

SHAREHOLDINGS STATISTICS

as at 29 November 2019

Total number of issued shares : 366,778,501
 Class of share : Ordinary shares
 Voting rights : One vote for each ordinary share held

ORDINARY SHARES DISTRIBUTION SCHEDULE

Size of Shareholdings	No. of Shareholders		No. of Voting Shares	
		%		%
Less than 100	522	10.135	6,508	0.001
100 to 1,000 shares	2,253	43.747	1,333,403	0.363
1,001 to 10,000 shares	1,698	32.970	6,432,239	1.753
10,001 to 100,000 shares	539	10.466	16,821,620	4.586
100,001 to less than 5% of issued shares	135	2.621	76,148,291	20.761
5% and above of issued shares	3	0.058	266,036,440	72.533
	5,150	100.000	366,778,501	100.000

DIRECTORS' SHAREHOLDINGS

(as per Register of Directors' Shareholdings)

No. Name of Director	Direct Shareholding		Indirect Shareholding	
	No. of Voting Shares Held	%	No. of Voting Shares Held	%
1. Y.A.M. Tengku Syed Badarudin Jamalullail	2,062,000	0.562	–	–
2. Faridah binti Abdul Kadir	4,000	0.001	–	–

None of the Directors of the Company holds any share either directly or indirectly in its subsidiaries and associated companies save and except for the interest held through the Company.

SUBSTANTIAL SHAREHOLDERS

(as per Register of Substantial Shareholders)

No. Name of Shareholders	Direct Shareholding		Indirect Shareholding	
	No. of Voting Shares Held	%	No. of Voting Shares Held	%
1 Fraser and Neave, Limited	203,470,910	55.475	–	–
2 InterBev Investment Limited	–	–	203,470,910	55.475 *
3 International Beverage Holdings Limited	–	–	203,470,910	55.475 *
4 Thai Beverage Public Company Limited	–	–	203,470,910	55.475 *
5 Maxtop Management Corp.	–	–	203,470,910	55.475 *
6 Siritwana Company Limited	–	–	203,470,910	55.475 *
7 MM Group Limited	–	–	203,470,910	55.475 *
8 Shiny Treasure Holdings Limited	–	–	203,470,910	55.475 *
9 Tan Sri Charoen Sirivadhanabhakdi	–	–	203,470,910	55.475 *
10 Puan Sri Wanna Sirivadhanabhakdi	–	–	203,470,910	55.475 *
11 TCC Assets Limited	–	–	203,470,910	55.475 *
12 Employees Provident Fund Board	39,077,530	10.654	–	–
13 Amanahraya Trustees Berhad – Amanah Saham Bumiputera	25,868,600	7.052	–	–
	268,417,040	73.181		

* Indirect interest in the Company is held through Fraser and Neave, Limited pursuant to Section 8 of the Companies Act, 2016.

No.	Name of Shareholders	Shareholdings	% of Voting Shares
1.	Fraser and Neave, Limited	203,470,910	55.475
2.	Citigroup Nominees (Tempatan) Sdn Bhd – Employees Provident Fund Board	36,696,930	10.005
3.	Amanahraya Trustees Berhad – Amanah Saham Bumiputera	25,868,600	7.052
4.	Kumpulan Wang Persaraan (Diperbadankan)	8,702,500	2.372
5.	Cartaban Nominees (Asing) Sdn Bhd – Exempt An for State Street Bank & Trust Company (West CLT OD67)	4,400,700	1.199
6.	Maybank Nominees (Tempatan) Sdn Bhd – Maybank Trustees Berhad for Public Regular Savings Fund (N14011940100)	4,044,700	1.102
7.	Citigroup Nominees (Tempatan) Sdn Bhd – Great Eastern Life Assurance (Malaysia) Berhad (Par 1)	3,024,900	0.824
8.	Amanahraya Trustees Berhad – Amanah Saham Malaysia	2,976,100	0.811
9.	Amanahraya Trustees Berhad – Public Islamic Dividend Fund	2,178,600	0.593
10.	Amanahraya Trustees Berhad – Public Ittikal Sequel Fund	2,098,400	0.572
11.	Citigroup Nominees (Tempatan) Sdn Bhd – Employees Provident Fund Board (Affin-Hwg)	1,840,600	0.501
12.	Cimsec Nominees (Tempatan) Sdn Bhd – CIMB Bank for Syed Badarudin Jamalullail (PBCL-0G0077)	1,700,000	0.463
13.	HSBC Nominees (Asing) Sdn Bhd – JPMCB Na for Vanguard Total International Stock Index Fund	1,697,808	0.462
14.	Amanahraya Trustees Berhad – Public Islamic Equity Fund	1,684,500	0.459
15.	Amanahraya Trustees Berhad – Public Islamic Select Enterprises Fund	1,489,200	0.406
16.	Citigroup Nominees (Asing) Sdn Bhd – Exempt An for Citibank New York (Norges Bank 1)	1,439,245	0.392
17.	HSBC Nominees (Asing) Sdn Bhd – JPMCB Na for Vanguard Emerging Markets Stock Index Fund	1,307,100	0.356
18.	Permodalan Nasional Berhad	1,177,300	0.320
19.	Citigroup Nominees (Asing) Sdn Bhd – UBS AG	1,101,474	0.300
20.	DB (Malaysia) Nominee (Asing) Sdn Bhd – BNYM SA/NV for People's Bank of China (SICL Asia EM)	1,012,100	0.275
21.	Amanahraya Trustees Berhad – Amanah Saham Bumiputera 2	1,000,000	0.272
22.	Cartaban Nominees (Tempatan) Sdn Bhd – PAMB for Prulink Equity Fund	949,700	0.258

SHAREHOLDINGS STATISTICS

as at 29 November 2019

No.	Name of Shareholders	Shareholdings	% of Voting Shares
23.	Citigroup Nominees (Tempatan) Sdn Bhd – Great Eastern Life Assurance (Malaysia) Berhad (Par 3)	948,100	0.258
24.	Maybank Nominees (Tempatan) Sdn Bhd – MTrustee Berhad for CIMB Islamic Dali Equity Growth Fund (UT-CIMB-Dali) (419455)	931,200	0.253
25.	HSBC Nominees (Tempatan) Sdn Bhd – HSBC (M) Trustee Bhd for Affin Hwang Select Opportunity Fund (3969)	821,000	0.223
26.	HSBC Nominees (Asing) Sdn Bhd – JPMCB Na for MSCI Equity Index Fund B – Malaysia	794,300	0.216
27.	HSBC Nominees (Asing) Sdn Bhd – JPMBL SA for Robeco Capital Growth Funds	778,500	0.212
28.	Citigroup Nominees (Tempatan) Sdn Bhd – Exempt An for AIA Bhd	748,200	0.203
29.	HSBC Nominees (Asing) Sdn Bhd – J.P. Morgan Securities Plc	676,500	0.184
30.	HSBC Nominees (Asing) Sdn Bhd – TNTC for General Organisation for Social Insurance	634,300	0.172
	Total	316,193,467	86.208

LIST OF
PROPERTIES

Location	Land area (sq. ft.)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Net book value as at 30 September 2019 RM'000	Date of last revaluation/ acquisition
JOHOR						
Lot 6, Jalan Tampoi 81200 Johor Bahru Johor	59,895	Detached house/Vacant	Freehold	52	1,182	February 1990
Batu 4¼, Jalan Tampoi 81200 Johor Bahru Johor	241,022	Industrial/ Warehouse and office	Freehold	52	10,334	February 1990
Lot 47261, Jalan Balau 1 Jalan Dato Sulaiman Jalan Tebrau Mukim Bandar Johor Bahru Johor	137,337	For development of commercial property	Freehold	–	19,599	2005
PERAK						
No. 217, Jalan Lahat 30200 Ipoh, Perak	287,738	Industrial/ Warehouse and office	Freehold	50	5,960	October 1995
No. 79 & 81, Jalan Tun Perak 30100 Ipoh, Perak	51,828	Industrial/Leased premises	Freehold/ Leasehold expiring 2066 and 2118	113	468	October 1995
PULAU PINANG						
No. 3724, Jalan Sungai Nyior 12100 Butterworth, Pulau Pinang	138,848	Industrial/ Warehouse and office	Freehold	65	4,061	October 1995
No. 3725 & 3726 (Lot 3633) Jalan Sungai Nyior 12100 Butterworth, Pulau Pinang	106,450	Detached house/ Warehouse and office	Freehold	64	2,266	October 1995
KELANTAN						
Lot 9 & 10, Pengkalan Chepa Industrial Estate 16100 Kota Bharu, Kelantan	203,861	Industrial/ Warehouse and office	Leasehold expiring 2043	39	713	October 1995
PAHANG						
Lot 85, Mar Lodge, Tanah Rata 39000 Brinchang Cameron Highland, Pahang	90,931	Detached house/ Holiday bungalow	Leasehold expiring 2037	52	558	October 1995
Lot 7399 & 8081 Jalan Mempaga, Mukim Sabai 28600 Karak, Pahang	217,065	Industrial/Factory	Freehold	12	15,081	2007

LIST OF PROPERTIES

Location	Land area (sq. ft.)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Net book value as at 30 September 2019 RM'000	Date of last revaluation/ acquisition
KUALA LUMPUR						
No. 3, Jalan Metro Pudu 1 Fraser Business Park Off Jalan Yew 55100 Kuala Lumpur	7,208	Office	Freehold	12	11,701	2007
Kompleks Metro Pudu No. 1, Jalan Metro Pudu 2 Fraser Business Park Off Jalan Yew 55100 Kuala Lumpur	87,847	Office	Freehold	10	60,100	2019
Lot 682 Seksyen 92 Fraser Business Park Off Jalan Yew 55100 Kuala Lumpur	40,763	Leased premise	Freehold	–	5,598	2018
MELAKA						
No. 10, Jalan Bukit Gedong 75050 Melaka	104,000	Industrial/ Warehouse and office	Freehold/ Leasehold expiring 2023	94	790	October 1995
SELANGOR						
No. 1, Jalan Bukit Belimbing 26/38 Persiaran Kuala Selangor Section 26, 40400 Shah Alam Selangor	1,373,447	Industrial/ Factory and office	Freehold	22	109,467	October 1995
Lot 3-2 (PT 16869) Lion Industrial Park Shah Alam, Selangor	558,875	Industrial/Vacant	Freehold	–	11,679	October 1995
Lot 56, Jalan Sungai Pinang 4/5 Selangor Halal Hub Taman Perindustrian Pulau Indah Fasa 2, 42920 Pulau Indah Selangor	1,629,042	Industrial/Factory	Leasehold expiring 2097	11	174,736	2008
Lot 609, Mukim Hulu Semenyih District of Hulu Langat Selangor	2,025,573	For the development of residential property	Freehold	–	17,824	2006
Lot 1954, Mukim Hulu Semenyih District of Hulu Langat Selangor	614,678	For the development of residential property	Freehold	–	6,762	2006

Location	Land area (sq. ft.)	Description/ Existing use of building	Tenure	Approximate age of building (years)	Net book value as at 30 September 2019 RM'000	Date of last revaluation/ acquisition
SARAWAK						
No. 94, Batu 11, Jalan Matang 93050 Kuching, Sarawak	118,776	Industrial/Factory	Freehold	13	5,635	2006
Lot 1581, Block 4 Matang Land District 93050 Kuching, Sarawak	261,338	Commercial	Leasehold expiring 2071	13	8,707	2006
3½ Mile, Jalan Penrissen 93250 Kuching, Sarawak	308,709	Industrial/Factory	Leasehold expiring 2074	–	24,175	October 1995
Lot 142 Lorong Abang Abdul Rahim 5A 93450 Kuching, Sarawak	1,540	Shop office/Vacant	Leasehold expiring 2784	13	367	2006
SABAH						
5½ Mile, Jalan Tuaran 88818 Kota Kinabalu, Sabah	142,140	Industrial/Vacant	Leasehold expiring 2062	9	1,281	October 1995
5½ Mile, Jalan Tuaran Inanam, 88818 Kota Kinabalu Sabah	142,578	Industrial/Factory	Leasehold expiring 2062	48	5,256	October 1995
Lot 808 Kota Kinabalu Industrial Park Sabah	929,135	Industrial park land	Leasehold expiring 2096	–	25,302	2017
THAILAND						
90 Moo 8 Mittraparp Road Phayayen District, Amphur Pakchong Nakornratchasima Province 30320 Thailand	125,857	Industrial/Factory	Leasehold expiring 2037	12	3,684	2007
668 Moo 4 Rojana Industrial Park Zone 2 U-thai, Phra Nakhon Si Ayutthaya 13210 Thailand	990,280	Industrial/Factory	Freehold	10	168,127	2010
Total					701,413	

CORPORATE DIRECTORY

HEADQUARTERS

Fraser & Neave Holdings Bhd

No. 3, Jalan Metro Pudu 1
Fraser Business Park
off Jalan Yew, 55100 Kuala Lumpur
Malaysia
Phone : +603 9235 2288
Fax : +603 9222 7878

CORPORATE OFFICES

F&N Dairies (Thailand) Limited

Q House Lumpini Building, 26th Floor
1 South Sathorn Road, Tungmahamek
Sathorn, Bangkok 10120, Thailand
Phone : +66(0) 2673 7900
Fax : +66(0) 2673 7979

F&N Marketing (B) Sdn Bhd

Lot 1, Tapak Perindustrian Lambak
Kanan Barat FASA II
Mukim Berakas A, B.S.B. BB1714
Brunei Darussalam
Phone : +673 239 2663
Fax : +673 239 2663

PLANTS

F&N Beverages Manufacturing Sdn Bhd

No. 1 Jalan Bukit Belimbing 26/38
Persiaran Kuala Selangor
Section 26, 40400 Shah Alam
Selangor, Malaysia
Phone : +603 5101 4288
Fax : +603 5192 3957

F&N Beverages Manufacturing Sdn Bhd

3½ Mile Jalan Penrissen
93250 Kuching, Sarawak, Malaysia
Phone : +6082 451 411
Fax : +6082 452 488

F&N Beverages Manufacturing Sdn Bhd

5½ Mile, Jalan Tuaran, Inanam
88818 Kota Kinabalu, Sabah, Malaysia
Phone : +6088 421 101
Fax : +6088 425 495

F&N Dairies Manufacturing Sdn Bhd

Lot 56, Jalan Sungai Pinang 4/5
Selangor Halal Hub
Taman Perindustrian Pulau Indah Fasa 2
42920 Pulau Indah
Selangor, Malaysia
Phone : +603 3377 2000
Fax : +603 3101 2399

Borneo Springs Sdn Bhd

No. 94, Batu 11, Jalan Matang
93050 Kuching
Sarawak, Malaysia
Phone : +6012 218 4420

Borneo Springs Sdn Bhd

Lot 7399, Jalan Mempaga
Mukim Sabai, 28600 Karak
Pahang, Malaysia
Phone : +609 231 0011
Fax : +609 231 0012

F&N Dairies (Thailand) Limited

668 Moo 4 Rojana Industrial Park Zone 2
U-thai, Phra Nakhon Si Ayutthaya
13210 Thailand
Phone : +66(0) 3574 6822
Fax : +66(0) 3574 6820

F&N Dairies (Thailand) Limited

90 Moo 8 Mittraparp Road
Phayayen District, Amphur Pakchong
Nakornratchasima Province
30320 Thailand
Phone : +66(0) 4493 8798
Fax : +66(0) 4493 8975

SALES OFFICES

F&N Beverages Marketing Sdn Bhd (Kuala Lumpur)

Kompleks Metro Pudu
No. 1, Jalan Metro Pudu 2
Fraser Business Park
off Jalan Yew
55100 Kuala Lumpur, Malaysia
Phone : +603 9232 9000
Fax : +603 9232 9005, +603 9232 9230

F&N Beverages Marketing Sdn Bhd (Seremban)

156-1 & 157-1, Lorong Haruan 5/5
Oakland Commerce Square
70300 Seremban
Negeri Sembilan, Malaysia
Phone : +606 631 8588, +606 631 8589

F&N Beverages Marketing Sdn Bhd (Johor)

Batu 4¾, Jalan Tampoi
81200 Johor Bahru
Johor, Malaysia
Phone : +607 332 2433
Fax : +607 332 8018

F&N Beverages Marketing Sdn Bhd (Batu Pahat)

Lot 729, Lorong Bintang
Mukim Perserai
80300 Batu Pahat, Johor, Malaysia
Phone : +607 413 9000
Fax : +607 413 9999

F&N Beverages Marketing Sdn Bhd (Kluang)

No. 11, Jalan 2
Taman Perindustrian Sinaran
86000 Kluang, Johor, Malaysia
Phone : +607 787 8816
Fax : +607 787 8817

F&N Beverages Marketing Sdn Bhd (Melaka)

No. 10, Jalan Bukit Gedong
75050 Melaka, Malaysia
Phone : +606 282 8011
Fax : +606 284 7458

F&N Beverages Marketing Sdn Bhd (Butterworth)

No. 3724, Jalan Sungai Nyior
12100 Butterworth
Pulau Pinang, Malaysia
Phone : +604 314 8600
Fax : +604 331 0427

F&N Beverages Marketing Sdn Bhd (Ipoh)

No. 217, Jalan Lahat
30200 Ipoh, Perak, Malaysia
Phone : +605 254 9461
Fax : +605 253 2091

**F&N Beverages Marketing Sdn Bhd
(Alor Setar)**

No. 111, Taman Saga, Tingkat Bawah
Jalan Alor Mengkudu
05350 Alor Setar, Kedah, Malaysia
Phone : +604 731 7687
Fax : +604 731 6723

F&N Beverages Marketing Sdn Bhd (Kuantan)

Block A, Lot 95
Kawasan Perindustrian Semambu
25350 Kuantan, Pahang, Malaysia
Phone : +609 560 1880
Fax : +609 568 4712, +609 566 4197

**F&N Beverages Marketing Sdn Bhd
(Kota Bharu)**

Lot 9 & 10, Pengkalan Chepa
Industrial Estate, 16100 Kota Bharu
Kelantan, Malaysia
Phone : +609 771 5643, +609 771 5641

**F&N Beverages Marketing Sdn Bhd
(Kuala Terengganu)**

Lot PT 7012K
Kawasan Perindustrian Gong Badak
21300 Kuala Terengganu
Terengganu, Malaysia
Phone : +609 667 0007, +609 667 0008

**F&N Beverages Marketing Sdn Bhd
(Mentakab)**

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28400 Mentakab
Pahang, Malaysia
Phone : +609 277 6100
Fax : +609 277 6200

F&N Beverages Marketing Sdn Bhd (Kuching)

3½ Mile Jalan Penrissen
93250 Kuching
Sarawak, Malaysia
Phone : +6082 451 411
Fax : +6082 452 488

F&N Beverages Marketing Sdn Bhd (Sibu)

No. 28, Lorong Lanang Barat 20-B
Jalan Upper Lanang, 96008 Sibu
Sarawak, Malaysia
Phone : +6084 215 112
Fax : +6084 213 611

F&N Beverages Marketing Sdn Bhd (Bintulu)

No. 55, BBC Workshop (Light Industrial Estate)
Lot 214 & 217, Block 22
Kemena Land District
5½ Miles Jalan Bintulu Sibul
97000 Bintulu
Sarawak, Malaysia
Phone : +6086 338 706
Fax : +6086 336 706

F&N Beverages Marketing Sdn Bhd (Miri)

Lot 1830, Jalan Prunus 6
Piasau Jaya Industrial Estate
98000 Miri
Sarawak, Malaysia
Phone : +6085 491 002, +6085 491 642
Fax : +6085 491 094

**F&N Beverages Marketing Sdn Bhd
(Kota Kinabalu)**

5½ Mile, Jalan Tuaran, Inanam
88818 Kota Kinabalu, Sabah, Malaysia
Phone : +6088 421 101
Fax : +6088 425 495

**F&N Beverages Marketing Sdn Bhd
(Sandakan)**

Ground & Mezzanine Floor
Block B, Lot 8, Phase IIA
Taman Grandview, 90000 Sandakan
Sabah, Malaysia
Phone : +6089 227 035
Fax : +6089 225 500

F&N Beverages Marketing Sdn Bhd (Tawau)

Lot No. 12200, Taman Megah Jaya
KM 8, Off Jalan Tiku
91000 Tawau
Sabah, Malaysia
Phone : +6089 769 008
Fax : +6089 749 008

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 58th Annual General Meeting of Fraser & Neave Holdings Bhd (“Company”) will be held at Ballroom 1, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Monday, 20 January 2020 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1.	To receive the Audited Financial Statements for the financial year ended 30 September 2019 together with the Reports of the Directors and Auditors thereon.	Refer to Explanatory Note (i)
2.	To approve the payment of a final single tier dividend of 33 sen per share for the financial year ended 30 September 2019.	Resolution 1
3.	To re-elect Y.A.M. Tengku Syed Badarudin Jamalullail who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	Resolution 2
4.	To re-elect Mr. Lee Kong Yip who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	Resolution 3
5.	To re-elect Y.Bhg. Dato' Jorgen Bornhoft who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	Resolution 4
6.	To re-elect Mr. Hui Choon Kit who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	Resolution 5
7.	To approve the payment of Directors' fees and benefits of up to RM1,500,000 for the period from 21 January 2020 to the next annual general meeting (“AGM”) of the Company to be held in January 2021 (2019 AGM: up to RM1,500,000), payable monthly in arrears after each month of completed service of the Directors.	Resolution 6
8.	To re-appoint Messrs KPMG PLT, the retiring auditors, as the auditors of the Company for the financial year ending 30 September 2020 and to authorise the Directors to fix their remuneration.	Resolution 7

SPECIAL BUSINESS

9.	<p>ORDINARY RESOLUTION – ROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY</p> <p>“THAT subject always to the Companies Act 2016 (“Act”), the provisions of the Constitution of the Company, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant authorities, the Board of Directors of the Company be and is hereby unconditionally and generally authorised, to the extent permitted by law, to make purchases of ordinary shares (“F&N Shares”) in the Company's issued shares from time to time through Bursa Securities, subject further to the following:</p> <p>(i) the maximum number of ordinary shares which may be purchased and held by the Company does not exceed ten per centum (10%) of the total issued shares of the Company at any point in time (“Proposed Share Buy-Back”);</p> <p>(ii) the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the Company's total retained profits at the time of purchase of the Proposed Share Buy-Back;</p> <p>(iii) the approval conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next annual general meeting (“AGM”) of the Company, following the passing of this resolution or the expiration of the period within which the next AGM is required by law to be held unless earlier revoked or varied by ordinary resolution passed by shareholders of the Company at a general meeting but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority; and</p> <p>(iv) upon completion of the purchase(s) of the F&N Shares or any part thereof by the Company, the Directors be and are hereby authorised to cancel all the F&N Shares so purchased, retain all the F&N Shares as treasury shares for future re-sale or retain part thereof as treasury shares and cancel the balance or distribute all or part of the F&N Shares as dividends to shareholders, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of MMLR and any other relevant authority for the time being in force</p>	
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<p>AND THAT authority be and is hereby unconditionally and generally given to the Directors to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991, and the entering into all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought back) in accordance with the Act, the provisions of the Constitution of the Company, the MMLR and all other relevant governmental and/or regulatory authorities.”</p>	Resolution 8
<p>10. ORDINARY RESOLUTION – PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE</p> <p>“THAT approval be and is hereby given for the Company and/or its subsidiaries (“F&N Group”) to enter into any of the category of recurrent transactions of a revenue or trading nature falling within the types of transactions set out in Sections 2.4.1 and 2.4.2, Part B of the Statement/Circular to Shareholders dated 20 December 2019 with the related parties mentioned therein, provided that such transactions are necessary for the day-to-day operations and they are carried out in the ordinary course of business on normal commercial terms which are consistent with the F&N Group’s normal business practices and policies, and on terms not more favourable to the related parties than those extended to the other customers of the F&N Group, and not to the detriment of the minority shareholders AND THAT such approval shall be in force until:</p> <ul style="list-style-type: none"> (i) the conclusion of the next annual general meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or (iii) revoked or varied by the Company in a general meeting, <p>whichever is the earlier AND THAT the Directors of the Company and each of them be authorised to do all such acts and things (including, without limitation, to execute all such documents) as they may consider necessary, expedient or in the interests of the Company to give effect to this resolution.”</p>	Resolution 9

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the 58th Annual General Meeting of the Company, the proposed payment of a final single tier dividend of 33 sen per share for the financial year ended 30 September 2019 will be paid to shareholders on 13 February 2020. The entitlement date for the proposed dividend shall be on 23 January 2020.

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

- a) Shares transferred to the depositor’s securities account before 4:30 p.m. on 23 January 2020 in respect of ordinary transfer; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

TIMOTHY OOI AIK TUAN

Company Secretary

Kuala Lumpur, Malaysia
20 December 2019

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

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

EXPLANATORY NOTES:

A. FOR ORDINARY BUSINESS

i) Audited Financial Statements

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

ii) Directors' Fees and Benefits (Resolution 6)

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

At the annual general meeting ("AGM") on 23 January 2019, shareholders approved the payment of Directors' fees and benefits of up to RM1,500,000 for the period from 24 January 2019 to 20 January 2020. Total Directors' fees and benefits paid for the financial year ended 30 September 2019 amounted to RM1,321,794 as detailed in the Corporate Governance Overview Statement.

In determining the estimated Directors' fees and benefits of up to RM1,500,000, the Board has considered various factors including the number of scheduled and ad-hoc meetings of the Board and Board Committees and the annual general meeting along with Directors' benefits.

Resolution 6, if passed, will facilitate the payment of Directors' fees and benefits on a monthly basis and/or as and when required. The Board is of the view that Directors should be paid such fees and meeting allowances upon them discharging their responsibilities and rendering their services to the Company.

B. FOR SPECIAL BUSINESS

i) Proposed Renewal of Share Buy-Back Authority (Resolution 8)

Resolution 8, if passed, will provide the Company with the authority to buy-back its shares and will allow the Company a further option to utilise its financial resources more efficiently. Additionally, it is intended to stabilise the supply and demand as well as the price of the Company's shares. Please refer to Part A of the Statement/Circular to Shareholders dated 20 December 2019 for more details.

ii) Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 9)

Resolution 9, if passed, will enable the Company and/or its subsidiaries ("F&N Group") to enter into recurrent transactions with the related parties provided that such transactions are carried out in the ordinary course of business on normal commercial terms which are consistent with the F&N Group's normal business practices and policies and on terms not more favourable to the related parties than those extended to the other customers of the F&N Group, and not to the detriment of the minority shareholders. Please refer to Part B of the Statement/Circular to Shareholders dated 20 December 2019 for more details.

Members Entitled to Attend 58th AGM

For the purpose of determining a member who shall be entitled to attend the 58th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 65(6) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 10 January 2020. Only a depositor whose name appears on the Record of Depositors as at 10 January 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

ADMINISTRATIVE DETAILS FOR THE 58TH ANNUAL GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD

ADMINISTRATIVE DETAILS FOR THE 58TH ANNUAL GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD TO BE HELD AT BALLROOM 1, FIRST FLOOR, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR ON MONDAY, 20 JANUARY 2020 AT 10:00 A.M.

REGISTRATION

1. Registration will start at 8:00 a.m. and will remain open until the conclusion of the annual general meeting ("AGM") or such time as may be determined by the Chairman of the meeting.
2. Please produce your original Identification Card ("I/C") or Passport (for foreigners) during registration for verification purpose. Only original I/C or Passport will be accepted for the purpose of identity verification. Please ensure that you collect your I/C or passport thereafter.
3. No person will be allowed to register on behalf of another person with the original I/C or Passport of that other person.
4. Upon verification and registration:
 - a. please sign the Attendance List and an identification wristband will be provided at the registration counter;
 - b. if you are attending the AGM as a shareholder as well as a proxy, you will be registered once and will only be given one identification wristband; and
 - c. no person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband. The said wristband has a passcode printed in it, which will be required for electronic voting purpose.
5. After registration, please vacate the registration area immediately and proceed to the meeting hall.
6. The registration counter will only handle verification of identity and registration of attendance.
7. Help desk support is available for any other enquiries/assistance/revocation of proxy's appointment.

DOOR GIFT

One (1) door gift will be given for one (1) attendee only, regardless of the number of shareholders you are representing as a proxy, and whether you are attending both as proxy and shareholder.

PARKING

Parking is free at Sime Darby Convention Centre.

VOTING AT MEETING

Pursuant to the Paragraph 8.29A of the Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions to be tabled at the AGM will be voted by poll. For this purpose, the Company has appointed Tricor Investor and Issuing House Services Sdn Bhd ("Tricor") to conduct the poll voting electronically via Tricor e-Vote application; and Boardroom Corporate Services Sdn Bhd (formerly known as Boardroom Corporate Services (KL) Sdn Bhd) as the scrutineer to verify the poll results.

e-Voting for each resolution set out in the Notice of AGM will take place immediately upon conclusion of the deliberation of the respective agenda.

VOTING USING YOUR OWN SMARTPHONE/TABLET

1. Shareholders and proxy holders ("Voters") are advised to download Tricor e-Vote app onto their smartphone/tablets ("Device") before attending the AGM.
2. Tricor e-Vote App download is available at no cost from Google Play Store or Apple App Store.
3. Please refer to the information below on how to download the Tricor e-Vote App.
4. You are encouraged to approach Tricor's personnel at the Device Counter to check the readiness of your Device for you to participate in the poll voting.


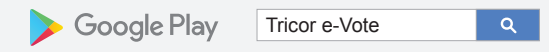
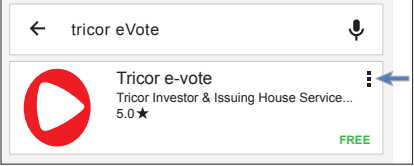
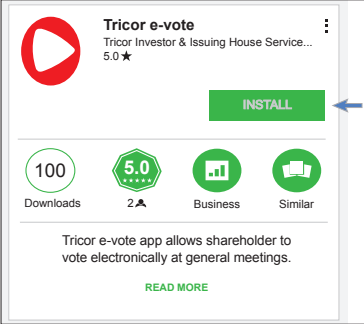

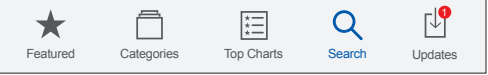
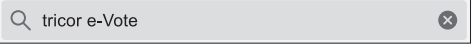
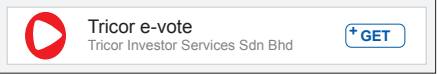
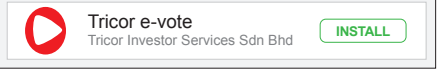
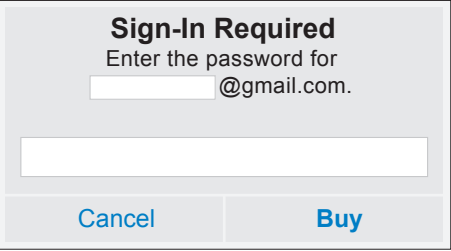
VOTERS WHO DO NOT HAVE DEVICES

1. You will be provided with a device when you attend the AGM.
2. Please proceed to the Device Counter for separate registration to obtain a device.
3. Upon conclusion of the AGM, please return the device to the Device Counter.

ADMINISTRATIVE DETAILS FOR THE 58TH ANNUAL GENERAL MEETING OF FRASER & NEAVE HOLDINGS BHD

ACCESS TO TRICOR E-VOTE APP

1. You will be required to use the camera function of your device to scan/capture the passcode on your wristband to access Tricor e-Vote App.
2. Detailed instructions on how to vote will be provided at the AGM.

How to download Tricor e-Vote from Google Play Store (Android) – Minimum version of Android 4.0.3 or later	How to download Tricor e-Vote from Apple App Store (iOS) – Minimum version of IOS 8.0 or later
<ol style="list-style-type: none"> 1. Locate the Play Store icon and tap on it to open.  2. Type in the name of the app: “Tricor e-Vote”, into the menu bar and search.  3. Tap the three dots on the right side of the box will provide options to install right away.  4. Tap the ‘Install’ button to start downloading. You will be prompted to provide certain device permissions for the installation to continue.  5. Once the download and installation are completed, you can tap the ‘Open’ button in the Play Store listing, or tap the icon from the notification tray to open your app. Otherwise, the app will be accessible by tapping the ‘App’ icon in the bottom of your home screen, assuming an icon hasn’t already been put on your home screen. 	<ol style="list-style-type: none"> 1. Open the App Store application.  2. Tap the Search icon at the bottom of the screen.  3. Enter the name of the app: “Tricor e-vote” and tap Search.  4. Tap on ‘Get’ button.  5. Tap on ‘Install’ button to start downloading.  6. Enter your Apple ID Password. Click ‘Buy’ to proceed (please note that there is no cost incurred).  7. Once the download and installation are completed, you can tap the ‘Open’ button in the App Store listing. Otherwise, the app will be accessible by tapping the ‘App’ icon in your home screen.



**FRASER & NEAVE
HOLDINGS BHD**
196101000155 (4205-V)

PROXY FORM

I/We _____ I.C. No./Company No. _____
(full name in block letters)

of _____
(full address)

being a member/members of Fraser & Neave Holdings Bhd, hereby appoint _____
(full name in block letters)

_____ I.C. No. _____ of _____

_____ (full address)

or failing him/her, _____ I.C. No. _____ of _____
(full name in block letters)

_____ (full address)

or failing him/her, the Chairman of the meeting as my/our proxy(ies) to vote for me/us on my/our behalf as indicated below, at the 58th Annual General Meeting of the Company ("AGM") to be held at Ballroom 1, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Monday, 20 January 2020 at 10:00 a.m. or at any adjournment thereof:

Ordinary Resolutions:	No.	For	Against
To approve the payment of a final single tier dividend of 33 sen per share for the financial year ended 30 September 2019.	1		
To re-elect Y.A.M. Tengku Syed Badarudin Jamalullail who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	2		
To re-elect Mr. Lee Kong Yip who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	3		
To re-elect Y.Bhg. Dato' Jorgen Bornhoft who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	4		
To re-elect Mr. Hui Choon Kit who retires in accordance with Clause 100 of the Company's Constitution, as a Director.	5		
To approve the payment of Directors' fees and benefits of up to RM1,500,000 for the period from 21 January 2020 to the next annual general meeting ("AGM") of the Company to be held in January 2021 (2019 AGM: up to RM1,500,000), payable monthly in arrears after each month of completed service of the Directors.	6		
To re-appoint Messrs KPMG PLT, the retiring auditors, as the auditors of the Company for the financial year ending 30 September 2020 and to authorise the Directors to fix their remuneration.	7		
To approve the Proposed Renewal of Share Buy-Back Authority.	8		
To approve the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.	9		

Please indicate with an "X" in the spaces above how you wish your vote(s) to be cast. If no specific direction as to voting is given, your proxy will vote or abstain at his/her discretion.

Dated this _____ day of _____ 20____

Number of shares held	
CDS Account No.	

The proportion of my/our holding to be represented by my/our proxy/proxies is as follows:	No. of shares	Percentage (%)
First Proxy		
Second Proxy		
Total		100

Signature(s)/Common Seal of Shareholder(s)

Notes:

- (1) A member entitled to attend, speak and vote at the above meeting may appoint a proxy or proxies (but not more than two) to attend, speak and vote on his/her behalf and such proxy or proxies need not be a member or members of the Company.
- (2) Where there are two proxies appointed, the number of shares to be represented by each proxy must be stated.
- (3) In the case of a corporation, the form of proxy must be executed under seal or under the hand of its attorney duly authorised.
- (4) Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. Each appointment of proxy by an exempt authorised nominee shall be by a separate instrument of proxy which shall specify the proportion of shareholding to be represented by each proxy.
- (5) The instrument appointing a proxy or proxies must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia at not less than 48 hours before the meeting.
- (6) By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the annual general meeting and any adjournment thereof.

fold here

AFFIX
STAMP

The Company Secretary
FRASER & NEAVE HOLDINGS BHD 196101000155 (4205-V)
C/O 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

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