



## HEINEKEN MALAYSIA BERHAD

(Company No: 5350-X)

### MINUTES OF THE 54<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF HEINEKEN MALAYSIA BERHAD (“HEINEKEN MALAYSIA” OR “THE COMPANY”) HELD AT GRAND BALLROOM, CONNEXION @ NEXUS, NO. 7 JALAN KERINCHI, BANGSAR SOUTH CITY, 59200 KUALA LUMPUR ON FRIDAY, 11 MAY 2018

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#### Present

Dato’ Sri Idris Jala	-	Chairman
Mr Hans Essaadi	-	Managing Director
Mr Martin Giles Manen	-	Senior Independent Director
Datin Ngiam Pick Ngoh, Linda	-	Director
Mr Kenneth Choo Tay Sian	-	Director (Also Proxy for GAPL Pte Ltd)
Ms Yong Weng Hong	-	Director
Ms Lim Rern Ming, Geraldine	-	Director

#### In Attendance

Mr Szilard Voros	-	Finance Director
Ms Rachel Ng	-	Company Secretary

#### By Invitation

Mr Jimmy Lai Can Yiew	-	Partner of Deloitte PLT
Ms Wong Yoke Fun	-	Director of Tricor Investor & Issuing House Services Sdn Bhd
Mr Chuah Poo Sian	-	Director of Coopers Professional Scrutineers Sdn Bhd

The attendance of the Directors, Company Secretary, Management Team, Members, Proxies and Corporate Representatives is as per attendance list.

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#### INTRODUCTION

Dato’ Sri Chairman welcomed all present to the meeting.

Dato’ Sri Chairman in his opening remarks indicated that the Company decided to proceed with the meeting as scheduled for 11 May 2018 despite it being a public holiday. He explained that it was not feasible for the Company to postpone the meeting given that it would be too short notice to do so as the official announcement of 11 May 2018 being a public holiday was only made on 10 May 2018.

He informed the meeting that as of the commencement of the meeting, there were approximately 1,500 members and proxies registered for this meeting. With that, he confirmed the presence of a requisite quorum for this meeting and he called the meeting to order at 9.35 a.m.

He then introduced his fellow Board members and officers on the stage as well as representatives from the external audit firm, share registrar and the independent scrutineers appointed for this meeting.

### **PRESENTATION BY THE MANAGING DIRECTOR**

Dato' Sri Chairman invited Mr Hans Essaadi, the Managing Director, to present to the meeting an overview of the Group's performance for the financial year ended 31 December 2017.

The Managing Director presented an overview of the Group's performance covering the following aspects for the financial year ended 31 December 2017:

- Sustainability initiatives
- External environment
- Financial performance and key challenges
- Commercial highlights
- Outlook for 2018

### **NOTICE**

With the consent of the shareholders present, the Notice of the meeting was taken as read.

Dato' Sri Chairman informed the meeting that:

- In accordance with the Bursa Malaysia's Main Market Listing Requirements, all resolutions put to vote at the 54<sup>th</sup> AGM shall be voted by poll;
- The polling process will be facilitated by Tricor Investor & Issuing House Services Sdn Bhd, the share registrar of the Company and the poll results will be verified by Coopers Professional Scrutineers Sdn Bhd, an independent scrutineer appointed by the Company;
- The poll voting for the resolutions would commence upon completion of the deliberation of all items to be transacted at the 54<sup>th</sup> AGM.

### **ORDINARY RESOLUTION 1**

#### **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017**

Dato' Sri Chairman tabled the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors as set out on pages 118 to 171 of the Annual Report 2017. He referred the meeting to the Management Discussion and Analysis and the Financial Highlights as set out in the Annual Report, for further details on the Group's performance.

Dato' Sri Chairman informed the meeting that the Company received some questions from the Minority Shareholder Watchdog Group ("MSWG") for this meeting. He presented the list of questions from MSWG and the Company's response to the questions, as attached.

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After addressing all the questions raised by MSWG, Dato' Sri Chairman invited questions from the floor.

Comments and questions in relation to the following aspects were raised and deliberated at the meeting:

- Contributory factors that drive revenue and profit growth in 2017
- Potential changes to be implemented by the newly elected Government that may affect the beer industry, among others, the abolishment of goods and services tax and the reintroduction of sales and service tax
- Capital expenditure planned for 2018
- Contraband risk and its impact to the business
- Investment in digital platform

Dato' Sri Chairman concluded the questions and answers session for Agenda 1 and proceeded to the next agenda item.

**ORDINARY RESOLUTION 2**  
**PAYMENT OF FINAL DIVIDEND**

Dato' Sri Chairman informed the meeting that the Company has been paying consistent dividend to its shareholders over the years and that the Company remains committed in maximising its shareholders' returns. The 50 sen final dividend was an addition to the 40 sen interim dividend which had been paid during the financial year. If approved, total dividend payout for the year will amount to 90 sen per stock unit.

**ORDINARY RESOLUTIONS 3, 4 AND 5**  
**RE-ELECTION OF RETIRING DIRECTORS**

Dato' Sri Chairman informed the meeting that the following Directors retired at this meeting and that they were eligible for re-election and have offered themselves for re-election as Directors of the Company:

**Retired by rotation pursuant to Article 89 of the Company's Constitution**

- Datin Ngiam Pick Ngoh, Linda (Resolution 3)
- Mr Hans Essaadi (Resolution 4)

**Retired pursuant to Article 96 of the Company's Constitution**

- Ms Lim Rern Ming, Geraldine (Resolution 5)

As part of good corporate governance practices, the Board had conducted an assessment on each of these Directors. Based on the assessment, the Board found that they have demonstrated their commitment to their role and will continue to be effective and valuable members of the Board. The Board recommended that Datin Ngiam Pick Ngoh, Linda, Mr Hans Essaadi and Ms Lim Rern Ming, Geraldine be re-elected to the Board.

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The proposed re-election of the above Directors will be voted individually, in a separate motion in accordance with Section 203 of the Companies Act 2016.

On behalf of the Board, Dato' Sri Chairman placed on records a note of appreciation to Mr Frans Erik Eusman who stepped down from the Board on 1 November 2017.

**ORDINARY RESOLUTION 6****DIRECTORS' FEES AND BENEFITS**

Shareholders' approval was sought for the payment of Directors' fees and benefits up to an amount of RM710,000 to the non-executive Directors of the Company for the financial year 2018.

There was no change to the existing remuneration package for the non-executive Directors as approved by the shareholders on 25 November 2015. The details of the Directors' remuneration package were disclosed on page 98 of the Annual Report. The proposed sum of RM710,000 was calculated based on the current composition of the Board and the Board Committees and the number of meetings scheduled for the year.

The proposed payment, if approved, will be made to the Non-Executive Directors of the Company during the year. The Board was of the view that it was fair and reasonable for the Non-Executive Directors to be paid during the year in which they have discharged their responsibilities and rendered their services to the Company.

**ORDINARY RESOLUTION 7****RE-APPOINTMENT OF AUDITORS**

Shareholders' approval was sought for the proposed re-appointment of Messrs Deloitte PLT as the auditors of the Company to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.

**ORDINARY RESOLUTION 8****CONTINUING IN OFFICE AS INDEPENDENT DIRECTOR**

Shareholders' approval was sought for the proposed re-appointment of Mr Martin Giles Manen to continue to hold office as Independent Director of the Company until the conclusion of the next AGM.

Dato' Sri Chairman informed the meeting that Mr Martin Giles Manen has served as an Independent Directors of the Company for a cumulative term of more than 9 years.

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Mr Martin Giles Manen has met the independent criteria and fulfilled the independence definition prescribed under the Bursa Malaysia's Main Market Listing Requirements. The Board had conducted an assessment on the contribution of Mr Martin Giles Manen and found that he has discharged his role as Chairman of the Audit & Risk Management Committee with due care and diligence and has carried out his professional duties as an Independent Director in the interest of the Company and shareholders. The Board strongly recommended that he continues as Independent Director of the Company.

**ORDINARY RESOLUTION 9****PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

Dato' Sri Chairman referred the meeting to the details of the recurrent related party transactions as set out in the Circular to Shareholders dated 12 April 2018 and the proposed motion set out in the Notice of 54<sup>th</sup> AGM.

Dato' Sri Chairman informed the meeting that the related parties involved in the recurrent related party transactions were the HEINEKEN Group of Companies which include GAPL Pte Ltd, a major shareholder of the Company. GAPL Pte Ltd and parties related to them shall abstain from voting on the proposed motion approving the Proposed Shareholders' Mandate. Some of the Directors, namely Mr Hans Essaadi, Mr Choo Tay Sian (Kenneth), Mr Yong Weng Hong and Ms Lim Rern Ming (Geraldine) being the nominees of GAPL Pte Ltd, were deemed interested in the Proposed Shareholders' Mandate. They have abstained from all deliberations at all Board Meetings and shall continue to abstain on this matter.

The Proposed Shareholders' Mandate will enable HEINEKEN Malaysia and its subsidiaries to enter into the recurrent related party transactions with companies within the HEINEKEN Group in the ordinary course of business as and when required.

**SPECIAL RESOLUTION****PROPOSED ADOPTION OF NEW CONSTITUTION**

Shareholders' approval was sought for the proposed adoption of a new Constitution as set out in the Circular to Shareholders dated 12 April 2018.

Dato' Sri Chairman informed the meeting that the proposed adoption of a new Constitution was mainly for the purpose of streamlining the existing Constitution of the Company to be in line with the new Companies Act and the amended Listing Requirements, as well as to enhance administrative efficiency. The proposed new Constitution will take immediate effect upon shareholders' approval and it shall bind the Company and the shareholders accordingly.

### **POLL VOTING**

Dato' Sri Chairman announced that the meeting was to proceed to the poll voting on all the above agenda items. He declared that the registration for attendance at the 54<sup>th</sup> AGM be closed at 10.50 a.m.

Ms Wong Yoke Fun of Tricor Investor & Issuing House Services Sdn Bhd, the Poll Administrator briefed the meeting on the procedures for the conduct of poll at the 54<sup>th</sup> AGM using the Tricor e-voting system. The Tricor e-voting tutorial video on the e-voting process was played at the meeting. She informed that 30 e-voting counters had been set up at the voting station for the purpose of conducting the poll by way of e-voting. Each of the voting counter was equipped with an iPad and a barcode reader.

Shareholders and proxies were directed to the e-voting counters with his/her personalised passcode wristband which was issued during the registration for the meeting and they were requested to return to the meeting hall by 11.15 am.

### **ANNOUNCEMENT OF POLL RESULTS**

The meeting recommenced at 11.15 am for announcement of the poll results. The details of the voting, as attached, were presented at the meeting.

Based on the polling results verified by Coopers Professional Scrutineers Sdn Bhd, Dato' Sri Chairman declared that the following resolutions proposed at the 54<sup>th</sup> AGM were carried:

#### **Ordinary Resolution 1 – Adoption of Audited Financial Statements**

That the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon, be and are hereby received.

#### **Ordinary Resolution 2 – Payment of Final Dividend**

That a final single tier dividend of 50 sen per stock unit be and is hereby declared for the financial year ended 31 December 2017, payable on 6 June 2018 to stockholders registered at the close of business on 18 May 2018.

#### **Ordinary Resolution 3 – Re-election of Datin Ngiam Pick Ngoh, Linda as Director**

That Datin Ngiam Pick Ngoh, Linda, a Director retiring by rotation pursuant to Article 89 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

#### **Ordinary Resolution 4 – Re-election of Mr Hans Essaadi as Director**

That Mr Hans Essaadi, a Director retiring by rotation pursuant to Article 89 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

#### **Ordinary Resolution 5 – Re-election of Ms Lim Rern Ming, Geraldine as Director**

That Ms Lim Rern Ming, Geraldine, a Director retiring pursuant to Article 96 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

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That the payment of Directors’ fees and benefits up to an amount of RM710,000 to the Non-Executive Directors of the Company for the financial year 2018 be and is hereby approved.

**Ordinary Resolution 7 – Re-appointment of Deloitte PLT as Auditors**

That Messrs Deloitte PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.

**Ordinary Resolution 8 – Re-appointment of Mr Martin Giles Manen as Independent Non-Executive Director**

That Mr Martin Giles Manen, having served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office until the conclusion of the next AGM of the Company.

**Ordinary Resolution 9 – Shareholders’ Mandate on recurrent related party transactions**

That, pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries (the Group) be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 12 April 2018 with the related parties mentioned therein which are necessary for the Group’s day-to-day operations, subject further to the following:

- (i) the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) the aggregate value of the transactions of the Proposed Shareholders’ Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

And that such approval shall continue to be in force until:

- (i) the conclusion of the next 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 of the Company is required to be held pursuant to Clause 340(2) of the Companies Act, 2016 (the Act) (but shall not extend to such extensions as may be allowed pursuant to Clause 340(4) of the Act); or
- (iii) revoked or varied by the Company in a general meeting,

whichever is the earlier;

And that the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.

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**Special Resolution – Propose Adoption of New Constitution**

That, the existing Constitution of the Company be deleted in its entirety and that the proposed new Constitution as set out in the Circular to Shareholders dated 12 April 2018 accompanying the Company's Annual Report 2017 be and is hereby adopted as the Constitution of the Company with immediate effect and that the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary and/or expedient to give full effect to the foregoing.

**CLOSE OF MEETING**

There being no other business to be transacted, Dato' Sri Chairman concluded the meeting at 11.20 am. He thanked the shareholders for their presence and support to the Company throughout the years.

A vote of thanks was accorded to the Chair.

SIGNED AS A CORRECT RECORD

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DATO' SRI IDRIS JALA  
CHAIRMAN

11 May 2018





## ISSUES RAISED BY MSWG AND HEINEKEN MALAYSIA'S RESPONSE

54<sup>th</sup> ANNUAL GENERAL MEETING  
11 May 2018

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### STRATEGIC & FINANCIAL MATTERS

1. Please share with shareholders your views on the plan and budget for the marketing strategy, including the spending on digital platforms which will become a new way to reach mass audiences.

#### HEINEKEN Malaysia's response

- HEINEKEN Malaysia's vision is to be the leading brewer of inspirational brands, enjoyed anytime, anywhere.
- Our marketing strategy is targeted to non-Muslim consumers aged 21 years and above. We take pride in growing a winning portfolio of world class brands.
- As part of the HEINEKEN Group, we leverage on international best practices to deliver creative, progressive and culturally sensitive campaigns that connect with our target audience locally.
- We are confident that our product portfolio supported by an effective marketing strategy enables us to cater to the diverse and evolving needs of our consumers.
- Under HEINEKEN's global sustainability strategy - "Brewing a Better World", we have sharpened our focus on Advocating Responsible Consumption. Through our Drink Sensibly platform, we reach out to engage and educate consumers.
- The Heineken® brand also commits 10% of its media budget to support its Enjoy Responsibly initiative.
- Our marketing campaigns typically include Above-The-Line, Below-The-Line and on-ground activations in the trade.
- While we are unable to disclose the budget and the spend amounts as these are commercially sensitive, digital is an important platform that we pay close attention to.

2. We refer to page 126 of the Annual Report whereat it is stated that the Group is subject to an income tax expense of RM93.1 million in FYE 2017 which translates to an effective tax rate of 25.6% and that this was higher than the effective tax rate of 22.2% in FYE 2016 and also the corporate statutory tax rate of 24%. Please explain the reasons for the increased tax rate for FYE 2017.

**HEINEKEN Malaysia's response**

As disclosed under Note 8 of the Group's Audited Financial Statements on page 147 of the Annual Report, the effective tax rate for 2017 is higher compared to the statutory tax rate, mainly due to the inclusion of the following amounts:

- (i) tax effects of expenses not deductible for tax purposes amounted to RM2 million; and
- (ii) under provision of prior years' current and deferred tax amounted to RM4 million.

The effective tax rate for 2016 is lower mainly due to the following:

- (i) over provision of prior years' deferred tax amounted to RM13 million; and
- (ii) recognition of previously unrecognised deferred tax assets amounted to RM8 million.

**CORPORATE GOVERNANCE**

1. **Practice 4.3 of Malaysian Code on Corporate Governance 2017 ("MCCG")**

The Company on page 13 of the Corporate Governance Report ("CGR") – Disclosure of MCCG has stated that it has adopted Practice 4.3 – Step Up. However, it also stated that "If the Board continues to retain the Independent Non-Executive Director ("INED") after year 12, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process in accordance to the CG Code".

This is contrary to Step Up 4.3 of the MCCG which does not provide for any extension of tenure beyond the 9-year tenure of INEDS.

We hope the Board would take note of this.

**HEINEKEN Malaysia's response**

- We have incorporated a provision in the Board Charter to limit the tenure of its independent directors to nine years. However, the Board is also guided by the recommended approach under Practice 4.2 of the MCCG for the retention of Independent Directors beyond the cumulative term of nine years and hence, reflected the recommended approach in the Board Charter.
- The Board acknowledges MSWG's comments and will review this matter internally.

## 2. Practice 4.1 & 4.5 of MCCG

Practice 4.1 of MCCG requires at least half of the board to comprise Independent Directors. For Large Companies, the board should comprise a majority of independent directors.

Practice 4.5 of MCCG requires the board to disclose in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For large companies, the board must have at least 30% women directors.

The Company has departed from both Practice 4.1 and 4.5 as stated on pages 11 and 15 respectively of its Corporate Governance Report. We take note of the explanations by the Company that it is undergoing a review process in order to adhere to the Practices. However, there is no timeframe stated for the Company to meet the targets of a majority of INEDS on the board and at least 30% women directors on the board.

Under paragraph 3.2(c) of Practice Note 9 of the Main Market Listing Requirements of Bursa Malaysia, Large Companies must disclose the timeframe required to achieve the application of the Practices.

We hope the Board would take note of this.

### [HEINEKEN Malaysia's response](#)

#### Practice 4.1 : The Board to comprise a majority Independent Directors

- The Board acknowledges the recommendation under Practice 4.1 that suggests a "Large Company" such as HEINEKEN Malaysia to have a majority Independent Directors on the Board.
- Given the current shareholding structure of the Company in which 51% of its equity interest are held by GAPL Pte Ltd, a subsidiary of HEINEKEN NV, the Board believes that to fully leverage on the experience of the HEINEKEN Group and to ensure focus on long term value creation, it is in its best interest and that of its stakeholders that the Board include a fair and adequate representation of the major shareholders.
- The Board has regarded the current Board composition to be effective in decision making at the Board level where independent deliberation is still being upheld with the presence of the three (3) Independent Directors at the Board together with the four (4) nominee Directors of the Company's major shareholder.
- The views and deliberations of these Board nominees are usually aligned to safeguard the interest of the Company's shareholders as a whole. This had brought independence and objectivity to the Board deliberations of the Company and had to a certain extent met the intended outcome despite not meeting the required numbers in its expected form recommended by Practice 4.1.
- Given the above circumstance, the Board would like to maintain its current composition and has not ascertained the time frame for having a majority of Independent Directors on the Board for the time being.

#### Practice 4.5 : The Board to comprise at least 30% women Directors

- The Board takes cognisance of the recommendation under Practice 4.5 that suggests a “Large Company” such as HEINEKEN Malaysia to have at least 30% women directors on the Board.
- In 2017, the Board has taken steps to increase women representation on the Board from 14% to 28%.
- As the current Board composition had been effective, the Board will consider the appointment of additional women Director(s) when there is a casual vacancy.

### **3. Special Resolution – Proposed Adoption of New Constitution of the Company**

**In relation to the circular to shareholders for the proposed adoption of the Company’s new Constitution, please highlight the material changes made to the new Constitution as compared to the existing Memorandum and Articles of Association.**

#### HEINEKEN Malaysia’s response

- The proposed adoption of a new Constitution is primarily for the purposes of streamlining the existing Constitution of the Company to be in line with the new Companies Act 2016, which came into force on 31 January 2017, and the amended Bursa Malaysia’s Listing Requirements as of 26 January 2018.
- Given the amendments required are numerous and entail substantial amendments to the existing Constitution; the Board proposes that a new Constitution be adopted to replace the existing Constitution.

The key changes incorporated are set out in the Appendix A attached.

We have prepared and published a summary of the key changes on our corporate website for easy reference.

**HEINEKEN MALAYSIA BERHAD****KEY CHANGES IN THE PROPOSED NEW CONSTITUTION****1. OBJECTIVE**

The objectives of the amendments made to the existing provisions of the Constitution are to:

- 1.1. bring the Constitution in line with the new provisions of the Companies Act 2016 ("**the Act**");
- 1.2. ensure compliance and consistency with the amended Bursa Malaysia Securities Berhad Main Market Listing Requirements as at 26 January 2018 ("**LR**"); and
- 1.3. where necessary, incorporate amendments pursuant to the Capital Markets and Services (Amendment) Act 2015.

**2. MANDATORY AND DISCRETIONARY PROVISIONS UNDER THE ACT**

Generally, there are two types of provisions in the Act relating to a company's constitution. These are:

**2.1. Mandatory provisions:**

This type of provisions *must* be adhered to in the Constitution and the requirements *cannot* be departed from. For example:

- a) The abolishment of the concept of par/nominal value under Section 74 of the Act – this has been amended accordingly in **Article 11 of the Constitution** by replacing the term 'nominal value' with 'total number' and is also consistent with Paragraph 6.03 of the LR.
- b) The Directors' fees and benefits payable to them are subject to shareholders' approval at a general meeting under Section 230 of the Act – this has been reflected in **Article 92 of the Constitution** and is in line with Paragraphs 7.23, 7.24 and 7.31 of the LR. Further, **Article 93 of the Constitution** has been amended accordingly to ensure that reimbursement and special remuneration to the Directors are also subject to shareholders' approval.
- c) Removal of the option for public companies to pass members' resolutions through written resolutions. Under Sections 297 – 308 of the Act, only private companies are permitted to have shareholders' written resolutions. As such, the *previous Article 67 of the Constitution* has been deleted in entirety to reflect this shift in the Act.
- d) Section 334 of the Act provides that for companies having a share capital, a member may appoint more than one proxy to attend a meeting of members provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. Accordingly, **previous Article 83 (now renumbered as 78)** is amended to allow appointment of more than one proxy to attend shareholders' meeting.

- e) Section 334 of the Act further provides that the instrument appointing a proxy shall be deposited not less than 24 hours before the time appointed for the taking of the poll. Accordingly, **previous Article 85 (now renumbered as 80)** is amended to reduce the cut off time for deposit of proxy form from 48 hours to 24 hours.

## **2.2. Discretionary provisions:**

This type of provisions gives the Company the *discretion to alter* the default provision in the Act by providing for otherwise in its Constitution. For example:

- f) Proceedings of the Board under Section 212 of the Act – the default provision in the Act is that the proceedings of the Board shall be governed by the Third Schedule of the Act unless otherwise specified in the Constitution. As such, under **Article 105 of the Constitution**, the Company has opted to exclude the Third Schedule unless the same has been provided for in the Constitution. In relation to that, under **Article 125 of the Constitution**, the Company has opted for circular resolutions of Directors to be approved by a majority of Directors (instead of all Directors as provided under paragraph 15 of the Third Schedule of the Act).
- g) Quorum at shareholders' meetings under Section 328 of the Act – the default provision in the Act is for two (2) shareholders personally present at the meeting. However, under **Article 63 of the Constitution**, the Company has opted for the quorum to be three (3).
- h) Common seal under Section 61 of the Act – under this provision of the Act, the Company may or may not have a common seal. The Company has opted to maintain their common seal and this is provided for under **Article 134 of the Constitution**.

## **3. BURSA MALAYSIA'S LISTING REQUIREMENTS**

The following amendment is for consistency with the LR:

- a) Deletion of the provisions on voting via show of hands and members' right to demand for a poll at shareholders' meeting in line with Paragraph 8.29A of the LR which requires all resolutions set out in the notice of any general meeting to be voted by poll. In this regards, **the previous Article 68 (now renumbered as 67) of the Constitution** is amended to confine the voting of resolutions by poll.

## **4. SERVICE VIA ELECTRONIC MEANS**

There is a change in shareholders' rights pertaining to the service of notices or documents via electronic means. In summary:

### **4.1. Under the Act and the LR:**

- a) Sections 319, 320 and 612 of the Act has included electronic means as a mode of sending notice of meetings or documents to the Company's shareholders; and
- b) Paragraph 2.19B of the LR has provided for the issuance of documents via electronic means.

#### **4.2. Under the Constitution:**

- a) **Articles 160(b), 161.2, 161.3 and 161.4** are new provisions which reflects the provisions of the Act and the LR referenced to above.
  
- b) These Articles specify that a notice or document can be served to the shareholders by:
  - (i) electronic mail (“**e-mail**”);
  - (ii) publication on the Company’s website provided that prior notification has been given through e-mail or in hard copy; or
  - (iii) any other electronic platform that can host such information for access by the shareholders.
  
- c) Further, deemed service via electronic means has also been provisioned for under **Article 161.2.**

#### **4.3. Note to Shareholders:**

- a) The service of a notice or document via electronic means shall be to a shareholder’s e-mail address as it appears on the Record of Depositors or Register of Members. As such, shareholders are encouraged to update their details accordingly.
  
- b) However, if a shareholder has not provided any e-mail address, the Company shall continue to send the notice or document in hard copy by post/ prepaid letter.

**HEINEKEN MALAYSIA BERHAD**

(5350-X)

**54th Annual General Meeting**

Grand Ballroom, Connexion @ Nexus,

No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia

On 11-May-2018 at 09:30AM

**Result On Voting By Poll**

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
<b>Ordinary Resolution 1</b>	194,672,811	100.00000	0	0.00000	194,672,811	100.00000
<b>Ordinary Resolution 2</b>	194,797,611	100.00000	0	0.00000	194,797,611	100.00000
<b>Ordinary Resolution 3</b>	194,526,411	99.86078	271,200	0.13922	194,797,611	100.00000
<b>Ordinary Resolution 4</b>	193,687,504	99.43015	1,110,057	0.56985	194,797,561	100.00000
<b>Ordinary Resolution 5</b>	166,781,161	85.61678	28,018,450	14.38322	194,799,611	100.00000
<b>Ordinary Resolution 6</b>	194,792,861	99.99997	50	0.00003	194,792,911	100.00000
<b>Ordinary Resolution 7</b>	194,798,561	99.99946	1,050	0.00054	194,799,611	100.00000
<b>Ordinary Resolution 8</b>	188,641,961	96.84594	6,143,650	3.15406	194,785,611	100.00000
<b>Ordinary Resolution 9</b>	40,715,661	99.99988	50	0.00012	40,715,711	100.00000
<b>Special Resolution</b>	194,785,561	99.99997	50	0.00003	194,785,611	100.00000