CORPORATE GOVERNANCE (Continued)

Relationship with external auditors

The role of the Audit Committee in relation to the external auditors is described in the Audit Committee Report. The Company has always maintained a close and transparent relationship with its auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia.

Shareholders Relations

The Company maintains a regular policy of disseminating information that is material for shareholders' attention through announcements and release of financial results on a quarterly basis, which provide the shareholders and the investing public with an overview of the Group's performance and operations.

At the Annual General Meeting of the Company, the Directors welcome the opportunity to gather the views of shareholders. Notices of each meeting are issued on a timely manner to all, and in the case of special business, a statement explaining the effect of the proposed resolutions is provided. Upon request, the Directors will also meet up with institutional investors, press and investment analysts to explain to them the Group's operations so as to give them a better understanding of the Group's business.

While conducting interviews, the Board takes necessary precautions to ensure that price sensitive and information regarded as material undisclosed information about the Group is not revealed until after the prescribed announcement has been made to Bursa Securities.

Corporate social responsibility

The Group is committed to be a successful and responsible corporate citizen by not just delivering quality products and services and generating attractive returns to our customers and shareholders, we also recognise that it is our corporate social responsibility to ensure that we conduct our business in an ethical, professional and socially responsible manner. As we strive to achieve this aim, we recognise our responsibility to our employees, business associates and community within which we conduct our business as well as the environment we operate in.

Recognising its employees as an important asset to the Group, it has always endeavored to safeguard the welfare of its employees. Occupational Safety and Health Programme have been established to provide a safe and healthy workplace and environment for the employees and visitors. Employees are also provided with the necessary training on an ongoing basis to further enhance their skills and knowledge. This includes participation in various job related training organised by external parties.

On community welfare, the Group has from time to time donated cash and sponsored company products to various organisations, associations and schools for them to carry out their various activities.

The Group adheres strictly to all applicable environmental laws and regulations. Production process are being constantly monitored and upgraded to ensure compliance with any changes in the environmental laws and regulations. Operation and office resources are been utilised without much wastage and recycling are being encouraged at all times. The Group is committed to seek continuous improvements in its operations to minimise any negative impact on the environment.

Compliance with the Code

The Group has complied substantially with the principles and best practices in Corporate Governance as provided by the Malaysia Code of Corporate Governance with the exception of identification of a senior Independent Director and the composition of the Audit Committee. The Board is of the view that all Directors should shoulder the responsibility collectively.

STATEMENT OF CORPORATE GOVERNANCE (Continued)

ADDITIONAL COMPLIANCE INFORMATION

In compliance with the Bursa Securities Listing Requirements, the following additional information is provided:-

(a) Recurrent Related Party Transactions (RRPT)

The Company did not have any recurrent related party transactions of revenue nature for the financial year ended 30 April, 2009.

(b) Share Buybacks

There were no share buybacks by the Company during the financial year.

(c) Utilisation of Proceeds

No proceeds were raised by the Company from any corporate proposal during the financial year.

(d) American Depository Receipts/Global Depository Receipts

The Company did not sponsor any American Depository Receipts or Global Depository Receipts programme during the financial year.

(e) Profit Estimate, Forecast or Projection

The Company did not release any profit estimate, forecast or projection for the financial year.

(f) Profit Guarantee

There was no profit guarantee given by the Company during the financial year.

(g) Options, warrants or convertible securities

There were no options, warrants or convertible securities issued during the financial year.

(h) Deviation in Financial Results

There was no material deviation between the results for the financial year and the unaudited results previously announced.

(i) Sanctions and Penalties

There were no sanctions or penalties imposed on the Company and its subsidiaries by Bursa Securities, Securities Commission and the relevant regulatory bodies during the financial year.

(j) Non-audit fee

The amount of the Group's non-audit fee paid to external auditors during the financial year ended 30 April 2009 is RM15,049 being the professional fee for tax compliance and meeting allowance.

(k) Material Contracts

There were no material contracts outside the ordinary course of business, including contract relating to loan, entered into by the Company and/or its subsidiaries involving Directors and major shareholders that are still subsisting at the end of the financial year or which were entered into since the end of the previous financial year.

(l) Revaluation Policy

There was no revaluation done on any of the Group's landed properties during the financial year.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are required by the Companies Act, 1965 ("the Act") to prepare financial statements for each financial year which have been made out in accordance with the applicable Financial Reporting Standards in Malaysia and to give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year and of the results and cash flows of the Group and of the Company for the financial year.

During the preparation of the financial statements for the financial year ended 30 April 2009 the Directors have ensured that:

The Group and the Company have used appropriate accounting policies which are consistently applied;

Reasonable judgements and estimates that are prudent and reasonable have been made;

All applicable Financial Reporting Standards in Malaysia have been followed;

The accounting and other records required by the Act are properly kept and disclosed with reasonable accuracy on the financial position of the Group and of the Company which enable them to ensure that the financial statements comply with the Act.

The Directors have general responsibilities for taking such steps that are reasonably available to them to safeguard the assets of the Group and of the Company, and to prevent and detect fraud and other irregularities and material misstatements. Such systems, by their nature, can only provide reasonable and not absolute assurance against material misstatement, loss and fraud.

AUDIT COMMITTEE'S REPORT

The Audit Committee (Committee) adopted the revised terms of reference on 27 March 2008 as set out on page 16 to 23 of the annual report.

COMPOSITION OF MEMBERS

For the financial year ended 30 April 2009, the Committee comprised the following members:-

Chairman

Mr Ng Chet Chiang @ Ng Chat Choon (Independent Non-Executive Director)

Members

Mr Liang Chiang Heng (Executive Chairman cum Managing Director) (Resigned on 20 January 2009)
Datuk P. Venugopal A/L V.K. Menon (Non-Independent Non-Executive Director)
Encik Abdul Rahim Bin Bunyamin (Independent Non-Executive Director)
Datin Paduka Hjh. Aminah Binti Hashim (Independent Non-Executive Director)

TERMS OF REFERENCE

Objectives

The objectives of the Audit Committee are as follows:

(1) To provide assistance to the Board in fulfilling its fiduciary responsibilities relating to corporate accounting and reporting practices for the Company;

(2) To maintain, through regularly scheduled meetings, a direct line of communication between the Board and the external auditors as well as the internal auditors;

(3) To avail to the external and internal auditors a private and confidential audience at any time they desire and to request such audience through the Chairman of the Committee, with or without the prior knowledge of Management;

(4) To act upon the Board's request to investigate and report on any issue of concern with regard to the management of the Company; and

(5) To ensure compliance with any such changes / amendments / updates / insertions of the listing requirements and any other applicable laws and regulations, arising thereof from time to time.

AUDIT COMMITTEE'S REPORT (Continued)

TERMS OF REFERENCE (Continued)

Composition

The Audit Committee shall be appointed by the Board from amongst their members and shall consist of not less than three (3) members. All the audit committee members must be non-executive directors with a majority of them being Independent Directors.

At least one member of the Audit Committee:

(i) must be a member of the Malaysian Institute of Accountants (MIA); or

(ii) he must have at least 3 years' working experience and:

(aa) he must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act 1967; or

(bb) he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or

(iii) he must fulfill such other requirements as prescribed or approved by the Exchange.

No alternate directors shall be appointed as a member of the Committee.

The members of the Committee shall among them elect a Chairman from whom shall be an Independent Director.

The terms of office and the performance of each member shall be reviewed at least once every three years.

AUDIT COMMITTEE'S REPORT (Continued)

TERMS OF REFERENCE (Continued)

Meetings

The Committee shall meet at least four (4) times a year and as many times as the Committee deems necessary.

The quorum for a meeting shall be two (2) members, and only if only two members present both of them must be Independent Directors. If the number of members present for the meeting is more than two (2), the majority of members present must be Independent Directors.

The Company Secretary shall be the Secretary to the Audit Committee.

The Group Accountant will normally attend the meetings to brief and highlight to the Committee on the Group performance through the quarterly financial reports and any significant control issues / concerns. Other Board members and employees may attend meetings upon the invitation of the Committee. The presence of the external auditors will be by invitation as and when required.

Minutes of each meeting shall be kept by the Secretary as evidence that the Committee had discharged its functions. The Chairman of the Committee will report to the Board after each Audit Committee meeting. The approved minutes of Audit Committee meetings are forwarded to Board members for information.

In the absence of the Chairman of the Committee, members present shall elect a Chairman for the meeting from amongst the Independent Directors.

A committee member shall be deemed to be present at a meeting of the Committee if he participates by instantaneous telecommunication device and all members of the Committee participating in the meeting of the Committee are able to hear each other and recognize each other's voice, and for this purpose, participation constitutes prima facie proof of recognition. For the purposes of recording attendance, the Chairman or Secretary of the Committee shall mark on the attendance sheet that the committee member was present and participating by instantaneous telecommunication device.

A committee member may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a committee member will be conclusively presumed to have been present and to have formed part of the quorum at all times during the committee meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the committee meeting to leave the meeting.

Minutes of the proceedings at a committee meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the Chairman of the committee meeting. Instantaneous telecommunication device means any telecommunication conferencing device with or without visual capacity.

A resolution in writing signed or approved by a majority of the Committee and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

AUDIT COMMITTEE'S REPORT (Continued)

TERMS OF REFERENCE (Continued)

Authority

The Committee shall, in accordance with a procedure to be determined by the Board and at the cost of the Company:-

1. have explicit authority to investigate any matters of the Company and its subsidiaries, within its terms of reference, where it deems necessary, investigate any matter referred to it or that it has come across in respect of a transaction that raises questions of management integrity, possible conflict of interest, or abuse by a significant or controlling shareholder;

2. have resources which are required to perform its duties;

3. have full and unrestricted access to the Chief Executive Officer and Chief Financial Officer and to any information pertaining to the Company which it requires in the course of performing its duties;

4 (i) have direct communication channels with the external auditors;
(ii) have direct authority over the internal audit function of which is independent from management and operations;

5. be able to obtain and seek outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary; and

6. be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company.

AUDIT COMMITTEE'S REPORT (Continued)

TERMS OF REFERENCE (Continued)

Functions and Duties

1. (i) To consider and recommend the appointment of the external auditors, the audit fee, and any questions of resignation or dismissal, and inquire into the staffing and competence of the external auditors in performing their work and assistance given by the Company's officers to the external auditors.

   (ii) Where the external auditors are removed from office or give notice to the Company of their desire to resign as external auditors, the Committee shall ensure that the Company immediately notify Bursa Malaysia Securities Bhd ("the Exchange") and forward to the Exchange a copy of any written representations or written explanations of the resignation made by the external auditors at the same time as copies of such representations or explanations are submitted to the Registrar of Companies pursuant to section 172A of the Companies Act 1965.

2. (i) To discuss with the external auditors before the audit commences the nature, scope and any significant problems that may be foreseen in the audit, ensure adequate tests to verify the accounts and procedures of the Company and ensure co-ordination where more than one audit firm is involved; and

   (ii) To ensure and confirm that the management has placed no restriction on the scope of the audit.

3. To review the quarterly announcements to Bursa Malaysia Securities Berhad and financial statements before submission to the Board, focusing particularly on:-

   - any changes in accounting policies and practice;
   - major judgmental areas;
   - significant adjustments resulting from the audit;
   - any significant transactions which are not a normal part of the Group's business;
   - the going concern assumptions;
   - compliance with the accounting standards;
   - compliance with stock exchange and legal requirements;
   - assess the quality and effectiveness of the internal control system and the efficiency of the Company operations;
   - the quality and effectiveness of the entire accounting and internal control systems; and
   - the adequacy the disclosure of information essential to a fair and full presentation of the financial affairs of the Group.

4. To discuss problems and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of the management where necessary).

5. To review all areas of significant financial risks and the arrangements in place to contain these risks to acceptable levels.

AUDIT COMMITTEE'S REPORT (Continued)

TERMS OF REFERENCE (Continued)

Functions and Duties (Continued)

6. For the internal audit function, to:-

   (a) Review the adequacy of the competency of the internal audit function including the scope and resources of the internal audit functions and ensuring that the internal auditors have the necessary authority to carry out their work;

   (b) Review internal audit program;

   (c) Ensure co-ordination of external audit with internal audit;

   (d) Consider major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;

   (e) If the internal audit function is outsourced:-

   To consider and recommend the appointment or termination of the internal auditors, the fee and inquire into the staffing and competence of the internal auditors in performing their work.

   (f) If the internal audit function is performed in-house, to

      (i) To review any appraisal or assessment of the performance of the staff of the internal audit function;

      (ii) To approve any appointment or termination of senior staff member of the internal audit function; and

      (iii) To inform itself of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reason of resignation.

7. To review the external auditors' management letter and management's response.

AUDIT COMMITTEE'S REPORT (Continued)

TERMS OF REFERENCE (Continued)

Functions and Duties (Continued)

8. To consider:-

   - any related party transactions that may arise within the Company or the Group and to ensure that Directors report such transactions annually to shareholders via the annual report; and

   - in respect of the recurrent related party transactions of revenue or trading nature which are subject of a shareholder's mandate, prescribe guidelines and review procedures to ascertain that such transactions are in compliance with the terms of the shareholders' mandate.

9. To report to Bursa Malaysia Securities Berhad ("Bursa") on matters reported by it to the Board that has not been satisfactorily resolved resulting in a breach of the Listing Requirements of Bursa.

ACTIVITIES OF THE COMMITTEE

During the financial year ended 30 April 2009, the Committee met five times. The attendance of each Committee member is as follows:

	Total Number of meetings held during the year	**Number of meetings attended by Directors**
Ng Chet Chiang @ Ng Chat Choon	5	4
Liang Chiang Heng	5	5
Datuk P. Venugopal A/L V.K. Menon	5	5
Abdul Rahim Bin Bunyamin	5	5
Datin Paduka Hjh. Aminah Binti Hashim	5	4

AUDIT COMMITTEE'S REPORT (Continued)

ACTIVITIES OF THE COMMITTEE (Continued)

The summary of the activities of the Audit Committee in the discharge of its duties and responsibilities for the financial year under review included the following:-

i. Reviewed the external auditors' scope of work and audit plan for the year;

ii. Reviewed and recommended to the Board the re-appointment of external auditors and the audit fee thereof;

iii. Reviewed the Corporate Governance Statement and Statement on Internal Control prior to the Board's approval for inclusion in the Company's annual report;

iv. Reviewed the draft audited financial statements prior to submission to the Board for their consideration and approval;

v. Reviewed the Group's unaudited quarterly reports and announcements before recommending them for the Board's consideration and approval;

vi. Met with the external auditors without the presence of any executive board members;

vii. Reviewed internal audit plan, internal audit reports with recommendations by the internal auditors, management's response and follow-up actions taken by the management;

viii. Reported to and updated the Board on significant issues and concerns discussed during the Committee and where appropriate made the necessary recommendations to the Board; and

ix. Discussed any other matters raised during the meeting.

INTERNAL AUDIT FUNCTION

The role of the internal audit function is to assist the Audit Committee and the Board of Directors in monitoring and managing risks and internal controls of the Group. A systematic and disciplined approach will be used to evaluate and improve the effectiveness of risk management, operational and internal controls, and compliance with laws and regulations.

The Group's internal audit function is outsourced to a professional service provider firm to assist the Committee in discharging its duties and responsibilities more effectively. The expenses incurred for internal audit amounted to RM 56,527 for the year ended 30 April 2009.

The Group's Statement on Internal Control is set out on page 24 and 25 of the Annual Report to provide an overview on the state of internal control.

STATEMENT OF INTERNAL CONTROL

Introduction

The Malaysian Code on Corporate Governance requires listed companies to maintain a sound system of internal control exists in order to safeguard shareholders' investments and the Group's assets.

Pursuant to paragraph 15.26(b) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and as guided by the Statement on Internal Control: Guidance for Directors of Public Listed Companies ("the Guidance"), the Board of Directors ("the Board") of Apollo Food Holdings Berhad is pleased to present the following statement on internal controls which outlines the nature and scope of the internal controls of the Group during the financial year ended 30 April 2009.

Board Responsibility

The Board recognises the importance of a sound system of internal control, which includes the establishment and maintenance of an appropriate control environment and framework, and reviewing of its adequacy and integrity to ensure that the Group's assets and shareholders' interests are safeguarded.

However, due to the inherent limitations of internal control systems, it should be noted that the controls established are designed to manage rather than eliminate the risk that may hinder the achievement of the Group's business objectives. Hence, such system of internal control established can only provide reasonable and not absolute assurance against material misstatement, fraud or losses.

Risk Management Framework

The Board's primary objective and direction in managing the Group's principal business risks are to enhance the Group's ability to achieve its business objectives. In order to measure the achievement of the business objectives, the Board monitors the Group's performance and profitability at its Board meetings and provides feedback to the Executive Directors. The Executive Directors are very hands on in attending to the day-to-day operation of the Group and ensuring the efficiency of the operation. Subsequent to the financial year ended 30 April 2009, the Group has commenced the revision of the developed risk scorecard to reflect existing operations and market condition.

Internal Audit Function

The Group outsourced its internal audit function to a professional service provider firm to review the adequacy and effectiveness of the internal control systems and to monitor the compliance of established policies and procedures. Periodical visits and internal audit review were carried out based on the Internal Audit Plan approved by the Audit Committee. Internal audit review reports are presented directly to the Audit Committee. Based on the results of the reviews, action plans were co-developed with Management to further enhance the systems of internal control of the Group.

STATEMENT OF INTERNAL CONTROL (Continued)

Other Elements of Internal Control

The following key processes have been established in reviewing the adequacy and integrity of the Group's system of internal controls:

- A defined organisational structure with clear lines of responsibility to facilitate hierarchical reporting, proper segregation of duties and delegation of authority.
- Financial results are reviewed quarterly by the Board and Audit Committee.
- Operational manual procedures are communicated to the staff members and compliance checks are carried out by the internal auditors as well as ISO auditors.
- Close involvement between Executive Directors and Heads of Department on operational, corporate, financial and key management issues.
- To support the effective operation of the system of internal control, significant efforts are made to ensure that experienced and competent personnel are appointed to positions of responsibility.
- Effective reporting system to ensure timely generation of financial information for management review. This includes, amongst others, the monitoring of results against budget, with major variances being followed up and management actions taken, where necessary.
- ISO 22000:2005 certification by SGS Yarsley International Certification Services.
- An Occupational Safety and Health Committee to review safety and health issues.
- Documentation of the Group's processes in the Operational Manual, Operational Control Standard, Process Control Standards and Machine Control Standards, which are regularly reviewed and updated.

Conclusion

During the year, there were no material internal control failures nor have any of the reported weaknesses resulted in material losses or contingencies to the Group that would require separate disclosure in this annual report.

DIRECTORS' PROFILE

Liang Chiang Heng (59 years of age – Singaporean)

Non-Independent and Executive Director. Has been with the Apollo Group since 1979 and appointed as Managing Director on 20 March 1996 as the Executive chairman as well on 21 July 1998. The Group's business has grown and expanded within the short period of time under his leadership. He was awarded an Honorary PhD in Business Administration from the Wisconsin International University. He also sits on the Board of several private companies. He is also a member of the Remuneration Committee**.**

Liang Kim Poh (48 years of age – Singaporean)

Non-Independent and Executive Director. Initially appointed as an alternate director on 20 March 1996 and subsequently to the Board on 21 July 1998. Presently, he serves as the Sales Director of the Group and also sits on the Board of several private companies.

Ng Chet Chiang @ Ng Chat Choon (60 years of age – Malaysian)

Independent and Non-Executive Director. Appointed to the Board on 20 March 1996. An approved tax agent and licensed company secretary, he started his career as a tax officer with the Inland Revenue Board before setting up his own tax and secretarial practices in 1982. He is an associate member of Malaysian Institute of Taxation. Appointed as Chairman of the Audit Committee on 9 May 1996. Member of the Remuneration and Nomination Committees and also sits on the Board of several private companies.

Datuk P.Venugopal A/L V.K. Menon (66 years of age – Malaysian)

Non-Independent and Non-Executive Director. Graduated with a BA (Hons.) from the University of Malaya and a Masters in Public Administration from Harvard University. Appointed to the Board on 12 October 1998. He was an officer of the Malaysian Administrative and Diplomatic Service for over 32 years of which 26 were with the Prime Minister's Department in various capacities. Presently, Datuk is the Chief Operating Officer of Sistem Hospital Awasan Taraf Sdn Bhd (SIHAT). Member of the Audit, Remuneration and Nomination Committees. Does not hold any other directorships.

DIRECTORS' PROFILE (Continued)

Abdul Rahim Bin Bunyamin (56 years of age – Malaysian)

Independent and Non-Executive Director. Fellow Member of The Association of Chartered Certified Accountants, UK (ACCA). Appointed to the Board on 14 December 2001. He has extensive corporate finance experience having been attached with a reputable merchant bank and several companies in the commercial sector. Member of the Audit, Remuneration and Nomination Committees. He also sits on the Board of Winitex Corporation Bhd and a private company.

Datin Paduka Hjh. Aminah Binti Hashim (61 years of age – Malaysian)

Independent and Non-Executive Director. Graduated with Bachelor of Arts (Economics) from University of Malaya. Datin served in various Johor State Government Department, namely, The Johor State Secretary Office, Batu Pahat Land Office, Batu Pahat Local Council Office, Johor State Treasury Office, Johor State Islamic Development Corporation and Johor Lands and Mines Office from 1972 to 2003. She held different positions, her last post being the Director General of Lands and Mines, Johor Lands and Mines Office. She is also a committee member of Puspanita Johor, Pemadam Johor and Mawar Johor. Member of the Audit, Remuneration and Nomination Committees. She also sits on the Board of a private company.

OTHER INFORMATION

a) None of the Directors have any family relationships with each other and/or major shareholders except Mr Liang Chiang Heng and Mr Liang Kim Poh are brothers.

b) The Directors' interests in the shares of the Company as at 1 September 2009 are shown on page 78.

c) None of the Directors have been convicted of any offences within the past 10 years other than traffic offences, if any.

d) None of the Directors have any conflict of interest with the Company

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors, I am pleased to present the Annual Report and the Audited Financial Statements of Apollo Food Holdings Berhad Group for the financial year ended 30 April 2009.

Financial Performance

For this financial year, the Group recorded lower revenue of RM 175.34 million as compared to RM181.14 million in 2008, a decrease of 3.20%. However, the profit after tax, shrunk only marginally to RM20.92 million, representing a decrease of 0.29% over the previous financial year's RM20.98 million. The earnings per share had also reduced to 26.15 cents per share, against 26.22 cents per share for the previous financial year.

The Group's performance for the current financial year was mainly affected by the global economic crisis, market uncertainties and the careful spending of the consumers. The weakening of market demand had affected our local and export market. However, we are satisfied with the market response as our overall performance is still comparable to those of the previous years and we are still able to sustain this performance during these adverse market conditions. I am proud to announce that the impact on our overall performance is therefore only marginal as compared to other market players in the same industry. We shall continue to strive further to maintain our competitiveness in the market and focus our efforts in terms of product and marketing research and also to strive harder for a better market share either locally and overseas.

Dividend

Your Board of Directors is recommending a first and final dividend of 20% less 25% income tax for the financial year ended 30 April 2009, for the shareholders' approval at the forthcoming Annual General Meeting to be held on 29 October 2009. If approved, the dividend will be paid on 12 January 2010.

Operations Review and Prospects

The Group is expected to face greater challenges ahead in view of the continuing global economic crisis and market uncertainties despite the gradual reduction of fuel prices and cost of raw materials. Therefore, we will still continue to focus our efforts on production efficiency and market research in term of sourcing of raw materials, new overseas markets and promoting of new products so as to maintain the overall performance of the Group. More efforts will continue to be spent on internal training to improve the quality of our products to meet the demand of higher industrial standards and the challenges posed by the products of other brandings.

With the guidance of our experienced management team, the Board is confident that the Group would be able to rise up to the challenges in the forthcoming financial year.

CHAIRMAN'S STATEMENT (Continued)

Appreciation

On behalf of the Board of Directors, we wish to convey our heartfelt appreciation to our loyal shareholders and customers for their support of the Group and products and services during this challenging period. We also would like to express utmost gratitude to our management team and employees for their hard work and dedication over the past year in meeting the challenges that confronted the Group. We look forward to your continued support as we move steadily forward. I trust that the Board will continue to provide me their guidance and insights as we work together to achieve our vision of making the Group as one of the leaders in this industry.

LIANG CHIANG HENG

Executive Chairman
24 August 2009

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DIRECTORS' REPORT
30 APRIL 2009

The Directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 April 2009.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services to subsidiaries.

The principal activities of the subsidiaries are described in Note 16 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group	Company
	RM	RM
Profit before tax	**25,442,740**	**4,572,641**
Income tax expense	**(4,524,437)**	**(142,351)**
Profit for the year	**20,918,303**	**4,430,290**
Attributable to:		
Equity holders of the Company	**20,918,303**	**4,430,290**

DIVIDENDS

Dividend proposed, declared or paid since 30 April 2008 is as follows:

	RM
In respect of the year ended 30 April 2008 :	
Final dividend of 15 sen per share less 25% tax, paid on 12 January 2009	9,000,000

The Directors propose a final dividend of 20 sen per share less 25% tax on 80,000,000 ordinary shares in respect of the current financial year, subject to the approval of the members at the forthcoming Annual General Meeting. Such dividend, amounting to **RM12,000,000,** if approved by the shareholders, will be accounted for in the shareholders' equity as an appropriation of retained profits in the financial year ending 30 April 2010.

RESERVES AND PROVISIONS

There were no material transfers to and from reserves and provisions during the financial year except as disclosed in the financial statements.

DIRECTORS' REPORT (Continued)

ISSUE OF SHARES AND DEBENTURES

The Company did not issue any shares or debentures during the financial year.

DIRECTORS

The Directors who served since the date of the last report are:

Liang Chiang Heng
Liang Kim Poh
Ng Chet Chiang @ Ng Chat Choon
Datuk P. Venugopal A/L V.K. Menon
Abdul Rahim Bin Bunyamin
Datin Paduka Hjh. Aminah Binti Hashim

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of Directors in office at the end of the financial year in the shares of the Company and its related corporations during the financial year are as follows:

	Number of ordinary shares of RM1 each in the Company			
	1 May 2008	**Acquired**	**Disposed**	**30 Apr 2009**
Shareholdings in the name of the Director:				
Liang Chiang Heng	220,000	**-**	-	**220,000**
Liang Kim Poh	225,000	**-**	-	**225,000**
Ng Chet Chiang @ Ng Chat Choon	20,000	**-**	-	**20,000**
Datuk P.Venugopal A/L V.K.Menon	20,000	**5,000**	-	**25,000**
Abdul Rahim Bin Bunyamin	20,000	**-**	-	**20,000**

DIRECTORS' REPORT (Continued)

DIRECTORS' INTERESTS (Continued)

	Number of ordinary shares of RM1 each in the Company			
	1 May 2008	**Acquired**	**Disposed**	**30 Apr 2009**
Shareholdings in which the Director is deemed to have an interest:				
Liang Chiang Heng	*41,048,415	-	-	***41,048,415**
Liang Kim Poh	*41,048,415	-	-	***41,048,415**
Ng Chet Chiang @ Ng Chat Choon	**20,000	-	-	****20,000**
Datuk P.Venugopal A/L V.K.Menon	**10,000	-	-	****10,000**
Abdul Rahim Bin Bunyamin	**10,000	-	-	****10,000**

* By virtue of the shares held by Keynote Capital Sdn Bhd

** By virtue of the shares held by their spouses

	Number of ordinary shares of RM1 each in Keynote Capital Sdn Bhd			
	1 May 2008	**Acquired**	**Disposed**	**30 Apr 2009**
Shareholdings in the name of the Director:				
Liang Chiang Heng	270,350	-	-	**270,350**
Liang Kim Poh	232,506	-	-	**232,506**

Liang Chiang Heng and Liang Kim Poh, by virtue of their interests in the shares of the Company, are also deemed interested in the shares of all the subsidiaries of the Company to the extent the Company has an interest.

Other than as disclosed above, none of the other Directors held any interest in shares in the Company and its related corporations during the financial year.

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangements subsisted to which the Company or its subsidiaries is a party with the object of enabling the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than benefits disclosed as Directors' remuneration in Note 24) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, except as disclosed in Note 31 to the financial statements.

DIRECTORS' REPORT (Continued)

OTHER STATUTORY INFORMATION

(a) Before the income statements and balance sheets of the Group and of the Company were made out, the Directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and no provision for doubtful debts was necessary; and

(ii) to ensure that any current assets which were unlikely to realise their book values in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the directors are not aware of any circumstances which would render:

(i) the amount written off for bad debts in the financial statements of the Group and of the Company inadequate to any substantial extent or to make any provision for doubtful debts in respect of the financial statements of the Group and of the Company;

(ii) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading;

(iii) which has arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; and

(iv) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

(c) At the date of this report, there does not exist:

(i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

(d) In the opinion of the Directors:

(i) the results of the Group's and Company's operations during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature ;

(ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made; and

(iii) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may substantially affect the ability of the Group or of the Company to meet their obligations when they fall due.

DIRECTORS' REPORT (Continued)

HOLDING COMPANY

The Company is a subsidiary of **KEYNOTE CAPITAL SDN BHD,** a company incorporated in Malaysia.

AUDITORS

Yeo & Associates retire and have indicated their willingness to accept re-appointment.

Signed on behalf of the Board
in accordance with a resolution of the Directors

LIANG CHIANG HENG

LIANG KIM POH

Johor Bahru
24 August 2009

STATEMENT BY DIRECTORS

Pursuant to Section 169 (15) of the Companies Act, 1965

We, the undersigned, being two of the Directors of **APOLLO FOOD HOLDINGS BERHAD**, do hereby state that in the opinion of the Directors, the accompanying financial statements are drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved Financial Reporting Standards in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 April 2009 and of their results and cash flows for the financial year then ended.

Signed on behalf of the Board
in accordance with a resolution of the Directors

LIANG CHIANG HENG

LIANG KIM POH

Johor Bahru
24 August 2009

STATUTORY DECLARATION

Pursuant to Section 169 (16) of the Companies Act, 1965

I, **LIANG CHIANG HENG**, the Director primarily responsible for the financial management of **APOLLO FOOD HOLDINGS BERHAD**, do solemnly and sincerely declare that the accompanying financial statements are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the above-named **LIANG CHIANG HENG**)
at Johor Bahru in the State of Johor)
on 24 August 2009)

LIANG CHIANG HENG

Before me:

PESURUHJAYA SUMPAH
No : J 150
Nama: AMINAH BINTI ABDULLAH
MALAYSIA

Commissioner for Oaths.

S20B-PODIUM 1
MENARA ANSAR
JOHOR BAHRU

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF APOLLO FOOD HOLDINGS BERHAD

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of **APOLLO FOOD HOLDINGS BERHAD,** which comprise the balance sheets as at **30 April 2009** of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory notes as set out on pages 39 to 77.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF APOLLO FOOD HOLDINGS BERHAD (Continued)

REPORT ON THE FINANCIAL STATEMENTS (Continued)

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of **30 April 2009** and of their financial performance and cash flows for the financial year then ended.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Act.

b) We are satisfied that the accounts of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

c) The auditors' report on the accounts of the subsidiaries were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.

OTHER MATTERS

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

YEO & ASSOCIATES
AF 0626
CHARTERED ACCOUNTANTS

FOO SWEE ENG
1818/01/11(J)
PARTNER

Johor Bahru

24 August 2009

CONSOLIDATED BALANCE SHEET
30 APRIL 2009

	NOTE	2009 RM	2008 RM
ASSETS			
Non Current Assets			
Property, plant and equipment	3	**91,194,577**	83,828,180
Leasehold land use rights	4	**9,165,754**	9,374,728
Investment properties	5	**13,334,927**	13,463,422
Other investments	6	**13,370,589**	6,084,246
Deferred tax assets	13	**24,700**	27,273
Total non current assets		**127,090,547**	112,777,849
Current Assets			
Inventories	7	**12,208,778**	11,528,501
Trade receivables	8	**21,296,157**	31,642,974
Other receivables, deposits and prepayments	9	**909,118**	6,888,516
Tax recoverable		**6,164,749**	5,139,733
Cash and cash equivalents	10	**42,857,915**	32,884,911
Total current assets		**83,436,717**	88,084,635
TOTAL ASSETS		**210,527,264**	200,862,484
EQUITY AND LIABILITIES			
Shareholders' Equity			
Equity attributable to equity holders of the Company			
Share capital	11	**80,000,000**	80,000,000
Reserves		**108,962,123**	97,043,820
Total equity		**188,962,123**	177,043,820
Non Current Liabilities			
Provision for retirement benefits	12	**1,670,981**	1,497,345
Deferred tax liabilities	13	**13,999,800**	12,737,675
Total non current liabilities		**15,670,781**	14,235,020
Current Liabilities			
Trade payables	14	**1,742,070**	3,639,129
Other payables and accruals	15	**3,954,381**	5,634,583
Current tax liabilities		**197,909**	309,932
Total current liabilities		**5,894,360**	9,583,644
Total liabilities		**21,565,141**	23,818,664
TOTAL EQUITY AND LIABILITIES		**210,527,264**	200,862,484

The accompanying notes form an integral part of these financial statements.

BALANCE SHEET
30 APRIL 2009

	NOTE	2009 RM	2008 RM
ASSETS			
Non Current Assets			
Investments in subsidiaries	16	**39,378,234**	39,378,234
Other investments	6	**13,369,589**	6,083,246
Deferred tax assets	13	**24,700**	27,273
Total non current assets		**52,772,523**	45,488,753
Current Assets			
Other receivables, deposits and prepayments	9	**104,187**	26,361
Amount due from subsidiaries	17	**33,488,820**	64,388,306
Tax recoverable		**247,380**	93,463
Cash and cash equivalents	10	**23,788,605**	4,962,182
Total current assets		**57,628,992**	69,470,312
TOTAL ASSETS		**110,401,515**	114,959,065
EQUITY AND LIABILITIES			
Shareholders' Equity			
Equity attributable to equity holders of the Company			
Share capital	11	**80,000,000**	80,000,000
Reserves		**30,080,020**	34,649,730
Total equity		**110,080,020**	114,649,730
Current Liabilities			
Other payables and accruals	15	**321,495**	309,335
Total current liabilities		**321,495**	309,335
TOTAL EQUITY AND LIABILITIES		**110,401,515**	114,959,065

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FINANCIAL YEAR ENDED 30 APRIL 2009

		<---Non-distributable--->			Distributable	
Group	**NOTE**	**Share Capital**	**Share Premium**	**Revaluation Reserves (Note 18)**	**Retained Profits**	**Total**
		RM	**RM**	**RM**	**RM**	**RM**
At 1 May 2007		80,000,000	4,325,454	4,048,304	82,375,572	170,749,330
Realisation of revaluation reserve upon depreciation		-	-	(44,212)	44,212	-
Profit for the year		-	-	-	20,974,490	20,974,490
Total recognised income and expense for the year		-	-	(44,212)	21,018,702	20,974,490
Dividends for the financial year ended						
- 30 April 2007	**20**	-	-	-	(8,760,000)	(8,760,000)
- 30 April 2008	**20**	-	-	-	(5,920,000)	(5,920,000)
At 30 April 2008		80,000,000	4,325,454	4,004,092	88,714,274	177,043,820
Realisation of revaluation reserve upon depreciation		**-**	**-**	**(44,212)**	**44,212**	**-**
Profit for the year		**-**	**-**	**-**	**20,918,303**	**20,918,303**
Total recognised income and expense for the year		**-**	**-**	**(44,212)**	**20,962,515**	**20,918,303**
Dividends for the financial year ended						
- 30 April 2008	**20**	**-**	**-**	**-**	**(9,000,000)**	**(9,000,000)**
At 30 April 2009		**80,000,000**	**4,325,454**	**3,959,880**	**100,676,789**	**188,962,123**

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FINANCIAL YEAR ENDED 30 APRIL 2009

			Non-distributable	Distributable	
Company	**NOTE**	**Share Capital**	**Share Premium**	**Retained Profits (Note 19)**	**Total**
		RM	**RM**	**RM**	**RM**
At 1 May 2007		80,000,000	4,325,454	19,008,187	103,333,641
Profit for the year		-	-	25,996,089	25,996,089
Dividends for the financial year ended					
- 30 April 2007	**20**	-	-	(8,760,000)	(8,760,000)
- 30 April 2008	**20**	-	-	(5,920,000)	(5,920,000)
At 30 April 2008		80,000,000	4,325,454	30,324,276	114,649,730
Profit for the year		**-**	**-**	**4,430,290**	**4,430,290**
Dividends for the financial year ended					
- 30 April 2008	**20**	**-**	**-**	**(9,000,000)**	**(9,000,000)**
At 30 April 2009		**80,000,000**	**4,325,454**	**25,754,566**	**110,080,020**

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED INCOME STATEMENT
FINANCIAL YEAR ENDED 30 APRIL 2009

	NOTE	2009 RM	2008 RM
REVENUE	**21**	**175,337,429**	181,144,065
COST OF SALES	**22**	**(132,193,481)**	(138,025,572)
GROSS PROFIT		**43,143,948**	43,118,493
OTHER INCOME		**2,225,090**	3,299,324
ADMINISTRATIVE EXPENSES		**(10,024,667)**	(10,322,311)
SELLING AND DISTRIBUTION EXPENSES		**(8,046,985)**	(8,413,404)
OTHER OPERATING EXPENSES		**(1,854,646)**	(3,317,877)
PROFIT BEFORE TAX	**23**	**25,442,740**	24,364,225
INCOME TAX EXPENSE	**25**	**(4,524,437)**	(3,389,735)
PROFIT FOR THE YEAR		**20,918,303**	20,974,490
ATTRIBUTABLE TO:			
EQUITY HOLDERS OF THE COMPANY		**20,918,303**	20,974,490
EARNINGS PER SHARE (Sen)	**26**	**26.15**	26.22

The accompanying notes form an integral part of these financial statements.

INCOME STATEMENT
FINANCIAL YEAR ENDED 30 APRIL 2009

	NOTE	2009 RM	2008 RM
REVENUE	**21**	**5,040,004**	33,940,116
OTHER INCOME		**898,368**	1,785,390
ADMINISTRATIVE EXPENSES		**(630,366)**	(563,632)
OTHER EXPENSES		**(735,365)**	-
PROFIT BEFORE TAX	**23**	**4,572,641**	35,161,874
INCOME TAX EXPENSE	**25**	**(142,351)**	(9,165,785)
PROFIT FOR THE YEAR		**4,430,290**	25,996,089

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT
FINANCIAL YEAR ENDED 30 APRIL 2009

	NOTE	2009 RM	2008 RM
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**25,442,740**	24,364,225
Adjustments for:			
Depreciation of property, plant and equipment		**7,916,094**	6,722,615
Depreciation of investment properties		**128,495**	128,495
Amortisation of leasehold land use rights		**550,962**	545,000
Unrealised (gain)/loss on foreign currency translations		**(1,592)**	220,230
Provision for retirement benefits		**210,301**	195,020
Inventories written off		**183,225**	171,803
Bad debts written off		**127,563**	32,131
Gain on disposal of investments		**(391,490)**	(1,371,930)
Interest income		**(905,768)**	(1,364,888)
Rental income from investment properties		**(370,600)**	(313,106)
Gross dividends		**(222,523)**	(106,598)
Plant and equipment written off		**907**	1,448
Gain on disposal of plant and equipment		**(13,630)**	-
Allowance for diminution in value of investments		**735,365**	-
Operating profit before working capital changes		**33,390,049**	29,224,445
Changes in working capital			
Inventories		**(863,502)**	(89,217)
Receivables		**16,081,600**	(12,149,847)
Payables		**(3,577,261)**	1,174,700
Cash generated from operations		**45,030,886**	18,160,081
Interest received		**1,023,636**	1,203,988
Taxes paid		**(4,348,827)**	(4,155,471)
Payment of retirement benefits		**(36,665)**	(31,829)
Net cash generated from operating activities		**41,669,030**	15,176,769
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal of investments		**4,561,865**	4,403,344
Rental received from investment properties		**370,600**	313,106
Dividends received		**174,572**	78,937
Purchase of property, plant and equipment		**(15,283,968)**	(11,235,985)
Purchase of investments		**(12,192,083)**	(6,637,021)
Purchase of leasehold land use rights		**(341,988)**	(1,037,919)
Proceeds from disposal of plant and equipment		**14,200**	-
Net cash used in investing activities		**(22,696,802)**	(14,115,538)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid		**(9,000,000)**	(14,680,000)
Net cash used in financing activities		**(9,000,000)**	(14,680,000)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**9,972,228**	(13,618,769)
Currency translation differences		**776**	(109,580)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**32,884,911**	46,613,260
CASH AND CASH EQUIVALENTS AT END OF YEAR	**10**	**42,857,915**	32,884,911

The accompanying notes form an integral part of these financial statements.

CASH FLOW STATEMENT
FINANCIAL YEAR ENDED 30 APRIL 2009

	NOTE	2009 RM	2008 RM
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**4,572,641**	35,161,874
Adjustments for:			
Gross dividends		**(5,022,192)**	(33,806,358)
Allowance for dimunition in value of investments		**735,365**	-
Gain on disposal of investments		**(391,490)**	(1,371,930)
Interest income		**(284,690)**	(307,218)
Operating loss before working capital changes		**(390,366)**	(323,632)
Changes in working capital			
Subsidiaries		**30,899,486**	(11,186,649)
Receivables		**(59,732)**	14,795
Payables		**12,160**	20,970
Cash generated from/(used in) operations		**30,461,548**	(11,474,516)
Taxes paid		**(245,831)**	(519,270)
Interest received		**266,596**	298,030
Net cash generated from/(used in) operating activities		**30,482,313**	(11,695,756)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal of investments		**4,561,865**	4,403,344
Dividends received		**4,974,328**	25,016,763
Purchase of investments		**(12,192,083)**	(6,637,021)
Net cash (used in)/generated from investing activities		**(2,655,890)**	22,783,086
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid		**(9,000,000)**	(14,680,000)
Net cash used in financing activities		**(9,000,000)**	(14,680,000)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**18,826,423**	(3,592,670)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**4,962,182**	8,554,852
CASH AND CASH EQUIVALENTS AT END OF YEAR	**10**	**23,788,605**	4,962,182

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 APRIL 2009

1 GENERAL INFORMATION

The principal activities of the Company are investment holding and provision of management services to subsidiaries.

The principal activities of the subsidiaries are described in Note 16 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of the Bursa Malaysia Securities Berhad.

The registered office of the Company is located at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor.

The principal place of business is located at 70, Jalan Langkasuka, Larkin Industrial Area, 80350 Johor Bahru, Johor.

The financial statements are presented in Ringgit Malaysia.

The financial statements of the Group and the Company have been approved by the Board of Directors for issuance on 24 August 2009.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements

(a) The financial statements of the Group and the Company have been prepared in accordance with and comply with Financial Reporting Standards ("FRS"), the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and the provisions of the Companies Act, 1965. The measurement bases applied in the preparation of the financial statements include cost, amortised cost, recoverable value, realisable value, revalued amount and fair value as indicated in the respective accounting policy.

The preparation of financial statements in conformity with FRS and the provisions of the Companies Act, 1965 requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported financial year. It also requires Directors to exercise their judgements in the process of applying the Company's accounting policies. Although these judgements and estimates are based on Directors' best knowledge of current events and actions, actual results could differ from those judgements and estimates.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of Preparation of Financial Statements (Continued)

(a) The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2.1(d).

(b) Adoption of New and Revised FRS that are applicable to the Group and the Company and are effective.

On 1 May 2008, the Group and the Company adopted the following revised FRSs: that are applicable to the Group and the Company and are effective:

FRS107	Cash Flow Statements
FRS112	Income Taxes
FRS118	Revenue
FRS134	Interim Financial Reporting
FRS137	Provisions, Contingent liabilities and Contingent Assets

The adoption of the above FRSs does not have any significant impact on the financial statements of the Group and the Company.

(c) Standards and Interpretations Issued but not yet effective

At the date of authorisation of these financial statements, the following FRSs, amendments to FRS and Interpretations were issued but not yet effective and have not been applied by the Group and the Company.

New and Revised FRSs, Amendments to FRSs and Interpretations		Effective for financial periods beginning on or after
FRS 8	Operating Segments	1 July 2009
FRS 7	Financial Instruments: Disclosures	1 January 2010
FRS 123	Borrowing Costs	1 January 2010
FRS 139	Financial Instruments : Recognition and measurement	1 January 2010
Amendments to FRS 1 and FRS 127	First-time Adoption of Financial Reporting Standards and Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	1 January 2010

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of Preparation of Financial Statements (Continued)

(c) Standards and Interpretations Issued but not yet effective (Continued)

New and Revised FRSs, Interpretations	Amendments to FRSs and	Effective for financial periods beginning on or after
Amendments to FRS 2	Share-based Payment – Vesting Conditions and Cancellations	1 January 2010
FRS 4	Insurance Contracts	1 January 2010
IC Interpretation 9	Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10	Interim Financial Reporting and Impairment	1 January 2010
IC Interpretation 11	FRS 2 – Group and Treasury Share Transactions	1 January 2010
IC Interpretation 13	Customer Loyalty Programmes	1 January 2010
IC Interpretation 14	FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2010

The impact of FRS 7 and FRS 139 on the financial statements upon the initial application as required by paragraph 30 (b) of FRS 108, is not disclosed by virtue of the exemptions given in the respective FRSs. The initial application of the other standards, amendments and interpretations are not expected to have any material impact on the financial statements of the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of Preparation of Financial Statements (Continued)

(d) Use of Estimates and Judgements

As mentioned in Note 2.1 (a), the Directors make their estimates based on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

(i) Critical judgement made in applying accounting policies.

Note 5 - Classification of investment properties.

(ii) Areas of estimation uncertainty

Note 3 - Depreciation of property, plant and equipment

Note 25 - Income tax expense

2.2 Summary of Significant Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in the financial statement:

(a) Subsidiaries and Basis of Consolidation

(i) Subsidiaries

Subsidiaries are entities over which the Group has a long term equity and where it has the power directly or indirectly to exercise control over the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Summary of Significant Accounting Policies (Continued)

(a) Subsidiaries and Basis of Consolidation (Continued)

(i) Subsidiaries (Continued)

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in the income statement.

(ii) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date using the purchase method of accounting.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. In preparing the consolidated financial statements, intragroup balances, transactions and unrealised gains or losses are eliminated in full. Uniform accounting policies are adopted in the consolidated financial statements for like transactions and events in similar circumstances.

Acquisition of subsidiaries are accounted for using the purchase method. The purchase method of accounting involves allocating the cost of the acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of acquisition. The cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition.

Any excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill.

Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in income statement.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Summary of Significant Accounting Policies (Continued)

(b) Property, Plant and Equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Subsequent to initial recognition, property, plant and equipment except for certain property are stated at cost less accumulated depreciation and any accumulated impairment losses, if any.

In accordance with the transitional provisions issued by the Malaysian Accounting Standards Board ("MASB") on application of FRS No. 116: Property, Plant and Equipment, the valuation of these assets have not been updated, and they continued to be stated at their existing revalued amounts less accumulated depreciation and accumulated impairment loss, if any.

Surpluses arising on revaluation are credited to revaluation reserve. Any deficit arising from revaluation will be charged against the revaluation reserve to the extent of a surplus held in the revaluation reserve for the same asset. In all other cases, a decrease in carrying amount is charged to income statement. On usage of revalued assets, amounts in revaluation reserve relating to those assets will be transferred to retained profits.

Industrial buildings are amortised evenly over the remaining lease terms of 12 to 22 years.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Summary of Significant Accounting Policies (Continued)

(b) Property, Plant and Equipment (Continued)

All other assets are depreciated using the straight-line basis so as to write off their depreciable amounts over their estimated useful lives. The principal annual rates of depreciation used are:

Plant, machinery, tools and equipment	4% - 10%
Motor vehicles	20%
Office equipment, furniture and fittings	10%
Renovation	2% - 20%

Depreciation of property, plant and equipment commences when it is available for use and does not cease when the asset become idle or is retired from active use unless the asset is fully depreciated.

The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any and net carrying amount is recognised to the income statement and the unutilised portion of the revaluation surplus on that item is taken directly to retained profits.

(c) Investment Properties

Investment properties are properties which are held to earn rental income or capital appreciation or for both. These include land held for a currently undetermined future use. Investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged to the income statement on a straight line basis over the estimated useful lives of the investment properties. The estimated useful lives of the buildings are between 16 to 50 years. Freehold land is not depreciated.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or losses on the retirement or disposal of an investment property are recognised in the income statement in the period in which they arise.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Summary of Significant Accounting Policies (Continued)

(d) Leasehold land use rights

Leasehold land that normally has an indefinite economic life and title is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted as leasehold land use rights that are amortised over the lease term in accordance with the pattern of benefits provided.

(e) Investments

(i) Investments

Investments in subsidiaries are stated at cost less impairment losses, if any.

Investments in shares held as long term investment are stated at cost less allowance for impairment, if any.

On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is recognised in the income statement.

(ii) Marketable securities

Marketable securities are carried at lower of cost and market value, determined on an aggregate basis. Cost is determined on the weighted average basis. Market value is calculated by reference to stock exchange quoted prices at the close of business on the balance sheet date. Decreases in the carrying amounts of marketable securities are charged to the income statement while increases are credited to the income statement to the extent of the cost of investments.

On disposal of marketable securities, the difference between net disposal proceeds and its carrying amount is recognised in the income statement.

(f) Impairment of Non Financial Assets

At each balance sheet date, the Group and the Company assess whether there is an indication that the assets may be impaired. If any such indication exists, the Group and the Company would estimate the recoverable amount of the assets. Recoverable amount is the higher of net selling price and value in use, which is measured by reference to discounted future cash flows.

An impairment loss is recognised as an expense in the income statement immediately, unless the asset is carried at revalued amount. An impairment loss of a revalued asset is treated as a revaluation decrease to the extent of any unutilised previously recognised revaluation surplus for the same asset. Reversal of impairment losses recognised in prior years is recognised when the impairment losses recognised for the asset no longer exist or have decreased.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Summary of Significant Accounting Policies (Continued)

(g) Inventories

Inventories comprising raw materials, packaging materials, work in progress and finished goods are stated at the lower of cost and net realisable value.

Cost is determined using first-in, first-out as the basis and includes all costs in bringing the inventories to their present location and condition. The cost of work in progress and finished goods comprises raw materials, direct labour, other direct costs and, an appropriate portion of production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the cost of completion and selling expenses.

(h) Receivables

Receivables are carried at anticipated realisable value. Bad debts are written off in the period in which they are identified while specific allowance is made for any debt considered doubtful for collection.

(i) Payables

Payables are measured initially and subsequently at cost. Payables are recognised when there is a contractual obligation to deliver cash or another financial asset to another entity.

(j) Provisions

A provision is recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle present obligation (legal or constructive) as a result of a past event and a reliable estimate can be made of the amount.

Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote. Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements, and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Summary of Significant Accounting Policies (Continued)

(k) Income Recognition

Sales are recognised based on the value invoiced to customers during the financial year in respect of goods delivered and accepted by the customers.

Other revenues earned by the Group are recognised on the following bases:

- Dividend income is recognised when the shareholders' right to receive payment is established.
- Interest income is recognised on time proportion basis taking account of the effective yield on the asset.
- Rental income and management fees are recognised on accrual basis.

(l) Foreign Currency Transactions

The functional currency for the entities in the Group is the Ringgit Malaysia. Transactions in foreign currencies are converted to the functional currency at rates of exchange prevailing at transaction dates. Monetary assets and liabilities in foreign currencies at balance sheet date are translated to Ringgit at rates of exchange ruling at that date. All exchange differences are recognised in the income statements.

(m) Income Tax

Tax expense comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided for, using the liability method. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised as income or an expense and included in the profit or loss for the year, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also recognised directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or the amount of any excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Summary of Significant Accounting Policies (Continued)

(n) Employment Benefits

(i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plans

The Group's contributions to the Employee's Provident Fund are charged to the income statements in the year to which they relate. Once the contributions have been paid, the Group has no further payment obligations.

(iii) Retirement benefits

Provision for retirement benefits, charged as an expense as they arise in the income statements, is made in respect of eligible directors and employees of the Group.

(o) Cash and Cash equivalents

Cash and cash equivalents consist of cash and bank balances, unencumbered deposits with licensed banks and licensed financial institutions, and deposits at call.

(p) Financial Instruments

Financial instruments which are recognised in the balance sheet include cash and bank balances, receivables, other investments and payables. These financial instruments are recognised when a contractual relationship has been established. The particular recognition methods adopted and further information are disclosed in the individual accounting policy statements associated with each item or notes to the financial statements.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group has a legally enforceable right to set off the recognised amounts and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

3 PROPERTY, PLANT AND EQUIPMENT

Group	Buildings	Plant, machinery, tools and equipment	Motor vehicles	Office equipment, furniture and fittings	Renovation	Total
	RM	RM	RM	RM	RM	RM
Valuation/Cost						
At valuation						
1 May 2008/**30 April 2009**	**3,739,280**	**-**	**-**	**-**	**-**	**3,739,280**
At cost						
1 May 2008	5,160,087	117,827,787	1,820,820	3,864,873	12,535,762	141,209,329
Additions	**-**	14,659,382	71,739	38,061	514,786	15,283,968
Written off	**-**	(514,376)	-	(2,139)	-	(516,515)
Disposals	**-**	-	(63,421)	(3,250)	-	(66,671)
30 April 2009	**5,160,087**	**131,972,793**	**1,829,138**	**3,897,545**	**13,050,548**	**155,910,111**
Total valuation/cost	**8,899,367**	**131,972,793**	**1,829,138**	**3,897,545**	**13,050,548**	**159,649,391**
Accumulated depreciation						
1 May 2008	2,482,138	50,883,088	1,387,557	2,137,764	4,229,882	61,120,429
Charge for the year	371,246	6,191,543	156,380	291,546	905,379	7,916,094
Written off	-	(514,366)	-	(1,242)	-	(515,608)
Disposals	-	-	(63,420)	(2,681)	-	(66,101)
30 April 2009	**2,853,384**	**56,560,265**	**1,480,517**	**2,425,387**	**5,135,261**	**68,454,814**
Carrying Amount						
30 April 2009	**6,045,983**	**75,412,528**	**348,621**	**1,472,158**	**7,915,287**	**91,194,577**
30 April 2008	6,417,229	66,944,699	433,263	1,727,109	8,305,880	83,828,180
Depreciation charge for 30 April 2008	371,247	5,154,488	143,817	266,939	786,124	6,722,615

A building on leasehold land were last revalued by the Directors on 30 April 2000 based on valuations carrying out by independent professional valuers to reflect market value for existing use. The carrying amount of this property was adjusted to reflect the valuation and resultant surpluses were credited to revaluation reserve.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

3 PROPERTY, PLANT AND EQUIPMENT (Continued)

The carrying amount of the revalued properties had they been stated at historical cost would have been **RM1,112,011** (2008: RM1,162,557).

Negative pledges for **RM10 million** (2008: RM10 million) over all movable and immovable properties, plant and equipment are given to a local bank to secure banking facilities extended to a subsidiary as disclosed in Note 28.

Property, plant and equipment are depreciated on a straight line method over their estimated useful lives as specified under note 2.2(b). Any changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these property, plant and equipment, therefore future depreciation charges could be re-estimated and revised.

4 LEASEHOLD LAND USE RIGHTS

Group	2009 RM	2008 RM
At 1 May	**12,590,859**	11,552,940
Addition	**341,988**	1,037,919
30 April	**12,932,847**	12,590,859
Accumulated amortisation		
At 1 May	**3,216,131**	2,671,131
Charge for the year	**550,962**	545,000
30 April	**3,767,093**	3,216,131
Carrying Amount		
30 April	**9,165,754**	9,374,728
Analysed as:		
- unexpired period less than 50 years	**9,165,754**	9,374,728

Certain leasehold land were revalued on 30 April 2000 by professional valuers. In accordance with the transitional provisions of FRS 117, the unamortised revalued amount of leasehold land has been retained as the surrogate carrying amount of leasehold land use rights. Such leasehold land use rights are amortised over the lease term.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

5 INVESTMENT PROPERTIES

Group	2009 RM	2008 RM
Cost Model		
1 May / **30 April**	**15,614,613**	15,614,613
Accumulated depreciation/impairment		
At 1 May		
- Accumulated depreciation	**1,051,945**	923,450
- Accumulated impairment	**1,099,246**	1,099,246
Charge for the year	**128,495**	128,495
30 April		
- Accumulated depreciation	**1,180,440**	1,051,945
- Accumulated impairment	**1,099,246**	1,099,246
	2,279,686	2,151,191
Carrying Amount 30 April	**13,334,927**	13,463,422
Included in the above are:		
Freehold land	**11,251,399**	11,251,399
Leasehold building	**1,826,817**	1,948,389
Freehold building	**256,711**	263,634
	13,334,927	13,463,422

The Group has developed certain criteria based on FRS 140 in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both. In making judgement, the Group considers whether a property generates cash flows largely independently of other assets held by the Group. Owner occupied properties generate cash flows that are attributable not only to the properties, but also to other assets used in the production and supply of goods and services. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property.

The fair values of the investment properties amounting to RM14,785,000 are determined by the directors based on valuation carried out by a registered independent valuer in May 2009, which reasonably reflects market conditions and in the category of the properties being valued. Fair values were determined having regard to the recent market transactions for similar properties in the same location as the Group's investment properties.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

6 OTHER INVESTMENTS

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
At Cost				
Shares in corporations:				
Quoted in Malaysia	**13,477,214**	6,083,246	**13,477,214**	6,083,246
Unquoted in Malaysia	**1,000**	1,000	**-**	-
	13,478,214	6,084,246	**13,477,214**	6,083,246
Less: Allowance for diminution in value	**(107,625)**	-	**(107,625)**	-
Carrying Amount	**13,370,589**	6,084,246	**13,369,589**	6,083,246
Market value of quoted investments	**13,369,589**	6,200,652	**13,369,589**	6,200,652

7 INVENTORIES

	Group	
	2009	2008
At Cost	**RM**	RM
Finished goods	**4,106,865**	2,115,374
Work in progress	**692,528**	928,203
Raw materials	**2,940,822**	4,167,151
Packaging materials	**4,468,563**	4,317,773
	12,208,778	11,528,501

8 TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit. The credit term is generally for a period of 30 to 90 days (2008: 30 to 90 days). The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management to minimise credit risk. In view of the aforementioned facts, there is no significant concentration of credit risk. Trade receivables are non-interest bearing.

9 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
Other receivables	**155,647**	54,350	**60,072**	340
Deposits	**556,193**	5,876,828	**3,500**	3,500
Prepayments	**154,246**	796,438	**13,333**	13,333
Interest receivable from short term deposits	**43,032**	160,900	**27,282**	9,188
	909,118	6,888,516	**104,187**	26,361

NOTES TO THE FINANCIAL STATEMENTS (Continued)

10 CASH AND CASH EQUIVALENTS

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
Short term deposits are placed with licensed				
- local banks	**32,525,029**	18,576,507	**23,405,422**	4,639,811
- local financial institutions	**3,690,477**	3,732,144	**-**	-
Money market fund placed with fund managers	**-**	1,019,803	**-**	-
	36,215,506	23,328,454	**23,405,422**	4,639,811
Cash and bank balances	**6,642,409**	9,556,457	**383,183**	322,371
	42,857,915	32,884,911	**23,788,605**	4,962,182

All the above deposits are unencumbered.

11 SHARE CAPITAL

	2009	2008
Ordinary shares of RM1 each	**RM**	RM
AUTHORISED		
As at 1 May / **30 April**		
100,000,000 shares (2008: 100,000,000 shares)	**100,000,000**	100,000,000
ISSUED AND FULLY PAID UP		
As at 1 May / **30 April**		
80,000,000 shares (2008: 80,000,000 shares)	**80,000,000**	80,000,000

12 PROVISION FOR RETIREMENT BENEFITS

	2009	2008
Group	**RM**	RM
At 1 May	**1,497,345**	1,334,154
Charged to income statement	**210,301**	195,020
Payments during the financial year	**(36,665)**	(31,829)
At 30 April	**1,670,981**	1,497,345

The Group's retirement benefits for eligible employees were provided based on the basic salary of each eligible employee and director at the end of the financial year of service over the employees and directors' period of employment.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

13 DEFERRED TAX

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
At 1 May	**12,710,402**	12,786,710	**(27,273)**	(22,600)
Recognised in income statement (Note 25)	**1,264,698**	(76,308)	**2,573**	(4,673)
At 30 April	**13,975,100**	12,710,402	**(24,700)**	(27,273)
Presented after appropriate offsetting as follows:				
Deferred tax liabilities	**13,999,800**	12,737,675	**-**	-
Deferred tax assets	**(24,700)**	(27,273)	**(24,700)**	(27,273)
At 30 April	**13,975,100**	12,710,402	**(24,700)**	(27,273)

The components and movements of deferred tax liabilities and assets during the current and previous financial years prior to offsetting are as follows: -

Deferred Tax Liabilities of the Group:

Group	**Accelerated capital allowances**	**Revaluation of property**	**Provisions**	**Total**
	RM	**RM**	**RM**	**RM**
At 1 May 2008	**11,590,130**	**1,145,156**	**2,389**	**12,737,675**
Recognised in income statement	**1,319,835**	**(62,141)**	**4,431**	**1,262,125**
At 30 April 2009	**12,909,965**	**1,083,015**	**6,820**	**13,999,800**
At 1 May 2007	11,549,275	1,255,590	4,445	12,809,310
Recognised in income statement	40,855	(110,434)	(2,056)	(71,635)
At 30 April 2008	11,590,130	1,145,156	2,389	12,737,675

Deferred Tax Assets of the Group:

	Provisions	
	2009	2008
Group	**RM**	RM
At 1 May	**(27,273)**	(22,600)
Recognised in income statement	**2,573**	(4,673)
At 30 April	**(24,700)**	(27,273)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

13 DEFERRED TAX (Continued)

Deferred Tax Assets of the Company:

	Provisions	
	2009	2008
Company	**RM**	RM
At 1 May	**(27,273)**	(22,600)
Recognised in income statement	**2,573**	(4,673)
At 30 April	**24,700**	(27,273)

14 TRADE PAYABLES

Trade payables are non-interest bearing and the normal credit terms granted to the Group ranges from 7 to 60 days (2008: 7 to 60 days).

15 OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
Other payables	**1,000,713**	1,615,202	**-**	-
Accruals	**2,914,168**	3,885,712	**321,495**	309,335
Deposit received	**39,500**	133,669	**-**	-
	3,954,381	5,634,583	**321,495**	309,335

16 INVESTMENTS IN SUBSIDIARIES

	2009	2008
Company	**RM**	RM
Unquoted shares, at cost	**39,378,234**	39,378,234

Details of the wholly-owned subsidiaries (all incorporated in Malaysia) are:

Name of Company	Principal Activities
Apollo Food Industries (M) Sdn Bhd	Manufacture of and trading in compound chocolates and chocolate confectionery products and cakes.
Hap Huat Food Industries Sdn Bhd	Distribution and marketing of compound chocolates and chocolate confectionery products and cakes.

17 AMOUNT DUE FROM SUBSIDIARIES

The amount due from subsidiaries is non-trade, unsecured, interest free, repayable on demand and to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

18 REVALUATION RESERVES

The revaluation reserves include the cumulative net change, net of deferred tax effects, arising from the revaluation of land and buildings above their cost.

The movements in revaluation reserves are shown in the Statement of Changes in Equity.

19 RETAINED PROFITS

Under the single-tier tax system, which came into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax Act, 1967 for dividend payment purposes. Dividends paid under this system are tax exempt in the hands of shareholders.

Companies with Section 108 tax credits as at 31 December 2007 may continue to pay franked dividends until the Section 108 tax credits are exhausted or up to 31 December 2013, whichever is earlier unless the companies opt to disregard the Section 108 tax credits to pay single-tier dividends under the special transitional provisions of the Finance Act 2007.

As at the balance sheet date, the Company did not opt to disregard the Section 108 tax credits and the Company may utilise the Section 108 tax credits balance which has been frozen as at 31 December 2007 to frank dividend payments during the 6-year transitional period. The Company has, subject to confirmation by the Inland Revenue Board, sufficient tax credits under Section 108 of the Income Tax Act, 1967 and tax exempt income to frank the payment of net dividends out of all its retained profits as at 30 April 2009.

20 DIVIDENDS

	Amount of dividend net of tax		Gross per share	
	2009	2008	**2009**	2008
	RM	RM	**Sen**	Sen
Interim				
Dividend of 10 sen less 26% tax, on 80,000,000 ordinary shares, declared on 27 December 2007 and paid on 18 March 2008	**-**	5,920,000	**-**	10
Final				
Dividend of 15 sen less 25% tax, on 80,000,000 ordinary shares, declared on 27 August 2008 and paid on 12 January 2009	**9,000,000**	-	**15**	-
Dividend of 15 sen less 27% tax, on 80,000,000 ordinary shares, declared on 23 August 2007 and paid on 9 January 2008	**-**	8,760,000		15
	9,000,000	14,680,000	**15**	25

The proposed final dividend for the financial year ended 30 April 2009 of **20 sen** per share less 25% tax on 80,000,000 ordinary shares amounted to **RM12,000,000**. It will be recognised in the financial statements upon approval by shareholders at the forthcoming Annual General Meeting.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

21 REVENUE

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
Sales of goods, net of discounts, returns and sales tax	**175,337,429**	181,144,065	**-**	-
Dividends received from subsidiaries	**-**	-	**4,800,004**	33,700,116
Management fees received from subsidiaries	**-**	-	**240,000**	240,000
	175,337,429	181,144,065	**5,040,004**	33,940,116

22 COST OF SALES

Cost of sales represents cost of inventories sold.

23 PROFIT BEFORE TAX

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
This is stated after charging/(crediting):				
Employment benefits				
- Wages and salaries:	**13,162,369**	13,844,543	**197,578**	170,789
- Pension costs :				
- defined contribution plans	**1,093,950**	1,177,672	**21,761**	18,764
- Social security costs	**155,088**	172,231	**2,426**	2,205
- Retirement benefits	**146,120**	195,021	**-**	-
- Short-term accumulating compensated absences	**45,468**	4,828	**-**	-
Property, plant and equipment:				
- Depreciation	**7,916,094**	6,722,615	**-**	-
- Written off	**907**	1,448	**-**	-
- Gain on disposal of plant and equipment	**(13,630)**	-	**-**	-
Amortisation of leasehold land use rights	**550,962**	545,000	**-**	-
Investment properties:				
- Depreciation	**128,495**	128,495	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (Continued)

23 PROFIT BEFORE TAX (Continued)

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
This is stated after charging/(crediting):				
Directors' remuneration [representing key management personnel] (Note 24)	**4,472,667**	4,844,641	**215,250**	224,750
Foreign exchange differences				
- Realised	**1,120,873**	3,097,647	**-**	-
- Unrealised	**(1,592)**	220,230	**-**	-
Rental of premises	**24,200**	25,200	**-**	-
Bad debts written off	**127,563**	32,131	**-**	-
Auditors remuneration				
- statutory audit				
current provision	**46,500**	44,500	**9,500**	9,500
underprovision of prior year	**2,000**	3,000	**-**	1,000
- other services	**15,049**	17,040	**4,599**	6,617
Direct operating expenses arising from investment properties:				
-that generated rental income	**39,989**	58,008	**-**	-
-that did not generate rental income	**16,865**	16,865	**-**	-
Inventories written off	**183,225**	171,803	**-**	-
Allowance for diminution in value of investments	**735,365**	-	**735,365**	-
Interest income	**(905,768)**	(1,364,888)	**(284,690)**	(307,218)
Rental income from investment properties	**(370,600)**	(313,106)	**-**	-
Gain on disposal of investments	**(391,490)**	(1,371,930)	**(391,490)**	(1,371,930)
Gross dividends received:				
- Quoted Malaysian shares	**(222,188)**	(106,242)	**(222,188)**	(106,242)
- Unquoted Malaysian shares	**(335)**	(356)	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (Continued)

24 DIRECTORS' REMUNERATION [representing key management personnel]

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel includes all the Directors of the Group, and certain members of senior management of the Group.

Key management personnel compensation are as follows:

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
Directors of the Company				
Executive:				
- Fees	**58,000**	63,000	**58,000**	63,000
- Salaries, bonus and allowances	**2,881,754**	3,168,287	**10,500**	10,500
- Other short-term employee benefits	**125,333**	125,694	**-**	-
- Provision for retirement gratuities	**52,680**	26,840	**-**	-
- Pension costs:				
- defined contribution plans	**367,800**	386,304	**-**	-
	3,485,567	3,770,125	**68,500**	73,500
Non-executive:				
- Fees	**108,000**	116,000	**108,000**	116,000
- Provision for retirement gratuities	**12,000**	12,000	**12,000**	12,000
- Allowances	**26,750**	23,250	**26,750**	23,250
	146,750	151,250	**146,750**	151,250
Director of Subsidiary				
- Fee	**9,000**	9,000	**-**	-
- Salary, bonus and allowance	**706,940**	780,079	**-**	-
- Other short-term employee benefits	**22,958**	31,391	**-**	-
- Provision for retirement gratuities	**11,500**	7,180	**-**	-
- Pension costs:				
- defined contribution plans	**89,952**	95,616	**-**	-
	840,350	923,266	**-**	-
Total	**4,472,667**	4,844,641	**215,250**	224,750

NOTES TO THE FINANCIAL STATEMENTS (Continued)

24 DIRECTORS' REMUNERATION [representing key management personnel] (Continued)

The number of Directors of the Company whose total remuneration during the year fall within the following bands is as follows:

	Number of Directors	
	2009	2008
Executive Directors:		
RM1,200,001 – RM1,250,000	**1**	1
RM1,250,001 – RM1,300,000	**-**	-
RM2,350,001 – RM2,400,000	**1**	-
RM2,500,001 – RM2,550,000	**-**	1
Non-Executive Directors:		
Below RM50,000	**4**	4

25 INCOME TAX EXPENSE

	Group		Company	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
Income tax:				
Current year	**3,251,879**	3,719,755	**140,534**	9,168,898
Under/(over) provision in prior years	**7,860**	(253,712)	**(756)**	1,560
	3,259,739	3,466,043	**139,778**	9,170,458
Deferred tax: (Note 13)				
Relating to origination and reversal of temporary differences	**1,251,649**	111,135	**1,524**	(5,479)
Under/(over) provision in prior years	**13,049**	(187,443)	**1,049**	806
	1,264,698	(76,308)	**2,573**	(4,673)
Total	**4,524,437**	3,389,735	**142,351**	9,165,785

NOTES TO THE FINANCIAL STATEMENTS (Continued)

25 INCOME TAX EXPENSE (Continued)

Current income tax is calculated at the statutory tax rate of 25% (2008: 26%) of the estimated assessable profit for the year. In the prior year, a subsidiary of the Company being a Malaysian resident company with a paid-up capital of RM2.5 million or less qualified for the preferential tax rates under Paragraph 2A, Schedule 1 of the Income Tax Act, 1967 as follows:

On the first RM500,000 of chargeable income : 20%
In excess of RM500,000 of chargeable income : 25%

However, pursuant to Paragraph 2B, Schedule 1 of the Income Tax Act, 1967 that was introduced with effect from the year of assessment 2009, the subsidiary of the Company no longer qualify for the above preferential tax rates.

The Malaysian corporate statutory tax rate has been reduced to 25% with effect from the year of assessment 2009. The computation of deferred tax as at 30 April 2009 has reflected these changes.

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	Group		**Company**	
	2009	2008	**2009**	2008
	RM	RM	**RM**	RM
Profit before tax	**25,442,740**	24,364,225	**4,572,641**	35,161,874
Taxation at Malaysian statutory tax rate of 25% (2008: 26%)	**6,360,685**	6,334,699	**1,143,160**	9,142,087
Tax effect of :				
Non-deductible expenses	**407,278**	211,442	**207,157**	23,329
Income not subject to tax	**(47,462)**	(66,428)	**(1,208,259)**	(1,997)
Under/(Over) provision of income tax in prior years	**7,860**	(253,712)	**(756)**	1,560
Under/(Over) provision of deferred tax in prior years	**13,049**	(188,219)	**1,049**	-
Tax incentives	**(2,216,973)**	(1,677,706)	**-**	-
Effect of changes in tax rates of deferred tax	**-**	(940,341)	**-**	806
Tax saving of 6% for first RM500,000 of chargeable income for Year of Assessment 2008	**-**	(30,000)	**-**	-
Income tax expense for the year	**4,524,437**	3,389,735	**142,351**	9,165,785

NOTES TO THE FINANCIAL STATEMENTS (Continued)

25 INCOME TAX EXPENSE (Continued)

Significant judgement is made in determining the qualifying costs and non qualifying costs of the capital expenditure and deductibility of certain expenses during the estimation of current year's tax expense. These are transactions, accounts classifications and computations for which the ultimate tax determination is highly judgemental. When the final tax outcome of these matters is different from the amounts that were previously estimated and recognised, such differences will pose an impact on the tax expense and deferred tax in the year in which they are finalised.

26 EARNINGS PER SHARE

The earnings per share is calculated by dividing profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year.

Group	**2009**	2008
Profit attributable to ordinary equity holders of the Company (RM)	**20,918,303**	20,974,790
Weighted average number of ordinary shares in issue	**80,000,000**	80,000,000
Basic earning per share (sen)	**26.15**	26.22

27 HOLDING COMPANY

The holding company is Keynote Capital Sdn Bhd, a company incorporated in Malaysia.

28 BANKING FACILITIES (Secured)

A subsidiary was extended the following banking facilities by a local bank:

	2009	2008
	RM	RM
Trade credit facilities	**8,000,000**	8,000,000

The above facilities are secured by negative pledges over all movable and immovable properties, plant and equipment and guaranteed by the Company.

The trade credit facilities of the Group bears interest at **1%** (2008:1%) above the bank's base lending rate per annum. The trade credit facilities were not utilised as at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

29 CONTINGENT LIABILITIES

(i) The Company has given corporate guarantee to a bank for bank guarantee and banking facilities extended to a subsidiary. None of the banking facilities were utilised as at the balance sheet date and the outstanding bank guarantee as at balance sheet date is RM1,048,000 (2008: RM850,750).

(ii) A former employee of a subsidiary, Apollo Food Industries (M) Sdn Bhd, had filed a case with the Industrial Court against the Company for dismissal without just cause or excuse. The Industrial Court has still not given its decision on this litigation. In the event that the said employee succeed in the case, the amount that would normally be awarded would be approximately RM32,100. No provision for the possible exposure has been made in the financial statements as the solicitor acting on behalf of the subsidiary are of the opinion that the Company will be able to successfully defend itself.

30 CAPITAL COMMITMENTS

Commitments for capital expenditure:

Group	**2009 RM**	2008 RM
Authorised and contracted	**299,975**	754,287

Analysed as follows:

- Plant and machinery	**299,975**	754,287

31 RELATED PARTY DISCLOSURES

For the purposes of these financial statements, parties are considered to be related to the Group or the Company if the Group or the Company has the ability directly or indirectly, to control the party or exercise significant influence over the party in marking financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control or common significant influence. Related parties may be individual or other entities.

Significant transactions with related parties other than those disclosed elsewhere in the financial statements are as follows:

	Group		**Company**	
	2009 RM	2008 RM	**2009 RM**	2008 RM
Subsidiaries				
Management fees received	-	-	**240,000**	240,000
Dividend income	-	-	**4,800,004**	19,400,022

NOTES TO THE FINANCIAL STATEMENTS (Continued)

31 RELATED PARTY DISCLOSURES (Continued)

The Directors are of the opinion that these transactions have been entered into in the normal course of business and have been established under mutually agreed terms.

The Group does not have any other significant transactions with key management personnel other than as disclosed in Note 24.

32 SEGMENTAL REPORTING

(i) **Business segments**

No segment information is presented in respect of the Group's business segment, as the Group is primarily engaged in the manufacture of and trading in compound chocolate confectionery products and cakes.

(ii) **Geographical segments**

The Group operates principally in Malaysia. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers.

	Malaysia		**Asia**		**Consolidated**	
	2009	2008	**2009**	2008	**2009**	2008
	RM	RM	**RM**	RM	**RM**	RM
Revenue from external customers by location of customers	**101,225,564**	104,441,140	**74,111,865**	76,702,925	**175,337,429**	181,144,065
Results						
Segment results (external)	**16,854,430**	16,432,086	**7,728,950**	5,196,447	**24,583,380**	21,628,533
Other income					**2,225,091**	3,299,324
Unallocated expenses					**(1,365,731)**	(563,632)
Profit before tax					**25,442,740**	24,364,225
Income tax expense					**(4,524,437)**	(3,389,735)
Profit for the year					**20,918,303**	20,974,490

NOTES TO THE FINANCIAL STATEMENTS (Continued)

32 SEGMENTAL REPORTING (Continued)

(ii) Geographical segments (Continued)

	Malaysia		Asia		Consolidated	
	2009	2008	**2009**	2008	**2009**	2008
	RM	RM	**RM**	RM	**RM**	RM
Other Information:						
Assets						
Segment assets	**82,687,444**	85,601,928	**51,177,822**	50,772,455	**133,865,266**	136,374,383
Unallocated assets					**76,661,998**	64,488,101
Total assets					**210,527,264**	200,862,484
Liabilities						
Segment liabilities	**4,054,688**	6,104,313	**2,731,070**	4,223,740	**6,785,758**	10,328,053
Unallocated liabilities					**14,779,383**	13,490,611
Total liabilities					**21,565,141**	23,818,664
Other disclosures						
Depreciation	**4,682,638**	4,011,892	**3,361,951**	2,839,218	**8,044,589**	6,851,110
Capital expenditure	**6,230,960**	6,220,853	**5,005,025**	5,015,132	**11,235,985**	11,235,985
Amortisation of leasehold land use rights	**305,398**	301,603	**245,564**	243,397	**550,962**	545,000
Non cash expenses other than depreciation	**892,886**	576,055	**913,845**	589,577	**1,806,731**	1,165,632

Asia, in this context refers to Asean countries (excluding Malaysia), Hong Kong, India, China and Japan.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly interest earning assets and revenue and corporate assets, liabilities and expenses.

Segment capital expenditure is the total cost incurred during the financial year to acquire assets that are expected to be used for more than one year.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

33 FINANCIAL INSTRUMENTS

Financial Risk Management Objectives and Policies

The Group operates within clearly defined guidelines that are approved by the Board.

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its risks.

The main areas of financial risks faced by the Group and the policy in respect of the major areas of treasury activity are set as follows:

Credit Risk

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Credit evaluations are performed on customers requiring credit exceeding a certain amount and by limiting the Group's business associations to parties with high credit worthiness. Trade receivables are monitored on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet reduced by the effects of any netting arrangements with counterparties.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments.

Foreign Exchange Risk

The Group is exposed to foreign exchange risk as a result of the foreign currency denominated transactions entered into by a subsidiary during the course of business.

The foreign exchange exposures are monitored on an on going basis and kept to an acceptable level.

The currency exposure of the financial assets of the Group is as follows:

	Currency exposure at 30.4.2009		Currency exposure at 30.4.2008	
	US Dollar	**Singapore Dollar**	US Dollar	Singapore Dollar
Functional currency - Ringgit Malaysia				
	RM	**RM**	RM	RM
- Cash at bank	**1,161,205**	**-**	3,614,019	-
- Trade receivables	**3,487,439**	**-**	6,551,636	20,863
	4,648,644	**-**	10,165,655	20,863

NOTES TO THE FINANCIAL STATEMENTS (Continued)

33 FINANCIAL INSTRUMENTS (Continued)

Interest Rate Risk

The Group's exposure to market risk for changes in interest rates is related primarily to the Group's cash deposits placed with licensed banks and financial institutions and the Group had no interest bearing debts at balance sheet date.

The Group's income and operating cash flows are substantially independent of changes in market interest rate. The investment in financial assets are mainly short-term in nature and are not held for speculative purposes but are placed in fixed deposits and money market funds.

The following table shows the information about the Group's exposures to interest rate risk:

	RM	*Effective interest rate*
Financial assets		
Short term deposits with licensed banks and licensed financial institutions (maturity within 1 year)	**36,215,506**	**1.50% - 3.70%**

* There is no maturity period for money market funds placed with fund managers as these monies are callable on demand.

Liquidity and Cash Flow Risk

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all commitments and funding needs are met.

As part of its overall prudent liquidity management, it is the Group policy to ensure its future cash obligations by forecasting its cash commitments and maintaining sufficient level of cash and cash equivalents to meet its working capital requirements.

Market Risk

Investment in Quoted Shares

The Group's exposure to market price arises mainly from changes in equity prices of its investments in quoted shares. The risk of loss in value is minimised by performing proper investment decision and continuous monitoring. The Group manages the investment with a view to optimising returns on realisation.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

33 FINANCIAL INSTRUMENTS (Continued)

Fair Values

The carrying amounts of the financial assets and liabilities of the Group and of the Company at 30 April 2009 approximate their fair value due to the relatively short term nature of these financial instruments

Quoted Investments

The fair value of quoted investments is determined by reference to stock exchange quoted price at the close of the business on the balance sheet date.

34 SIGNIFICANT EVENT SUBSEQUENT TO THE BALANCE SHEET DATE

On 15 June 2009, a subsidiary entered into a sale and purchase agreement to acquire a parcel of land together with a light industrial factory for a total consideration of RM4,800,000.

35 COMPARATIVES

The following comparative figures have been reclassified to conform with current year's presentation:

Group	As previously Classified RM	Reclassification RM	As Reclassified RM
Income statement			
Administrative expenses	10,384,053	(61,742)	10,322,311
Selling expenses	8,351,662	61,742	8,413,404

ANALYSIS OF SHAREHOLDINGS AS AT 1 SEPTEMBER 2009

Authorised share capital	:	RM100,000,000 ordinary shares of RM1-00 each
Issued and fully paid-up capital	:	RM80,000,000 divided into 80,000,000 shares
Class of shares	:	Ordinary shares of RM1-00 each
No of shareholders	:	2,687
Voting rights	:	One vote per ordinary share

A) List of substantial shareholders

		Direct		Deemed interest in shares	
No.	Name of shareholders	No. of shares	%	No. of shares	%
1.	Keynote Capital Sdn Bhd	41,048,415	51.31	-	-
2.	Liang Chiang Heng	220,000	0.28	41,048,415 *1	51.31
3.	Liang Kim Poh	225,000	0.28	41,048,415 *1	51.31
4.	Tan Song Cheng	66,000	0.08	41,048,415 *1	51.31
5.	Tan Kok Guan	-	-	41,048,415 *1	51.31
6.	Amanah Raya Nominees (Tempatan) Sdn Bhd -Skim Amanah Saham Bumiputera	16,072,000	20.09	-	-

Note :

*1 *By virtue of their interest in Keynote Capital Sdn Bhd.*

B) List of directors' shareholdings

		Direct		Deemed interest in shares	
No.	Name of Directors	No. of shares	%	No. of shares	%
1.	Liang Chiang Heng	220,000	0.28	41,048,415 *1	51.31
2.	Liang Kim Poh	225,000	0.28	41,048,415 *1	51.31
3.	Ng Chet Chiang @ Ng Chat Choon	20,000	0.03	20,000 *2	0.03
4.	Datuk P. Venugopal A/L V.K.Menon	25,000	0.03	10,000 *2	0.01
5.	Abdul Rahim Bin Bunyamin	20,000	0.03	10,000 *2	0.01
6.	Datin Paduka Hjh Aminah Binti Hashim	-	-	-	-

Note :

*1 *By virtue of their interest in Keynote Capital Sdn Bhd.*

*2 *By virtue of the shares held by their spouse.*

ANALYSIS OF SHAREHOLDINGS (Continued)

C) Top 30 largest shareholders

No.	Name	No. Of Shares Held	Percentage (%)
1.	Keynote Capital Sdn. Bhd.	41,048,415	51.3105
2.	Amanah Raya Nominees (Tempatan) Sdn. Bhd. Skim Amanah Saham Bumiputera Permodalan Nasional Berhad	16,072,000	20.0900
3.	Yap Ah Fatt	1,568,000	1.9600
4.	Kam Loong Mining Sdn. Bhd.	1,100,000	1.3750
5.	HSBC Nominees (Asing) Sdn. Bhd. Exempt An for Credit Suisse (SG BR-TST-Asing)	900,000	1.1250
6.	Malaysian Reinsurance Berhad	500,000	0.6250
7.	Shoptra Jaya (M) Sdn. Bhd.	478,100	0.5976
8.	Kam Loong Credit Sdn. Bhd.	402,000	0.5025
9.	Oon Chong Eong	386,000	0.4825
10.	Foo Khen Ling	380,000	0.4750
11.	Citigroup Nominees (Asing) Sdn. Bhd. Exempt An for Citibank NA, Singapore (Julius Baer)	352,500	0.4406
12.	Shoptra Jaya (M) Sdn. Bhd.	321,000	0.4013
13.	Affin Nominees (Tempatan) Sdn. Bhd. Lion Group Medical Assistance Fund	285,400	0.3568
14.	HDM Nominees (Tempatan) Sdn. Bhd. EON Finance Berhad for Liew Kuek Hin	254,000	0.3175
15.	Denver Corporation Sdn. Bhd.	253,100	0.3164
16.	Lim Seng Qwee	240,800	0.3010
17.	Mayban Nominees (Tempatan) Sdn Bhd Avenue Invest Berhad for Kumpulan Wang Simpanan Pekerja	230,000	0.2875
18.	Liang Kim Poh	225,000	0.2813
19.	Liang Chiang Heng	220,000	0.2750
20.	Ong Koh Hou @ Won Kok Fong	162,800	0.2035
21.	Yeoh Kean Hua	159,000	0.1988
22.	HDM Nominees (Asing) Sdn. Bhd. DBS Vickers Secs (S) Pte Ltd for Koh Sok Hoon	130,000	0.1625
23.	Tan How Kheng	123,000	0.1538
24.	Malaysian Reinsurance Berhad	115,400	0.1443
25.	Khoo Chee Chean	110,000	0.1375
26.	Citigroup Nominees (Asing) Sdn. Bhd. CBNY for DFA Emerging Markets Fund	109,000	0.1363
27.	DB (Malaysia) Nominee (Asing) Sdn. Bhd. Deutsche Bank Ag Singapore PBD for Shindo Sumidomo	100,500	0.1256
28.	Low Mei Lan	100,000	0.1250
29.	Eng Sim Leong @ Ng Leong Sing	100,000	0.1250
30.	Amanah Raya Nominees (Tempatan) Sdn. Bhd. Amanah Saham Gemilang for Amanah Saham Persaraan Permodalan Nasional Berhad	100,000	0.1250
		66,526,015	83.1578

ANALYSIS OF SHAREHOLDINGS (Continued)

D) Distribution of shareholdings

No. of Holders	Holdings	Total Holdings	Percentage (%)
48	Less than 100	685	0.0009
593	100 to 1,000	533,200	0.6665
1,773	1,001 to 10,000	6,493,700	8.1171
246	10,001 to 100,000	6,746,400	8.4330
25	100,001 to less than 5% of issued shares	9,105,600	11.3820
2	5% and above of issued shares	57,120,415	71.4005
2,687		80,000,000	100.0000

LIST OF PROPERTIES AS AT 30 APRIL 2009

Date of Acquisition/ Revaluation	Location	Existing Use	Tenure	Approximate Age of Building (Years)	Land Area (sq.m)	Carrying Amount At 30 April 2009 RM'000
30.04.2000*	70, Jalan Langkasuka Larkin Industrial Area 80350 Johor Bahru	Corporate office and main factory	60 years leasehold expiring on 3.1.2030	20	8,094	3,864
30.04.2000*	58, Jalan Langkasuka Larkin Industrial Area 80350 Johor Bahru	Factory building rented out	60 years leasehold expiring on 14.1.2024	18	10,036	3,082
30.04.2000*	GM170 Lot 138 & GM100 Lot 139 Jalan JB – Kota Tinggi Plentong 81800 Ulu Tiram, Johor	Vacant land for Proposed new Corporate office and main factory	Freehold	-	53,595	8,285
15.08.2001	HS(M) 2718 PTD 120622, Jalan JB – Kota Tinggi Plentong 81800 Ulu Tiram, Johor	Vacant land	Freehold	-	14,156	2,896
05.08.1994	47 & 49, Jalan Saga 14 Taman Desa Cemerlang 81800 Ulu Tiram, Johor	2 units of intermediate double storey terrace house rented out	Freehold	12	327	327
24.02.1999	3, 3A & 3B, Jalan Kilang Larkin Industrial Area 80350 Johor Bahru	Factory building occupied as second factory	60 years leasehold expiring on 18.12.2021	40	8,094	2,085
30.04.1999	4, 4A & 4B, Jalan Petaling Larkin Industrial Area 80350 Johor Bahru	Factory building occupied as main factory	60 years leasehold expiring on 4.10.2021	40	7,661	1,613
30.06.2001	5, Jalan Kilang Larkin Industrial Area 80350 Johor Bahru Johor	Factory building occupied as second factory	60 years leasehold expiring on 14.08.2023	42	5,393	2,033
18.11.2005	Lot 6398, 3 Jalan Asas Larkin Industrial Area 80350 Johor Bahru Johor	Factory building occupied as main factory	60 years leasehold expiring on 31.03.2028	3	11,914	3,047
19.01.2007	HS(D) 15991 TLO 786A Larkin Industrial Area 80350 Johor Bahru Johor	Vacant land	60 years leasehold expiring on 13.02.2036	2	4,046	1,314
	Total					**28,546**

* Date of Valuation

APOLLO

Incorporated in Malaysia – Co. No. 291471-M

FORM OF PROXY

I/We _____ [NRIC NO: _____]
of _____ being a
member / members of **APOLLO FOOD HOLDINGS BERHAD** (Co. No. 291471-M) do hereby
appoint _____ [NRIC NO: _____] of
_____ or failing
him, _____ [NRIC NO: _____] of
_____ as * my/our proxy to attend

and to vote for * me/us on * my/our behalf at the 15th Annual General Meeting of the Company to be held on Thursday, the 29th day of October, 2009 at 10.00 a.m. at Mutiara Room, Level 2, The Puteri Pacific Hotel, Jalan Abdullah Ibrahim, 80730 Johor Bahru, Johor Darul Takzim and at any adjournment thereof.

* My / our proxy is to vote as indicated below:

NO	RESOLUTIONS	FOR	AGAINST
1.	Declaration of final dividend		
2.	Approval of Directors' fees		
3.	Re-election of Director - Mr Liang Kim Poh		
4.	Re-election of Director - Encik Abdul Rahim Bin Bunyamin		
5.	Re-appointment of Messrs Yeo & Associates as Auditors		
6.	Special Business: Authorisation to the Board to issue shares under Section 132D of the Companies Act, 1965.		

(Please indicate with a cross (X) in the spaces whether you wish your votes to be cast for or against the resolution. In the absence of such specific directions, your proxy will vote or abstain as he thinks fit.)

Number of shares held	

_____
Signature of Member / Members

Dated this _____ day of _____ 2009

Note

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same Meeting.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. 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.
6. The Proxy Form must be deposited with the Company Secretary at the Registered Office, Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor Darul Ta'zim not less than 48 hours before the time set for the Meeting.