



HEINEKEN MALAYSIA BERHAD (5350-X)  
(Incorporated in Malaysia)

## NOTICE OF 54<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 54<sup>th</sup> Annual General Meeting of Heineken Malaysia Berhad (the Company) will be held at Grand Ballroom, Connexion @ Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Friday, 11 May 2018 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 2017 together with the Directors' and Auditors' Reports thereon.

**Ordinary Resolution 1**

2. To approve the payment of a single tier final dividend of 50 sen per stock unit in respect of the financial year ended 31 December 2017.

**Ordinary Resolution 2**

3. To re-elect Datin Ngiam Pick Ngoh, Linda who retires by rotation pursuant to Article 89 of the Company's Constitution as a Director of the Company.

**Ordinary Resolution 3**

4. To re-elect Mr Hans Essaadi who retires by rotation pursuant to Article 89 of the Company's Constitution as a Director of the Company.

**Ordinary Resolution 4**

5. To re-elect Ms Lim Rern Ming, Geraldine who retires pursuant to Article 96 of the Company's Constitution as a Director of the Company.

**Ordinary Resolution 5**

6. To approve 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 ending 31 December 2018.

**Ordinary Resolution 6**

7. To re-appoint Messrs Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 7**

#### Special Business

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

8. Continuing in Office as Independent Non-Executive Director of the Company

"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 next Annual General Meeting of the Company."

**Ordinary Resolution 8**

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

"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:

- 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
- 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:

- the conclusion of the next Annual General Meeting 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 Annual General Meeting 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 Section 340(4) of the Act); or
- revoked or varied by the Company in 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."

**Ordinary Resolution 9**

10. Proposed Adoption of New Constitution of the Company

"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."

**Special Resolution**

11. To consider any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of Stockholders, a single tier final dividend of 50 sen per stock unit in respect of the financial year ended 31 December 2017 will be paid on 6 June 2018 to Stockholders registered at the close of business on 18 May 2018.

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

- shares deposited into the Depositor's securities account before 12.30 pm on 16 May 2018 in respect of shares which are exempted from mandatory deposit;

- shares transferred into the Depositor's securities account before 4.00 pm on 18 May 2018 in respect of ordinary transfers; and

- 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

Petaling Jaya  
12 April 2018

### NOTES:

#### 1. Entitlement to attend 54<sup>th</sup> Annual General Meeting

For the purpose of determining a member who shall be entitled to attend the 54<sup>th</sup> Annual General Meeting (AGM) of the Company, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 3 May 2018 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 3 May 2018 shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the said meeting.

Pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (MMLR), all the motions set out in this notice will be put to vote by poll whereby every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every stock unit held by him/her.

#### 2. Proxy

A member entitled to attend and vote at the meeting is entitled to appoint more than one (1) proxy as his/her proxy or proxies 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.

Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) 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 securities account must submit a separate Form of Proxy for each securities account.

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 initialed.

For a proxy to be valid, the Form of Proxy with original signature(s) must be deposited at the Share Registrar's office, 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 alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than **Thursday, 10 May 2018 at 9.30 a.m.** or in the event of any adjournment, no later than 24 hours before the time appointed for the adjourned meeting.

#### 3. Agenda Item 2: Payment of Final Dividend

Pursuant to Section 131 of the Companies Act, 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 14 February 2018, the Board had approved the proposed final dividend and recommended the same for shareholders' approval. The Board is satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made on 6 June 2018 in accordance with the requirements of Section 132 of the Companies Act, 2016.

#### 4. Agenda Items 3, 4 and 5: Re-election of Retiring Directors

Article 89 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at each AGM of the Company and all Directors shall retire from office at least once every 3 years but shall be eligible for re-election. Pursuant to this, Datin Ngiam Pick Ngoh, Linda and Mr Hans Essaadi are due for retirement by rotation and they have offered themselves for re-election at the 54<sup>th</sup> AGM.

Article 96 of the Company's Constitution provides that any new Director appointed by the Board during the year shall hold office only until the next AGM 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 Lim Rern Ming, Geraldine, who was appointed on 1 November 2017, retires pursuant to this Article and she has offered herself for re-election at the 54<sup>th</sup> AGM.

The Board, had via the Nomination & Remuneration Committee (NRC), conducted an assessment on the effectiveness and contribution of the above retiring Directors to the activities of the Board. Based on the assessment, the Board believes that each Director standing for re-election at this AGM continues to fulfill effectively and remains committed to their role on the Board. The Board, on 14 February 2018, recommended that the aforesaid retiring Directors be re-elected to the Board at the 54<sup>th</sup> AGM of the Company. All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board Meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at the 54<sup>th</sup> AGM of the Company.

The profile of the Directors standing for re-election is set out in the Directors' Profile in the Annual Report 2017.

#### 5. Agenda Item 6: Payment of Directors' Fees and Benefits

At the 53<sup>rd</sup> AGM of the Company held on 13 April 2017, shareholders approved the payment of Directors' fee and benefits up to an amount of RM760,000 to the Non-Executive Directors of the Company for the financial year ended 31 December 2017. Details of the payment of the Directors' fees and benefits for the said financial year are set out on page 99 of the Annual Report 2017.

There is no proposed revision to the existing Directors' Remuneration Package which was approved by shareholders on 25 November 2015, the details of which are set out in the Statement on Corporate Governance in Annual Report 2017. The Directors' fees and benefits payable to the Non-Executive Directors for the financial year ending 31 December 2018 are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

The proposed motion, if passed, will facilitate the payment to Non-Executive Directors of the Company during the financial year ending 31 December 2018. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid the Directors' remuneration during the financial year, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the year. Non-Executive Directors who are shareholders of the Company shall abstain from voting on this motion at the 54<sup>th</sup> AGM.

#### 6. Agenda Item 7: Re-appointment of Auditors

The Audit & Risk Management Committee (ARMC) at its meeting held on 14 February 2018 undertook an annual assessment of the suitability and independence of the external auditors, Deloitte PLT, based on the criteria set out on page 100 of the Annual Report 2017.

The ARMC was satisfied with the suitability of Deloitte PLT based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The ARMC was also satisfied in its review that the provision of non-audit services by Deloitte PLT to the Group for the financial year ended 31 December 2017 did not in any way impair their objectivity and independence as external auditors of the Company.

Based on the ARMC's recommendation, the Board approved the proposed re-appointment of Deloitte PLT as external auditors of the Company for the financial year ending 31 December 2018 and recommended the same for shareholders' approval. Deloitte PLT, the external auditors, have indicated their willingness to continue in office.

#### 7. Agenda Item 8: Continuing in Office as Independent Non-Executive Director of the Company

The Board, had via the NRC, conducted an assessment on the contribution of Mr Martin Giles Manen, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- He has met the independence criteria adopted by the Company and fulfilled the independence definitions as prescribed under the MMLR and therefore he was able to bring independent and objective judgement to the Board;
- His vast experience in the audit and accounting fields enable him to contribute to the Group's performance monitoring and enhancement of good corporate governance;
- He has been with the Company for long and therefore understands the Group's business operations which enable him to participate actively and contribute at Board Committees and Board Meetings;
- He has devoted sufficient time and efforts and attended all the Board Committees and Board Meetings for informed and balanced decision-making;
- He has discharged his role as Chairman of the ARMC with due care and diligence and has carried out his professional duties as an Independent Non-Executive Director of the Company in the interest of the Company and shareholders.

#### 8. Agenda Item 9: Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 9, if passed, will allow the Group to enter into the recurrent related party transactions in the ordinary course of business and 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 reduce substantial 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 Shareholders' Mandate is subject to renewal on an annual basis.

Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders of the Company dated 12 April 2018.

#### 9. Agenda Item 10: Proposed Adoption of New Constitution of the Company

The Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act, 2016 which came into force on 31 January 2017, the updated provisions of the MMLR and the prevailing statutory and regulatory requirements. Details of which are set out in the Circular to Shareholders dated 12 April 2018.

Pursuant to Section 36 of the Companies Act, 2016, the proposed adoption of the new Constitution of the Company, if passed by a majority of not less than 75% of the members who are entitled to vote in person or by proxy, shall take immediate effect and it shall bind the Company and the members accordingly.