

# Notice of 62<sup>nd</sup> Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 62<sup>nd</sup> Annual General Meeting (62<sup>nd</sup> AGM) of Heineken Malaysia Berhad (the Company) will be held at The Summit 1 (Level M1), Connexion @ The Vertical, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Wednesday, 20 May 2026 at 9.30 a.m. for the following purposes:

## AGENDA

### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 and the Reports of the Directors and Auditors thereon. **Please refer to Note 2**
2. To approve the payment of a single-tier final dividend of 112 sen per stock unit in respect of the financial year ended 31 December 2025. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire by rotation pursuant to Clause 84 of the Company's Constitution as Directors of the Company:
  - (i) Dato' Sri Idris Jala **Ordinary Resolution 2**
  - (ii) Ms Chua Carmen **Ordinary Resolution 3**
4. To re-elect Ms Shelly Kohli who retires pursuant to Clause 91 of the Company's Constitution as a Director of the Company. **Ordinary Resolution 4**
5. To approve the payment of Directors' fees and benefits up to an aggregate amount of RM810,000 for the Non-Executive Directors of the Company for the financial year ending 31 December 2026. **Ordinary Resolution 5**
6. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

### Special Business

To consider and, if deemed fit, to pass the following resolutions:

7. Proposed Continuance in Office as Independent Non-Executive Director **Ordinary Resolution 7**

"That approval be and is hereby given to Dato' Sri Idris Jala, whose tenure has exceeded the cumulative term of 9 years on

1 January 2026, to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

8. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Shareholders' Mandate)

### Ordinary Resolution 8

"That, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into any of the recurrent transactions of a revenue or trading nature with the HEINEKEN Group of Companies and persons connected with them as set out in the Circular to Shareholders dated 21 April 2026, which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms 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 that such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by a resolution passed at a general meeting, the authority conferred by this resolution is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (the Act) (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders at a general meeting,

whichever is 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."

9. To consider any other business of which due notice has been given in accordance with the Act and the Company's Constitution.

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## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of Stockholders, a single-tier final dividend of 112 sen per stock unit in respect of the financial year ended 31 December 2025 will be paid on 7 July 2026 to Stockholders registered at the close of business on 10 June 2026.

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

- (a) shares deposited into the Depositor's securities account before 12.30 p.m. on 8 June 2026 in respect of shares which are exempted from mandatory deposit;
- (b) shares transferred into the Depositor's securities account before 4.30 p.m. on 10 June 2026 in respect of ordinary transfers; and
- (c) shares bought on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

### By Order of the Board

Ng Sow Hoong  
Company Secretary  
MAICSA 7027552  
SSM PC No. 202008000593  
Petaling Jaya, Selangor  
21 April 2026

## NOTES

### 1. Entitlement to attend 62<sup>nd</sup> AGM and Appointment of Proxy

- 1.1 For the purpose of determining a member who shall be entitled to attend the 62<sup>nd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 8 May 2026 in accordance with the Company's Constitution and Section 34 of the Securities Industry (Central Depositories) Act 1991. Only a depositor whose name appears on the Record of Depositors as at 8 May 2026 shall be entitled to attend the said AGM or appoint proxies to attend and/or vote on his/her behalf at the said AGM.
- 1.2 A member entitled to attend and vote at the meeting may appoint more than one (1) proxy to attend and vote in his/her stead. Where a member appoints more than one (1) proxy, the member shall specify the proportion of the member's shareholding to be represented by each proxy.

1.3 Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act 1991 which holds ordinary 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. Where an exempt authorised nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the Form of Proxy. An exempt authorised nominee with more than one (1) securities account must submit a separate Form of Proxy for each securities account.

1.4 If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or signed by an officer or attorney duly authorised. Any alteration to the Form of Proxy must be initialled.

1.5 Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.

1.6 The Form of Proxy can be submitted through either one (1) of the following avenues no later than **Tuesday, 19 May 2026 at 9.30 a.m.** or in the event of any adjournment, no later than twenty-four (24) hours before the time appointed for the adjourned meeting:

#### (a) Lodgement of Form of Proxy in hardcopy

To be deposited at Tricor's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively at the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; OR

#### (b) Electronic lodgement of Form of Proxy

The Form of Proxy can be lodged electronically via Vistra Share Registry and IPO (MY) portal (**The Portal**) at <https://srmy.vistra.com>. Kindly refer to the Administrative Guide for the 62<sup>nd</sup> AGM on the procedures for electronic lodgement of Form of Proxy via The Portal.

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1.7 Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at Tricor's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively at the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than 24 hours before the time appointed for holding the 62<sup>nd</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney can be accepted if it is notarised or certified according to the applicable legal requirements of the jurisdiction where it was executed.

1.8 For a corporate member who has appointed a representative, please deposit the **ORIGINAL/DULY CERTIFIED** certificate of appointment at Tricor's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively at the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than 24 hours before the time appointed for holding the 62<sup>nd</sup> AGM or adjourned general meeting. The certificate of appointment should be executed in the following manner:

- (a) If the corporate member uses a common seal, it should be executed under the seal according to the corporate member's constitution.
- (b) If the corporate member does not have a common seal, the certificate should be affixed with the corporate member's rubber stamp (if available) and signed by:
  - (i) at least two (2) authorised officers, of whom one shall be a director; or
  - (ii) any director and/or authorised officers acting in accordance with the laws of the country where the corporate member is incorporated.

1.9 Pursuant to the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad, all the resolutions set out in this notice will be put to vote by way of poll.

## 2. Agenda 1: Audited Financial Statements for the financial year ended 31 December 2025

This Agenda item is presented for discussion only, in compliance with Section 340(1) of the Act. The Audited Financial Statements do not require shareholders' approval and hence, the matter will not be put forward for voting.

## 3. Ordinary Resolutions 2 to 4: Re-election of Retiring Directors

Clause 84 of the Company's Constitution requires one-third of the Directors to retire by rotation at each AGM, with all Directors retiring at least once every 3 years and eligible for re-election. Pursuant to this, Dato' Sri Idris Jala and Ms Chua Carmen are due for retirement by rotation, and they have offered themselves for re-election at the 62<sup>nd</sup> AGM.

Clause 91 of the Company's Constitution provides that a Director appointed by the Board during the year shall hold office until the next AGM and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Ms Shelly Kohli, appointed on 1 January 2026, will stand for re-election at the 62<sup>nd</sup> AGM pursuant to this Clause.

The Retiring Directors do not have any conflict of interest with the Company and have no family relationship with any Directors and/or major shareholder of the Company.

Leveraging the annual Board and Directors Effectiveness Evaluation, the Nomination & Remuneration Committee (NRC) reviewed the performance and contributions of the aforesaid retiring Directors on 11 February 2026. Following this evaluation, the Board concluded that these Directors have discharged their duties and responsibilities effectively and have made valuable contributions to the Board's leadership. Accordingly, it was recommended that the retiring Directors be re-elected at the Company's 62<sup>nd</sup> AGM. All Directors standing for re-election have abstained from deliberations and decisions regarding their own candidacy during NRC and/or Board Meetings and will continue to do so at the 62<sup>nd</sup> AGM.

The profiles of the Directors standing for re-election are detailed in the Directors' Profile section of the Annual Report 2025.

## 4. Ordinary Resolution 5: Payment of Directors' Fees and Benefits

At the 61<sup>st</sup> AGM held on 7 May 2025, shareholders approved a total of RM810,000 in fees and benefits for the Non-Executive Directors of the Company for the financial year ended 31 December 2025. Full details of these payments are provided in the Corporate Governance Report, which can be accessed through the Company's website at <https://www.heinekenmalaysia.com/corporate-governance/>.

There is no proposed revision to the existing Directors' Remuneration Package, which was last approved by shareholders on 16 May 2024. The fees for Non-Executive Directors for the financial year ending 31 December 2026 are calculated based on the current Board and Board Committees composition, as well as the scheduled number of meetings. Benefits are mainly limited to the provision of a car and petrol card for the Independent Non-Executive Chairman.

The proposed motion, if approved, will allow payments to Non-Executive Directors during the financial year. In the event the proposed amount is insufficient due to additional meetings or any changes in Board composition, approval for the shortfall will be sought at the next AGM. Non-Executive Directors who are also shareholders of the Company shall abstain from voting on this motion at the 62<sup>nd</sup> AGM.

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## 5. Ordinary Resolution 6: Re-appointment of Auditors

The Board, through the Audit & Risk Management Committee (ARMC), reviewed the suitability, objectivity and independence of KPMG PLT as the Auditors. The Board was satisfied that KPMG PLT have met the relevant criteria prescribed by Paragraph 15.21 of the MMLR.

## 6. Ordinary Resolution 7: Proposed Continuance in Office as Independent Non-Executive Director

The Board, through the NRC, evaluated the contributions and independence of Dato' Sri Idris Jala, whose tenure has exceeded the cumulative term of 9 years on 1 January 2026. Based on the evaluation, the Board recommended that he remain as an Independent Non-Executive Director of the Company, given that he possesses the following attributes required to discharge his duties and responsibilities:

- (a) He has met the criteria of an Independent Director as prescribed under the MMLR.
- (b) He is an inclusive and effective Chairman, highly respected by the Directors and Management for his broad expertise, experience and dynamism. At Board and NRC meetings, he demonstrated strong leadership by encouraging open, constructive discussions, offering objective opinions and contributing to informed and balanced decision-making.
- (c) He shares valuable insights from his own experiences and best practices to support leadership transformation and strategic oversight, whilst also promoting good corporate governance and improving performance management.
- (d) He carries out his responsibilities as Board Chairman with care and diligence, fulfilling his professional duties as an Independent Non-Executive Director for the benefit of the Company and shareholders. When issues arise that may present a conflict of interest, he abstains from participating in discussions or decisions.

Dato' Sri Idris Jala has abstained from discussions and decision-making on this matter at the NRC and Board Meetings, and will continue to do so at the Company's 62<sup>nd</sup> AGM. Further details regarding Dato' Sri Idris Jala are provided in the Directors' Profile section of the Annual Report 2025.

## 7. Ordinary Resolution 8: Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiaries to undertake recurrent related party transactions in the ordinary course of business and the need to convene separate general meetings each time such transactions occur would be eliminated. This will reduce administrative time, inconvenience and costs associated with holding such meetings, without compromising the Group's corporate objectives or adversely impacting its business opportunities. The Proposed Shareholders' Mandate is subject to renewal on an annual basis.

Further details about the Proposed Shareholders' Mandate are disclosed in the Company's Circular to Shareholders dated 21 April 2026.