



**NOTICE IS HEREBY GIVEN** that the 56<sup>th</sup> Annual General Meeting of Fraser & Neave Holdings Bhd ("Company") will be held at the Ballroom 1, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Wednesday, 24 January 2018 at 10:00 a.m. for the following purposes:

**Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 30 September 2017 together with the Reports of the Directors and Auditors thereon. - **Refer to Explanatory Note (i)**
- To approve the payment of a final single tier dividend of 30.5 sen per share for the financial year ended 30 September 2017. - **Resolution 1**
- To re-elect Mr. Hui Choon Kit who retires in accordance with Article 97 of the Company's Articles of Association, as a Director. - **Resolution 2**  
Note: Y.Bhg. Datuk Seri Dr. Nik Norzuli Thani bin N. Hassan Thani who retires in accordance with Article 97 of the Company's Articles of Association, has expressed his intention not to seek re-election.
- To re-appoint the following Directors of the Company:  
"THAT Y.A.M. Tengku Syed Badarudin Jamalullail who is retiring at the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company, be and is hereby re-appointed as a Director of the Company." - **Resolution 3**  
"THAT Y.Bhg. Dato' Jorgen Bornhoft who is retiring at the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company, be and is hereby re-appointed as a Director of the Company." - **Resolution 4**  
"THAT Mr. Lee Kong Yip who is retiring at the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company, be and is hereby re-appointed as a Director of the Company." - **Resolution 5**  
Note: Y.Bhg. Dato' Anwarudin bin Ahmad Osman who retires at the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company, has expressed his intention not to seek re-appointment.
- To appoint the following Directors:  
"THAT Y.Bhg. Datuk Mohd Anwar bin Yahya, who has consented to act as a Director and made a declaration that he is not disqualified from being appointed or holding office as a Director pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company and designated as Independent Non-Executive Director with immediate effect." - **Resolution 6**  
"THAT Puan Faridah binti Abdul Kadir, who has consented to act as a Director and made a declaration that she is not disqualified from being appointed or holding office as a Director pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company and designated as Independent Non-Executive Director with immediate effect." - **Resolution 7**  
"THAT Puan Aida binti Md Daud, who has consented to act as a Director and made a declaration that she is not disqualified from being appointed or holding office as a Director pursuant to Section 201 of the Companies Act, 2016, be and is hereby appointed as a Director of the Company and designated as Non-Independent Non-Executive Director with immediate effect." - **Resolution 8**  
Note: Y.Bhg. Dato' Dr. Mohd Shahar bin Sidek will resign as a Director on 24 January 2018 in line with the practice of Permodalan Nasional Berhad ("PNB"), a substantial shareholder of the Company, of limiting the appointment of nominee directors on the boards of its investee companies to a maximum tenure of nine years. A representative of PNB, Puan Aida binti Md Daud will be appointed in place of Y.Bhg. Dato' Dr. Mohd Shahar bin Sidek.
- To approve the payment of Directors' fees and remuneration of up to an amount of RM1,700,000 for a period of 16 months from 1 October 2017 to the next Annual General Meeting of the Company to be held in January 2019, payable monthly in arrears after each month of completed service of the Directors. - **Resolution 9**
- To re-appoint Messrs KPMG PLT, the retiring auditors, as the auditors of the Company for the financial year ending 30 September 2018 and to authorise the Directors to fix their remuneration. - **Resolution 10**

**Special Business**

**ORDINARY RESOLUTION**

**- PROPOSED RENEWAL OF SHARE BUY-BACK**

"THAT subject always to the Companies Act, 2016 ("Act") the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") 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 ("F&N Shares") in the Company's issued shares from time to time through Bursa Securities, subject further to the following:

- 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 shares of the Company at any point in time ("Proposed Share Buy-Back");
- the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the Company's total retained profits at the time of purchase of the Proposed Share Buy-Back;
- 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
- 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." - **Resolution 11**

**9. ORDINARY RESOLUTION**

**- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"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 Sections 2.4.1 and 2.4.2, Part B of the Statement/Circular to Shareholders dated 26 December 2017 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:

- 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;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- 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." - **Resolution 12**

- To transact any other business which due notice shall have been given.

**NOTICE OF DIVIDEND PAYMENT**

**NOTICE IS HEREBY GIVEN THAT** subject to the approval of the shareholders at the 56<sup>th</sup> Annual General Meeting of the Company, the proposed payment of a final single tier dividend of 30.5 sen per share for the financial year ended 30 September 2017 will be paid to shareholders on 9 February 2018. The entitlement date for the proposed dividend shall be on 29 January 2018.

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

- Shares transferred to the depositor's securities account before 4:00 p.m. on 29 January 2018 in respect of ordinary transfer; and
- 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  
**MAYEEN WONG MAY FUN**  
Company Secretary

Kuala Lumpur, Malaysia  
26 December 2017

**Notes:**

- 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.
- Where there are two proxies appointed, the number of shares to be represented by each proxy must be stated.
- In the case of a corporation, the form of proxy must be executed under seal or under the hand of its attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. Each appointment of proxy by an exempt authorised nominee shall be by a separate instrument of proxy which shall specify the proportion of shareholding to be represented by each proxy.
- The instrument appointing a proxy or proxies must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the meeting.

**EXPLANATORY NOTES:**

**A. FOR ORDINARY BUSINESS**

**i) Audited Financial Statements**

Item 1 of the agenda is intended for discussion only as under Section 340(1) of the Companies Act, 2016, the Audited Financial Statements do not require formal approval of shareholders. As such, this item will not be put forward for voting.

**ii) Re-Appointment of Directors (Resolutions 3, 4 and 5)**

At the last annual general meeting ("AGM") on 19 January 2017, the shareholders of the Company had approved the re-appointment of Y.A.M. Tengku Syed Badarudin Jamalullail, Y.Bhg. Dato' Anwarudin bin Ahmad Osman, Y.Bhg. Dato' Jorgen Bornhoft and Mr. Lee Kong Yip, who are above the age of 70 years, as Directors of the Company to hold office until the conclusion of the AGM on 24 January 2018 ("this AGM") pursuant to Section 129(6) of the Companies Act, 1965.

In line with the Companies Act, 2016 which came into force on 31 January 2017, shareholders' approval at AGM for continuation in office by a director over 70 years of age is no longer applicable. Accordingly, Resolutions 3, 4 and 5 if passed, will approve the continuation of the Directors in office for Y.A.M. Tengku Syed, Y.Bhg. Dato' Jorgen Bornhoft and Mr. Lee Kong Yip from the date of this AGM onwards without limitation in age tenure other than the requirement for retirement by rotation in accordance with the Company's Articles of Association.

Shareholders had also at the last AGM approved the retention of Y.A.M. Tengku Syed as the Independent Non-Executive Chairman of the Company until the conclusion of this AGM. Upon the shareholders' approval for the re-appointment of Y.A.M. Tengku Syed as a Director at this AGM under Resolution 3, Y.A.M. Tengku Syed will be re-designated as a Non-Independent Non-Executive Director, to hold office as the Non-Independent Non-Executive Chairman of the Company.

**iii) Appointment of Directors (Resolutions 6, 7 and 8)**

To fill the casual vacancies arising from the decisions of Y.Bhg. Datuk Seri Dr. Nik Norzuli Thani bin N. Hassan Thani and Y.Bhg. Dato' Anwarudin bin Ahmad Osman not to seek re-election and re-appointment as Directors and the resignation of Y.Bhg. Dato' Dr. Mohd Shahar bin Sidek as a Director upon the conclusion of this AGM, the Board has through the Nominating Committee reviewed and evaluated the proposed appointment of Y.Bhg. Datuk Mohd Anwar bin Yahya and Puan Faridah binti Abdul Kadir as Independent Non-Executive Directors and Puan Aida binti Md Daud as a Non-Independent Non-Executive Director of the Company. Premised on the evaluation, the Board recommends that shareholders approve the proposed appointment of aforesaid Directors. The profiles of the candidates are set out in the Statement Accompanying Notice of Annual General Meeting.

The notice of nomination for the appointment of Y.Bhg. Datuk Mohd Anwar bin Yahya and Puan Faridah binti Abdul Kadir served by the Board of the Company is attached hereto as Appendix I whereas the notice of nomination from a substantial shareholder of the Company, Permodalan Nasional Berhad for the appointment of Puan Aida binti Md Daud is attached hereto as Appendix II.

**iv) Directors' Fees and Remuneration (Resolution 9)**

Section 230(1) of the Companies Act, 2016 provides that fees of directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is therefore seeking shareholders' approval for payment of Directors' fees and remuneration for a period of 16 months from 1 October 2017 to the next AGM of the Company to be held in January 2019.

The basis of the Directors' fees and meeting allowances proposed for the 16 month-period is the same as the previous financial year ended 30 September 2017.

In determining the estimated Directors' fees and remuneration of up to RM1.7 million, the Board has considered various factors including the impending changes to the Board and Board Committees, the number of scheduled and ad-hoc meetings of the Board and Board Committees and the annual general meeting along with the benefits of a company car and driver for the Chairman of the Board.

Resolution 9, if passed, will facilitate the payment of Directors' fees and remuneration on a monthly basis and/or as and when required. The Board is of the view that Directors should be paid such fees and meeting allowances upon them discharging their responsibilities and rendering their services to the Company.

**B. FOR SPECIAL BUSINESS**

**i) Proposed Renewal of Share Buy-Back (Resolution 11)**

Resolution 11, if passed, will provide the Company with the authority to buy-back its shares and will allow the Company a further option to utilise its financial resources more efficiently. Additionally, it is intended to stabilise the supply and demand as well as the price of the Company's shares. Please refer to Part A of the Statement/Circular to Shareholders dated 26 December 2017 for more details.

**ii) Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 12)**

Resolution 12, if passed, will enable the Company and/or its subsidiaries ("F&N Group") to enter into recurrent transactions with the 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. Please refer to Part B of the Statement/Circular to Shareholders dated 26 December 2017 for more details.

**Retirement of Director**

Mr. Anthony Cheong Fook Seng has indicated his intention to retire from the Board of the Company following his retirement from the employment as the Group Company Secretary of Fraser and Neave, Limited, the holding company of the Company. His retirement from the Board will take effect upon the conclusion of the forthcoming annual general meeting of the Company on 24 January 2018.

**Members Entitled to Attend 56<sup>th</sup> Annual General Meeting**

For the purpose of determining a member who shall be entitled to attend the 56<sup>th</sup> 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 11 January 2018. Only a depositor whose name appears on the Record of Depositors as at 11 January 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**STATEMENT ACCOMPANYING  
NOTICE OF ANNUAL GENERAL MEETING**

**INDIVIDUALS STANDING FOR APPOINTMENT AS DIRECTORS**

**1) Y.BHG. DATUK MOHD ANWAR BIN YAHYA**

Malaysian, Age 63, Male  
Independent Non-Executive Director

Y.Bhg. Datuk Mohd Anwar bin Yahya holds a Bachelor of Science (Honours) degree in Economics and Accountancy from the University of Hull, United Kingdom. He is a Chartered Accountant from the Institute of Chartered Accountant England & Wales, a member of the Malaysian Institute of Accountants and a member of the Malaysian Institute of Certified Public Accountants.

Datuk Anwar was a Partner of PricewaterhouseCoopers ("PwC") from 1993 to 2015 and held various positions with the firm. He started off in the Management Consulting practice and then moved on to head the Valuations, Corporate Finance and eventually Capital Projects and Infrastructure practice.

Prior to joining PwC, he was the CEO of Permodalan Kelantan Berhad, holding company of SEDC Kelantan Group for six years from 1985 to 1990. Before joining Permodalan Kelantan Berhad, he was a Finance Manager of Lembaga Kemajuan Kelantan Selatan, a regional development agency for three years.

He is currently a board member of Maybank Islamic Berhad and Usains Holding Sdn Bhd; and a partner in Maybridge Consulting PLT.

Datuk Anwar does not hold any shares in Fraser & Neave Holdings Bhd ("Company") and its subsidiaries. He 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. He has not committed any offences which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**2) PUAN FARIDAH BINTI ABDUL KADIR**

Malaysian, Age 57, Female  
Independent Non-Executive Director

Puan Faridah binti Abdul Kadir holds an Economics (Accounting & Finance) degree from the London School of Economics, United Kingdom and a Master of Business Administration from Cranfield School Management, United Kingdom.

She began her executive career in 1983 at Permatia Chartered Merchant Bank where she served until 1988. After which she joined The Industrialization Fund for Developing Countries, Denmark ("IFU") and was involved in all aspects of IFU's joint venture projects in the ASEAN region including Maldives. She was promoted to the post of Regional Representative of IFU in 1995. Subsequently in 1997, she was appointed as the Advisor of IFU for their Malaysian projects only, a position which she held until 2007. Throughout her career with IFU, Puan Faridah had served on the boards of IFU's various project companies in various industries in the region on a non-executive capacity. She was also on the Board of the Malaysian Danish Business Council, ISS Facility Services Sdn Bhd and Danfoss Industries Sdn Bhd.

She is currently an Independent Director of Fibertex Personal Care Sdn Bhd. She is involved in her family business and holds directorships in Kay and Ef Sdn Bhd, Kay and Ef Trading Sdn Bhd and Fatimah Hashim Holdings Sdn Bhd. As part of her effort to contribute to the society, Puan Faridah serves on the Board of Trustees of Yayasan Kadir & Fatimah, a charitable foundation and as a Council Member of the Society for the Severely Mentally Handicapped Selangor.

Other than holding 4,000 shares in Fraser & Neave Holdings Bhd ("Company"), she does not hold any shares in the Company's subsidiaries. She 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. She has not committed any offences which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**3) PUAN AIDA BINTI MD DAUD**

Malaysian, Age 57, Female  
Non-Independent Non-Executive Director

Puan Aida binti Md Daud graduated from the Institut Teknologi MARA with a Diploma in Public Administration in 1981. She also holds a Bachelor of Science in Business Administration (Finance and Law) from Portland State University, USA and then attained a Master in Business Administration from Strathclyde University, Scotland.

Puan Aida is presently the Senior Vice President of Human Capital Division of Permodalan Nasional Berhad. She has over 30 years of experience in research, company and industry analysis as well as human capital management and talent development including 22 years in management role.

She joined Permodalan Nasional Berhad in 1981 and held various positions. She began her career as an analyst involved in company analysis and corporate finance. In 1984, she was attached with a stockbroking firm in Melbourne, Australia where she also completed a certificate course from the Financial Securities Institute of Australasia or FINSIA (formerly known as Securities Institute, Australia).

In 1998, after more than 15 years in investment, she moved to human resource, focusing on training and development. In 2012, she also assumed the human resource management role before being appointed to the Head of Human Capital Division in 2014.

She joined FINSIA as an Affiliate Member in 1998 and became a Senior Associate Member in 2005. She has been a certified member of Financial Planning Association of Malaysia since 2003 and a member of its Board of Governors since 2007.

Puan Aida does not hold any shares in Fraser & Neave Holdings Bhd ("Company") and its subsidiaries. She 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 except that she is a representative of Permodalan Nasional Berhad, a major shareholder of the Company, to be appointed to the Board of the Company. She has not committed any offences which require disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.