

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 61st Annual General Meeting of Fraser & Neave Holdings Bhd (“Company”) will be held at Ballroom 3, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Tuesday, 17 January 2023 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

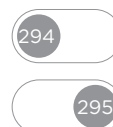
1. To receive the Audited Financial Statements for the financial year ended 30 September 2022 together with the Reports of the Directors and Auditors thereon. **Refer to Explanatory Note (i)**
2. To approve the payment of a final single tier dividend of 33 sen per share for the financial year ended 30 September 2022. **Resolution 1**
3. To re-elect the following Directors who retire in accordance with Clause 100 of the Company’s Constitution, as Directors:
 - (i) Y.A.M. Tengku Syed Badarudin Jamalullail
 - (ii) Mr. Hui Choon Kit

Note: Y.Bhg. Dato’ Jorgen Bornhoft who also retires in accordance with Clause 100 of the Company’s Constitution, has expressed his intention not to seek re-election.

**Resolution 2
Resolution 3**
4. To re-elect Mr. Kosit Suksingha who retires in accordance with Clause 106 of the Company’s Constitution, as a Director. **Resolution 4**
5. To appoint the following Director:

“**THAT** Mr. Michael Chye Hin Fah, who has consented to act as a Director and made a declaration that he is not disqualified from being appointed or holding office as a Director pursuant to Section 201 of the Companies Act 2016, be and is hereby appointed as a Director of the Company and designated as Non-Independent Non-Executive Director with effect from the conclusion of the 61st Annual General Meeting on 17 January 2023.”

Resolution 5
6. To approve the payment of Directors’ fees and benefits of up to RM1,810,000 for the period from 18 January 2023 until the next annual general meeting (“AGM”) of the Company (2022 AGM: up to RM1,500,000), payable monthly in arrears after each month of completed service of the Directors. **Resolution 6**
7. To re-appoint Messrs KPMG PLT, the retiring auditors, as the auditors of the Company for the financial year ending 30 September 2023 and to authorise the Directors to fix their remuneration. **Resolution 7**



Notice of Annual General Meeting

SPECIAL BUSINESS

8. ORDINARY RESOLUTION

Resolution 8

- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“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 the law, to make purchases of ordinary shares in the Company’s issued shares (“F&N Shares”) from time to time through Bursa Securities, subject further to the following:

- (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”);
- (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;
- (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 of the Company, following the passing of this resolution or the expiration of the period within which the next annual general meeting 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
- (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.

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.”

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Additional Information



SPECIAL BUSINESS (CONTINUED)

9. ORDINARY RESOLUTION

Resolution 9

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"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 19 December 2022 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:

- (i) 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;
- (ii) the expiration of the period within which the next annual general meeting 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,

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."

- 10. To transact any other business of which due notice shall have been given.



Notice of Annual General Meeting

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the 61st 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 2022 will be paid to shareholders on 10 February 2023. The entitlement date for the proposed dividend shall be on 20 January 2023.

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 20 January 2023 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

(LS0010357/SSM PC NO. 201908002732)

Company Secretary

Kuala Lumpur, Malaysia

19 December 2022

NOTES:

Appointment of Proxy

- (1) A member entitled to attend, speak and vote at the above annual general meeting ("AGM") 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 at the office of the Poll Administrator, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://investor.boardroomlimited.com> ("eProxy Lodgement") not less than 48 hours before the meeting. Please refer to the Administrative Details for the 61st AGM for the steps on the eProxy Lodgement.

Members Entitled to Attend the AGM

- (6) For the purpose of determining a member who shall be entitled to attend the 61st 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 Monday, 9 January 2023. Only a depositor whose name appears on the Record of Depositors as at Monday, 9 January 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

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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) Re-election of Directors (Resolutions 2, 3 and 4)

Through the Directors' self/peer assessment for the financial year 2022, the Nominating Committee ("NomCom") has assessed individual Directors except for Mr. Kosit Suksingha and his alternate, Mrs. Tongjai Thanachanan, who were appointed to the Board on 10 June 2022.

The NomCom has also assessed the retiring Directors in terms of character and integrity, competency, commitment, contribution and ability to act in the best interests of the Company based on the criteria set out in the Group's Fit and Proper Policy ("Fit and Proper Criteria").

The Board and the NomCom are satisfied that the retiring Directors meet the Fit and Proper Criteria for re-election to the Board and can continuously discharge their duties diligently as Directors.

The Board recommends that shareholders approve the re-election of the retiring Directors, who have offered themselves for re-election at the 61st AGM. The retiring Directors have abstained from deliberations and decisions on their re-election at the relevant meetings of the Board and the NomCom.

The profiles of the retiring Directors are set out in the Profile of Board of Directors in the Annual Report 2022.

(iii) Appointment of Director (Resolution 5)

To fill the casual vacancy arising from the decision of Y.Bhg. Dato' Jorgen Bornhoft not to seek re-election as a Director upon the conclusion of the 61st AGM, the Board has through the NomCom

reviewed and evaluated the proposed appointment of Mr. Michael Chye Hin Fah ("Mr. Michael Chye") based on the Fit and Proper Criteria.

The Board and the NomCom are satisfied that Mr. Michael Chye meets the Fit and Proper criteria for appointment to the Board. The Board recommends that shareholders approve the appointment of Mr. Michael Chye.

The profile of Mr. Michael Chye is set out in the Statement Accompanying Notice of AGM. The notice of nomination from Fraser and Neave, Limited, a major shareholder of the Company for the proposed appointment of Mr. Michael Chye is attached hereto as Appendix I.

(iv) 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 Company's AGM held on 17 January 2022, shareholders approved the payment of Directors' fees and benefits ("Directors' Remuneration") of up to RM1,500,000 for the period from 18 January 2022 until 17 January 2023. Total Directors' Remuneration paid for the financial year ended 30 September 2022 amounted to RM1,339,282 as detailed in the Corporate Governance Overview Statement.

Based on the Directors' Remuneration Policy of the Company, Directors' fees and meeting allowances are reviewed every two years. The last review of Directors' Remuneration was conducted by an independent consultant, Aon Malaysia Sdn Bhd ("AON") in October 2018. Following shareholders' approval at the Company's AGM in 2019, Directors' fees and meeting allowances were increased and adjusted by taking into account the prevalent market rates and the duties, responsibilities and commitment of the respective Board Committees and Chairmen of Board Committees. The subsequent review of Directors' Remuneration has been deferred since 2020 considering the economic uncertainties and ongoing efforts of the Group to manage its operational costs.

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In October 2022, AON was engaged to conduct the review of Directors' Remuneration. AON has benchmarked the Directors' Remuneration for the financial year 2022 against 36 listed companies with similar size and/or operating environment as the Company. Based on AON's recommendation and to enhance competitiveness of the Company's remuneration plan, the Board is seeking an increase in the Directors' Remuneration as follows:

- aligning the Company's projected average Directors' Remuneration for the financial year 2023 with the prevalent market rate while capping the increase in the Company's

projected total Directors' Remuneration for the financial year 2023 to approximately 27%;

- increasing base retainer fee by RM20,000 and maintaining the current retainer ratios for the Board and Board Committees; and
- increasing meeting allowances by RM500 for members of the Board and Board Committees and for the Chairman of Share Buy-Back ("SBB") Committee.

The tables below set out the proposed increases in Directors' fees and adjustments to meeting allowances:

		Directors' Fees Per Annum			
		Current Fees (RM)	Current Retainer Ratios (Note)	Proposed Increase in Fees RM'000	Revised Fees (RM)
Board	Chairman	150,000	2.00	40,000	190,000
	Member	75,000*	1.00	20,000	95,000
Audit Committee	Chairman	20,000	0.27	5,650	25,650
	Member	10,000	0.13	2,350	12,350
Group Executive Committee	Chairman	15,000	0.20	4,000	19,000
	Member	7,500	0.10	2,000	9,500
Sustainability & Risk Management Committee	Chairman	15,000	0.20	4,000	19,000
	Member	7,500	0.10	2,000	9,500
Nominating Committee	Chairman	7,500	0.10	2,000	9,500
	Member	4,500	0.06	1,200	5,700
Remuneration Committee	Chairman	7,500	0.10	2,000	9,500
	Member	4,500	0.06	1,200	5,700
SBB Committee	Chairman	Nil	Not applicable	Nil	Nil
	Member	Nil	Not applicable	Nil	Nil

Note:

$$\text{Current Retainer Ratio} = \frac{\text{Current Fee}}{\text{* Base Retainer Fee}}$$

		Meeting Allowances Per Attendance (RM)		
		Current Meeting Allowances	Proposed Increase in Meeting Allowances	Revised Meeting Allowances
Board	Chairman	3,000	Nil	3,000
	Member	1,500	500	2,000
All the aforesaid Board Committees Other than SBB Committee	Chairman	2,000	Nil	2,000
	Member	1,000	500	1,500
SBB Committee	Chairman	1,000	500	1,500
	Member	1,000	500	1,500

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EXPLANATORY NOTES: (CONTINUED)

A. FOR ORDINARY BUSINESS (continued)

(iv) Directors' Fees and Benefits (Resolution 6) (continued)

The Company is therefore seeking shareholders' approval for payment of Directors' fees and benefits of up to RM1,810,000 for the period from 18 January 2023 until the next AGM of the Company to be held in January 2024, which have been estimated by taking into account:

- the proposed increase in Directors' fees and adjustment to Directors' meeting allowances as set out in the tables above;
- the number of scheduled and ad-hoc meetings of the Board and Board Committees and the annual general meeting; and
- benefits including personal accident insurance premium for all Directors.

Resolution 6, if passed, will facilitate the payment of Directors' fees and remuneration 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 19 December 2022 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 19 December 2022 for more details



Statement Accompanying Notice of Annual General Meeting

MR. MICHAEL CHYE HIN FAH

Singaporean, Age 63

Non-Independent Non-Executive Director

QUALIFICATION(S)

- Bachelor of Business Studies with First Class Honours in Accounting and Finance, Massey University, New Zealand
- Master of Business Studies with Distinction in Accounting and Finance, Massey University, New Zealand
- Fellow of the Institute of Singapore Chartered Accountants
- Associate Member of the Institute of Chartered Secretaries & Administrators
- Member of the Singapore Institute of Directors
- Associate Member of Chartered Secretaries Institute of Singapore

PRESENT DIRECTORSHIP(S) IN OTHER PUBLIC COMPANIES IN MALAYSIA

Listed Issuer(s)

- None

Non-Listed Issuer(s)

- None

PRESENT DIRECTORSHIP(S)

Listed Companies

- Fraser and Neave, Limited (incorporated in Singapore, listed on Singapore Exchange Securities Trading Limited ("SGX-ST")) – Alternate Director
- Saigon Beer-Alcohol-Beverage Corporation (incorporated in Vietnam, listed on Ho Chi Minh Stock Exchange ("HSX"))
- Vietnam Dairy Products Joint Stock Company (incorporated in Vietnam, listed on HSX)

Non-Listed Companies

- Alliance Asia Investment Private Limited (incorporated in Singapore)
- Alliance Strategic Investments Pte. Ltd. (incorporated in Singapore)
- Asia Breweries Limited (incorporated in Singapore)
- ASM International Limited (incorporated in Hong Kong ("HK"))
- Beer Chang International Limited (incorporated in Singapore)
- BeerCo Limited (incorporated in HK)
- BeerCo Limited (incorporated in Singapore)
- BeerCo (Cambodia) Limited (incorporated in Cambodia) - Chairman
- BevCo Limited (incorporated in HK)
- BevCo Limited (incorporated in Thailand)
- Chang Beer Company Limited (incorporated in Thailand)
- Chang Beer UK Limited (incorporated in United Kingdom ("UK"))
- Chang Corporation Co., Ltd. (incorporated in Thailand)
- Chang Holding Co., Ltd. (incorporated in Thailand)
- Chang International Co., Ltd. (incorporated in Thailand)
- DECCO 235 (incorporated in New Zealand)
- F&N Retail Connection Co., Ltd. (incorporated in Thailand)
- Grand Royal Group International Company Limited (formerly known as Myanmar Distillery Company Limited, incorporated in Myanmar)
- Havi Food Distribution (Thailand) Co., Ltd. (incorporated in Thailand)
- Havi Logistics (Thailand) Limited (incorporated in Thailand)
- Heritas Capital Management Pte. Ltd. (incorporated in Singapore)
- IMC Pan Asia Alliance Corporation (incorporated in British Virgin Islands)
- InterBev (Singapore) Limited (incorporated in Singapore)
- InterBev (Singapore) 2019 Limited (incorporated in Singapore)

- InterF&B Pte. Ltd. (incorporated in Singapore)
- International Beverage Holdings Limited (incorporated in HK)
- International Beverage Holdings (Singapore) Pte. Limited (incorporated in Singapore)
- International Beverage Holdings (UK) Limited (incorporated in UK)
- International Beverage Trading (Hong Kong) Limited (incorporated in HK)
- International Breweries Limited (incorporated in HK)
- Inver House Distillers Limited (incorporated in UK)
- Inver House Distillers (ROI) Limited (incorporated in Republic of Ireland)
- Marketing Magic Pte. Ltd. (incorporated in Singapore)
- Max Asia Food and Beverage (Thailand) Co., Ltd. (incorporated in Thailand)
- Myanmar Supply Chain and Marketing Services Company Limited (incorporated in Myanmar)
- Prudence Holdings Limited (incorporated in Cook Islands)
- SEA Logistics & Technology Pte. Ltd. (incorporated in Singapore)
- Siam Breweries Limited (incorporated in Singapore)
- So Water Company Limited (incorporated in Thailand)
- South East Asia Logistics Pte. Ltd. (incorporated in Singapore)
- Super Beer Brands Limited (formerly known as Beer Super Brands Limited, incorporated in Singapore)
- Super Brands Company Pte. Ltd. (incorporated in Singapore)
- Super Food Brands Company Pte. Ltd. (incorporated in Singapore)
- Thai Breweries Limited (incorporated in Singapore)
- VietBev Company Limited (incorporated in Vietnam)
- Vietnam Beverage Company Limited (formerly known as Nga Son Beverage Joint Stock Company, incorporated in Vietnam)
- Vietnam F&B Alliance Investment Joint Stock Company (formerly known as Nga Son Investment Joint Stock Company, incorporated in Vietnam)
- Vietnam Logistics and Supply Chain Company Limited (incorporated in Vietnam)
- Wellwater Limited (incorporated in HK)

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PRESENT APPOINTMENTS:

Listed Companies

- Thai Beverage Public Company Limited (incorporated in Thailand, listed on SGX-ST) – Chief Beer Product Group

Unlisted Companies

- BeerCo Limited (incorporated in Singapore) – Chief Executive Officer
- Vietnam Beverage Company Limited (formerly known as Nga Son Beverage Joint Stock Company, incorporated in Vietnam) – Legal Representative
- Vietnam F&B Alliance Investment Joint Stock Company (formerly known as Nga Son Investment Joint Stock Company, incorporated in Vietnam) – Legal Representative/Chairman of Board of Management

PAST DIRECTORSHIP(S)

Listed Companies

- Sermasuk Public Company Limited (incorporated in Thailand, listed on Stock Exchange of Thailand)

Unlisted Companies

- C A C Co., Ltd. (incorporated in Thailand)
- International Beverage Trading Limited (incorporated in Bermuda)
- Sermasuk Beverage Co., Ltd. (incorporated in Thailand)
- Sermasuk Holdings Co., Ltd. (incorporated in Thailand)
- Wrangyer Beverage (2008) Co., Ltd. (incorporated in Thailand)

PAST APPOINTMENT(S)

Listed Companies

- Thai Beverage Public Company Limited – Executive Vice-President, Finance and Accounting Group, Deputy Group CFO and Chief Finance Officer – International Business

Unlisted Companies

- International Beverage Holdings Limited – Group Chief Financial Officer
- Super Brands Company Pte. Ltd. – Executive Director
- InterBev (Singapore) Limited – Executive Director

Mr. Michael Chye Hin Fah does not hold any shares in Fraser & Neave Holdings Bhd (“Company”) and its subsidiaries. He does not have any family relationship with any director and/or major shareholder of the Company nor any personal interest in any business arrangement involving the Company, save and except that he is a nominee director of Fraser and Neave, Limited – a major shareholder of the Company. Mr Chye has not been convicted of any offence in the past five years and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 30 September 2022, which would have required disclosure pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

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Letter of Nomination

APPENDIX I



438 Alexandra Road
#20-00 Alexandra Point
Singapore 119958

Tel : (65) 6318 9393
Fax : (65) 6271 0811
Website: www.fraserandneave.com

FRASER AND NEAVE, LIMITED

Company Registration No. 189800001R
Incorporated in Singapore

15 November 2022

Fraser & Neave Holdings Bhd ("F&NHB")
Level 3A, F&N Point
No. 3, Jalan Metro Pudu 1
Fraser Business Park, Off Jalan Yew
55100 Kuala Lumpur, Malaysia

No. of page(s): 1

Attention: Mr. Timothy Ooi, Director, Group Legal Counsel and Company Secretary

Dear Sirs

Notice of Nomination of Director for Appointment to the Board of Directors of F&NHB

1. On behalf of Fraser and Neave, Limited ("F&NL"), we hereby give notice of our intention to nominate Mr Michael Chye Hin Fah for appointment to the Board of F&NHB, to be designated as a non-independent and non-executive director.
2. Subject to the approval of shareholders of F&NHB at the upcoming Annual General Meeting of F&NHB on 17 January 2023 ("AGM"), we propose that Mr Chye's appointment take effect immediately after the conclusion of the AGM.
3. Kindly arrange for this notice to be circulated to the shareholders of F&NHB and to seek their approval at the AGM.

Thank you.

Yours faithfully,

Samuel Lee
Company Secretary

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Additional Information



Administrative Details

for the 61st Annual General Meeting of Fraser & Neave Holdings Bhd

TO BE HELD AT BALLROOM 3, FIRST FLOOR, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR ON TUESDAY, 17 JANUARY 2023 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 MyKad/Identification Card or Passport (for foreigners) during registration. Only original MyKad/ Identification Card or Passport will be accepted for the purpose of identity verification. Please ensure that you collect your MyKad/Identification Card or passport thereafter.
3. No person will be allowed to register on behalf of another person with the original MyKad/Identification Card 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. A special QR code will be generated for shareholders to scan and access the e-polling system using his/her own smartphone/tablet;
 - c. 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
 - d. 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.
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

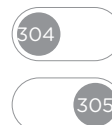
Parking is free at Sime Darby Convention Centre.

LODGEMENT OF PROXY FORM

1. If you are unable to attend the AGM in person and wish to appoint the Chairman of the AGM as your proxy to vote on your behalf, the instrument appointing proxy(ies) may be made in the following manner:
 - a) In hard copy form
Please deposit your proxy form at the office of the Poll Administrator, Boardroom Share Registrars Sdn Bhd (“Boardroom”) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by Sunday, 15 January 2023 at 10.00 a.m. Any alteration to the Form of Proxy must be initialled.
 - b) By electronic means (following the steps below)
 - i. Log in to <https://investor.boardroomlimited.com>
 - ii. Select FRASER & NEAVE HOLDINGS BHD (61ST ANNUAL GENERAL MEETING) from the list of Meeting Events and click “Enter”
 - iii. Click “Submit eProxy Form”.
 - iv. Read and accept the General Terms and Conditions. Enter your CDS account number and number of securities held. Select your proxy - either Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
 - v. Indicate your voting instruction - FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY.

eProxy Form to be lodged not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by Sunday, 15 January 2023 at 10.00 a.m.

2. **If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you**





Administrative Details

for the 61st Annual General Meeting of Fraser & Neave Holdings Bhd

REVOCATION OF PROXY

If you have submitted your Proxy Form prior to the AGM and subsequently decide to appoint another person or wish to participate in the AGM yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the AGM or proceed to the Help desk counter on the AGM day to do proxy revocation. On revocation, your proxy(ies) will not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly.

COVID-19 PREVENTION MEASURES

- Attendees are highly encouraged to perform self-test for Covid-19 at home a day before the meeting.
- A shareholder/ proxy who has symptoms of being unwell or showing any symptoms of Covid-19 is advised not to attend the AGM.
- Wear a face mask throughout the meeting and clean your hands frequently with alcohol-based hand rub or soap and water.

DIGITAL COPIES OF AGM DOCUMENTS

As part of our commitment to environmentally sustainable practices by reducing paper usage, the following documents can be accessed from our website at <https://fn.com.my/investors/ar2022/>:

- Annual Report 2022
- Notice of the 61st AGM and Proxy Form
- Sustainability Report 2022
- Circular in relation to the Share Buy-Back Statement and the Proposed Shareholders' Mandate for Recurrent Related Party Transactions
- Corporate Governance Report 2022

VOTING AT MEETING

- Voting will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Asia Securities Sdn Berhad as Independent Scrutineer to verify the poll results.
- e-Voting for all the resolutions set out in the Notice of AGM will take place concurrently after the relevant questions in respect of these resolutions have been addressed.

- Please vote using your smartphone/ tablet with the special QR code which generated during the registration upon the Chairman opens the poll.

ENQUIRY

For enquiries and administrative details relating to the meeting, please contact Boardroom during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.), details as follows:

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5 Jalan Professor Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

General Line : 603-7890 4700 (Helpdesk)

Fax Number : 603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA POLICY

By registering for the meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data by F&NHB (or its agents) for the following purposes:

- for registration;
- communicate with the shareholders and proxy holders who participate at the AGM for redemption of door gift;
- respond to shareholders' and proxy holders' enquiries;
- for internal record keeping;
- send promotional materials, advertisement for marketing purposes;
- publication of your personal information in any minutes, website, newsletter, brochure or any other materials which may be published internally or externally;
- for processing and administration by the Company (or its agents); and
- comply with any laws, listing rules, regulations and/or guidelines.

The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

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Additional Information

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