

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 51st Annual General Meeting of Fraser & Neave Holdings Bhd will be held at Banyan, Casuarina & Dillenia, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 23 January 2013 at 2.30 pm for the following purposes:

AGENDA

Routine Business

1. To receive the Audited Financial Statements for the year ended 30 September 2012 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A)
2. To approve the payment of a final single tier dividend of 23 sen per share and a special single tier dividend of 15 sen per share for the year ended 30 September 2012. (Resolution 1)
3. (i) To re-elect the following directors:
Under Article 97 of the Articles of Association
 - a) Dato' Anwarrudin Bin Ahamad Osman (Resolution 2a)
 - b) Dato' Dr Mohd Shahar Bin Sidek (Resolution 2b)
 - c) Dato' Dr Nik Norzrul Thani Bin Nik Hassan Thani (Resolution 2c)Under Article 103 of the Articles of Association
 - d) Ms. Tong Sing Eng (Resolution 2d)
- (ii) Election of Directors:
 - e) Dato' Johan Tazrin Ngo (Resolution 2e)
 - f) Mr Chin Kwai Yoong (Resolution 2f)
4. To approve Directors' fees of RM860,000 for the year ending 30 September 2013 payable monthly in arrears after each month of completed service of the Directors during the financial year. (2012: RM860,000) (Resolution 3)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company for the year ending 30 September 2013 and to authorise the Directors to fix their remuneration. (Resolution 4)

Special Business

6. To authorise Directors to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Fraser & Neave Holdings Bhd Executives' Share Option Scheme as approved at the Extraordinary General Meeting of the Company on 5 April 2007. (Resolution 5)

7. Proposed renewal of the authority for the purchase of its own shares by the Company

(Resolution 6)

“THAT subject always to the Companies Act, 1965 (“Act”), the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements (“MMLR”) and the approvals of the relevant authorities, the Board of Directors of the Company be and is hereby unconditionally and generally authorised, to the extent permitted by the law, to make purchases of ordinary shares of RM1.00 each (“F&N Shares”) in the Company’s issued and paid-up ordinary share capital from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”), subject further to the following:

- (i) the maximum number of ordinary shares which may be purchased and held by the Company does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company at any point in time (“Proposed Share Buy-Back”);
- (ii) the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the Company’s total retained profits and/or share premium account at the time of purchase of the Proposed Share Buy-Back;
- (iii) the approval conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting (“AGM”) of the Company, following the passing of this resolution or the expiration of the period within which the next AGM is required by law to be held unless earlier revoked or varied by ordinary resolution passed by shareholders of the Company at a general meeting but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority; and
- (iv) upon completion of the purchase(s) of the F&N Shares or any part thereof by the Company, the Directors be and are hereby authorised to cancel all the F&N Shares so purchased, retain all the F&N Shares as treasury shares for future re-sale or retain part thereof as treasury shares and cancelling the balance or distribute all or part of the F&N Shares as dividends to shareholders, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of MMLR and any other relevant authority for the time being in force;

AND THAT authority be and is hereby unconditionally and generally given to the Directors to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company, the MMLR and all other relevant governmental and/or regulatory authorities.”

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Special Business (cont'd)

8. Proposed renewal of the existing shareholders' mandate and proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature (Resolution 7)

“THAT approval be and is hereby given for the Company and/or its subsidiaries (“F&N Group”) to enter into any of the category of recurrent transactions of a revenue or trading nature falling within the types of transactions set out in Section 2.4, Part B of the Circular dated 28 December 2012 with the related parties mentioned therein, provided that such transactions are necessary for the day-to-day operations and they are carried out in the ordinary course of business on normal commercial terms which are consistent with the F&N Group’s normal business practices and policies, and on terms not more favourable to the related parties than those extended to the other customers of the F&N Group, and not to the detriment of the minority shareholders

AND THAT such approval shall be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by the Company in a general meeting,

whichever is the earlier **AND THAT** the Directors of the Company and each of them be authorised to do all such acts and things (including, without limitation, to execute all such documents) as they may consider necessary, expedient or in the interests of the Company to give effect to this resolution.”

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9. Proposed amendments to the Articles of Association of the Company (Special Resolution)

“THAT the proposed amendments to the Articles of Association of the Company as set out in the Appendix II of the Circular dated 28 December 2012 be and are hereby approved and adopted with or without modifications **AND THAT** the Directors of the Company and each of them be authorised to do all such acts and things (including, without limitation, to execute all such documents) as they may consider necessary, expedient or in the interests of the Company to give effect to this resolution.”

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10. To transact any other business which may properly be brought forward.
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NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the forthcoming Annual General Meeting, the proposed payment of a final single tier dividend of 23 sen per share and a special single tier dividend of 15 sen per share for the year ended 30 September 2012 will be paid to shareholders on 27 February 2013. The entitlement date for the proposed dividends shall be on 31 January 2013.

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

- a) Shares transferred to the depositor's securities account before 4.00 pm on 31 January 2013 in respect of ordinary transfer; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

SOON WING CHONG

Company Secretary
Kuala Lumpur, Malaysia

28 December 2012

Notes :

- 1) *A member entitled to attend and vote at the above meeting may appoint a proxy or proxies (but not more than two) to attend and vote on his behalf and such proxy or proxies need not be a member or members of the Company.*
- 2) *Where there are two proxies appointed, the number of shares to be represented by each proxy must be stated.*
- 3) *In the case of a corporation, this form of proxy must be executed under seal or under the hand of its attorney duly authorised.*
- 4) *The instrument appointing a proxy or proxies must be deposited with the Company Secretary at the registered office of the Company at Level 8, F&N Point, No. 3 Jalan Metro Pudu 1, Fraser Business Park, Off Jalan Yew, 55100 Kuala Lumpur not less than 48 hours before the meeting.*

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EXPLANATORY NOTES:

(A) This agenda item is intended for discussion only as under Section 169(1) of the Companies Act, 1965, the Audited Financial Statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.

(B) FOR SPECIAL BUSINESS

(i) *Proposed Renewal of the Authority to Allot and Issue Shares Pursuant to the Fraser & Neave Holdings Bhd. Executives' Share Option Scheme*

The proposed ordinary resolution 5 aims to seek a renewal of the general mandate which, if passed, will give the Directors of our Company from the date of this Annual General Meeting, authority to allot and issue ordinary shares pursuant to the exercise of options granted under the Fraser & Neave Holdings Bhd Executives' Share Option Scheme which was passed on 5 April 2007.

(ii) *Proposed Renewal of the Authority for the Purchase of its Own Shares*

The proposed ordinary resolution 6, if passed, will provide our Company authority to buy back our shares and will allow our Company a further option to utilise our financial resources more efficiently. Additionally, it is intended to stabilise the supply and demand as well as the price of our Company's shares.

(iii) *Proposed Renewal of the Existing Shareholders' Mandate and Proposed New Shareholders' Mandate*

The proposed ordinary resolution 7, if passed, will enable our Company and/or its subsidiaries ('F&N Group') to enter into Recurrent Transactions with the Mandated Related Parties provided that such transactions are carried out in the ordinary course of business on normal commercial terms which are consistent with the F&N Group's normal business practices and policies and on terms not more favourable to the related parties than those extended to the other customers of the F&N Group, and not to the detriment of the minority shareholders, without having to announce and/or convene separate general meetings to seek shareholders' approval if the recurrent transactions' percentage ratios are equal to or exceed one (1) percent as prescribed in Chapter 10 of the MMLR.

(iv) *Proposed Amendments to Articles of Association of the Company*

The proposed special resolution, if passed, will enable the Company's Articles of Association to be consistent with certain amendments that were recently made to the MMLR.

(C) Tan Sri Dato' Dr Lin See Yan and Mr Leslie Oswin Struys who retire pursuant to Section 129 of the Companies Act, 1965, will not be seeking re-appointment at the 51st Annual General Meeting and therefore shall retire at the conclusion of the said Annual General Meeting.

Members Entitled to Attend

For the purpose of determining a member who shall be entitled to attend this 51st Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 60(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 14 January 2013. Only a depositor whose name appears on the Record of Depositors as at 14 January 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Statement Accompanying the Notice of the 51st Annual General Meeting of Fraser & Neave Holdings Bhd.

Pursuant to paragraph 8.27 (2) and format as set out in Appendix 8A of the Main Market Listing Requirements.

- 1) Pursuant to Section 129 of the Companies Act, 1965, Tan Sri Dato' Dr Lin See Yan and Mr Leslie Oswin Struys are retiring as directors at the 51st AGM.
- 2) The individuals who are standing for election are:
 - (i) Dato' Johan Tazrin Ngo
 - (ii) Mr Chin Kwai Yoong
- 3) Details of Dato' Johan Tazrin Ngo and Mr Chin Kwai Yoong are as follows:
 - i) Dato' Johan Tazrin Ngo
Malaysian, Age 40
Independent and non-executive director

Dato' Johan has a Bachelor of Arts (Honours) in Business Economics from Reading University, UK. He is also an Associate Member of the Society of Investment Professionals ("ASIP"), UK(CFA Institute) and European Association of Financial Analysts ("EFFAS").

Currently, Dato' Johan is the Managing Director and the Chief Investment Officer of Amara Investment Management Sdn Bhd ("AMARA"), a fund management company incorporated in Malaysia and licensed by the Securities Commission. Dato' Johan established the company in 1997 as a joint venture between K&N Kenanga Berhad and Rothschild Asset Management Intl B.V before taking the company private in 2007 in a management buy-out exercise. Prior to this, he was a Portfolio Manager with Coutts & Co. (London) Ltd managing Asian Equities and Japan. Dato' Johan has 19 years investment management experience overseeing Asian equities & fixed income.

Dato' Johan does not have any family relationship with any director and/or major shareholder of the Company, nor any personal interest in any business arrangement involving the Company.

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Statement Accompanying the Notice of the 51st Annual General Meeting of Fraser & Neave Holdings Bhd. (cont'd.)

- ii) Mr Chin Kwai Yoong
Malaysian, Age 64
Independent and non-executive director

Mr Chin Kwai Yoong is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants.

Mr Chin started his career with Price Waterhouse (currently known as Price Waterhouse Coopers) as an Audit Senior in 1974 and was promoted to Audit Manager in 1978. He was an Audit Partner in the firm from 1982 until his retirement in 2003. During his tenure as Partner, he was the Executive Director in charge of the Consumer and Industrial Products and Services Group and was the Director-in-charge of the Audit and Business Advisory Services and Management Consulting Services division. He has extensive experience in the audits of major companies in banking, oil and gas, automobile, heavy equipment, manufacturing, construction and property development industries. He was also involved in the corporate advisory services covering investigations, mergers and acquisitions and share valuations.

Mr Chin was appointed as a Director of Bank Negara Malaysia with effect from 1 March 2010 and has been a Director of Genting Berhad since August 2007. He sits on the Board of Astro Malaysia Holdings Berhad and has been a Director of Astro All Asia Networks plc since March 2006. He also sits on the Board of Deleum Berhad.

Mr Chin does not have any family relationship with any director and/or major shareholder of the Company, nor any personal interest in any business arrangement involving the Company.

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