

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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HEINEKEN MALAYSIA BERHAD

(formerly known as Guinness Anchor Berhad)

(Company No. 5350-X)

CIRCULAR TO SHAREHOLDERS

in relation to the

Proposed Shareholders’ Mandate for
Recurrent Related Party Transactions of a Revenue or Trading Nature

The above proposal will be tabled as Special Business at the 53rd Annual General Meeting (“AGM”) of Heineken Malaysia Berhad (formerly known as Guinness Anchor Berhad) (“the Company”). Notice of the 53rd AGM together with the Form of Proxy are set out in the abridged version of the Company’s Annual Report 2016, which is despatched together with this Circular.

Date and time of the 53rd AGM : Thursday, 13 April 2017 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 52nd AGM which will be held at the same venue on the same day at 9.30 a.m., whichever is later or at any adjournment thereof

Venue of the 53rd AGM : Grand Ballroom, Connexion @ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia

Lodging of Proxy Form

Last date : Tuesday, 11 April 2017 at 11.00 a.m.

Venue : Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01 Level 32 Tower A, Vertical Business Suite, Avenue 3,
Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
or alternatively
Tricor Customer Service Centre
Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

This Circular is dated 22 March 2017

DEFINITIONS

The following definitions shall apply throughout this Circular unless the context requires otherwise:

AGM	: Annual General Meeting
API	: Asia Pacific Investments Pte Ltd, Person Connected to GAPL
Board	: Board of Directors of the Company
Bursa Securities	: Bursa Malaysia Securities Berhad (635998-W)
Circular	: This Circular dated 22 March 2017 to shareholders of Heineken Malaysia Berhad (formerly known as Guinness Anchor Berhad) in relation to the Proposed Shareholders' Mandate
CA 2016	: Companies Act, 2016
Director(s)	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purposes of the Proposed Shareholders' Mandate, shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any of its subsidiaries or holding company or a chief executive of the Company, its subsidiary or holding company
GAPL	: GAPL Pte Ltd, a Major Shareholder of the Company holding 51% equity interest in the Company as of 28 February 2017.
the Group	: HEINEKEN Malaysia and its subsidiaries
HAPPL	: Heineken Asia Pacific Pte. Ltd., Person Connected to GAPL
HEINEKEN	: Heineken N.V., Person Connected to GAPL
HEINEKEN Group	: Heineken N.V. and its subsidiaries and associated companies, collectively
HEINEKEN International	: Heineken International B.V., Person Connected to GAPL
HEINEKEN Malaysia or the Company	: Heineken Malaysia Berhad (formerly known as Guinness Anchor Berhad) (5350-X)
Listing Requirements	: Main Market Listing Requirements of Bursa Securities and practice notes issued thereunder including any amendments thereto that may be made from time to time.
Major Shareholder(s)	: A person who, within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, has an interest or interests in one or more voting shares in HEINEKEN Malaysia (or any other corporation which is a subsidiary) and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the CA, 2016.

DEFINITIONS

Person(s) Connected	: In relation to a Director or Major Shareholder, means such person(s) who fall(s) under any one of the following categories: <ul style="list-style-type: none">i) a member of the Director's or Major Shareholder's family, which family shall have the meaning given in Section 197 of the CA 2016;ii) a trustee of a trust (other than a trustee for an employee share option scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director's or Major Shareholder's family is the sole beneficiary;iii) a partner of the Director, Major Shareholder or a partner of a Person Connected with that Director or Major Shareholder;iv) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;v) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;vi) a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;vii) a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;viii) a body corporate in which the Director, Major Shareholder and/or Persons Connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; orix) a body corporate which is a related corporation.
Proposed Shareholders' Mandate	: Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group as set out in Section 2.3 herein
Related Party(ies)	: A Director, Major Shareholder or Person Connected with such Director or Major Shareholder including any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director or a Major Shareholder of the Company, its subsidiary and/or holding company. For the purpose of the Proposed Shareholders' Mandate, the Related Parties are GAPL and the HEINEKEN Group.
Recurrent Related Party Transaction(s)	: A recurrent related party transaction of a revenue or trading nature which is necessary for the day-to-day operations of the Group and has been made or will be made in the ordinary course of the Group's business.

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HEINEKEN MALAYSIA BERHAD (5350-X)
(formerly known as Guinness Anchor Berhad)
Registered Office
Sungei Way Brewery
Lot 1135, Batu 9 Jalan Klang Lama
P.O. Box 144
46710 Petaling Jaya
Selangor, Malaysia

22 March 2017

Board of Directors

Dato' Sri Idris Jala : Chairman, Independent Non-Executive Director
Hans Essaadi : Managing Director
Martin Giles Manen : Senior Independent Non-Executive Director
Datin Ngiam Pick Ngoh, Linda : Independent Non-Executive Director
Frans Erik Eusman : Non-Independent Non-Executive Director
Choo Tay Sian, Kenneth : Non-Independent Non-Executive Director
Yong Weng Hong : Non-Independent Non-Executive Director

To the shareholders of HEINEKEN Malaysia,

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

The Company had at its AGM held on 25 November 2015, obtained a mandate from its shareholders for the Group to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations in the ordinary course of business of the Group. The said mandate for recurrent related party transactions will, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM scheduled for 13 April 2017 unless authority for its renewal is obtained from the shareholders of the Company at the said AGM.

In connection thereto, on 13 March 2017, the Company announced to Bursa Securities that it proposes to seek shareholders' approval for the Proposed Shareholders' Mandate at the 53rd AGM to be held on 13 April 2017.

The purpose of this Circular is to provide you with information on the Proposed Shareholders' Mandate and to seek your approval for the resolution relating to the Proposed Shareholders' Mandate to be tabled at the 53rd AGM or any adjournment thereof. The Notice of AGM detailing the relevant resolution for the Proposed Shareholders' Mandate is contained in the Annual Report 2016 of the Company.

SHAREHOLDERS OF HEINEKEN MALAYSIA ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders to enter into recurrent related party transactions which are necessary for the day-to-day operations of the listed issuer and its subsidiaries, subject to the following:

- i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

- ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- iii) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him/her abstain from voting on the resolution approving the transactions; and
- iv) immediately announce to Bursa Securities when the actual value of a recurrent related party transaction entered into by the Company, exceeds the estimated value of the recurrent related party transactions disclosed in the circular to shareholders by 10% or more.

It is anticipated that companies within the Group would, in the ordinary course of business, enter into Recurrent Related Party Transactions which are detailed in Section 2.3 of this Circular and that such transactions will continue to occur with some degree of frequency and may arise at any point in time.

In compliance with Paragraph 10.09(2) of the Listing Requirements, the Company now proposes to seek the approval of its shareholders for the Proposed Shareholders' Mandate. The Proposed Shareholders' Mandate will allow the Group to enter into the Recurrent Related Party Transactions referred to in Section 2.3 with the Related Parties, provided that such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and which will not be detrimental to the minority shareholders of the Company. Such Recurrent Related Party Transactions will be subject to the review procedures as set out in Section 2.4 below.

The Proposed Shareholders' Mandate will take effect from the passing of the ordinary resolution proposed at the 53rd AGM and shall continue to be in force (unless revoked or varied by the Company in general meeting) until the conclusion of the next AGM of the Company. Thereafter, approval from the shareholders for subsequent renewals will be sought at each subsequent AGM of the Company.

The Company has disclosed the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the 18 months financial period ended 31 December 2016 in its Annual Report. Similar disclosure will be made in the Company's Annual Report for the financial year 2017 for the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate.

2.2 Related Parties

The Proposed Shareholders' Mandate will apply to Recurrent Related Party Transactions with the following Related Parties (with their principal activities and relationship with the Company detailed below):

Related Parties	Principal Activities	Relationship
GAPL	Investment holding and distribution of stout in Singapore	Major Shareholder of the Company
HEINEKEN Group	Production and distribution of beer and stout worldwide	Heineken is deemed a Major Shareholder of the Company by virtue of its indirect shareholding in GAPL

The direct and indirect interests of interested Directors and/or Major Shareholders in the Company as at 28 February 2017 are shown in Section 6 below.

2.3 Nature of Recurrent Related Party Transactions

The Group and the Company are principally engaged in the production, packaging, marketing and distribution of beverages, primarily alcoholic.

It is envisaged that in the ordinary course of business of the Group, transactions of a revenue or trading nature between the Group and the Related Parties are likely to occur with some degree of frequency which are necessary for our day-to-day operations.

The Group had entered into the following recurrent transactions with the HEINEKEN Group for the period from the last AGM until 28 February 2017, as detailed below and is now seeking a mandate from its shareholders to allow the Group to enter into recurrent related party transactions with the HEINEKEN Group, which shall include, but not limited to the following:

Nature of Transactions with the HEINEKEN Group	Estimated aggregate value as disclosed in the Circular to Shareholders dated 3 November 2015 (RM'000)	Actual value transacted since last AGM till 28 February 2017 (RM'000)	Proposed Shareholders' Mandate on the following transactions with the HEINEKEN Group	Estimated aggregate value from 53rd AGM to the next AGM (RM'000)
1. Purchase of manufacturing and marketing materials from HEINEKEN Group	30,000	23,330	Purchase of beverage products, manufacturing materials and marketing materials from the HEINEKEN Group	31,200 (Note 2)
2. Purchase of beverage products from HEINEKEN Group	6,000	2,021		
3. Fees paid/payable to HEINEKEN Group for engineering and technical services	1,500	2,793 (Note 1)	Fees paid / payable to the HEINEKEN Group for professional services which include engineering and technical, marketing and advertising, procurement, advisory support and other support services	13,800 (Note 2)
4. Fees payable to HEINEKEN Group for professional services which include procurement services, advisory support services and other support services	3,000	3,354 (Note 1)		
5. Royalties paid/payable to HEINEKEN Group for license to brew Heineken Beer, Tiger Beer, Anchor Smooth and Anchor Strong Beer	42,000	47,500 (Note 1)	Royalties paid / payable to the HEINEKEN Group for license to brew HEINEKEN Group trademark-owned beer	43,200
6. Fees received/receivable from HEINEKEN Group for marketing and advertising services	27,000	39,174 (Note 1)	Fees received / receivable from the HEINEKEN Group for professional services which include market research and analysis, trade and marketing advisory, innovation development and other support services	31,200
7. Sale of beverage products to HEINEKEN Group	6,000	-	Sale of beverage products to the HEINEKEN Group	20,000
Total	115,500	118,172		139,400

Notes:

1. Save for the following items reported, none of the actual value of other recurrent related party transactions as disclosed above has exceeded the estimated value by 10% or more:
 - Fees paid / payable to the HEINEKEN Group for engineering and technical services
 - Fees paid / payable for professional services which include procurement services, advisory support services and other support services
 - Royalties paid / payable to the HEINEKEN Group for licence to brew Heineken Beer, Tiger Beer, Anchor Smooth and Anchor Strong Beer
 - Fees received / receivable from the HEINEKEN Group for marketing and advertising services

The amounts of the above reported transactions are higher mainly due to:

- longer reporting period as a result of the change of financial year end of the Company from 30 June to 31 December i.e. 18 months instead of 12 months reporting period
- increase of cost due to weakening of Ringgit Malaysia

In respect of the fees paid / payable for professional services rendered by the HEINEKEN Group, the Group has, during the reporting period, procured additional IT related services from the HEINEKEN Group in line with the needs to standardize its systems and processes.

Nevertheless, the aggregated actual value of all the transactions involving the interests of HEINEKEN Group did not exceed the aggregated estimated value as approved under the previous shareholders' mandate by 10% or more.

2. The purpose of consolidating the relevant transactions under the Proposed Shareholders' Mandate is to streamline the reporting of the relevant transactions to be in line with the HEINEKEN's reporting requirements.

All estimated values of the respective Recurrent Related Party Transactions from the date of the 53rd AGM to the next AGM are estimated based on the past transactions entered into by the Group and the Related Parties as well as estimates made based on management's projected sales / businesses, orders and agreements. The actual value of these transactions may vary from the estimated value disclosed below.

As of the financial period ended 31 December 2016, there was no amount due and owing to the Group by its related parties arising from the Recurrent Related Party Transactions that exceeded the credit term.

2.4 Guidelines and Review Procedures for Recurrent Related Party Transactions

To ensure that such Recurrent Related Party Transactions are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to the Company's shareholders, the following principles will apply:

- i) transactions with the Related Parties will only be entered into after taking into account the pricing, level of service, quality of product, market forces and other related factors on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company;
- ii) transactions with Related Parties will only be entered into under similar commercial terms for transactions with unrelated third parties, which depend on the demand and supply of the products and subject to the availability of the products in the domestic market;
- iii) should a cost plus basis of pricing be used, the appropriate mark-up to cost shall be determined on an arm's length price based on a percentage earned by the Company on unrelated party transactions which are the same or very similar to the related party transactions;
- iv) at least two other contemporaneous transactions with unrelated third parties for similar products / services and / or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to / by the Related Parties are fair and reasonable and comparable to those offered to / by other unrelated third parties for the same or substantially similar type of products / services and /or quantities. For certain products / services of which quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors / customers of similar products or services, or if the product / service is a proprietary item), the transaction price will be determined by the Group based on those offered by / to other related parties for the same or substantially similar type of transaction to ensure that the price and terms of the Recurrent Related Party Transaction are fair and reasonable to the Group; and

- v) there is no specific threshold for approval of Recurrent Related Party Transactions within the Group. However, all recurrent related party transactions are subject to the approval by the Audit Committee from time to time.

The Group has established the following procedures to ensure that the transactions with Related Parties are undertaken on arm's length basis and on normal commercial terms, and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public:

- i) a list of Related Parties will be circulated within the organisation to notify that all transactions with Related Parties are required to be undertaken on an arm's length basis and independent of undue influence from Related Parties and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public;
- ii) all transactions with Related Parties, regardless of the transaction value, will be reviewed by the sub-committee which is appointed and authorised by the Audit Committee of the Company;
- iii) a register will be maintained by the Group to record all transactions with Related Parties which are entered into pursuant to the Proposed Shareholders' Mandate;
- iv) the internal audit will conduct periodic reviews of all identified and reported transactions with Related Parties to determine whether internal guidelines and procedures have been complied with. The internal audit will also conduct an annual review of the system of controls to ensure that all Recurrent Related Party Transactions are identified and reported; and
- v) the Board and the Audit Committee will review the internal audit reports and/or any other reports required from time to time to determine whether established guidelines and procedures have been adhered to and if there is a need for further review or to improve the procedures.

Where any Director or any Person Connected with him/her has an interest (direct or indirect) in any Recurrent Related Party Transaction, such Director shall abstain from deliberation and voting on any decision to be taken by the Board in respect of such Recurrent Related Party Transaction, if any. Where any member of the Audit Committee is interested in any Recurrent Related Party Transaction, that member shall abstain from deliberation and voting on any decision to be taken by the Audit Committee with respect to such transaction.

Pursuant to Paragraph 10.09 of the Listing Requirements, in a meeting to obtain the Proposed Shareholders' Mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions.

An interested Director or interested Major Shareholder must also ensure that Persons Connected with him/her abstain from voting on the resolution approving the transactions. Interested Directors shall also abstain from deliberating at Board meetings in respect of the Recurrent Related Party Transactions in which they are interested.

Disclosure will be made in the Company's Annual Report detailing the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year. Disclosure will also be made in the Annual Reports for subsequent financial years during which the shareholders' mandate remains in force.

The Proposed Shareholders' Mandate, if approved at the 53rd AGM, will continue to be in force until the next AGM of the Company. Thereafter, shareholders' approval will be sought for the renewal of such mandate at each subsequent AGM subject to a satisfactory review by the Audit Committee of its continued application to Recurrent Related Party Transactions.

2.5 Statement by Audit Committee

The Audit Committee has the overall responsibility of determining whether the procedures and processes for monitoring, tracking and reviewing Recurrent Related Party Transactions are adequate and appropriate. The Audit Committee also has the authority to delegate this responsibility to such individuals within the Company as it shall deem fit. The Audit Committee shall review and ascertain whether the guidelines and procedures established to monitor Recurrent Related Party Transactions have been complied with.

The Audit Committee has the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee of the Company has reviewed the terms of the Proposed Shareholders' Mandate and is satisfied that the review procedures for Recurrent Related Party Transactions, as well as the annual review by the Audit Committee in relation thereto, are sufficient to ensure that Recurrent Related Party Transactions will be made at arm's length basis and on normal commercial 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 hence, will not be prejudicial to the shareholders or disadvantageous to the Group.

The Group has in place adequate procedures and processes for monitoring, tracking and identifying Recurrent Related Party Transactions in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

2.6 Validity period

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved at the 53rd AGM, will continue to be in force until:

- i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse unless the authority is renewed by a resolution passed at a general meeting of the Company; or
- ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

Thereafter, approval from the shareholders for subsequent renewals of the mandate will be sought at each subsequent AGM of the Company subject to a satisfactory review by the Audit Committee of its continued application to Recurrent Related Party Transactions.

3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Recurrent Related Party Transactions entered or to be entered into by the Group are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and may arise at any point in time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such Recurrent Related Party Transactions. As such, the Board is seeking a shareholders' mandate pursuant to Chapter 10, Paragraph 10.09 of the Listing Requirements to allow the Group to enter into Recurrent Related Party Transactions described in Section 2.3 above.

The Recurrent Related Party Transaction, as outlined under the Proposed Shareholders' Mandate in Section 2.3 above, will be made on arm's length basis and on normal commercial 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 which are not prejudicial to the interest of the shareholders.

By obtaining the Proposed Shareholders' Mandate, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would be eliminated. This would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The Recurrent Related Party Transactions are intended to meet the business requirements of the Group at the best possible terms as well as to explore beneficial business opportunities. These transactions allow the Group to be more competitive in the beer and stout industry through synergies derived from the concentration by each party on its respective strengths, specialities and competencies.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any impact on the share capital and Major Shareholders' shareholdings of the Company and will not have any significant impact on the net assets and earnings of the Group.

5. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the Company's shareholders to be obtained at the 53rd AGM to be convened.

6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Interested Directors

Hans Essaadi, Frans Erik Eusman, Choo Tay Sian, Kenneth and Yong Weng Hong are deemed interested in the Proposed Shareholders' Mandate as they are the Board representatives of GAPL, a Major Shareholder of the Company as of 28 February 2017. None of these Directors hold any share directly in the Company as of 28 February 2017. They have abstained and will continue to abstain from all deliberations on the Proposed Shareholders' Mandate at all Board meetings. They will also abstain from voting in respect of their direct and indirect interests in relation to the Proposed Shareholders' Mandate at the 53rd AGM in the event they are also shareholders of the Company subsequent to 28 February 2017.

Interested Major Shareholders

The direct and indirect shareholdings of the interested Major Shareholder and its persons connected in the Company as at 28 February 2017 are as follows:

Major Shareholders	No of stock units held			
	Direct	%	Indirect	%
GAPL	154,069,900	51	-	-
HAPPL	-	-	154,069,900(1)	51
API	-	-	154,069,900(2)	51
HEINEKEN International	-	-	154,069,900(3)	51
HEINEKEN	-	-	154,069,900(4)	51

Notes:

- (1) Deemed interested through in GAPL
- (2) Deemed interested through HAPPL
- (3) Deemed interested through API
- (4) Deemed interested through HEINEKEN International

The abovementioned Major Shareholders are deemed interested in the Proposed Shareholders' Mandate by virtue of their shareholdings, direct and indirect, in the Company. They shall accordingly abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate to be tabled as Special Business at the 53rd AGM.

The abovementioned interested Directors and Major Shareholders have undertaken that they shall ensure that Persons Connected to them will abstain from voting on the resolution approving the Proposed Shareholders' Mandate at the 53rd AGM of the Company.

Save as disclosed above, none of the other Directors or Major Shareholders of the Company or Persons Connected to them has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

7. DIRECTORS' RECOMMENDATION

The Directors (save for Hans Essaadi, Frans Erik Eusman, Choo Tay Sian, Kenneth and Yong Weng Hong who have abstained from making a recommendation and giving an opinion on the Proposed Shareholders' Mandate as they are deemed interested in the Proposed Shareholders' Mandate), after due consideration of all aspects, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company. Accordingly, the Directors (save for Hans Essaadi, Frans Erik Eusman, Choo Tay Sian, Kenneth and Yong Weng Hong) recommend that shareholders vote in favour of the ordinary resolution in respect of the Proposed Shareholders' Mandate to be tabled at the 53rd AGM of the Company.

8. AGM

The resolution pertaining to the Proposed Shareholders' Mandate is set out in the Notice of 53rd AGM enclosed in the abridged version of the Annual Report 2016, which is despatched to you together with this Circular. The 53rd AGM will be held at Grand Ballroom, Connexion @ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Thursday, 13 April 2017 at 11.00 a.m or immediately following the conclusion or adjournment (as the case may be) of the 52nd AGM which will be held on the same day at the same venue at 9.30 a.m., whichever is later, or at any adjournment thereof.

If you are unable to attend and vote in person at the AGM and wish to appoint a proxy to attend and vote in your stead, you are requested to complete, sign and return the Form of Proxy with original signature(s) enclosed in the abridged version of the Company's Annual Report 2016, in accordance with the instructions contained thereon as soon as possible and in any event to reach the Share Registrar's office, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01 Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, Tricor Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 53rd AGM should you subsequently decide to do so.

9. GENERAL INFORMATION

9.1 Directors' Responsibility Statement

This Circular has been seen and approved by the Directors of the Company who individually and collectively accept full responsibility for the accuracy of the information given therein, and confirm that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

9.2 Material Contracts

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company and/or its subsidiaries during the two years immediately preceding the date of this Circular.

9.3 Material Litigation

Neither the Company nor any of its subsidiary companies is engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings, pending or threatened, against the Company or any of its subsidiary companies or of any facts likely to give rise to any proceedings which might materially affect the position or business of the Company or its subsidiary companies.

9.4 Documents for Inspection

The following documents are available for inspection at the office of the Company at Sungei Way Brewery, Lot 1135, Batu 9, Jalan Klang Lama, 46000 Petaling Jaya, Selangor Darul Ehsan during office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the 53rd AGM:

- a) Constitution of the Company; and
- b) Audited consolidated financial statements of the Group for the following periods:
 - 12 months ended 30 June 2015
 - 18 months ended 31 December 2016

Yours faithfully

For and on behalf of the Board of Directors
HEINEKEN MALAYSIA BERHAD
(formerly known as Guinness Anchor Berhad)

DATO' SRI IDRIS JALA
Chairman / Independent Director